IMPORTANT NOTICE

THIS PROSPECTUS IS AVAILABLE ONLY TO INVESTORS WHO ARE OUTSIDE OF THE UNITED STATES IN ACCORDANCE WITH REGULATION S ("REGULATION S") UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") AND, IF INVESTORS ARE RESIDENT IN A MEMBER STATE (A "MEMBER STATE") OF THE EUROPEAN ECONOMIC AREA (THE "EEA"), A QUALIFIED INVESTOR AS DEFINED BY THE PROSPECTUS REGULATION (DEFINED BELOW) OR IF INVESTORS ARE RESIDENT IN THE UNITED KINGDOM ("THE U.K.") A RELEVANT PERSON (AS DEFINED BELOW).

IMPORTANT: You must read the following disclaimer before continuing. The following disclaimer applies to the attached prospectus of Gubra A/S (the "Prospectus") following this notice, and you are therefore advised to read this disclaimer page carefully before reading, accessing or making any other use of the Prospectus. Recipients of this electronic transmission who intend to purchase the securities described in the Prospectus are reminded that any purchase may only be made on the basis of the information contained in this Prospectus and the result statement to be published in connection thereto. In accessing the Prospectus, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from us and Skandinaviska Enskilda Banken, Danmark, filial af Skandinaviska Enskilda Banken AB (publ), Sverige (the "Global Coordinator", and together with ABG Sundal Collier Denmark, filial af ABG Sundal Collier ASA, Norge, the "Managers") as a result of such access. You acknowledge that the delivery of the Prospectus is confidential and is solely for your information and intended for you only, and you agree you will not distribute, forward, reproduce (in whole or in part), disclose or publish the Prospectus to any other person.

IF YOU ARE NOT THE INTENDED RECIPIENT OF THIS ELECTRONIC TRANSMISSION, PLEASE DO NOT DISTRIBUTE OR COPY THE INFORMATION CONTAINED IN THIS ELECTRONIC TRANSMISSION, BUT INSTEAD DELETE AND DESTROY ALL COPIES OF THIS ELECTRONIC TRANSMISSION.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES, OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES, AND THE SECURITIES MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED, DIRECTLY OR INDIRECTLY IN, INTO OR WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE AND LOCAL SECURITIES LAWS. THERE WILL BE NO PUBLIC OFFERING OF THE SECURITIES IN THE UNITED STATES OR ANY OTHER JURISDICTION OTHER THAN DENMARK.

THE PROSPECTUS IS BEING FURNISHED TO YOU SOLELY FOR YOUR INFORMATION AND YOU ARE NOT AUTHORIZED TO, AND YOU MAY NOT, FORWARD, DISTRIBUTE OR DELIVER THE PROSPECTUS, ELECTRONICALLY OR OTHERWISE, TO ANY OTHER PERSON OR REPRODUCE THE PROSPECTUS, IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION, DELIVERY OR REPRODUCTION OF THE ATTACHED PROSPECTUS, IN WHOLE OR IN PART, IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE U.S. SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORIZED AND WILL BE UNABLE TO PURCHASE ANY OF THE SECURITIES DESCRIBED IN THE PROSPECTUS.

In the United Kingdom, the Prospectus is for distribution only to persons who are qualified investors as defined in Regulation (EU) 2017/1129; and who (i) have professional experience in matters relating to investments and who qualify as investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Financial Promotion Order"); (ii) fall within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Promotion Order; or (IN) any other persons to whom it may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This Prospectus is directed only at relevant persons and must not be acted or relied upon by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates is available only to relevant persons and will be engaged in only with relevant persons.

PROHIBITION OF SALES TO EEA (OTHER THAN DENMARK) AND U.K. RETAIL INVESTORS

In relation to each Member State of the EEA (other than Denmark) and the United Kingdom (each a "Relevant State"), no securities have been offered or will be offered pursuant to the Offering (as defined below) to the public in that Relevant State prior to the publication of a prospectus which has been approved by the competent authority in that Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, all in accordance with the Prospectus Regulation (as defined below), except that it may make an offer to the public in that Relevant State of any securities at any time under the following exemptions under the Prospectus Regulation:

a) to any legal entity which is a qualified investor as defined under the Prospectus Regulation;

b) to fewer than 150 natural or legal persons (other than qualified investors as defined under the Prospectus Regulation), subject to obtaining the prior consent of the Global Coordinator for any such offer; or

c) in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of securities shall require the Gubra A/S (the "Issuer") or the Global Coordinator to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression an "offer to the public" in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and any securities to be offered so as to enable an investor to decide to purchase any securities, and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129.

References to Regulations include, in relation to the United Kingdom, those Regulations as they form part of U.K. domestic law by virtue of the European Union (Withdrawal) Act 2018 or have been implemented in U.K. domestic law, as appropriate.

The above selling restriction is in addition to any other selling restrictions set out herein.

MIFID PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET

EEA Product Governance Requirements

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the securities that are the subject of the Offering have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Positive Target Market"). Distributors should note that: the price of the securities that are the subject of the Offering may decline and investors could lose all or part of their investment; such securities offer no guaranteed income and no capital protection; and an investment in such securities is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom (the "Negative Target Market", and together with the Positive Target Market, the "Target Market Assessment"). The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients or eligible counterparties (except for a public offering to investors in Denmark conducted pursuant to a separate prospectus that has been approved by and registered with the Danish FSA).

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to, the securities that are the subject of the Offering.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the securities that are the subject of the Offering and determining appropriate distribution channels.

UK Product Governance Requirements

Solely for the purposes of the product governance requirements contained within: (a) Regulation (EU) 600/2014 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 ("U.K. MiFIR"); and (b) the FCA Handbook Product Intervention and Product Governance Sourcebook, (together, the "U.K. MiFIR Product Governance Rules"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of U.K. MiFIR) may otherwise have with respect thereto, the securities that are the subject of the Offering have been subject to a product approval process, which has determined that such securities are: (a) compatible with an end target market of investors who meet the criteria of eligible counterparties, as defined in the FCA Handbook Conduct of Busine ss Sourcebook, and professional clients, as defined in U.K. MiFIR; and (b) eligible for distribution through all distribution channels as are permitted by U.K. MiFIR (the "Positive U.K. Target Market"). Distributors should note that: the price of the securities that are the subject of the Offering may decline and investors could lose all or part of their investment; such securitites offer no guaranteed income and no capital protection; and an investment in such securities is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom (the "Negative U.K. Target Market", and together with the Positive U.K. Target Market, the "U.K. Target Market Assessment"). The U.K. Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the U.K. Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties for the purposes of the U.K. MiFIR Product Governance Rules.

For the avoidance of doubt, the U.K. Target Market Assessment does not constitute: (i) an assessment of suitability or appropriateness for the purposes of the U.K. MiFIR Product Governance Rules; or (ii) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to, the securities that are the subject of the Offering.

Each distributor is responsible for undertaking its own U.K. Target Market Assessment in respect of the securities that are the subject of the Offering and determining appropriate distribution channels.

Confirmation of Your Representation: By accessing the Prospectus, you will be deemed to have represented to us and the Global Coordinator that: (1) you have understood and agree to the terms set out herein; (2) you and any customers you represent are acting on behalf of, or are, an institutional investor that is outside the United States and that the e-mail address to which, pursuant to your request, the Prospectus has been delivered by electronic transmission is utilized by a person not located in the United States; (3) if you are located in the United Kingdom, you and any customers you represent are relevant persons; (4) if you are located in a EEA country (other than Denmark) or the United Kingdom, you and any customers you represent must not be a retail investor and are a qualified investor; (5) the securities acquired in the offer have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, any person in circumstances which may give rise to an offer of any securities to the public; (6) if you are outside the United States, the United Kingdom and a member state of the EEA (and the e-mail addresses that you gave us and to which this document has been delivered are not located in such jurisdictions) you are a person into whose possession this document may lawfully be delivered in accordance with the laws of the jurisdiction in which you are located; and (7) you are a person to whom the Prospectus may be delivered in accordance with the restrictions set out in "Notice to Investors" in the Prospectus.

The Prospectus has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and, consequently, neither the Global Coordinator, any person who controls the Global Coordinator, the Issuer or any of its subsidiaries and affiliates, nor any director, officer, employer, employee or agent of theirs, or affiliate of any such person, accepts any liability or responsibility whatsoever in respect of any difference between the Prospectus distributed to you in electronic format and any hard copy or electronic version that is provided to you at a later date or which will be made available to you upon request from us or the Global Coordinator. By accessing the Prospectus, you consent to its delivery in electronic form (and any amendments or supplements thereto by electronic transmission).

You are reminded that the attached Prospectus has been delivered to you on the basis that you are a person into whose possession this Prospectus may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not nor are you authorized to deliver the Prospectus to any other person. You may not transmit the Prospectus (or any copy of it or part thereof) or disclose, whether orally or in writing, any of its contents to any other person except with the consent of the Global Coordinator. If you receive this document by e-mail, you should not reply by e-mail to this communication. Any reply e-mail communications, including those you generate by using the "Reply" function on your e-mail software, will be ignored or rejected. If you receive this document by e-mail, your use of this electronic transmission is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature. You are responsible for protecting against viruses and other destructive items.

The materials relating to the offering of the securities described in the Prospectus (the "Offering") do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the Offering be made by a licensed broker or dealer and the Global Coordinator or any affiliate of the Global Coordinator are licensed brokers or dealers in that jurisdiction, the Offering shall be deemed to be made by the Global Coordinator or such affiliate on behalf of the Issuer and the Selling Shareholders (as defined in the Prospectus) in such jurisdiction.

Access has been limited so that it will not constitute a general solicitation.

No action has been or will be taken in any jurisdiction by us or the Global Coordinator that would, or is intended to, permit a public offering of the securities described in the Prospectus, or possession or distribution of a prospectus (in preliminary, proof or final form) or any other offering or publicity material relating to those securities, in any country or jurisdiction where action for that purpose is required.

The Global Coordinator is acting exclusively for the Issuer and the Issuer's shareholders selling securities pursuant to the Offering and no one else in connection with the Offering. They will not regard any other person (whether or not a recipient of this document) as their client in relation to the offer and will not be responsible to anyone other than the Issuer for providing the protections afforded to their clients nor for giving advice in relation to the offer or any transaction or arrangement referred to herein.

Offering of up to 4,545,455 shares in Gubra A/S

(a public limited liability company incorporated in Denmark registered under CVR no. 30 51 40 41)

This document (the "**Prospectus**") relates to (i) the initial public offering (the "**Offering**") of up to 4,545,455 new shares of DKK 1 nominal value each (the "**New Shares**") of Gubra A/S ("**Company**") and (ii) the admission to trading and official listing on Nasdaq Copenhagen A/S ("**Nasdaq Copenhagen**") of the Company's Shares (as defined below), including the New Shares, to take place immediately following completion of the Offering. The Offering of the New Shares will raise gross proceeds of up to DKK 500 million (which for the avoidance of doubt excludes the Over-allotment Shares (as defined below) offered by JJ 081008 Holding ApS registered under (CVR) no. 30 52 99 87 and NV 2008 Holding ApS registered under (CVR) no. 30 53 00 71 (the "**Founders**" and each a "**Founder**")). The exact allocation of New Shares to be allocated by the Company in the Offering will be determined by the Company's board of directors (the "**Board of Directors**") in consultation with the Global Coordinator (as defined herein) based on the book-building process. The New Shares will be offered pursuant to the authorisation granted to the Board of Directors on 16 March 2023 to increase the nominal registered share capital of the Company by up to nominally DKK 5,000,000 without pre-emption rights for the Company's existing shareholders.

The Offering consists of: (i) an initial public offering to retail and institutional investors in Denmark; and (ii) a private placement to institutional investors and, potentially a limited number of other investors in the rest of the word (excluding the United States). The Offering outside the United States will be made in compliance with Regulation S ("**Regulation S**") under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**").

In connection with the Offering, the Company has received undertakings subject to certain conditions from Arbejdsmarkedets Tillægspension (ATP), Danica Pension, Livsforsikringsaktieselskab, Danske Invest Management A/S and Spar Nord Bank A/S, as "**Cornerstone Investors**" to subscribe for Offer Shares at the Offer Price (as defined below) for an aggregate amount of DKK 330 million (the "**Cornerstone Shares**"), corresponding to 66.0% of the of the New Shares. The Cornerstone Investors will receive full allocation of their commitments. Further, certain members of the Board of Directors (as defined herein), Executive Management (as defined herein) and Key Employees (as defined herein) have undertaken to subscribe for Offer Shares at the Offer Price for an aggregate amount of DKK 1.4 million.

As part of the Offering, the Founders have granted an overallotment facility (the "**Over-allotment Facility**") to the Managers (as defined herein) to cover over-allotments or short positions, if any, incurred in connection with the Offering by way of a share lending arrangement of up to 681,818 additional existing Shares of the Company (the "**Over-allotment Shares**"). In order to facilitate for settlement of any borrowed Shares under the Over-allotment Facility, an option has been provided by the Founders to the Managers (the "**Over-allotment Option**") to purchase from the Founder up to 681,818 existing shares of the Company in the aggregate at the Offer Price (as defined below) (the "**Option Shares**"), exercisable, in whole or in part, from the date of Admission (as defined herein) until 30 calendar days thereafter, solely to cover over-allotments or short positions, if any, incurred in connection with the Offering. If the Over-allotment Facility is utilised in full, the number of Offer Shares (as defined below) placed in the Offering may amount to a maximum of 5,227,273 Offer Shares. As used herein, "**Shares**" shall refer to all outstanding shares of the Company at any given time, and "**Offer Shares**" shall refer to the New Shares and if the Over-allotment Option is exercised, Offer Shares shall refer to both the New Shares and the Over-allotment Shares.

Prospective investors are advised to examine all the risks and legal requirements described in this Prospectus that might be relevant in connection with an investment in the Offer Shares. Investing in the Offer Shares involves a high degree of risk. See 1 "*Part II—Risk Factors*" beginning on page 9 for a discussion of certain risks that prospective investors should consider before investing in the Offer Shares.

OFFER PRICE: DKK 110 PER OFFER SHARE

The offer price at which the New Shares and, if the Over-allotment Option is exercised, the Option Shares, will be sold is DKK 110 per share (the "**Offer Price**"). The result of the Offering is expected to be announced through Nasdaq Copenhagen no later than 7:30 a.m. (CET) on 30 March 2023.

The offer period (the "**Offer Period**") will commence on 21 March 2023 at 00:01 a.m. (CET) and will close no later than 29 March 2023 at 5:00 p.m. (CET) (for retail investors closing will be no later than 28 March 2023 at 11:59 p.m. (CET)). The Offer Period may be closed prior to 29 March 2023, however, the Offer Period will not be closed in whole or in part before 28 March 2023 at 11:59 p.m. (CET). If the Offer Period is closed before 29 March 2023, the first day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen and the date of payment and settlement will be moved forward accordingly, subject to agreement with Nasdaq Copenhagen.

Payment for and settlement of the New Shares are expected to take place on or around 3 April 2023 (the "**Settlement Date**") by way of delivery of temporary purchase certificates under the temporary ISIN DK0062266557 (the "**Temporary Purchase Certificates**") against payment in immediately available funds in DKK in book-entry form to investors' accounts with Euronext Securities, legal name VP Securities A/S ("**Euronext Securities**") and through the facilities of Euroclear Bank S.A./N.A., as operator of the Euroclear System ("**Euroclear**") and Clearstream Banking, S.A. ("**Clearstream**"). Subject to completion of the Offering and registration of the New Shares with the Danish Business Authority (in Danish: Erhvervsstyrelsen), the Temporary Purchase Certificates will automatically be exchanged in Euronext Securities for a corresponding number of Shares, which are expected to be delivered two business days after the Settlement Date in the permanent ISIN DK0062266474 in book-entry form to the holders of the Temporary Purchase Certificates' respective accounts with Euronext Securities and through the facilities of Euroclear and Clearstream. The Offering may be withdrawn after Admission and until Settlement of the Offering. All dealings in the Temporary Purchase Certificates and/or the Offer Shares prior to settlement of the Offering will be for the account of, and at the sole risk of, the parties involved. Registration of the New Shares offered by the Company with the Danish Business Authority will take place following completion of the Offering on the Settlement Date, which is expected to take place on 3 April 2023.

Prior to the Offering, there has been no public market for the Temporary Purchase Certificates or the Shares. Application has been made for the Temporary Purchase Certificates to be admitted to trading on Nasdaq Copenhagen (the "**Admission**") under the symbol "GUBRA TEMP" and for the Shares to be admitted to trading and official listing on Nasdaq Copenhagen under the symbol "GUBRA". The Admission is subject to, among other things, Nasdaq Copenhagen's approval of the distribution of the Shares, the Offering not being withdrawn prior to the settlement of the Offering and the Company making an announcement to that effect. The first day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen is expected to be 30 March 2023 and the last day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen is expected to be 3 April 2023. The first day of trading and official listing of the Shares on Nasdaq Copenhagen is expected to be 4 April 2023. In connection with the Temporary Purchase Certificates being automatically exchanged for Shares, the Temporary Purchase Certificates will cease to exist.

This document has been prepared under Danish law in compliance with the requirements set out in the Danish Consolidated Act no. 41 of 13 January 2023 on Capital Markets as amended (in Danish: *kapitalmarkedsloven*) (the "Danish Capital Markets Act"), Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "Prospectus Regulation"), Commission Delegated Regulation (EU) 2019/980 of 14 March 2019, as amended, as well as Commission Delegated Regulation (EU) 2019/979 of 14 March 2019, as amended. This document does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any of the Offer Shares in any jurisdiction to any person to whom it would be unlawful to make such an offer in such a jurisdiction. The Offer Shares have not been and will not be registered under the U.S. Securities Act and are being offered and sold outside the United States in compliance with Regulation S. For certain restrictions on transfer of the Offer Shares, see 23.16 "*Part IV—Terms and conditions of the Offering—Jurisdictions in which the Offering will be announced and restrictions applicable to the Offering*". The distribution of this document and the offer of the Offer Shares in certain jurisdictions are restricted by law. Persons into whose possession this document comes are required by the Company and the Managers to inform themselves about and to observe such restrictions. For a description of certain restrictions on offers of Offer Shares and on distribution of this document, see 23.16 "*Part IV—Terms and conditions of the Offering—Jurisdictions in which the Offering will be announced and restrictions applicable to the Offering*".

Global Coordinator and Bookrunner

Skandinaviska Enskilda Banken

Joint Bookrunner

ABG Sundal Collier

The date of this Prospectus is 20 March 2023

IMPORTANT NOTICE RELATED TO THE PROSPECTUS

In this Prospectus, the "**Company**" refers to Gubra A/S registered under (CVR) no. 30 51 40 41, and the "**Group**" refers to the Company and its direct and indirect subsidiaries.

This Prospectus is governed by and has been prepared in compliance with Danish law, in compliance with the requirements set out in the Danish Capital Markets Act, the Prospectus Regulation, Commission Delegated Regulation (EU) no. 2019/980 of 14 March 2019, as amended as well as Commission Delegated Regulation (EU) 2019/979 of 14 March 2019, as amended, and the Nordic Main Market Rulebook for Issuers of Shares on Nasdaq Copenhagen dated 1 October 2021 (the "**Nasdaq Issuer Rules**") and has been approved by the Danish Financial Supervisory Authority (the "**Danish FSA**") as competent authority under the Prospectus Regulation as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Any liability for the Prospectus shall be determined pursuant to Danish law and the responsibility for the Prospectus is as set out in the "Responsibility Statement" included in this Prospectus.

No representation or warranty, express or implied, is made by Skandinaviska Enskilda Banken, Danmark, filial af Skandinaviska Enskilda Banken AB (publ), Sverige ("**SEB**") and/or when acting as global coordinator (the "**Global Coordinator**") and together with ABG Sundal Collier Denmark, filial af ABG Sundal Collier ASA, Norge ("**ABG Sundal Collier**") when acting as joint bookrunners (the "**Joint Bookrunners**"), as to the accuracy or completeness of any information contained in this Prospectus. The Global Coordinator and Joint Bookrunners are also jointly referred to herein as the "**Managers**".

The information in this Prospectus is as of the date printed on the front of the cover, unless expressly stated otherwise. The delivery of this Prospectus at any time does not imply that there has been no change in the Company's business or affairs since the date of this Prospectus or that the information contained herein is correct as of any time subsequent to the date of this Prospectus. In the event of a significant new factor, material mistake or material inaccuracy relating to the information in this Prospectus that may affect the assessment of the Offer Shares during the period from the date of this Prospectus to the Admission day, such change will be announced to the extent required pursuant to the rules of the Prospectus Regulation, inter alia, which governs the publication of prospectus supplements. "**Offer Shares**" shall refer to the New Shares (as defined herein) and if the Over-allotment Option (as defined herein) is exercised, Offer Shares shall refer to both the New Shares and the Over-allotment Shares (as defined herein).

NOTICE TO INVESTORS

In making an investment decision, investors must rely on their own assessment of the Company and the terms of this Offering, as described in this Prospectus, including the merits and risks involved. Any subscription for or purchase of the Offer Shares should be based on the assessments of the information in this Prospectus that the investor in question may deem necessary, including the legal basis and consequences of the Offering, and including possible tax consequences that may apply, before deciding whether or not to invest in the Offer Shares.

No person has been authorised to give any information or make any representation not contained in this Prospectus and, if given or made, such information or representation must not be relied upon as having been authorised by the Company, the Founders (as defined herein) or the Managers. Neither the Company, the Founders nor any of the Managers accept any liability for any such information or representation.

The distribution of this Prospectus and the offer or sale of the Offer Shares in certain jurisdictions are restricted by law. By subscribing for or purchasing Offer Shares, investors will be deemed to have made certain acknowledgements, representations and agreements as described in this Prospectus. Prospective investors should be aware that they may be required to bear the financial risks of any such investment for an indefinite period of time.

The Offering will be completed under Danish law, and no action has been or will be taken by the Company, the Founders or the Managers to permit a public offering in any jurisdiction other than Denmark. Persons into whose possession this Prospectus may come are required by the Company, the Founders and the Managers to inform themselves about and to observe such restrictions. This Prospectus may not be used for, or in connection with, any offer to, or solicitation by, anyone in any jurisdiction or under any circumstances in which such offer or solicitation is not authorised or is unlawful. For further information with regard to restrictions on offers and sales of the Offer Shares and the distribution of this Prospectus, see 23.16 "*Part IV–Terms and conditions of the Offering–Jurisdictions in which the Offering will be announced and restrictions applicable to the Offering*". This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Offer Shares in any jurisdiction to any person to whom it

would be unlawful to make such an offer. This Prospectus may not be forwarded, reproduced or in any other way redistributed by anyone but the Company, the Founders or the Managers. Investors may not reproduce or distribute this Prospectus, in whole or in part, and investors may not disclose the content of this Prospectus or use any information herein for any purpose other than considering subscribing for or the purchase of Offer Shares. Investors agree to the foregoing by accepting delivery of this Prospectus.

The Managers are acting for the Company and no one else in relation to the Offering and admission to trading of the Temporary Purchase Certificates on Nasdaq Copenhagen A/S ("**Nasdaq Copenhagen**") (the "**Admission**") and admission to trading and official listing of the Shares on Nasdaq Copenhagen. None of the Managers will be responsible to anyone other than the Company for providing the protections afforded to clients of the Managers or the shareholders of the Company, or for providing advice in relation to the Offering and Admission and admission to trading and official listing of the Shares on Nasdaq Copenhagen.

Withdrawal

As described in 23.4 "*Part IV–Terms and conditions of the Offering–Withdrawal of the Offering*", the Underwriting Agreement (as defined herein) contains a provision entitling the Managers (acting jointly) to terminate the Offering (and the arrangements associated with it) after Admission of the Temporary Purchase Certificates to trading on Nasdaq Copenhagen and prior to settlement of the Offering by delivery and payment of the Temporary Purchase Certificates representing the Offer Shares. Such termination rights may only be exercised under certain circumstances, including force majeure and/or non-compliance with the Company's obligations, representations and warranties under the Underwriting Agreement including, inter alia, material changes or prospective material changes in the financial condition of the Company's business. Such termination rights will lapse upon settlement of the Offering, except in respect of the Option Shares. The termination rights of the parties to the Underwriting Agreement will lapse, in respect of the Option Shares, upon settlement of the sale of the Option Shares, if the Over-allotment Option is exercised.

Nasdaq Copenhagen's approval of the Admission is subject to such termination rights not having been exercised after announcement of the results of the Offering and prior to settlement of the Offering (excluding any termination rights in respect of the Over-allotment Option). The Underwriting Agreement contains closing conditions which the Company believes are customary for offerings such as the Offering. In addition, the Company has given customary representations and warranties to the Managers. The completion of the Offering is dependent on compliance with all of the closing conditions set forth in the Underwriting Agreement. If one or more closing conditions are not met, the Managers may withdraw the Offering.

If the Offering is terminated or withdrawn, the Offering and any associated arrangements will lapse, all submitted orders will be automatically cancelled, any monies received in respect of the Offering will be returned to the investors without interest (less any transaction costs) and Admission and admission to trading and official listing of the Shares on Nasdaq Copenhagen will be cancelled. Consequently, any trades in the Temporary Purchase Certificates and/or Shares effected on or off the market before settlement of the Offering may subject investors to liability for not being able to deliver the Temporary Purchase Certificates and/or Shares sold, and investors who have sold or acquired Temporary Purchase Certificates and/or Shares on or off the market may incur a loss. All dealings in the Temporary Purchase Certificates and/or the Offer Shares prior to settlement of the Offering are for the account of, and at the sole risk of, the parties concerned.

Notice to investors in the United States

The Offer Shares have not been and will not be registered under the U.S. Securities Act, or under the securities laws of any state or other jurisdiction of the United States. The Offer Shares may not be offered, sold, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offer of the Offer Shares in the United States. The Offer Shares have not been recommended, approved or rejected by any U.S. federal or state securities commission or regulatory authority. Furthermore, the aforementioned authorities have not confirmed the accuracy or determined the adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the United States.

European Economic Area restrictions

In any member state of the European Economic Area (the "**EEA**") other than Denmark (each a "**Relevant Member State**"), this Prospectus is only addressed to, and is only directed at, investors in that Relevant Member State who fulfil the criteria for exemption from the obligation to publish a prospectus, including qualified investors, within the meaning of the Prospectus Regulation.

This Prospectus has been prepared on the basis that all offers of Offer Shares, other than the offer contemplated in Denmark, will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of Offer Shares. Accordingly, any person making or intending to make any offer within the EEA of Offer Shares which is the subject of the placement contemplated in this Prospectus should only do so in circumstances in which no obligation arises for the Company or any of the Managers to produce a prospectus for such offer. Neither the Company nor any of the Managers have authorised, nor do the Company or any of the Managers authorise, the making of any offer of Offer Shares through any financial intermediary, other than offers made by the Managers on behalf of the Company which constitute the final placement of Offer Shares contemplated in this Prospectus.

The Offer Shares have not been, and will not be, offered to the public in any Relevant Member State, excluding Denmark. Notwithstanding the foregoing, an offering of the Offer Shares may be made in a Relevant Member State under the following exemptions under the Prospectus Regulation:

- to any qualified investor as defined in the Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation), as permitted under the Prospectus Regulation, subject to obtaining the prior consent of the Global Coordinator for any such offer; or
- in any other circumstances falling within Article 1(4) of the Prospectus Regulation.

provided that no such offer of Offer Shares shall result in a requirement for the publication by the Company or any of the Managers of a prospectus pursuant to Article 3 of the Prospectus Regulation or a supplemental prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this paragraph, the expression an "offer to the public" in relation to any Offer Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the Offering and the Offer Shares so as to enable an investor to decide to subscribe for or purchase Offer Shares.

United Kingdom restrictions

In relation to the United Kingdom, no Offer Shares have been offered or will be offered pursuant to the Prospectus to the public in the United Kingdom prior to the publication of a prospectus in relation to the Offer Shares which has been approved by the Financial Conduct Authority in the United Kingdom in accordance with the U.K. Prospectus Regulation (as defined below) and the Financial Services and Markets Act 2000 ("**FSMA**"), except that offers of the Offer Shares may be made to the public in the United Kingdom at any time under the following exemptions under the U.K. Prospectus Regulation and the FSMA:

(a) to any legal entity which is a qualified investor as defined under the Article 2 of the U.K. Prospectus Regulation;

(b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the U.K. Prospectus Regulation), subject to obtaining the prior consent of the Managers for any such offer; or

(c) at any time in other circumstances falling within section 86 of the FSMA,

provided that no such offer of Offer Shares shall require the Company or any Manager to publish a prospectus pursuant to Section 85 of the FSMA or Article 3 of the U.K. Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the U.K. Prospectus Regulation.

For the purposes of this provision, the expression an "offer to the public" in relation to any Offer Shares in the U.K. means the communication in any form and by any means of sufficient information on the terms of the offer and any Offer Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Offer Shares, the expression "**U.K. Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

In the United Kingdom, this Prospectus and any other material in relation to the Offer Shares described herein is for distribution only to, and is directed only at, and any investment or investment activity to which this Prospectus relates is available only to, and will be engaged in only with persons who are: (i) are persons who have professional experience in matters relating to investments falling within the definition of "investment professionals" in Article 19(5) of the

Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"); (ii) are high net worth bodies corporate, unincorporated associations and partnerships and the trustees of high value trusts, as described in Article 49(2)(a) to (d) of the Order; (iii) are persons the Company believes on reasonable grounds to be persons to whom Article 43(2) of the Order applies for these purposes; and/or (iv) are other persons to whom they may otherwise lawfully be communicated (all such persons, together being referred to as "**Relevant Persons**").

In the United Kingdom, this Prospectus is directed only at Relevant Persons and must not be acted on or relied on by anyone who is not a relevant person. In the United Kingdom, any investment or investment activity to which this Prospectus relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

Information Regarding Investors' NPID or LEI Number

NPID number for physical persons: Physical persons will need an NPID number to participate in a financial market transaction, i.e. a global identification code for physical persons. For physical persons with only a Danish citizenship, the NPID number is the ten-digit personal ID (in Danish: *CPR-nummer*). If the person in question has multiple citizenships or another citizenship than Danish, another relevant NPID number can be used. Investors are encouraged to contact their bank for further information.

LEI code for legal entities: Legal entities will need a LEI code to participate in a financial market transaction. A LEI code must be obtained from an authorised LEI issuer, which can take some time. Investors should obtain a LEI code in time for the application. Legal entities who need to obtain a LEI code can turn to any of the suppliers available on the market. Instructions regarding the global LEI system can be found on www.gleif.org/en/about-lei/how-to-get-an-lei-find-lei-issuing-organizations. The information on this website does not form part of the Prospectus, is not incorporated by reference into this Prospectus, and has not been scrutinised or approved by the Danish Financial Supervisory Authority (the "**Danish FSA**").

Stabilisation

IN CONNECTION WITH THE OFFERING, SEB, AS THE STABILISING MANAGER, OR ITS AGENTS, ON BEHALF OF THE MANAGERS, MAY ENGAGE IN TRANSACTIONS THAT STABILISE, MAINTAIN OR OTHERWISE AFFECT THE PRICE OF THE SHARES FOR UP TO 30 DAYS FROM THE COMMENCEMENT OF TRADING OF THE TEMPORARY PURCHASE CERTIFICATES ON NASDAQ COPENHAGEN. SPECIFICALLY, THE MANAGERS MAY OVER-ALLOT OFFER SHARES OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE SHARES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL. THE STABILISING MANAGER AND ITS AGENTS ARE NOT REQUIRED TO ENGAGE IN ANY OF THESE ACTIVITIES AND, AS SUCH, THERE IS NO ASSURANCE THAT THESE ACTIVITIES WILL BE UNDERTAKEN. IF UNDERTAKEN, THE STABILISING MANAGER OR ITS AGENTS MAY END ANY OF THESE ACTIVITIES AT ANY TIME AND THEY MUST BE BROUGHT TO AN END AT THE END OF THE 30-DAY PERIOD MENTIONED ABOVE. THE STABILISING MANAGER WILL DISCLOSE INFORMATION ON STABILISATION TRANSACTIONS UNDER THE OFFERING AS REQUIRED BY THE MARKET ABUSE REGULATION (AS DEFINED HEREIN). SEE 23.14 "*PART IV–TERMS AND CONDITIONS OF THE OFFERING–STABILISATION*".

Information to distributors

EEA Product Governance Requirements

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that the Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Positive Target Market**"). Distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom (the "**Negative Target Market**", and together with the Positive Target Market, the "**Target Market Assessment**"). The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria

of professional clients or eligible counterparties (except for a public offering to investors in Denmark conducted pursuant to a separate prospectus that has been approved by and registered with the Danish FSA).

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to, the Shares.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Shares and determining appropriate distribution channels.

U.K. Product Governance Requirements
Solely for the purposes of the product governance requirements contained within: (a) Regulation (EU) 600/2014 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 ("**U.K. MiFIR**"); and (b) the FCA Handbook Product Intervention and Product Governance Sourcebook, (together, the "**U.K. MiFIR Product Governance Rules**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of U.K. MiFIR) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that the Shares are: (a) compatible with an end target market of investors who meet the criteria of eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in U.K. MiFIR; and (b) eligible for distribution through all distribution channels as are permitted by U.K. MiFIR (the "**Positive U.K. Target Market**"). Distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom (the "**Negative U.K. Target Market**", and together with the Positive U.K. Target Market, the "**U.K. Target Market Assessment**"). The U.K. Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the U.K. Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties for the purposes of the U.K. MiFIR Product Governance Rules.

For the avoidance of doubt, the U.K. Target Market Assessment does not constitute: (i) an assessment of suitability or appropriateness for the purposes of the U.K. MiFIR Product Governance Rules; or (ii) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Offer Shares.

Each distributor is responsible for undertaking its own U.K. Target Market Assessment in respect of the Shares and determining appropriate distribution channels.

Table of contents

Responsibility statement

The Company's Responsibility

The Company is responsible for this Prospectus in accordance with Danish law.

The Company's Statement

We hereby declare, as the persons responsible for this Prospectus on behalf of the Company, that to the best of our knowledge, the information contained in this Prospectus is in accordance with the facts and that the Prospectus makes no omission likely to affect its import. We furthermore declare that this Prospectus has been approved by the Danish FSA as competent authority under the Prospectus Regulation. The Danish FSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Company that is the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the Shares.

Hørsholm, 20 March 2023

Gubra A/S

Board of Directors

Jacob Jelsing	Alexander Thomas Martensen-Larsen	Arndt Schottelius	Henriette Dræbye Rosenquist
Chair and co-founder	*Deputy Chair*	*Board Member*	*Board Member*

Jacob Jelsing: Co-founder
Alexander Thomas Martensen-Larsen: Professional board member
Arndt Schottelius: Professional board member
Henriette Dræbye Rosenquist: Professional board member

Executive Management

Henrik Blou	Kristian Borbos	Niels Vrang
CEO	*CFO*	*CSO and co-founder*

PART I - SUMMARY

Section A – Introduction and warnings

Introduction	
Warnings	This summary should be read as an introduction to this Prospectus. Any decision to invest in the Offer Shares should be based on consideration of the Prospectus as a whole by the investor. Prospective investors in the Shares could lose all or part of the invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, under the national legislation of the EEA member states, the plaintiff investor might have to bear the costs of translating this Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Offer Shares. "**Offer Shares**" shall refer to the New Shares and if the Over-allotment Option is exercised, Offer Shares shall refer to both the New Shares and the Over-allotment Shares.
Issuer information	Gubra A/S, registered under (CVR) no. 30 51 40 41 (the "**Company**") is the issuer of the Offer Shares in the Offering under this Prospectus. The Temporary Purchase Certificates will be admitted to trading on Nasdaq Copenhagen A/S ("**Nasdaq Copenhagen**") under the temporary ISIN DK0062266557 and the Shares will be admitted to trading and official listing on Nasdaq Copenhagen, which is a regulated market in accordance with the Prospectus Regulation, under the permanent ISIN DK0062266474. The Company has the LEI no. 254900T17RRFZONO6W53. The Nasdaq Copenhagen symbol for the Temporary Purchase Certificates is "GUBRA TEMP" and for the Shares is "GUBRA". The address and contact details of the Company are Hørsholm Kongevej 11B, DK-2970 Hørsholm, Denmark, telephone number: (+45) 31 52 26 50, email: info@gubra.dk.
Competent authority	The Prospectus has been approved on 20 March 2023 by the Danish Financial Supervisory Authority (the "**Danish FSA**") as competent authority under the Prospectus Regulation. The address and other contact details of the Danish FSA are Strandgade 29, DK-1401 Copenhagen K, Denmark, telephone number +45 33 55 82 82, email finanstilsynet@ftnet.dk.

Section B – Key information on the issuer

Who is the issuer of the securities?	The Company is incorporated in Denmark and operates as a public limited liability company (A/S) under the laws of Denmark with the Company's registered domicile at Hørsholm Kongevej 11B, DK-2970 Hørsholm, Denmark. The Company has the LEI no. 254900T17RRFZONO6W53.
Principal activities	The Company is a public limited liability company incorporated under the laws of Denmark specialised in high-end pre-clinical contract research and peptide-based drug discovery within metabolic and fibrotic diseases. The Company's operations are anchored around its advanced technology platforms and utilisation of automation, robotisation and digitalisation, including machine learning ("**ML**") and artificial intelligence ("**AI**"). The commercial activities of the Company are focused on the early stages of the drug development value chain and are based on two segments significantly benefitting from cross-segment synergies: (i) a profitable contract research organisation ("**CRO**") segment comprising pre-clinical contract research and development services for the pharmaceutical and biotechnology industry (the "**CRO Segment**"); and (ii) a discovery and partnership segment comprising an ML- and AI-driven drug discovery engine for identification and optimisation of potential drug candidates with the aim of partnering these with other pharmaceutical or biotechnology companies (the "**Discovery & Partnership Segment**") before entering the clinical phase or at the latest development phase IIa. The Company's focus provides the Company two streams of revenue with a profile characterised by attractive margins, cross-segment synergies and limited exposure to the successfulness of individual projects. *CRO Segment*. The Company's CRO Segment offers specialised profitable pre-clinical contract research services at attractive margins within metabolic and fibrotic disease areas such as diabetes, obesity, chronic kidney disease, etc. Within the CRO Segment, the Company utilises its deep knowledge, animal model capabilities and advanced laboratory and animal testing facilities with operations centred around automation, robotisation and digitalisation to offer a broad range of services such as in vivo pharmacology, tissue research, assays, molecular pharmacology, bioanalysis, as well as next generation sequencing (NGS) as well as 2D and 3D imaging. The Company sees itself as a fully integrated and digitised pre-clinical contract research-partner within its disease area focus for a broad range of customers comprising a combination of larger and smaller pharmaceutical and biotechnology companies worldwide. During the financial years ended 31 December 2022, 2021 and 2020, the Company's CRO Segment served approximately 90 CRO customers and ran approximately 200 CRO projects per year. For the financial years ended 31 December 2022, 2021 and 2020, the Company reached CRO Revenue of DKK 131 million, DKK 155 million and DKK 148 million, respectively. In the financial year ended 31 December 2020 to the financial year ended 31 December 2022, the CRO Segment had an average CRO Segment EBIT margin excluding special items of 39%. Further, in the financial year ended 31 December 2017 to 31 December 2022, the Company had a CRO Segment revenue compounded annual growth rate ("**CAGR**") of 9%. Certain financial information included in this Prospectus cover a period prior to the financial year ended 31 December 2020 and as a result were calculated based on financial data that was derived from financial statements that were prepared under Danish GAAP for the period between the financial years ended 31 December 2009 to 2019 as well as financial data derived from financial statements that were prepared under IFRS for the period from the financial year ended 31 December 2020 and onwards. Since this financial data was not calculated using the same accounting standards for each year, such may not be comparable and investors should therefore not put undue reliance on this measure.

	Discovery & Partnership Segment. The Company's Discovery & Partnership Segment is built on a portfolio strategy with an aim to generate revenue through early partnering, of the Company's potential drug candidates. This approach seeks to reduce the development costs in the clinical development phases while maintaining a potential upside in the form of upfront payments, research payments, milestone payments and royalties. The Company's Discovery & Partnership Segment is based on an internal target and drug discovery engine for identification and design of novel peptide-based drug partnering candidates within metabolic and fibrotic diseases. For the Discovery & Partnership Segment, the Company utilises the "**streaMLine Platform**", its own proprietary and in-house developed ML- and AI-backed target and drug discovery platform. The streaMLine Platform is based on publicly available sources and own data generated within the Discovery & Partnership Segment combined with the Company's comprehensive databases containing thousands of pre-clinical and clinical samples and arrays. The Company has implemented procedures to ensure that each of its customers' materials and data from the CRO Segment are protected and are not misused in other experiments conducted by the Company in the Company's Discovery & Partnership Segment nor its CRO Segment, including in the streaMLine Platform's data base. The streaMLine Platform covers the full spectrum from target identification to lead compound generation. The streaMLine Platform enables highly specialised identification and improvement of potential drug candidates and evaluation of existing ones, as well as rapid discovery of novel peptides against new or established hits, and offers a number of advantages compared to conventional peptide drug discovery. As of the date of this Prospectus, the Company has a pipeline of 14 novel peptide-based candidates that has the potential to be or has been partnered ("**Pipeline Assets**") of which five have been partnered. Since 2013, the Company has received DKK 425 million in revenue in aggregate up-front, research and milestone payments from its collaboration partners within its Discovery & Partnership Segment (current and previous partnered projects) and has an unrealised theoretical milestone potential of more than DKK 4.5 billion from its current five partnerships assuming that all milestones are duly and timely achieved (based on the Company's assessment hereof) (excluding an aggregated theoretical milestone potential of up to DKK 420 million achievable for the financial year ending 31 December 2026 subject to criteria determined by the Company) plus additional potential royalties ranging from low single-digit to low double-digit royalty on net sales and undisclosed milestones. Given the industry that the Group is operating in, it is not expected that every partnership will result in the successful research, development or commercialisation of all the indications that are covered by the respective partnership agreements, especially given the fact that it is common for certain partners to pursue research and development regarding several and overlapping indications and that partners may choose not to further pursue research, development and/or commercialisation of the relevant indication due to other reasons. As a result the Company does not find it likely that all milestones or royalty payments under the Company's current partnership agreements will be fully achieved. The Company has made a strong pledge to ESG purposes across the entire value chain while being profitable. As part hereof, the Company established its wholly owned subsidiary Gubra Green ApS in December 2022 to take over and drive the Company's passive investments targeting assets promoting the green transition. As at 31 December 2022, the Company had 194 employees, of which all are located at the Company's headquarters and research facility in Hørsholm, Denmark, and in the expected near future, the Company is contemplating to establish a physical presence expectedly in a U.S. East Coast location with a single digit number of full-time employees ("**FTEs**"). The Company has established a M&A strategy whereby the Company currently seeks to acquire potential target companies which could support the geographic expansion of the Company as well as support and expand the Company's technological solutions and/or capacity. Since its incorporation in 2008, the Company has primarily been funded through its operations. Today, the Company is primarily owned by the two Founders, holding approximately 88% of the Shares, while other members of the management, consultants and employees of the Company hold the remaining approximately 12% of the Shares as of the date of the Prospectus.
Major shareholders	As of the date of this Prospectus, JJ 081008 Holding ApS and NV 2008 Holding ApS (the "**Founders**" and each a "**Founder**") each holds 43.93% of the Shares and voting rights in the Company. The Founders are fully owned and controlled by the co-founders Jacob Jelsing (Chair) and Niels Vrang (member of the Executive Management), respectively. Assuming sale of all Offer Shares and full exercise of the Over-allotment Option, JJ 081008 Holding ApS and NV 2008 Holding ApS will each hold 29.63% and 29.63%, respectively, after the completion of the Offering.
Managing directors	The Company has a two-tier governance structure consisting of its board of directors (the "**Board of Directors**") and executive management (the "**Executive Management**"). The current members of the Board of Directors are: Jacob Jelsing (Chair and single shareholder of Founder JJ 081008 Holding ApS), Alexander Thomas Martensen-Larsen (Deputy Chair), Arndt Schottelius and Henriette Dræbye Rosenquist. The current members of the Executive Management are: Henrik Blou (CEO), Kristian Borbos (CFO) and Niels Vrang (CSO and single shareholder of Founder NV 2008 Holding ApS).
Statutory auditors	The Company's independent auditors are: PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab ("**PwC**"), CVR no. 33771231, Strandvejen 44, DK-2900 Hellerup, Denmark. PwC is represented by Torben Jensen, State Authorised Public Accountant, MNE no.: 18651, and Elife Savas, State Authorised Public Accountant, MNE no.: 34453, both members of FSR–Danish Auditors (in Danish: *FSR - danske revisorer*) and who have signed the Consolidated Financial Statements.

What is the key financial information regarding the issuer?

Consolidated statement of comprehensive income

	For the year ended 31 December (audited)		
DKK million	**2022**	2021	2020
Revenue	199.4	255.3	172.3
Cost of sales	(101.6)	(89.4)	(79.9)
Gross profit	**97.7**	**165.9**	**92.4**
Selling, general and administrative costs	(66.7)	(52.2)	(44.7)
Research and development costs	(56.8)	(27.1)	(34.2)
Other operating income	24.5	2.0	2.4
EBIT (non-IFRS)	**(1.3)**	**88.7**	**15.9**
Financial income	9.5	0.4	-
Financial expenses	(2.0)	(1.9)	(2.2)
Profit before tax	**6.3**	**87.1**	**13.7**
Tax	(1.9)	(19.2)	(1.0)
Net profit for the year	**4.3**	**67.9**	**12.7**
Other comprehensive income	-	-	-
Total comprehensive income for the period	**4.3**	**67.9**	**12.7**
Basic earnings per share (DKK)	32.6	517.5	97.6
Total diluted earnings per share	32.6	517.5	97.6

Consolidated statement of financial position

	For the year ended 31 December (audited)		1 January (audited)	
DKK million	**2022**	2021		2020
Assets				
Non-current assets				
Intangible assets	7.3	3.7	1.3	0.2
Land and buildings	12.6	73.6	58.1	46.0
Equipment	5.1	11.0	7.9	7.0
Right-of-use assets	38.0	6.7	10.6	14.9
Prepayments for property, plant & equipment	-	-	-	12.1
Deferred tax assets	3.8	-	-	-
Deposits	4.1	0.2	0.2	0.2
Total non-current assets	**70.9**	**95.3**	**78.2**	**80.4**
Current assets				
Trade receivables	36.1	84.0	41.3	43.5
Contract work in progress	3.3	4.9	5.6	2.7
Income tax receivables	-	0.8	2.3	2.1
Prepayments	9.9	0.7	0.7	0.6
Other receivables	5.1	0.7	-	0.2
Other financial assets	65.7	-	-	-
Cash and cash equivalents	71.9	115.8	67.1	40.6
Total current assets	**192.0**	**206.9**	**117.0**	**89.7**
Total assets	**262.9**	**302.1**	**195.2**	**170.1**
Equity and liabilities				
Equity				
Share capital	0.1	0.1	0.1	0.1
Retained earnings	108.1	151.3	79.9	63.6
Total equity	**108.2**	**151.5**	**80.0**	**63.7**
Non-current liabilities				
Borrowings	-	42.3	44.5	39.5
Lease liabilities	61.0	3.6	7.2	10.8
Deferred tax liabilities	-	0.6	0.9	0.6
Other payables	-	-	-	3.2
Total non-current liabilities	**61.0**	**46.5**	**52.6**	**54.2**
Current liabilities				
Borrowings	-	2.2	2.1	1.9
Lease liabilities	8.4	4.4	4.7	5.4
Share-based remuneration	19.0	8.8	6.2	3.7
Deferred income	3.2	2.6	2.6	3.5
Trade payables	10.6	5.4	4.5	3.8
Contract liability	31.9	74.2	20.6	25.1
Tax payables	4.4	-	-	-
Other liabilities	16.2	6.8	21.8	8.8
Total current liabilities	**93.7**	**104.2**	**62.6**	**52.2**
Total liabilities	**154.7**	**150.7**	**115.2**	**106.4**
Total equity and liabilities	**262.9**	**302.1**	**195.2**	**170.1**

Consolidated cash flow statement

	For the year ended 31 December (audited)		
DKK million	**2022**	2021	2020
Cash flow from operating activities			
Net profit for the year	4.3	67.9	12.7
Adjustments for non-cash items	12.6	43.6	18.7
Changes in net working capital	8.8	(3.4)	4.7
Interest received	0.2	0.4	0.1
Interest paid	(1.4)	(1.9)	(2.2)
Income taxes paid/received	(0.1)	(18.0)	(0.9)
Net cash inflow (outflow) from operating activities	**24.3**	**88.5**	**33.0**
Cash flow from investing activities			
Purchase of property, plant & equipment	(9.5)	(27.2)	(7.2)
Payments for development costs	(4.6)	-	-
Proceeds from sale of property, plant & equipment	30.0	-	-
Proceeds from sale of property related to sale and lease back transaction	28.3	-	-
Deposits	-	(0.0)	-
Net cash inflow (outflow) from investing activities	**44.1**	**(27.2)**	**(7.2)**
Cash flow from financing activities			
Repayment of borrowings	(35.9)	(2.1)	(2.0)
Proceeds from borrowings	-	-	7.2
Principal elements of lease payments	(4.9)	(4.0)	(4.3)
Dividends paid to company's shareholders	(66.0)	(6.6)	-
Acquisition of treasury shares	(5.5)	-	-
Net cash inflow (outflow) from financing activities	**(112.3)**	**(12.6)**	**0.9**
Net increase (decrease) in cash and cash equivalents	**(43.9)**	**48.7**	**26.7**
Cash and cash equivalents at the beginning of the financial year	115.8	67.1	40.4
Cash and cash equivalents at end of year	**71.9**	**115.8**	**67.1**

Consolidated statement of changes in equity

DKK million	**Share capital**	**Retained earnings**	**Total**
Equity at 1 January 2020	**0.1**	**63.6**	**63.7**
Net profit for the year	-	12.7	12.7
Other comprehensive income	-	-	-
Total comprehensive income	**-**	**12.7**	**12.7**
Transactions with owners:			
Dividends paid	-	-	-
Share-based payments	-	3.6	3.6
Equity at 31 December 2020	**0.1**	**79.9**	**80.0**
Equity at 1 January 2021	**0.1**	**79.9**	**80.0**
Net profit for the year	-	67.9	67.9
Other comprehensive income	-	-	-
Total comprehensive income	**-**	**67.9**	**67.9**
Transactions with owners:			
Dividends paid	-	(6.6)	(6.6)
Share-based payments	-	10.1	10.1
Equity at 31 December 2021	**0.1**	**151.3**	**151.5**
Equity at 1 January 2022	**0.1**	**151.3**	**151.5**
Net profit for the year	-	4.3	4.3
Other comprehensive income	-	-	-
Total comprehensive income	**-**	**4.3**	**4.3**
Transactions with owners:			
Dividends paid	-	(66.0)	(66.0)
Acquisition of treasury shares	-	(4.5)	(4.5)
Share-based payments	-	22.9	22.9
Equity at 31 December 2022	**0.1**	**108.1**	**108.2**

What are the key risks that are specific to the issuer?	• The Company is heavily dependent on its ability to keep pace with changes in its industry, and continue to provide attractive and innovative services and solutions. • The Company is highly dependent on the Company's customers' ability and willingness to initiate contract research and development. • The Company may not be able to fully implement its strategy, which may have adverse financial consequences for the Company if the Company is not successful in identifying the right new research peptides and technologies or attracting potential partners for such discoveries, including entering into advantageous collaborations on attractive terms. • The Company's ability to compete effectively depends upon its ability to attract and retain highly qualified managerial, scientific, medical and other personnel. • The Company may not succeed in investments in growth opportunities and face difficulties in managing development and expansion efforts. • The Company depends heavily on the efficient and uninterrupted operations of its technology systems. • The security, confidentiality and integrity of the trade secrets and business information that are processed and stored by the Company are critical not only to the successful operation of the Company's business, but also the Company's compliance obligations towards its customers and partners. • Mistakes in conducting pre-clinical contract research and/or contractual breaches may lead to the Company to incur significant costs, liability and/or reputational damage. • The Company's financial results will be adversely impacted if the Company mistakenly initially under-prices its CRO contracts or otherwise exceeds its cost estimates and subsequently is unable to successfully negotiate a change order with the customer. • The Company's Pipeline Assets may not obtain the desired safety and efficacy results or may result in serious adverse or unacceptable side effects which can cause the Company or its collaboration partners to abandon these Pipeline Assets or limit the development thereof. • The Company's ability to receive milestones and ultimately royalty payments for net sales of partnered Pipeline Assets, are subject to numerous risks and will depend heavily on the efforts and activities of its partners and the Company. • The Company relies on proprietary know-how, software, compositions, processes, procedures, systems, technologies, algorithms, coding and intellectual property rights such as patent applications, and trademarks, protection and failure to protect such may lead to competitors of the Company to be able to use such rights and/or erode or negate any competitive advantage the Company may have.

Section C – Key information on the securities

What are the main features of the securities?	As of the date of this Prospectus, the Company's registered share capital is nominally DKK 11,804,248 divided into 11,804,248 Shares of nominally DKK 1 each, which are all issued and fully paid up. The Shares are not and will not as part of the Offering and Admission be divided into share classes. The Shares are denominated in DKK. The Offering comprises an offering of up to 4,545,455 of DKK 1 nominal value each in the Company (the "**New Shares**"). In connection with the Offering, the Company has received undertakings subject to certain conditions from Arbejdsmarkedets Tillægspension (ATP), Danica Pension, Livsforsikringsaktieselskab, Danske Invest Management A/S and Spar Nord Bank A/S as "**Cornerstone Investors**" of DKK 330 million, corresponding to 66.0% of the New Shares assuming completion of the Offering and assuming that all New Shares part of the Offering are subscribed for. Further, certain members of the Board of Directors, Executive Management and the Company's key employees have undertaken to subscribe for Offer Shares at the Offer Price for an aggregate amount of DKK 1.4 million. The Temporary Purchase Certificates will be traded under the temporary ISIN DK0062266557. Upon the automatic exchange of the Temporary Purchase Certificates into Shares, the Shares will be traded on the regulated market Nasdaq Copenhagen under the permanent ISIN DK0062266474. Subject to completion of the Offering, the Company's registered share capital will increase by a nominal value of up to DKK 4,545,455 as a result of the issue of all the New Shares for a total share capital of nominally DKK 16,349,703. The nominal value of each Share is DKK 1. Payment for and settlement of the New Shares are expected to take place on 3 April 2023, two business days after the allocation under the temporary ISIN DK0062266557 by way of delivery of Temporary Purchase Certificates against payment in immediately available funds in DKK in book-entry form to investors' accounts with Euronext Securities (VP Securities A/S) ("**Euronext Securities**") and through the facilities of the Euroclear System operated by Euroclear Bank S.A./N.A. ("**Euroclear**") and Clearstream Banking, S.A. ("**Clearstream**"). Registration through the holder's account-holding bank will take place as soon as practically possible thereafter.
Rights attached to the Offer Shares	All Shares have the same rights and rank *pari passu* in respect of, *inter alia*, voting rights, pre-emption rights, redemption, conversion and restrictions or limitations according to the Company's articles of association (the "**Articles of Association**") or eligibility to receive dividends or proceeds in the event of dissolution and liquidation. No Shares carry special rights, restrictions, or limitations pursuant to the Company's Articles of Association. Each Share with a nominal value of DKK 1 gives the holder the right to one vote at the Company's general meetings.
Restrictions	No restrictions apply to the transferability of the Shares.
Dividend policy	The Company currently intends to retain all available financial resources and any earnings generated by its operations for use of implementing its strategy, and does not anticipate paying any dividends until such strategy is implemented. Any future determination on the Company's dividend policy and the declaration of any dividends will be made at the discretion of the Board of Directors and will depend on a number of factors, including the Company's results of operations, financial condition, future prospects, contractual restrictions, restrictions imposed by applicable law and other factors the Board of Directors deems relevant. Any dividend payments must be approved by the Company's general meeting. In the financial years ended 31 December 2022, 2021 and 2020, the Company has declared and paid to its shareholders DKK 68.5 million (equal to DKK 516 per share), DKK 66.3 million (equal to DKK 500 per share) and DKK 6.6 million (equal to DKK 50 per share) in dividends, respectively. The dividends paid out for the financial year ended 31 December 2022, was paid out as per previous practice regarding distribution of dividends and with a view to secure a desired capital structure following the Offering, e.g., resulting from excess cash from the sale of the Company's headquarters.

Where will the securities be traded?	Application has been made for the Temporary Purchase Certificates to be admitted to trading on the regulated market Nasdaq Copenhagen under the symbol "GUBRA TEMP" and for the Shares to be admitted to trading and official listing under the symbol "GUBRA" on Nasdaq Copenhagen. The Admission is subject to, among other things, Nasdaq Copenhagen's approval of the distribution of the Offer Shares, the Offering not being withdrawn prior to the settlement of the Offering, and the Company making an announcement to that effect. Trading on Nasdaq Copenhagen will commence before all such conditions are met and will be suspended if the Offering is not completed. Consequently, all dealings in the Temporary Purchase Certificates and Offer Shares prior to settlement of the Offering, and the Company making an announcement to that effect, will be conditional on the Offering not being withdrawn prior to settlement of the Offering, and the Company making an announcement to that effect, and any such dealings will be for the account of, and at the sole risk of, the parties concerned.
What are the key risks that are specific to the securities?	• The Founders will continue to hold influence in the Company and the Founders may use such influence in ways which is not aligned with the interests of other shareholders of the Company.

Section D – Key information on the offering and the admission

Under which conditions and timetable can I invest in this security?	The "**Offer Period**" will commence on 21 March 2023 and will close no later than 29 March 2023 at 5:00 p.m. (CET (for retail investors closing will be no later than 28 March 2023 at 11:59 p.m. (CET)). Payment for and settlement of the Offer Shares are expected to take place on the Settlement Date on 3 April 2023 by way of delivery of Temporary Purchase Certificates against payment in immediately available funds in DKK in book-entry form to the investors' accounts with Euronext Securities and through the facilities of Euroclear and Clearstream.
Terms and conditions of the Offering	The Company is offering up to 4,545,455 New Shares of DKK 1 nominal value each as will raise gross proceeds of up to DKK 500 million. Assuming completion of the Offering, the Company's registered share capital will increase by a nominal value of up to DKK 4,545,455 as a result of the issue of all New Shares. The exact allocation of New Shares will be determined based on a book-building process. As a part of the Offering, SEB and ABG Sundal Collier (the "**Managers**") have been granted the Over-allotment Facility for the Over-allotment Shares amounting to a maximum of 15% of the aggregate number of New Shares, corresponding to up to 681,818 Over-allotment Shares from each of the two Founders, allocated in the Offering. This is facilitated by the Founders under the Share Lending Agreement (as defined herein) and the corresponding Over-allotment Option to the Managers to purchase from the Founders the Option Shares. The Option Shares correspond to the number of Over-allotment Shares at the Offer Price, exercisable, in whole or in part, from the date of Admission until 30 calendar days thereafter. The Over-allotment Facility is solely to cover over-allotments or short positions, if any, incurred in connection with the Offering. If the Over-allotment Facility is utilised in full, the number of Offer Shares placed in the Offering may amount to a maximum of up to 5,227,273 Offer Shares. The offer price is DKK 110 (the "**Offer Price**") per Offer Shares and has been set by the Board of Directors in consultation with SEB as the Global Coordinator, taking into account, among other things, the Company's historic and projected revenue and earnings, the Company's objective to establish an orderly after-market in the Offer Shares and prevailing market conditions. The minimum subscription amount is one Offer Share. Application by Danish investors to subscribe for amounts of up to and including DKK 3 million can be made to one of the following retail selling banks, provided that the investor holds or establishes a securities account with such bank: Nordnet Bank, filial af Nordnet Bank AB, Sverige, Ringkjøbing Landbobank A/S, Danske Bank A/S, Nordea Danmark, Filial af Nordea Bank Abp, Finland, Nykredit A/S, Spar Nord Bank A/S, Sparekassen Danmark, Jyske Bank A/S, Maj Bank A/S, Sydbank A/S, Sparekassen Kronjylland, Vestjysk Bank A/S, Lån & Spar Bank A/S and FormueFyn Fondsmæglerselskab A/S, either electronically through online banking or by submitting the application form enclosed in this Prospectus during the Offer Period or such shorter period as may be announced via Nasdaq Copenhagen. Applications are binding and cannot be altered or cancelled. Investors who wish to invest amounts of more than DKK 3 million can indicate their interest to the Managers during the Offer Period. These declarations of interest become binding applications at the end of the Offer Period. Immediately following the expiration of the Offer Period, investors will normally receive a statement indicating the number of Temporary Purchase Certificates representing Offer Shares allocated, if any, and the equivalent value at the Offer Price unless otherwise agreed between the investor and the relevant account-holding bank.
Admittance to trading	The first day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen is expected to be 30 March 2023 and the last day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen is expected to be 3 April 2023. The first day of trading in, and official listing of, the Shares, including the Offer Shares, on Nasdaq Copenhagen is expected to be 4 April 2023 under the permanent ISIN DK0062266474. In connection with the Temporary Purchase Certificates being automatically exchanged for Shares, the Temporary Purchase Certificates will cease to exist.
Dilution	The existing Shares issued and outstanding prior to the completion of the Offering will be diluted by the Offering by up to 4,545,455 New Shares, corresponding to a nominal value of up to DKK 4,545,455. The Shares issued and outstanding as of the date of this Prospectus will represent 72.2% of the Company's share capital at the time of the completion of the Offering assuming that all New Shares part of the Offering are subscribed for. If an existing shareholder decides not to subscribe for Shares in the Offering, such shareholder's proportionate ownership interest will be diluted by up to 27.8% assuming that all New Shares part of the Offering are subscribed for.
Estimated expenses	The total expenses in relation to the Offering, including commissions and fees (fixed and discretionary) payable by the Company to the Managers, other advisor fees and expenses are estimated to be approximately DKK 33.8 million regardless of whether the Over-allotment Option is exercised or not. None of the Company or the Managers will charge expenses to investors. Investors will have to bear customary transaction and handling fees charged by their account-holding banks.

Why is this prospectus being produced?	This Prospectus has been produced and published in connection with the Offering of the New Shares by the Company and the admission of the Company's Shares to trading and official listing on Nasdaq Copenhagen. The Offering of the New Shares is intended to contribute to fund the execution of the Company and its direct and indirect subsidiaries' (the "Group") strategy. In addition, the Offering and admission is expected to advance the Group's public and commercial profile and provide the Group with improved access to public capital markets and a diversified base of new shareholders. The Offering is subject to the Underwriting Agreement as set out above.
Net amounts and use of proceeds	The Offering of the Offer Shares is intended to contribute to fund the execution of the Group's strategy. In addition, the Offering and Admission are expected to advance the Group's public and commercial profile and provide the Group with improved access to public capital markets and a diversified base of new Danish and international shareholders. The Company will not receive any proceeds from the sale of the existing Option Shares sold by the Founders. The gross proceeds from the sale of New Shares is expected to be up to DKK 500 million. The net proceeds to the Company from the sale of the New Shares to be issued by the Company pursuant to the Offering is estimated to be up to DKK 466.2 million. The total deductions payable by the Company in connection with or as a result of the Offering taking the gross proceeds to net proceeds is estimated to be DKK 33.8 million corresponding to 7.3% of the net proceeds assuming that all New Shares part of the Offering are subscribed for. The Company intends to allocate the net proceeds from the Offering of the New Shares together with its existing cash and cash equivalents and earnings generated by its operations until having implemented its strategy as follows: • **Continued development of the Company's existing pipeline**: Approximately 30% of the net proceeds are intended to be allocated to the continued development of the Company's existing Pipeline Assets and future prospective pipeline, including, in particular developing the Amylin Pipeline Asset into the early clinical stage and no later than phase IIa; • **Continued development of the Company's technologies and platform**: Approximately 10% of the net proceeds are intended to be allocated to organic expansion of the Company's technological solutions and platform, including but not limited to the streaMLine Platform within the Discovery & Partnership Segment; • **Geographic expansion of CRO sales**: Approximately 10% of the net proceeds are intended to be allocated to geographic expansion of the Company's operations and expansion of the Company's sales team and outreach capabilities within the CRO Segment; • **M&A activities**: Approximately 50% of the net proceeds are intended to be allocated to consolidating M&A activities, potentially within both of the Company's segments; and • **General corporate purposes**: any remaining part of the net proceeds and other available cash resources are intended to be allocated to fund corporate development and business development activities, working capital and for general corporate and administrative purposes, which may include the hiring of additional staff, capital expenditures, and the cost of operating as a public company.
Underwriting agreement	The Company, Founders and the Managers have entered into an underwriting agreement on 20 March 2023 (the "**Underwriting Agreement**"). Subject to certain conditions set forth in the Underwriting Agreement, including allocation of New Shares, the Company has agreed to issue new Shares to the investors procured by the Managers or, failing which, to the Managers themselves, and the Managers have agreed to procure investors for, or failing such procurement, to subscribe for such Offer Shares offered. In the event that the total amount of shares applied for in the Offering exceeds the number of Offer Shares, reductions will be made as follows: • With respect to applications for amounts of up to and including DKK 3 million, reductions will be made mathematically and may entail that no allocations will be made to certain investors, except that orders by the members of our Board of Directors, members of Executive Management and key employees of the Company will be fully allocated. • With respect to applications for amounts of more than DKK 3 million, individual allocations will be made. The Managers will allocate the Offer Shares after agreement upon such allocations with the Board of Directors. • 2,999,998 New Shares (corresponding to 57.39% of the Offer Shares) will be reserved for allocation to the Cornerstone Investors. • Up to 97,576 Offer Shares (corresponding to 1.87% of the Offer Shares) will be reserved for allocation to any orders received from members of the Board of Directors, Executive Management and the Company's employees. Pursuant to agreements with the Managers and subject to certain conditions and expectations, the Company has agreed not to, inter alia, issue, offer, pledge, sell, etc., directly or indirectly, or in other ways dispose of any Shares in a period of 180 days from Admission, whilst the Founders, the members of the Board of Directors, Executive Management and the company's key employees have agreed to undertake similar obligations for a period of 360 days from Admission.
Material conflicts of interest	Certain members of the Board of Directors, the Executive Management and the Company's key employees as well as other current employees are shareholders, directly or indirectly, in the Company, or hold economic interests therein and therefore have direct economic interests in the Offering. The Managers and its respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities related to or issued by the Company, its affiliates or other parties involved in or related to the Offering. The Managers and its respective affiliates have from time to time engaged in, and may in the future engage in, commercial banking, investment banking and financial advisory transactions and services in the ordinary course of their business with the Company or any of the Company's or their respective related parties. The Managers have received and will receive customary fees and commissions for these transactions and services and may come to have interests that may not be aligned or could potentially conflict with potential investors' and the Company's interests. The total expenses in relation to the Offering, including commissions and fees (fixed and discretionary) payable by the Company to the Managers and advisors, are estimated to be approximately DKK 33.8 million, assuming completion of the Offering and regardless of whether the Over-allotment Option is exercised or not. The total expenses represent 7.3% of the net proceeds assuming that all New Shares part of the Offering are subscribed for.

PART II - RISK FACTORS

1. Risk factors

Investment in the Company and the Shares carries a significant degree of risk, including risks in relation to the Company's business, financial position, intellectual property rights, key management and employees and third parties, risks relating to taxation and risks relating to the Shares.

Prospective investors should note that the risks relating to the Company's business and industry in which the Company operates and the risk relating to the Shares summarised in the section of this Prospectus headed "Part I - Summary" are the risks that the Board of Directors and Executive Management believe to be essential to an assessment by a prospective investor of whether to consider an investment in the Shares. However, as the risks that the Company faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this Prospectus headed "Part I - Summary" but also, inter alia, the risks and uncertainties described below. The risks set out below are those deemed specific and significant to the Company, whereas risks that apply more broadly to companies, industries and macro-economically in general are not included.

The risks described below have been evaluated by the Company on the basis of their materiality. Within each category of risks below, the individual risk factors have been set out in order of materiality with the most material risks appearing first. The same exercise has also been made for each category of risk set out below, entailing that the most material risk categories appear first. In determining the materiality of each such risk, the Company has considered both (i) the extent of the possible adverse effect on the Company should such risk occur and (ii) the probability of such risk occurring. Given the nature of the Company's business and the risks described below, it is the Company's assessment that it is not possible to make a specific assessment of the probability of occurrence for all of such risks. However, the Company has, where possible and if found not to be misleading, included examples of historical events, which may be an indicator of probability.

The risk factors described below are not an exhaustive list or explanation of all risks which investors may face when making an investment in the Shares and should be used as guidance only. Additional risks and uncertainties relating to the Company's business that are not currently known to the Company, or that the Company currently deem immaterial, may individually or cumulatively also have a material adverse effect on the Company's business, results of operations, financial condition and/or prospects, if any such risk should occur, the price of the Shares may decline and investors could lose all or part of their investment. An investment in the Shares involves complex financial risks and is suitable only for investors who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. Investors should consider carefully whether an investment in the Shares is suitable for them in the light of the information in this Prospectus and their personal circumstances.

1.1 General

1.1.1 Ability to keep pace with changes in its industry, or failure to continue to provide attractive and innovative services and solutions

The pre-clinical contract research services industry and the metabolic and fibrotic pharmaceutical and biotechnology industry (the "**Company's Industry**") in which the Company competes are subject to rapid and significant technological change, new product and service introductions, evolving industry standards, rules and regulations, changing customer needs and preferences, and the entrance of non-traditional competitors. Further, the Company is located in and operates in a traditionally high-cost country, and the future growth and success of the Company will depend on the Company's ability to successfully compete with other companies that provide similar services in the same markets, some of which may have or will get financial, marketing, technical and other advantages, including companies that operate in and are located in low-cost countries. The Company expects that competition within the Company's Industry will continue to increase, which could materially affect the Company's ability to compete effectively.

As such, in order to remain competitive, the Company needs to, inter alia, anticipate and respond to the changes happening within the Company's Industry, which requires continued investment in, and time spent on, innovation, research and development. The Company is optimising its technological solutions within both the CRO Segment (as defined herein) and the Discovery & Partnership Segment (as defined herein), including its multi-channel offerings and its streaMLine Platform (as defined herein), to best position the Company to profit from market growth and newly developed services. If the Company fails in identifying and keeping pace with these changes or fails to continue developing and introducing attractive and innovative services and solutions or if the Company's competitors offer superior services, the use of the Company's services and solutions and the Company's solid margins could decline and become less desirable or even obsolete.

Moreover, the projects and ongoing developments that the Company undertakes, including those set out in section 6.4 "*Part III–Business–Strategy*" in order to enhance its technological solutions and respond to evolving market trends require significant investments. There can be no assurances that the trends, services or solutions such enhancements are designed to address will develop as expected or that the Company's undertakings will be successful.

A number of the services and solutions that the Company expects to be a source of future growth are new and address market opportunities that are not yet fully developed. Accordingly, no assurance can be given that these markets will develop as expected, or that the Group's services and solutions will secure wide customer acceptance or be consistent with developing industry-wide standards. Further, no assurance can be given that the Company will succeed in gaining a market share in these new markets, or that the Group will fully recover the investments it has made in acquisitions and/or development of such products and services. For example, the Company has in the past made significant investments in order to keep pace with rapid and significant technological changes, new product and service introductions, evolving industry standards, rules and regulations as well as changing customer needs and preferences. Such investments include (i) updates to and inclusion of complex laboratory models and methods, (ii) new technologies and technological platforms, (iii) additional capacity, (iv) addition of advanced peptide structural chemistries or other modalities, and (v) entries into new markets or building up increased presence in a current market.

The Company generally considers the inherent and significant risks and uncertainties outlined above as a natural part of operating within the Company's Industry. Consequently, and as a result of one or more of the factors described above, the Company has previously experienced, and the Company expects that it will also in the future experience, that the Company and its investments into innovative and attractive service offerings and solutions as well as drug discoveries to a varying degree may fail to keep pace with changes in its industry and customers' demands. If failing to keep pace with changes in its industry, or failure to continue to provide attractive and innovative services and solutions, the Company may, inter alia, face lack of revenue growth or even decline of revenue and EBIT margins.

1.1.2 Ability to attract and retain management and other employees, including highly specialised scientific staff

The Company's ability to compete in the Company's Industry, which is highly competitive, depends upon its ability to attract and retain highly qualified managerial, scientific, medical and other personnel. Further, the Company is highly dependent on its management and scientific personnel, including its Executive Management and Key Employees (as defined herein). The loss of the services of any of these individuals could, inter alia, impede, delay or prevent the innovation and attractiveness of the Company's pre-clinical research services, successful development of the Company's current and future novel peptide-based candidates that has the potential to be or has been partnered (the "**Pipeline Assets**"), completion of planned discovery processes as well as pre-clinical studies, and could negatively impact the Company's ability to successfully implement its business plan. Further, if the Company loses the services of any of these individuals, the Company might not be able to find suitable replacements on a timely basis or at all, and the Company's business could be harmed as a result.

Many of the other pharmaceutical and biotechnology companies with whom the Company competes for qualified personnel have greater financial and other resources, different risk profiles and longer histories in the industry than the Company does. They may also provide more diverse opportunities and better chances for career advancement to their management and employees than the Company is able to offer.

If the Company is unable to attract and retain the necessary personnel to accomplish the Company's business objectives, the Company may experience constraints that will harm its ability to implement its business strategy and achieve its business objectives. It is not possible for the Company to reasonably assess the probability of whether the Company will succeed in effectively attract and retain management required. qualified managerial, scientific, medical and other personnel. However, the Company has in the past generally been able to attract and retain required qualified managerial, scientific, medical and other personnel required for the Company's operation and expansion.

1.1.3 Success of investments in growth opportunities and difficulties in managing development and expansion efforts

The Company continues to invest in growth opportunities, including the development and acquisition of technologies and service offerings, such as new disease models, technologies supporting and broadening the use of imaging and peptide platforms, within both existing and new disease areas to meet its customers' pre-clinical research needs, potential opportunities to acquire companies and the development of its own drug discovery pipeline, etc, see 6.4 "*Part III–Business–Strategy*" for the Company's overall strategies and 6.4.3 "*Part III–Business–Strategy–Strategies for both segments*" for a description of the Company's M&A strategy. The Company also plans to invest significantly in growth opportunities in existing markets, such as the establishment of a U.S. presence, expansion of sales team and outreach capabilities, improvement of its go-to-market model, etc. see 6.4.1 "*Part III–Business–Strategy–Strategies for the CRO Segment*". There can be no assurance that the Company's current or future investment plans or growth strategy will be successful or will produce a sufficient return on investments.

The Company may not realise the intended advantages of strategic investments and acquisitions, in particular if the Company is unsuccessful in identifying or evaluating the targeted businesses. If the Company fails to realise the expected benefits from acquisitions or investments, whether as a result of unidentified risks or liabilities, integration difficulties, regulatory setbacks, litigation with current or former employees or other events, the Company could have difficulty recovering the costs that it has incurred in relation to any acquisitions or in researching and developing services and solutions and, to the extent that such investments have been capitalised, incur significant write-offs and/or losses.

Additionally, following an acquisition, the Company may not be able to successfully integrate the acquired business or operate the acquired business profitably. Integrating newly acquired businesses can be expensive and time-consuming and may often require significant resources. If the Company encounters difficulties integrating newly acquired assets or operations, the Company's business and results of operations as a group may be adversely impacted by the loss of resources having been committed to such opportunity, the loss of funds having been committed to such opportunity as well as the potential unsuccessful development and/or expansion effort required to keep pace with developments within in the Company's Industry. Member of the Board of Directors, Henriette Dræbye Rosenquist, the deputy chair of the Board of Directors (the "**Deputy Chair**"), the CEO and members of the Company's C-suite have been involved in a number of M&A transactions. Accordingly, the Company's management levels possess some experience with acquisitions, although, historically and as of the date of this Prospectus, the Company has not completed any acquisitions or significant investments.

The Company plans to fund growth opportunities with the net proceeds from the Offering, see 21.4 "*Part IV–Essential Information–Reason for the Offering and use of proceeds*" and with cash from operations or to the extent necessary from future external financing. There can be no assurance that those sources will be available in sufficient amounts to fund future growth opportunities.

It is not possible for the Company to reasonably assess the probability of whether the Company will succeed investments in growth opportunities and ability to manage development and expansion efforts.

1.1.4 Dependence on information technology systems

Existing and new technological and innovative solutions are fundamental and critical components for the Company's business model, functions and core foundation. Consequently, the Company depends heavily on the efficient and uninterrupted operation of its information technology ("**IT**") systems, including its computer systems, software, data centres and servers. See 6.11 "*Part III–Business–IT security and contingency*" for a description of the Company's IT security and contingency. The information systems utilised by the Company are, inter alia, within the CRO Segment designed to securely and reliably facilitate the conduct of pre-clinical research services and to provide reports and other information on said research. All at high volumes and processing speeds and within the Discovery & Partnership Segment as a result of the streaMLine Platform essential for the identification of novel peptide-based drug discovery projects for partnering. While the Company has in the past only experienced brief interruptions, including with systems such as GubraView (as defined herein), without a material impact on studies or customers, any failure to deliver an effective and secure service, or other performance issues that result in significant processing or reporting errors, could have a material adverse effect on a large number of customers and partners of the Company, the Company's business and, ultimately, its reputation.

The Company's internal IT systems and infrastructure, and those of its current and any future partners, contractors and consultants and other third parties on which the Company relies, are vulnerable to damage from, among other things, computer viruses, malware, natural disasters, terrorism, war, telecommunication and electrical failures, cyber-attacks or cyber-intrusions, cyber security breaches, internal security breaches, physical security breaches or other unauthorised or accidental access to the Company's servers, other information systems or databases.

Interruptions of the Company's IT systems or those of third parties, could result in, e.g., loss of revenue, loss of data, increased costs, loss of customers and/or contracts, contractual penalties as well as additional operating and development costs. Any one or more of the foregoing examples could, if materialised, have an adverse and material effect on the Company's reputation for reliability or its reputation generally.

The Company expects that it will in the future experience interruptions of its IT systems due to one or more of the factors described. However, the impact of such potential interruptions cannot be assessed with certainty and will depend on the circumstances and extent of such interruptions.

1.1.5 Safeguarding of trade secrets, sensitive information and other business information of its customers and partners

As part of its business both within the CRO Segment and Discovery & Partnership Segment, the Company receives, processes, stores and transmits sensitive information regarding its customers' and partners' businesses, including trade secrets and other business information.

The security, confidentiality and integrity of the trade secrets and business information that are processed and stored by the Company are critical not only to the successful operation of the Company's business, but also the Company's compliance with customers and partners, where such breaches potentially could subject the Group to liability. For example compromise of data from a customer in the CRO Segment relating to a specific CRO project could require, and has in the past on rare occasions required, the Company to repeat the pre-clinical research project under the terms of the Company's contract at no further cost for the customer. Further, given the proprietary nature of most of the trade secrets, sensitive information and other business information of the Company's customers and partners, any failure to safeguard such, may materially dilute the value of such information. Accordingly, the Company must have and maintain adequate security, backup and recovery systems and procedures.

The Company also routinely transmits and receives confidential and proprietary information by e-mail and other electronic means, and the Company therefore relies on the secure processing, storage and transmission of such information. It is critical that the Company does so in a secure manner to maintain the confidentiality and integrity of such confidential information. The Company depends upon the security, stability and scalability of its technological services, as well as the leadership of its technology team. The stability of the Company's technological systems is of critical importance to its operations, and the Company works to maintain its systems proactively, and to prevent, identify and resolve any stability incidents, which the Company has done by implementing software and hardware solutions, including logging and monitoring, as well as resolution procedures based on industry best-practice.

Cyber security breaches, internal security breaches, physical security breaches or other unauthorised or accidental access to the Company's servers and other information systems or databases, including GubraView, could result in tampering with, disruption to, or the theft or publication of, sensitive information or the deletion or modification of records held either in the Company's systems or the systems of others to which the Company has access.

The Company's failure to safeguard its customers' and partners' trade secrets, sensitive information and other business information, including as a result of breaches or unauthorised accesses could compromise or result in tampering with, or theft or publication of, sensitive information related to the Company's business, expose the Company to liability or could also result in the deletion or modification of data. Further, such failure to safeguard, breaches and/or unauthorised accesses could also cause interruptions in the Company's operation, subject the Company to increased costs and exposure to litigation, and could result in the payment of damages and reputational harm. In addition, such failure or non-compliance may cause existing or potential partners and customers to cease interacting with the Company and could damage the Company's reputation and brand.

It is not possible for the Company to reasonably assess the probability of whether the Company will succeed in safeguarding trade secrets, sensitive information and other business information in the future. However, the Company's has historically not experienced any material failure to safeguard its customers' and partners' trade secrets, sensitive information and other business information.

1.1.6 Reliance on third-party manufacturers

The Company does not currently have, nor does it plan to build or acquire the infrastructure or capability internally to manufacture all supplies for its operations. Instead, the Company currently relies on third-party manufacturers to supply raw materials, research animals, components, devices and other supplies for its operations.

Normally, there are various suppliers for a certain material. If a primary supplier fails to deliver or delivers less of a critical material and supplies than agreed, it will typically take some time before an alternative supplier will be able

to supply materials and supplies of the same quality. Consequently, supplier failure may cause delays in the Company's operations. A change to an alternative supplier for certain material and supplies might also result in higher costs, unless an agreement with similar conditions compared to the primary supplier can be achieved in good time. Where possible, the Company seeks to safeguard against this risk by maintaining adequate safety stock of material and supplies and/or have alternative suppliers in place.

The Company's most critical supply resource is research animals. Currently, the Company uses three different main suppliers which each deliver a preferred set of certain species of research animals. Even though the Company uses the most common high-end mice and rats for research and testing, which is supplied by these suppliers, there may be subtle differences from supplier to supplier. Therefore, if forced to switch supplier for a certain species, the Company may have to run additional tests to align its systems and the resulting data when using research animals from another supplier, which may result in delays in the Company's research and development processes.

Additionally, the Company may be unable to enter into any future agreement with potential new suppliers and manufacturers or may be unable to enter into such on commercially reasonable terms, which could have a material adverse impact upon the Company's business. Moreover, if there is a disruption to one or more of the Company's third-party suppliers' relevant operations, the Company may have limited other means of upholding its operations until third-party supplier procures alternative manufacturing facilities or sources of supply.

The loss of these suppliers, or their failure to successfully manufacture material that conforms to the Company's specifications, comply with applicable regulatory requirements or to provide the Company with sufficient quantities at acceptable quality levels or prices, or at all, could affect the Company's business, e.g. by limiting the Company's ability to continue its operations within a significant part of the CRO Segment as well as the testing of potential indications within the Discovery & Partnership Segment.

However, given the type of supplies the Company sources and the generic characteristic of the bulk of such supplies, the Company does not expect any such failures to have material adverse consequences for the Company. Further, even though the Company has not historically experienced material sourcing difficulties and/or ability to purchase back-up batches, including during recent global supply chain constraints, this is no guarantee that the Company will not experience such in the future.

1.1.7 The current energy crisis could have an adverse effect or result in delays of the Company's operations

The current energy crisis in the European Union (the "**EU**") may lead to brown- or blackouts caused by high electricity and heat demand that is near or above a utility's production capacity. If such brown- or blackouts occur, the Company may be supplied with a reduced flow of or no electricity and heat for a shorter or longer period of time. Brownouts or full blackouts could cause delays in the Company's research and development processes, as almost all the Company's research and development processes requires use of electricity and/or heat, or have an adverse effect on the Company's operations as sudden power outages may result in loss of research data or the shutting down of facility equipment that could compromise the quality of the research data generated resulting in potential liability and increased expenses. In addition, brownouts or blackouts may result in loss of power for the Company's animal facilities which could negatively affect the Company's research animals and their health.

Further, the current energy crisis in Europe has resulted in significant fluctuations in energy prices, including, but not limited to, electricity prices. Despite the Company's focus on reduction of its energy consumption, the Company's operations and in particular animal facilities, require a significant energy consumption (742,351 kwh electricity in 2022). A significant increase in energy prices, including, but not limited to, electricity prices may significantly increase the Company's operating expenses.

Announced brown-out periods are up to two hours, which in the Company's view, should not result in any material negative consequences of the Company. However, longer brown-outs could occur. How longer the animal facility can endure without power before the Company's studies are compromised depends on a lot of factors such as outside temperature, study types ongoing, number of animals in the rooms etc. As the Company has not experienced being without power for an extended period of time, the Company is not able to provide a range of how long the Company can be without power before studies are compromised. Further, it is not possible for the Company to reasonably assess the probability of whether the Company will be subject to brown- or blackouts and/or significantly increased energy prices.

1.1.8 The Company's activities could be affected or delayed as a result of possible restrictions on animal testing

The Company uses research animals in both its CRO Segment and Discovery & Partnership Segment. The use of research animals is a necessity in the development of new medical treatments but can nevertheless be subject to controversy and adverse publicity. Animal rights groups, other organisations and individuals have attempted to stop the use of research animals by pressing for increased legislation and regulation of the use of research animals in these areas and disrupted such research activities through protests and other means. These kinds of disruptive activities have to the Company's knowledge not generally targeted the medical industry in Denmark, however, in recent years, a number of such disruptive activities have targeted the medical industry in other countries.

The use of animals for testing in the medical industry have also been subject to discussion in the EU in recent years, and in 2021, the EU Parliament adopted a resolution (2021/2784(RSP)) on plans and actions to accelerate the transition to innovation without the use of animals in research, regulatory testing and education. Similarly, the use of animal testing for finished cosmetic products has been prohibited in the EU since 2004 and for cosmetic ingredients since 2009. Although no concrete proposals for new legislation have been proposed based on the resolution, if the use of animal testing were to be prohibited in the medical field, it may have material adverse effect on the Company's ability to conduct its business.

In the event of restrictions, delays or other interruptions in the Company's use of animal testing, the Company's operations may be partially impossible, interrupted, delayed or become more expensive, including due to a compromise of research data quality as a consequence of such activities, and the consequences would be significant.

It is not possible for the Company to reasonably assess the probability of whether the Company will be subject to restrictions on animal testing and/or subject to other interruptions.

1.1.9 Changes in applicable laws and regulation, including regulation related to laboratory practice, animal testing, clinical trials and processing of data, and failure to comply herewith

The Company is positioned in a highly regulated environment and is subject to a wide array of laws and regulations in the jurisdictions in which it operates, including, related to but not limited to, the Clinical Trials Regulation (EU) No 536/2014, Directive 2010/63/EU of the European Parliament and of the Council of 22 September 2010 on the protection of animals used for scientific purposes, as amended and the Principles of Good Laboratory Practice issued by OECD. Failure to comply with and changes to such laws and regulations may have a material adverse effect on the Company's ability to conduct its business and costs related hereto. See also 6.18 "*Part III–Business–Regulatory Environment*".

Changes, which are unpredictable and outside of the Company's ability to control, may cause the Company to (i) incur significant compliance expenses as well as other expenses, (ii) revise or stop some of its operations, products and services, or strategy, (iii) divert managerial attention from operational matters, or (iv) adopt new technologies and procedures in order to comply with new laws or regulations.

For example (i) legislators, regulators and other policy-making bodies in certain of the jurisdictions in which the Company operates have proposed, and in some cases, adopted a range of legislative and regulatory requirements that may impose significant operational restrictions on the use of research animals and (ii) numerous government bodies are considering or have already adopted healthcare reforms and may undertake, or are in the process of undertaking, efforts to control healthcare costs through legislation, regulation, and agreements with healthcare providers as well as pharmaceutical and biotechnology companies, including many of the Company's customers and partners.

The Company expects that any further of such legal or regulatory changes could materially and adversely affect the Company's future business, financial condition, results of operations and prospects.

Ensuring that the Company's operations, including those of its third parties, comply with applicable healthcare laws and regulations is costly. Further, there is a risk that governmental authorities may conclude that the Company's business practices do not comply with current or future statutes, regulations or case law involving applicable fraud and abuse or other healthcare laws and regulations. If the Company's operations were found to be in violation of any of these laws or any other governmental regulations that may apply to the Company, the Company may be subject to significant civil, criminal and administrative penalties, damages, fines, disgorgement, individual imprisonment, possible exclusion from government funded healthcare programmes, integrity obligations, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of the Company's operations, any of which could substantially disrupt the Company's operations. These risks and uncertainties could negatively impact the Company's ability to, among other things, perform large, global projects for its customers and partners.

Furthermore, the Company's ability to deal with these issues could be affected by applicable laws in various jurisdictions. Any such risks could have an adverse impact on the Company's business, financial condition, results of operations, cash flows, or reputation.

Examples hereof are the recently adopted NIS2 Directive (as defined herein) on cyber security with potential significant fines, and for the draft EU AI Regulation (as defined herein) on the use of AI, which under its current draft also includes prohibition and significant fines. See also 6.18.5 "*Part III–Business–Regulatory Environment–Cyber security*" and 6.18.7 "*Part III–Business–Regulatory Environment–Artificial intelligence*". Such new regulations may result in the Company incurring significant compliance expenses as well as other expenses that can have an adverse effect on the Company's operations. Reference is also made to 1.1.8 "*Part II–Risk factors–General–The Company's activities could be affected or delayed as a result of possible restrictions on animal testing*".

The Company generally considers the risk of changes to the regulatory environment in which it operates a natural part of operating within the Company's Industry. Consequently, the Company has previously experienced changes in applicable laws and regulations and the Company expects that it will also experience such changes in the future. However, it is not possible for the Company to reasonably assess the materiality of any such potential changes. While the Company seeks to ensure high standards of compliance, it is not possible for the Company to reasonably assess the probability of whether the Company will succeed in effectively ensuring future compliance with laws and regulations.

1.1.10 Use of open-source software

A smaller part of the Company's IT systems rely on open-source software. The Company does not control the development of the open-source technology in its platform. If the open-source contributors fail to adequately further develop and enhance these open-source technologies, the Company would have to rely on other third parties, or the Company would need to expend additional resources, to develop and enhance its platform. The Company also must devote adequate resources to the Company's own internal programmers to support continued development and enhancement of open-source technologies, and if the Company do not do so, the Company may have to turn to third parties or experience delays in developing or enhancing open-source technologies.

The Company cannot predict whether further developments and enhancements to these technologies would be available from reliable alternative sources. In either event, the Company's development expenses could be increased.

The Company uses open-source software containing copy left terms. Most often, the copy left terms are not triggered unless the user (the Company) distributes the software which includes the open-source software. As the Company only uses the open-source software internally, the risk of copy left terms being triggered is low. It cannot, however, be ruled out that some of the copy left terms have been triggered solely due to the Company's internal use. This risk can be removed for the future by replacing the open-source software with copy left terms with other software (developed in-house or in-licensed), and in the Company's view, the open-source software used can easily be replaced, if the Company chooses to do so in the future.

1.1.11 ESG standards and failure to fully implement the objective of Gubra Green

The Company is actively propagating its environmental, social and governance ("**ESG**") efforts as a key differentiating factor, including for retention/recruiting purposes and towards customers. As part hereof, the Company has established its fully owned subsidiary Gubra Green ApS ("**Gubra Green**"). Gubra Green serves as a continuation and formalisation of the Company's historical corporate social responsibility ("**CSR**") and ESG activities of investing 10% of its pre-tax profit to environmental activities. As such, the Company will transfer 10% of its pre-tax profit to Gubra Green, which Gubra Green will use to carry out passive investments targeting assets promoting the green transition. See also 6.9.1 "*Part III–Business–Sustainability and corporate social responsibility–Gubra Green*".

There can be no assurance that the Company's ESG related projects, including investments made by Gubra Green will meet, or continue to meet, investor or customer criteria or expectations regarding green transition, ESG, sustainability performance or expectations for sustainable products. Further, the Company may be subject to criticism and claims for "greenwashing" and that the Company has overstated its ESG focus. Lastly, there can be no guarantee that the investments made by Gubra Green will ever be profitable or that attractive and suitable investments will be available.

The Company expects that focus on scrutiny related to ESG will continue to increase, also with respect to the Company. However, the Company is generally comfortable what it is able to support its initiatives and meet, investor or customer criteria or expectations regarding green transition, ESG, sustainability performance or expectations for sustainable products and therefore deems the risk of materialization of the risk less likely.

1.1.12 The Company may face additional costs related to its scaling of its facilities

To meet the expected increase in future demand of the Company's services within the CRO Segment and Discovery & Partnership Segment, the Company is currently in the process of expanding its facilities located in Hørsholm with the construction of the New Facility (as defined herein) of around 750 square meters, which is expected to be ready in the second half of 2023. In connection with the sale and lease back of the Company's Property (as defined herein), the Company has on 20 December 2022 agreed with the purchaser and new Landlord (as defined herein) of the Company's facilities that the New Facility will not be transferred to the Landlord until following completed construction. In connection with such transfer, the Company bears the risk of certain additional development costs. The development costs related to the New Facility are estimated to an amount of DKK 30,00,000 excluding VAT. Upon completion and handing over of the New Facility to the Landlord, the Landlord is obliged to pay an amount of maximum DKK 30,000,000 excluding VAT for the acquisition of the New Facility. If the actual development costs exceed an amount of DKK 30,000,000 excluding VAT, costs beyond this amount are to be borne solely by the Company. See also 6.13 "*Part III–Business–Real estate*".

A variety of challenges may occur in connection with such construction, including, *inter alia*, challenges relating to the construction works, public permits for such expansion works and the cooperativeness of the Landlord for its headquarters in Hørsholm inter alia in connection with the acquisition and lease back of the New Facilities. Accordingly, there can be no guarantee that the construction of the new facilities will not be delayed and incur additional costs.

Additionally, there can be no guarantee that a sufficient level of demand for each of the Company's CRO Segment and Discovery & Partnership Segment services will develop to enable the Company to generate a satisfactory level of return on such an investment (if in excess of the pre-agreed level) and additional rent in increasing production capacity.

If the Company fails to scale its capacity by the physical expansion of its facilities, the Company may find itself unable to deliver on as many contracts and discovery projects as expected, in turn adversely affecting the Company's revenues, reputation and prospects. This could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows and prospects.

It is not possible for the Company to reasonably assess the probability of whether the Company will be subject to additional costs related to its scaling of its facilities, however, the implementation hereof is well progressed and a part of the costs related hereto is recognised.

1.2 Risks related to the Company's CRO Segment

1.2.1 The Company's customers' ability and willingness to initiate contract research and development

Economic factors and trends within the Company's Industry that affect pharmaceutical and biotechnology companies also directly affect the Company's business within its CRO Segment.

In the Company's experience, pharmaceutical and biotechnology companies continue to seek long-term strategic collaborations with pre-clinical contract research organisations ("**CRO**") at favourable pricing terms. Competition for these collaborations is intense and the Company may decide to forego an opportunity or may not be selected, in which case a competitor may enter into the collaboration with the potential customer, which as a result may limit the Company's business, if any, with such potential customer. In addition, if the companies in the Company's Industry reduce its research and development activities or reduce its outsourcing of pre-clinical research services or such outsourcing fails to grow at projected rates, the Company's operations and financial condition could be materially and adversely affected.

Further, the Company operates within a relatively small business environment, which entails that if the Company were to disappoint any of its customers, such customer's willingness to initiate new contracts with the Company may be reduced and such customer may choose to work with one of the Company's competitors instead in the future, which could affect the Company's operations and financial conditions.

The Company's CRO Segment may also be directly affected by unfavourable economic conditions and other adverse macroeconomic factors on global and domestic markets. While the demand for services in the Company's Industry in general is less susceptible to economic cycles, it has previously resulted in, and may in the future result in, among other things, reduced access to funding for the Company's (potential) customers, high levels of inflation and unfavourable currency development. The subdued equity markets for biotechnology companies in 2021 and 2022, especially in the small and medium-sized enterprises (SME) in the biotechnology segment, have put significant downward pressure on market capitalisations of these companies and their access to funding markets. Consequently, the

Company's customers might not be able to raise funds necessary to continue ongoing pre-clinical research or to fund new drug development and thus may not be able to purchase CRO services from the Company. Uncertainty in financial markets may also delay the Company's customers' decision to place new orders with the Company. Such uncertain conditions in the funding markets could have a negative effect on the Company's business, financial condition, results of operations, or cash flows in the future.

The Company generally considers the inherent and significant risks outlined above as a natural part of offering contract research and development. Consequently, and as a result of one or more of the factors described above, the Company has to a limited extent previously experienced, fluctuations in its customers' ability and willingness to initiate contract research and development e.g., during two low-activity months during the financial year ended 31 December 2022 within CRO services potentially as a result of macroeconomic uncertainty, see 7.6 "*Part III–Operating and financial review–Summary of the key financial development in the financial year ended 31 December 2022 compared to the financial year ended 31 December 2021*" and the Company expects that it will also in the future experience such fluctuations.

1.2.2 Mistakes in conducting pre-clinical contract research and/or contractual breaches

The performance of the type of pre-clinical research services offered by the Company is highly complex, expensive, specialised and time-consuming. The Company may make mistakes in conducting pre-clinical research which could negatively impact or obviate the usefulness of the research or cause the results to be reported improperly, or the Company could be subject to customer claims against the Company for breach of contractual obligations, including pursuant to contractual indemnification clauses. If the pre-clinical research results are compromised, the Company could incur significant costs or liability, which could have an adverse impact on the Company's ability to perform its services.

While mistakes made by the Company during pre-clinical contract research are typically remedied via additional analyses at no extra cost for the customer and conducted with limited cost for the Company, the compromise of data from a particular pre-clinical research project could require, and has in the past on rare occasions required, the Company to repeat the pre-clinical research project under the terms of the Company's contract at no further cost for the customer. However, repeating such research projects entail substantial cost for the Company, and non-compliance with applicable regulatory regimes generally could result in the termination of ongoing pre-clinical research or the disqualification of data for its intended use, e.g., submission to regulatory authorities.

Additionally, a breach of a contractual term could result in liability for damages, including, but not limited to, through indemnification, or termination of the contract. While the Company endeavours to contractually limit its exposure to the risks described above, the Company may not successfully limit such risks and the improper performance of the Company's services could also have an adverse effect on the Company's financial condition, damage its reputation and result in the cancellation of current contracts by or failure to obtain future contracts from the affected customer or other customers.

The Company generally considers the risks outlined above as a natural part of conducting pre-clinical contract research. Consequently, and as a result of one or more of the factors described above, the Company has to a limited extent previously experienced, and the Company expects that it will also in the future experience, that it makes mistakes in conducting pre-clinical research which could, inter alia, require the Company to repeat the pre-clinical research project under the terms of the Company's contract at no further cost for the customer but with costs for the Company, result in a claim for damages, reputational loss, etc.

1.2.3 Under-pricing of contracts, overruns of cost estimates and/or fails to receive approval for or experience delays in documenting change orders

A substantial part of the Company's contracts within its CRO Segment are fixed-fee study-by-study, where the Company bears the economic risk of estimating the extent of services required as opposed to the Company's flexible research hours ("**FRH**") contracts, see also 6.5.4.7 "*Part III–Business–Business model–CRO Segment–The revenue model in the CRO Segment*" for information on the Company's revenue model in the CRO Segment. Consequently, the Company's financial results will be adversely impacted if the Company mistakenly initially under-prices its CRO contracts or otherwise exceeds its cost estimates and subsequently is unable to successfully negotiate a change order with the customer. In addition, increased competition has led to, and may continue to lead to, price pressure and other forms of competition, such as acceptance of less favourable contract terms, that could adversely affect the Company's solid margins and thus financial position and operating results. Such examples include acceptance of lower fixed fees for study-by-study contracts and reduced hourly rates for FRH contracts.

Further, change orders e.g. for study-by-study contracts are typically relevant when the scope of the work that the Company performs needs to be modified from that originally agreed under the contract with the customer. Modifications can occur, for example, when there is a change in a key pre-clinical research assumption or parameter, when additional analyses within the contract are to be performed or a significant change in timing.

Where the Company is not successful in accurately estimating costs related to a CRO offering and/or converting out-of-scope work into change orders under current contracts, the Company will bear the costs of the additional work. Such under-pricing, significant costs overruns or delay in documentation of change orders could even with the Company's solid margins have a material adverse effect on the Company's financial condition or cash flows.

The Company generally considers pricing accuracy an inherent and natural part of operating within the Company's Industry where a fixed-fee study offering in the Company's experience is a required offering. However, the Company has historically been successful in estimating cost related to services within its CRO Segment to ensure the profitability with solid margins within such segment.

1.2.4 Failure to obtain and maintain relevant permits etc. for conducting pre-clinical trials

In order to conduct pre-clinical studies and trials, the Company is required to obtain and maintain certain permits, certificates, licenses and other documentation, from relevant authorities, including permits for animal testing for relevant experiments and approvals of facilities that breed animals for scientific purpose by the Animal Experiments Inspectorate (in Danish: *Dyreforsøgstilsynet*). See also 6.18.2 "*Part III–Business–Regulatory Environment–Regulation of testing facilities and test animals*" for further information on the regulatory requirements.

The Animal Experiments Inspectorate also carries out inspections to ensure compliance with relevant permits and approvals. If the Company fails to obtain and maintain such permits and approvals, including from the Danish Animal Experiments Inspectorate to conduct specific trials with animals or having the Company's facilities approved for breed of animals for scientific purposes, etc., the Company may be unable to continue conducting pre-clinical studies and trials as currently conducted or at all. If such risk was to materialise, it would have an adverse and material effect on the Company's business and operations until such permits etc. could be re-obtained, and even once such permits had been re-obtained, the Company might not be able to carry out pre-clinical studies and trials on the same level as currently carried out.

The Company generally considers the inherent and significant risks and uncertainties outlined above as a natural part of operating within research and development of pharmaceutics. Consequently, the Company has not previously experienced material failures to obtain or maintain relevant permits etc. and has historically experienced few audits from relevant authorities.

1.3 Risks related to the Company's Discovery & Partnership Segment

1.3.1 Success in identifying new research peptides and technologies

Although a substantial amount of the Company's effort will focus on the continued pre-clinical testing and partnering of its current Pipeline Assets, the Company's strategy and long-term value creation entails searching for and identifying additional peptides in the future developed with a view to targeting the same or additional indications of new research peptides or technology. The Company seeks to achieve these goals through the use of the Company's streaMLine Platform and through early partnership collaborations such as the Silence Agreement (as defined herein). While the Company believes that this strategy allows the Company to move more rapidly through pre-clinical development and at a potentially lower cost, this may not be possible to realise, for instance, if the Company is not successful in identifying the right new research peptides and technologies or attracting potential partners for such discoveries, including entering into advantageous collaborations on attractive terms.

The Company's drug discovery programmes may initially show promising results in identifying potential Pipeline Assets, however, the drug discovery programmes may fail to yield more advanced drug candidates for clinical development for many reasons.

The Company's assessment of potential Pipeline Assets typically includes looking at the available data, the expected development path and costs. If the Company is unable to identify suitable Pipeline Assets for its pre-clinical development, the Company's ability to achieve sustainable long-term growth would be adversely impacted as new Pipeline Assets are the source of such growth and future revenue within the Discovery & Partnership Segment.

The Company generally considers the risk of not successfully identifying research peptides and technologies an inherent and natural part of search for new therapeutic targets. The risks cover many aspects, some of which are encountered regularly on a smaller scale and as part of the ordinary course of business, e.g., that the Company abandon further development early if the respective indication or molecule does not show promising perspectives. The materialization on a smaller scale is not deemed to have a serious impact on the Company. However, if this risk was to materialize on a larger and more continuous scale than regularly encountered, this could significantly impact the Company and its prospects. The Company expects that it will also in the future experience materialization of this risk on a smaller scale and as part of the ordinary course of business, however, the Company has not historically encountered materialization on a larger and more continues scale and is not able to predict whether this will happen in the future.

1.3.2 Ability to establish partnerships

The Company does not expect to develop any of its Pipeline Assets through to marketing approval and commercialisation by itself. The Company is specialised within pre-clinical development and research, and accordingly, the Company will seek to partner most of its Pipeline Assets before entering the clinical phase or at the latest no later than at phase IIa. See also 6.5.5 "*Part III–Business–Business model–Discovery & Partnership Segment*". As such, the Company's Discovery & Partnership Segment seeks to generate revenue through partnerships, and a significant part of the potential success hereof is therefore relying on the Company's ability to enter into partnership agreements for research and development of new Pipeline Assets and/or for the out-licensing of the Company's Pipeline Assets.

The Company may not be successful in its efforts to establish and implement partnerships or other alternative arrangements. The Company faces significant competition in establishing relationships with appropriate partners. Increased competition has led to, and may continue to lead to, milestone and royalty size pressure and other forms of competition, such as acceptance of less favourable contract terms, that could adversely affect the Company's potential profit from partnering of current and future Pipeline Assets. Whether the Company is successful in reaching an agreement for a partnership will depend upon, among other things, the Company's assessment of the partner's resources and expertise depending on whether the potential partner is a larger pharmaceutical company or not, the terms and conditions of the proposed partnership and the proposed partner's evaluation of a number of factors. Those factors may include, and as applicable for the type of potential product, an assessment of the opportunities and risks of the Company's Pipeline Assets and/or technology, the design or results of studies or trials, the likelihood of approval, if necessary, of the United States Food and Drug Administration (the "**FDA**"), the European Emergency Agency (the "**EMA**") or similar regulatory authorities, the potential market for the potential product candidate, the costs and complexities of manufacturing and delivering the Company's Pipeline Assets to partners, the potential of competing products and industry and market conditions generally.

Additionally, the Company is restricted under existing partnership agreements or other arrangements, e.g., due to non-competition or exclusivity provisions, prohibiting the Company for a certain period of time from entering into future agreements on certain terms, for specific selected discovery targets or for certain development activities with potential partners, as well as notice provisions requiring the Company to notify its partner if the Company initiates certain trials for compounds in certain therapeutic classes. As a result hereof, disputes may arise between the Company and a partner that causes the delay or termination of the research, development or commercialisation of the Company's current or future Pipeline Assets or that results in costly litigation or arbitration that diverts the management's attention and resources.

The Company generally considers the inherent and significant risks and uncertainties outlined above as a natural part of operating within the Company's Industry. Consequently, the Company has previously experienced, and the Company expects that it will also in the future experience, difficulties in attracting and establishing new partnerships on commercially attractive terms, which could consequently delay or disrupt the progression of certain projects in its Pipeline Assets. Further, the Company expects that competition within the Discovery & Partnership Segment will continue to increase, which could materially affect the Company's ability to compete effectively. As such, it is not possible for the Company to reasonably assess the probability and likelihood of this risk and whether the Company will succeed in effectively competing with its competitors.

1.3.3 The Company's Pipeline Assets may not obtain the desired safety and efficacy results, be subject to delays, may result in serious adverse or unacceptable side effects or ultimately not be successfully commercialised

As the Company's Pipeline Assets (whether by the Company or by its collaboration partners) undergo further development, pre-clinical studies, subsequent clinical trials and ultimately (through a partner) marketing approval, additional risks, including, but not limited to, previously unidentified safety risks or lack of efficacy, as well as serious adverse events or undesirable side effects may emerge. This can cause the Company or its collaboration partners to

abandon these Pipeline Assets or limit the development thereof to more narrow applications, lower potency levels or subpopulations in which the serious adverse events or undesirable side effects are less prevalent, less severe or more acceptable from a risk/benefit perspective. The consequences, individually or in the aggregate, can have material adverse effects on the Company's ability to realise the value of such Pipeline Assets through partnerships and the linked milestone and royalty payments. See also section 1.3.6 "*Part II–Risk Factor–Risks related to the Company's Discovery & Partnership Segment–Regulatory approval*".

The Company's Pipeline Assets could also encounter delays if a clinical trial conducted by any of the Company's partners or a third party on the Company's behalf is amended (e.g., a change of the trial design, study protocol amendments etc.), suspended or terminated by the Company, by the Company's partner or the third party, by the institutional review boards of the institutions in which such trials are being conducted, by the data safety monitoring board for such trial or by, the FDA, the EMA or other regulatory authorities, or if the Company's partner is unable to locate and enrol the required number of eligible patients to participate in its trials. Delays may also emerge due to the Company's own failure to provide sufficient documentation as part of the pre-clinical studies for the Pipeline Asset.

Further, if any of the Company's Pipeline Assets, after having been partnered, encounter safety or efficacy problems, developmental delays, regulatory issues, supply issues, or other problems, the Company's partner may not be able to successfully commercialise the Company's Pipeline Asset and the Company's and the partner's development plans for the affected Pipeline Assets could be significantly harmed, which would harm the Company's business. Further, if the development of the Company's Pipeline Asset encounters any such problems or delays, it could also result in the Company not receiving or being delayed in receiving milestone payments pursuant to its partnership agreements.

The Company generally considers the risk of a Pipeline Asset not obtaining the desired safety and efficacy results or facing delays, serious side effects or ultimately not being successfully commercialised as an inherent and natural part of development of new therapeutic targets. The risks cover many aspects, some of which are encountered regularly on a smaller scale and as part of the ordinary course of business, e.g., that the Company abandon further development if the respective indication or molecule does not show promising efficacy or face delays in development. The materialization on a smaller scale is not deemed to have a serious impact on the Company. However, if these risks were to materialize on a larger and more continuous scale than regularly encountered, including for a number of the Pipeline Assets, this could significantly negatively impact the Company and its prospects. The Company expects that it will also in the future experience materialization of this risk on a smaller scale and as part of the ordinary course of business, however, the Company has not historically encountered materialization on a larger and more continues scale and is not able to predict whether this will happen in the future.

1.3.4 Dependency of its partners' success in drug development

The success of the Company's existing and potential future partnership agreements, including the Company's ability to receive milestones and ultimately royalty payments for net sales of partnered Pipeline Assets, are subject to numerous risks and will depend heavily on the efforts and activities of its partners and the Company.

Notwithstanding that the Company often includes anti-shelving provisions when entering partnership agreements, which oblige the Company's partners to use commercially reasonable efforts to ensure further development and commercialisation of the Company's Pipeline Assets, partners are left with wide discretion as to which commercialisation efforts that are undertaken and such may not be consistent with what the Company would deem a best effort commercialisation, or such partners may decide not pursue development and commercialisation of the Company's Pipeline Assets and may also consider alternative pipeline assets other than the Company's for similar indications.

According to most partnership agreements, the Company's partners lead the clinical development of Pipeline Assets that the Company has taken through the drug discovery and early to late stage of the pre-clinical development phases depending on when the Pipeline Asset was partnered. However, for certain partnership agreements, the Company continue to be responsible for some or all of the pre-clinical development. Thus, any revenue in the form of milestones and royalty payments on net sales of out-licensed products, to be generated from Pipeline Assets depends mainly on the Company's partners' abilities and wishes to develop, progress and commercialise the relevant Pipeline Assets. This includes whether to select and progress target compounds into development, to successfully execute clinical development, obtain regulatory approvals and commercialisation and the Company's ability to, as the case may be, progress the pre-clinical development for which it is responsible (although the Company may also have some obligations in relation to the further research and development of its Pipeline Asset following partnering, the majority of the further development is typically dependent on the partner once the pre-clinical phase has been completed).

Insofar one of the Company's partners do not perform in the manner the Company expected or fail to fulfil its obligations in a timely manner, or at all, if the quality or accuracy of the clinical data that the partner has obtained is com-

promised, or the clinical development, regulatory approval or commercialisation efforts are delayed or terminated or the Company breaches its potential pre-clinical obligations pursuant to a partnership agreement, the Company's revenue from milestones, royalties and licenses may be lower than expected or not achieved at all. The Company's partnerships entail numerous operational and financial risks and there can be no assurance that the Company's partners will successfully develop and market the Company's Pipeline Assets in the future.

The Company generally considers the inherent and significant risks and uncertainties outlined above as a natural part of operating within pharmaceutical and biotechnology partnering. However, the Company has not previously experienced that any of its partners did not in all material respect perform in the manner the Company expected or failed to fulfil its obligations in a timely manner. Reference is made to the risks outline in 1.3.5 "*Part II–Risk factors–Risks related to the Company's Discovery & Partnership Segment–Termination of partnerships*", which similarly apply to the Company's partner's development.

See also 1.3.5 "*Part II–Risk factors–Risks related to the Company's Discovery & Partnership Segment–Termination of partnerships*".

1.3.5 Termination of partnerships

The Company's partnership agreements provide the Company's partners with rights to terminate the partnership agreements and the licenses granted under such agreements under various conditions, which, if exercised, would adversely affect the Company's product development efforts and could also result in difficulties for the Company to attract new partners and may adversely affect the Company's reputation.

As partnerships are complex and time-consuming to negotiate and document, the Company may not be able to negotiate partnerships on a timely basis with other companies on acceptable terms, or at all. If the Company is unable to enter into such new partnership agreements related to certain Pipeline Assets covered by terminated partnership agreements, the Company may have to curtail the research and development of such Pipeline Assets, reduce or delay research and development programmes or abandon certain Pipeline Assets, all of which may have a negative effect on the Company's receipt of milestones and potential royalty payments.

It is not possible for the Company to reasonably assess the risks related to the termination of partnership agreements by the Company's commercial partners. However, as of the date of this Prospectus, the Company has not been involved in disputes or experienced that a partner has terminated a partnership agreement due to such dispute, disagreements between the parties or similar. The Company has, however, been party to two partnership agreements that were terminated early. These partnership agreements ended due to commercial reasons; the first project was concluded successfully, but the Company's partner did not want to proceed with development of new drugs mimicking the particular peptide and therefore no new collaborations were established. The second project met several milestones, but it was decided not to carry on with the project as the fine tuning of the chemistry ended up being too complicated and revolved around small molecules, which is an area outside the Company's core expertise of peptides. However, the data from the partnership agreement did lead to several patent applications by the Company's collaboration partners.

1.3.6 Regulatory approval

The research, testing, manufacturing, labelling, approval, sale, marketing and distribution of drug products are subject to extensive regulation. Currently, none of the Company's Pipeline Assets are approved for marketing.

The time required for obtaining final marketing authorisations varies and depends on numerous factors, the relevant regulatory authority and the jurisdiction in which the approval is sought. However, it takes several years following the commencement of pre-clinical development and clinical trials and typically between eight to 12 years to develop and commercialise a product candidate. The Company's partners may fail to obtain or may experience delays in obtaining regulatory approval for Pipeline Assets that the Company has out-licensed to such partners for further development (including e.g., delays due to the Company's failure to perform its obligations pursuant to the respective partnership agreements related to potential pre-clinical development), commercialisation and marketing, and it is possible that none of the Company's existing Pipeline Assets or any Pipeline Assets that the Company may seek to develop in the future will obtain regulatory approval.

There could be multiple reasons for a Pipeline Asset not receiving regulatory approval, including among others if the FDA, the EMA or other comparable regulatory authorities disagrees with the interpretation of data from pre-clinical studies or clinical trials or disagree with the design or implementation of such studies or trails or if the Company or its partners is unable to demonstrate to the satisfaction of the regulatory authorities that a Pipeline Asset is safe and effective for its proposed indications and that the Pipeline Asset's clinical and other benefits are not sufficient in relation to the safety risks.

All of these factors may result in the failure to obtain regulatory approval to market the Company's Pipeline Assets, which would reduce the Company's receipt of milestones and potential royalties from net sales of the product.

Even if the Company's partners obtain regulatory approval for the Company's Pipeline Assets, (i) regulatory authorities may approve the Pipeline Assets for fewer or more limited indications than requested, may grant approval contingent on the performance of costly post-marketing clinical trials or may approve a Pipeline Asset with a label that does not include the labelling claims necessary or desirable for the commercialisation of such pipeline asset and, (ii) such approvals will be subject to ongoing regulatory requirements for manufacturing, labelling, packaging, storage, advertising, promotion, record-keeping and submission of safety and other post-market information, which can be time-consuming and expensive. Further, if one of the Company's partners obtain regulatory approval for one of the Company's Pipeline Assets, such Pipeline Asset may not gain market acceptance or prevalent usage among physicians, healthcare payers, patients and the medical community, which is critical to commercial success.

Additionally, if one or more of the Company's Pipeline Assets receives marketing approval, and the Company, its partner or others subsequently identify undesirable side effects caused by such Pipeline Assets, a number of potentially significant negative consequences could occur, including withdrawal of approvals. See also 1.3.3 "*Part II–Risk Factors–Risks related to the Company's Discovery & Partnership Segment–The Company's Pipeline Assets may not obtain the desired safety and efficacy results or may result in serious adverse or unacceptable side effects*".

The Company generally considers the inherent and significant risks and uncertainties outlined above as a natural part of operating within research and development of pharmaceutics. Consequently, the Company expects that it or its collaboration partners in the future will experience failures, delays or disruptions in the progression of certain Pipeline Assets due to one or more of the factors described above. As such, it is not possible for the Company to reasonably assess the probability and likelihood of the risks outlined above.

1.3.7 The Company's commercial partners may engage in misconduct or other improper activities

The Company is exposed to the risk that its current and future partners, as well as its employees and independent contractors, including principal investigators, consultants, suppliers, service providers and other vendors may engage in misconduct, illegal activity or other unethical activities. Notwithstanding that the Company generally seeks to contractually ensure its independent contractors, including principal investigators, consultants, suppliers, service providers and other vendors comply with laws and regulations, this is a material risk as the Company operates in a highly regulated industry and due to the Company's current and future reliance on third parties in its Discovery & Partnership Segment, including for out-licensing of its Pipeline Assets.

Misconduct by these parties could include intentional, reckless and/or negligent conduct or other unauthorised activities that violate the laws and regulations of the EMA, the FDA and other similar regulatory authorities, including those laws that require the reporting of true, complete and accurate information to such regulatory authorities, manufacturing standards, healthcare fraud and abuse, data privacy laws, or laws that require the true, complete and accurate reporting of financial information or data. Activities subject to these laws also involve the improper use or misrepresentation of information obtained in the course of clinical trials, the creation of fraudulent data in the Company's pre-clinical studies, or illegal misappropriation of product, which could result in regulatory sanctions and cause serious harm to the Company's reputation.

In addition, the Company is subject to the risk that a person or government could allege such fraud or other misconduct, even if none occurred. If any such actions are instituted against the Company, and the Company is not successful in defending itself or asserting its rights, those actions and allegations could result in the imposition of significant civil, criminal and administrative penalties, damages, monetary fines, disgorgements, individual imprisonment, other sanctions, contractual damages, reputational harm, diminished profits and future earnings and curtailment of the Company's operations.

It is not possible for the Company to reasonably assess the risks related to the Company's commercial partners engaging in misconduct or other improper activities, however, the Company has in the past not experienced any such events with material adverse consequences for the Company.

1.4 Risk related to intellectual property and technology

1.4.1 Protection of confidential information, know-how, etc.

The Company relies on proprietary know-how, software, compositions, processes, procedures, systems, technologies, algorithms, coding and intellectual property rights such as patent applications, and trademarks (collectively, the "**Company IP**"). A significant part of the Company IP, e.g., the streaMLine Platform and other confidential information and software, is often difficult to adequately protect by formal intellectual property rights, such as patents. Further, due to the rapid development and innovation of the most material software, systems, technologies etc. which are developed by the Company itself, the Company finds that formal intellectual property rights also do not always provide the best option for protection. The Company's software, systems, technologies etc. are specifically for the Company's laboratories and vivarium, and as such constitute a distributed complex network of software systems. Accordingly, the Company also considers that these systems are protected in the sense that they cannot be readily applied to a different laboratory setting, are not depending on any sole employee and are undergoing frequent and rapid updates to accommodate new equipment and new needs as they arise. This is also one of the reasons that the Company has chosen not to seek protection through traditional intellectual property protection (such as patents) as the relevant systems and technologies are updated and evolve at such a rapid rate that such traditional intellectual property protections would quickly be outdated.

When seeking protection of the Company IP, the Company typically seeks to ensure that confidentiality agreements are in place, that only need-to-know information is shared with collaboration partners and to spread out know-how across the Company's organisation to avoid knowledge concentration (thereby ensuring that all know-how is not concentrated in with one employee). Further, to ensure succession planning, the Company has comprehensive standard operating procedure (SOP) systems in place, which entails that study reports and lab notebooks from all experiments conducted are stored electronically, designed to ensure that key trade secrets and knowhow is stored and continues to be available for the Company.

The Company may not be able to protect all aspects of the Company IP, including its proprietary information and technology adequately. Further, the Company's employees, consultants, contractors, outside scientific advisors, licensors or licensees may unintentionally or wilfully disclose the Company's IP to competitors, other third parties or the public in general. In particular, the Company IP may over time be disseminated within the industry through independent development, the publication of journal articles describing the methodology, and even with confidentiality obligations in place, from the movement of personnel to other positions with competitors.

Contractual protections may unintentionally or wilfully be breached, and the Company cannot be certain that the Company IP covered by contractual protections will not be disclosed or that competitors will not otherwise gain access (such as through a cyber security breach) hereto or independently develop such Company IP.

Monitoring unauthorised disclosure is difficult, and contractual protection may be difficult to enforce, may not be enforceable (e.g. due to burden of proof or if in jurisdictions where enforcement is difficult in practice) or may not provide meaningful protection for the Company IP in the event of unauthorised use or disclosure or other breaches of the agreements. In the event of any failure to adequately protect the Company IP, competitors of the Company may be able to use the Company IP and erode or negate any competitive advantage the Company may have, which could have a material adverse effect on the Company's financial condition and results of operations. However, the Company's collaboration partners at this stage are large reputable companies based on jurisdictions where risk of non-enforcement is low, and, accordingly, the Company does not currently deem any of the Company's agreements regarding the Company IP to be unenforceable.

It is not possible for the Company to reasonably assess the probability of whether the Company will succeed in safeguarding of Company IP. However, the Company has historically not experienced any material failure in safeguarding material Company IP.

1.4.2 Ability to obtain, maintain or enforce patent rights

The Company only relies on patenting to a limited degree and does not currently have any active patents. The Company currently has three pending patent applications (two of which are public) related to the Company's Amylin Pipeline Asset (as defined herein). The pending applications are two European Patent ("**EP**") applications (EP21782735.1 and EP22182529.2) and a Patent Cooperation Treaty ("**PCT**") application (PCT/EP2021/076250). The PCT application (PCT/EP2021/076250) and its corresponding Euro-PCT application (EP21782735.1) covers the generic backbone of the Amylin Pipeline Asset. The Company is further expecting to enter into the national/regional phase in Australia, Brazil, Canada, China, Eurasia, Israel, India, Japan, South Korea, Mexico, South Africa and the US with the PCT application (PCT/EP2021/076250). For the Euro-PCT application (EP21782735.1), an intention to grant has been

issued by the European Patent Office (the "**EPO**") on 21 November 2022. The Company is currently assessing in which jurisdictions the EP application (once granted) should be validated, the process of which will be subject to national validation proceedings to which there can be no assurance that the Company will obtain a national patent.

Furthermore, the specific amino acid sequence of the clinical candidate in the Amylin Pipeline Asset (i.e. the specific clinical candidate and not the entire generic backbone) has potential for patent protection based on the priority founding application EP22182529.2.

The Company may also in the future file patent applications related to certain of its other Pipeline Assets, and the Company's collaboration partners may file patent applications on their pipeline assets on which the Company may earn milestones and royalties. For more information on the Company IP, see 6.10 "*Part III–Business–Intellectual property and technology protection*".

The Company and/or its partners may not be able to apply for or obtain patents in a timely fashion or at a reasonable cost in respect of certain aspects of its current or future Pipeline Assets and partners' development assets, processes or other technologies and their uses. Various governmental patent agencies also require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application process and after a patent has issued. Further, if the Company or its partners fail to obtain and maintain patent protection for a Pipeline Asset or a partner's development assets or ends up in a situation of non-compliance, an issued patent or patent application could be subject to abandonment or lapse resulting in partial or complete loss of patent rights in the relevant jurisdiction, and the Company and/or its partners could lose some or all of its exclusivity or competitive advantage for that Pipeline Asset and/or development asset. Additionally, the failure to obtain a patent protection might also result in reductions of milestone or royalty payments under the partnership agreements.

Further, competitors may use the Company's technologies in countries where the Company does not have intellectual property protection to develop their own pipeline assets, core technology and proprietary technology platforms. The legal systems of some countries, particularly developing countries do not favour the enforcement of intellectual property protection, especially those relating to technology, pharmaceuticals or biotechnologies. Further, many countries have compulsory licensing laws, or emergency use provisions, under which patent owners under certain circumstances may be required to grant licenses to third parties or even waive patent rights completely. Therefore, the Company may be affected by the influence of current public policy on patent issuance, enforcement or involuntary licensing in the healthcare area.

If the Company and/or its partners do not adequately obtain, maintain, protect, defend and/or enforce its Company IP and its partner's development assets, competitors may be able to use such technologies and erode or negate any competitive advantage the Company and/or its partners may have, which could have a material adverse effect on the Company's prospective milestones and royalties.

The Company generally considers the inherent and significant risks and uncertainties outlined above as a natural part of seeking patent protection. Consequently, the Company expects that it may in the future experience difficulties in connection with its ability to obtain, maintain and enforce any patent rights. The Company currently has no active patents and as such only has limited experience with patents, however, the Company does have three pending patent applications and has received an intention to grant from the EPO. Notwithstanding the Company's limited experience with patents, it is the Company's understanding that patent disputes are customary within its industry. Consequently, the likelihood of materialisation of the above risks cannot be assessed and the potential impact of such events cannot be assessed with certainty and will depend on the circumstances, it being understood that the Company and its operations are not relying on single patents.

1.4.3 The Company may become subject to claims alleging misappropriation or infringement of third parties' intellectual property rights

Although the Company endeavours to ensure that its activities and products do not infringe valid third-party patents by conducting "freedom to operate" analyses, the Company and its partners may be subject to third-party intellectual property right infringement claims in the future. If the Company is found to infringe a third-party intellectual property right, the Company may incur costs in relation to defence actions, it may force the Company to cease the use of any part of the Company IP found to infringe the third party rights (including by an injunction issued by court), and/or the Company may be required to pay substantial damages to such third parties. For example, some of the Company's employees, independent consultants engaged by the Company, and partners' employees were or may previously have been employed at universities or pharmaceutical or biotechnology companies. The Company or its partners may be subject to claims that these employees, the Company's partners, the Company, or consultants engaged by the Company have used or disclosed intellectual property, including trade secrets or other proprietary

information, of any such employee's former employer. The Company may also be required to indemnify its future partners against such infringement claims or it may have material impact on the Company's prospective milestones and royalties.

The Company monitors certain patents, technologies and applications owned by third parties that may be relevant to the Company's Pipeline Assets and operations. The Company will continue to monitor these patents, technologies and applications and take appropriate actions to ensure that its Pipeline Assets can be commercialised, and technologies utilised without infringing such third-party patents and other IP rights. However, the Company may be unaware of one or more valid and enforceable issued patents, including currently unpublished patent applications, that would be infringed by the manufacture, sale or use of the Company's Pipeline Assets.

The Company requires its employees to execute agreements assigning to the Company intellectual property arising from their employment and requires contractors and employees of the contractors to assign to the Company intellectual property relating to the Company's Pipeline Assets or core technology arising from performance of the contracted work. The Company may be forced to bring claims against third parties, or defend claims that third parties may bring against the Company, to determine the ownership of what the Company regards as its intellectual property.

If the Company or its partners fail in prosecuting or defending any such claims, in addition to paying monetary damages, the Company may lose valuable intellectual property rights or personnel and the competition which the Company faces would increase, or it may be forced to seek a license from third-party patent owners to avoid patent infringement proceedings. Such licenses may not be available on acceptable terms, or at all. Further, if ownership of one of the Company's future patents or patent applications is lost to a third party, or a third party is found to be a co-owner, the third party could license such patent to competitors and/or attempt to use the patent to restrict the Company's freedom to develop and commercialise its Pipeline Assets.

Even if the Company is successful in defending against infringement or misappropriation claims, such litigation can be expensive and time consuming and would divert the Company's management's attention from the Company's core business. Any of these events could harm the Company's business significantly.

It is not possible for the Company to reasonably assess the probability of any future claims alleging the Company has misappropriated or infringement of intellectual property rights, and the impact such claims cannot be assessed with certainty and will depend on the circumstances, however, the Company generally deems the risk of a third party being successful in infringement litigation as minor.

1.4.4 Challenges by third parties seeking to invalidate patents.

Patent disputes relating to pharmaceuticals are common and many marketed pharmaceuticals are subject to patent litigation during the lifecycle of the drug. It is not uncommon that a holder of a patent will need to enforce its protected rights against competitors that enter the market despite there being valid patent protection in force. Further, third party competitors seeking to enter the market frequently initiate revocation actions against patents protecting pharmaceutical drugs in an attempt to invalidate patents that prevent market entry.

As such, even if the Company or its partners are successful in obtaining patent protection for the Company's Pipeline Assets or the partner's development asset etc., third parties may initiate third party oppositions, may initiate interference, re-examination, post-grant review, inter partes review, derivation actions or similar actions challenging the validity, enforceability or scope of such patents in relevant patent administrative proceedings worldwide, which may result in the issued patent being narrowed or invalidated. If a third party were to invalidate a patent, once granted, protecting a drug comprising a Pipeline Asset, such drug may lose exclusivity sooner than expected, which could result in material impact on the value of the drug and Company's prospective milestones and royalties.

It is not possible for the Company to reasonably assess the probability of whether the Company will succeed in safeguarding all of its patents, once granted, or whether any future claims alleging infringement of third parties' patents will be successful. The impact of such potential patent infringement by the Company cannot be assessed with certainty because it will depend on the circumstances of any such proceeding.

1.5 Risk related to the shares

1.5.1 Future insolvency and insolvency proceeds of the Company will likely lead to the loss of all investments in the Company

The Company is a Danish public limited liability company (in Danish: *aktieselskab*) incorporated under the laws of Denmark. Any insolvency proceedings with respect to the Company will be subject to the insolvency laws applicable to Danish limited liability companies as set out in the Danish Bankruptcy Act.

If insolvency proceedings are instigated against the Company, shareholders may only be entitled to receive a liquidation dividend from the Company to the extent that all of the Company's liability have been paid in full. In case insolvency proceedings are commenced, it is highly unlikely that the liquidation of the Company's assets will generate sufficient proceeds for the bankruptcy estate to pay any liquidation dividend to shareholders and any equity investment in the Company may be lost if insolvency proceedings are instigated against the Company.

It is not possible for the Company to reasonably assess the probability of future insolvency.

1.5.2 Following the Offering, the Founders will continue to hold influence in the Company

The Founders have a significant influence over the Company. As of the date of this Prospectus, each Founder holds 5,186,030 Shares, corresponding to each holding 43.93% of the share capital of the Company and in total approximately 87.87% of the share capital and voting rights. Following completion of the Offering, the Founders will continue to hold the majority of Shares and voting rights in the Company (in total approximately 59.27% of the share capital and voting rights assuming full exercise of the Over-allotment Option) and may, therefore, inter alia, elect and/or replace members of the Board of Directors at the general meeting of the Company. The Founders have informed the Company that they will not act in concert following the completion of the Offering. Further, the shareholders of the Founders, i.e. Jacob Jelsing and Niels Vrang, will continue as the chair of the Board of Directors (the "**Chair**") and member of the Executive Management, respectively. The Founders may use such influence in ways which is not aligned with the interests of other shareholders of the Company. See 10 "*Part III–Board of Directors, Executive Management and Key Employees*" for a description of the Company's organisational set-up.

It is not possible for the Company to reasonably assess the risks related to the Founders continuing to hold influence in the Company and the potential materialization of influence in ways which is not aligned with the interests of other shareholders of the Company.

GENERAL INFORMATION

Forward-looking statements

Certain statements in this Prospectus constitute forward-looking statements. Forward-looking statements are statements (other than statements of historical fact) relating to future events and the Company's anticipated or planned financial and operational performance. The words "target", "believes", "expects", "aims", "intends", "plans", "seeks", "will", "may", "might", "anticipates", "would", "could", "should", "estimates" or similar expressions or the negatives thereof, identify certain of these forward-looking statements. Other forward-looking statements can be identified in the context in which the statements are made. Forward-looking statements appear in a number of places in this Prospectus, including, without limitation, under the heading *"Part I - Summary"*, 1 *"Part II–Risk Factors"*, 15.3 *"Part III–Financial information concerning the Company's assets and liabilities, financial position, profits and losses and dividends–Dividends and dividend policy"*, 6.6 *"Part III–Business–Market and industry"*, 6 *"Part III–Business"*, 7 *"Part III–Operating and financial review"* and 9 *"Part III–Consolidated prospective financial information for the financial year ending 31 December 2023"* and include, among other things, statements addressing matters such as strategy, targets, and other future events or prospects.

Although the Company believes that the goals, estimates and expectations reflected in these forward looking statements are reasonable, such forward-looking statements are based on expectations, estimates, forecasts, assumptions and projections regarding future events, and are subject to known and unknown risks and uncertainties that could cause the Company's actual results, performance, achievements or industry results, to differ materially from what is expressed or implied by such forward-looking statements. Such risks, uncertainties and other important factors include, among others:

- Ability to keep pace with changes and competition in its industry;
- The Company's ability to attract and retain management and other key personnel;
- Successful implementation of growth initiatives and investments;
- Ability to continuously safeguard other risks referenced in this Prospectus;
- Changes in the regulatory and compliance environment;
- The Company's customers' ability and willingness to initiate contract research and development and the Company's ability to successfully deliver such services;
- Ability to avoid under-pricing of contracts, overruns of cost estimates and/or failure to receive approval for or experience delays in documenting change orders;
- Risks related to the Company's reliance on third parties;
- Obtaining and maintaining required regulatory approvals;
- Success in identifying new research peptides and technologies;
- Ability to establish and maintain partnerships;
- Risk of its Pipeline Assets not obtaining the desired safety and efficacy results or result in serious adverse or unacceptable side effects;
- Its partners' success in drug development and commercialisation of the Company's Pipeline Assets;
- Risks related to intellectual property rights;
- Risks related to the Company's Shares and this Offering; and
- Other risks referenced in this Prospectus.

Should one or more of these risks or uncertainties materialise, or should any underlying assumptions prove to be incorrect, the Company's actual, financial condition, cash flow or results of operations could differ materially from what is described herein as anticipated, believed, estimated or expected. The Company urges investors to read 1 *"Part II–Risk Factors"*, 6 *"Part III–Business"*, 7 *"Part III–Operating and financial review"* and 9 *"Part III–Consolidated prospective financial information for the financial year ending 31 December 2023"* for a more complete discussion of the factors that could affect the Company's future performance and the industry in which it operates.

These forward-looking statements are made as at the date of this Prospectus and, except as required by law or rules and regulations (including, without limitation, the rules of Nasdaq Copenhagen), the Company does not intend, and does not assume, any obligations to update any forward-looking statements contained herein, except as may be required by law or the Nasdaq Issuer Rules. All subsequent written and oral forward-looking statements attributable to the Company or to persons acting on the Company's behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this Prospectus.

Enforceability of judgments

The Company is organised under the laws of Denmark and the majority of the members of the Board of Directors and Executive Management are residents of Denmark. In addition, the Founders are organised under the laws of Denmark. As a result, it may not be possible for investors to effect service of process upon the Company or any of the Company's respective directors and officers or the Founders or to enforce against any of the aforementioned parties a judgement obtained in a court outside Denmark.

Third-party information

This Prospectus contains statistics, data and other information relating to the industry, markets, market sizes, market shares, market positions, market opportunities, general expectations and other industry data pertaining to the Company's business, industry, and markets. Unless otherwise indicated, such information are the views of the Company and has been based on the Company's analysis of multiple sources, including commissioned research from Catenion, and non-commissioned market data, articles and other publications from the EMIS Professionals database, the Statista database, the EMIS Professional database, Fortunes Business Insights, GlobalData Inc., the LITMUS consortium and Biospace.com. Such information has been accurately reproduced and, as far as the Company is aware and able to ascertain, no facts have been omitted which would render the reproduced information provided inaccurate or misleading. However, the Company has not independently verified and cannot give any assurances as to the accuracy of market data as presented in this Prospectus that was extracted or derived from these external sources.

Industry publications or reports generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. Market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions. Such statistics are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments about what types of products and transactions should be included in the relevant market.

If this third-party or internally generated data prove to be inaccurate or the Company makes errors in its assumptions based on that data or its estimations on the addressable markets and market opportunities for the Company's product candidates, the Company's actual market may be more limited than its estimates. Unless otherwise indicated in this Prospectus, any references to or statements regarding the Company's competitive position have been based on the Company's own assessment and knowledge of the market, regions, and countries in which it operates. Additionally, unless otherwise indicated in this Prospectus, any references to or statements regarding customer perception of the Company have been based on the Company's own assessment and knowledge, including customer surveys.

As a result, prospective investors should be aware that statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data in this Prospectus (and projections, assumptions and estimates based on such information) may not be reliable indicators of the Company's future performance and the future performance of the industry in which it operates. Such indicators are necessarily subject to a high degree of uncertainty and risk due to the limitations described above and to a variety of other factors, including those described under 1 "*Part II–Risk factors*", and elsewhere in this Prospectus. The estimates of the Company's market opportunities included in this Prospectus should not be taken as indicative of the Company's ability to grow its business.

Presentation of financial statements and other information

The Company reports consolidated financial information in accordance with International Financial Reporting Standards as adopted by the EU ("**IFRS**").

This Prospectus includes audited consolidated financial statements of the Company as at and for the year ended 31 December 2022 with comparative parent company figures as at and for the years ended 31 December 2021 and 31 December 2020 (the "**Consolidated Financial Statements**"). Prior to the incorporation of Gubra Green ApS on 15 December 2022, the Company had no subsidiaries and thus has not prepared consolidated financial statements for the financial years ended 31 December 2021 and 2020, respectively.

The Consolidated Financial Statements have been prepared in accordance with IFRS and have been audited by the Company's independent auditors, PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab ("**PwC**"), as stated in their report appearing therein.

The Consolidated Financial Statements have been based on previously approved and published financial statements included in the Company's annual reports for the financial year ended 2021, dated 23 May 2022, and for the financial year ended 2020, dated 11 May 2021, which were prepared in accordance with the Danish Financial Statements Act (Danish consolidated act no. 1441 of 14 November 2022, in Danish: *årsregnskabsloven*) ("**Danish GAAP**"). This previously

published financial information of the Company is not always comparable with the financial information included in the Consolidated Financial Statements because certain reclassifications and adjustments have been made to align the financial data with the presentation and classification in accordance with IFRS, which is the standard applied in the Consolidated Financial Statements. See 7.4.1 "*Part III–Operating and financial review–Principal factors affecting the comparability of the Company's business and results of operations–IFRS conversion*" and Note 25 to the Consolidated Financial Statements.

Apart from the Consolidated Financial Statements, the Prospectus also includes certain historical financial information derived from previous financial years from 2019 to 2009, which have been prepared in accordance with Danish GAAP which has been audited by PwC for the financial year ended 31 December 2019 and by the Company's previous independent auditor PKF Munkebo Vendelev Statsautoriseret Revisionsaktieselskab for the financial years ended 31 December 2016 to 2018, by NET-REVISION ApS for the financial years ended 31 December 2010 to 2015 and by Bizz Service for the financial years ended 31 December 2008 to 2009. Since this financial data was not calculated using the same accounting standards for each year, such may not be comparable with the Consolidated Financial Statements and investors should therefore not put undue reliance on these financial information. In each case, the Prospectus clearly indicates when financial information has been derived in whole or in part from financial information prepared under Danish GAAP (or a combination of Danish GAAP and IFRS) or when certain numbers have been adjusted to avoid double counting as a result of the conversion of IFRS. Unless otherwise stated, financial information included herein as at and for the years ended 31 December 2022, 2021 and 2020, respectively, has been derived from the Consolidated Financial Statements.

The Company's annual financial statements are according to applicable EU directives and Danish requirements subject to mandatory audit by a state authorised public accountant, which will also be the case subsequent to the admission to trading and official listing of the Company's shares on Nasdaq Copenhagen.

Non-IFRS measures and alternative performance measures

This Prospectus as well as the Consolidated Financial Statements include a presentation of certain financial measures, see 7.8 "*Part III–Operating and financial review–Non-IFRS financial measures*". Certain financial information included in this Prospectus cover a period prior to the financial year ended 31 December 2020 and as a result were calculated based on financial data that was derived from financial statements that were prepared under Danish GAAP for the period between the financial years ended 31 December 2009 to 2019 as well as financial data derived from financial statements that were prepared under IFRS for the period from the financial year ended 31 December 2020 and onwards. Since this financial data was not calculated using the same accounting standards for each year, such may not be comparable and investors should therefore not put undue reliance on this financial information/measure.

This Prospectus as well as the Consolidated Financial Statements include certain financial measures that are not measures of performance specifically defined by IFRS (the "**Non-IFRS Financial Measures**"), some of which constitute alternative performance measures, including as defined in the European Securities and Market Authority Guidelines dated 5 October 2015 on Alternative Performance Measures. Such measures are used by the management to monitor the underlying performance of the Group and the Company. These measures are unaudited and may not be indicative of historical operating results, nor are such measures meant to be predictive of future results.

The Company presents these Non-IFRS Financial Measures because it considers them important supplemental measures of the Group's performance and believes that they are widely used by investors in comparing performance between companies. However, not all companies may calculate these Non-IFRS Financial Measures in the same manner or on a consistent basis, and, as a result, the presentation thereof may not be comparable to measures used by other companies under the same or similar names. Accordingly, undue reliance should not be placed on the Non-IFRS Financial Measures contained in this Prospectus and such measures should not be considered as a substitute for revenue, profit for the period or other financial measures computed in accordance with IFRS.

The following definitions apply throughout the Prospectus and include reconciliations from the relevant IFRS financial measures to the defined Non-IFRS Financial Measures.

The Company's non-IFRS measures are:

- Cash conversion is defined as EBIT excluding depreciation and amortization excluding Special Items minus cash flow from purchase of PPE and intangible assets excluding investments in Langeland assets as divided by EBIT excluding depreciation and amortization excluding Special Items, expressed as a percentage of EBIT excluding depreciation and amortization. For an overview of cash conversion, see 7.8 "*Part III–Operating and financial review–Non-IFRS financial measures*". Cash conversion is used for the purpose of historic performance.

- CRO EBIT excluding Special Items is defined as EBIT excluding Special Items for the CRO Segment. For a reconciliation of EBIT excluding Special Items, to the nearest IFRS measure, see 7.8 "*Part III–Operating and financial review–Non-IFRS financial measures*". CRO EBIT excluding Special Items is used for both purpose of historic performance and future prospective performance.

- CRO EBIT margin excluding Special Items is defined as CRO EBIT excluding Special Items divided by revenue from the CRO Segment, expressed as a percentage. For an overview of CRO EBIT margin excluding Special Items, see 7.8 "*Part III–Operating and financial review–Non-IFRS financial measures*".

- Discovery & Partnership EBIT excluding Special Items (as defined below) is defined as Discovery & Partnership EBIT excluding Special Items for the Discovery & Partnership Segment. For a reconciliation of Discovery & Partnership EBIT excluding Special Items, to the nearest IFRS measure, see 7.8 "*Part III–Operating and financial review–Non-IFRS financial measures*". Discovery & Partnership EBIT excluding special items is used for historic performance.

- Discovery & Partnership EBIT margin excluding Special Items is defined as Discovery & Partnership EBIT excluding Special Items divided by revenue from the Discovery & Partnership Segment, expressed as a percentage of Discovery & Partnership revenue derived from the Discovery & Partnership Segment. For an overview of Discovery & Partnership EBIT margin excluding Special Items, see 7.8 "*Part III–Operating and financial review–Non-IFRS financial measures*".

- EBIT is defined as revenue before interest and tax.

- EBIT excluding Gubra Green and Special Items is defined as EBIT excluding Gubra Green and Special Items. For a reconciliation of EBIT excluding Gubra Green and Special Items, to the nearest IFRS measure, see 7.8 "*Part III–Operating and financial review–Non-IFRS financial measures*". EBIT excluding Gubra Green and Special Items is used for the purpose of historic performance.

- EBIT margin excluding special items is defined as EBIT excluding Gubra Green and Special Items divided by revenue, expressed as a percentage. EBIT-margin is used for the purpose of historic performance. For an overview of EBIT margin, see 7.8 "*Part III–Operating and financial review–Non-IFRS financial measures*".

- Gross margin including for each of the CRO Segment and Discovery & Partnership Segment is defined as gross profit divided by revenue, expressed as a percentage. For an overview of gross margin, see 7.8 "*Part III–Operating and financial review–Non-IFRS financial measures*". Gross margin is used for the purpose of historic performance.

- Gross profit excluding Special Items, including for each of the CRO Segment and Discovery & Partnership Segment, is defined as revenue less costs and excluding Special items, which include the cost of personnel directly associated with revenue generating projects and raw materials and consumables, such as e.g., mice, that are consumed in the provision of the services as well as amortisation and depreciation presented. For a reconciliation of gross profit excluding Special Items to the nearest IFRS measure, see 7.8 "*Part III–Operating and financial review–Non-IFRS financial measures*". Gross profit is used for the purpose of historic performance.

- Gross margin excluding special items is defined as proof profit excluding special items divided by revenue, expressed as a percentage. For a reconciliation, see 7.8 "*Part III–Operating and financial review–Non-IFRS financial measures*".

- Adjusted invested capital is defined as (i) the aggregate of intangible assets, land and buildings, equipment, right-of-use-assets and current assets excluding cash and cash equivalents and other financial assets less (ii) contract liability, other liabilities, trade payables, deferred income, provisions and tax payables and (iii) further adjusted to exclude investments in green asset "Langeland". For a reconciliation of adjusted invested capital to the nearest IFRS measures, see 7.8 "*Part III–Operating and financial review–Non-IFRS financial measures*". Adjusted invested capital is used for the purpose of historic performance.

- Net debt is defined as total borrowing and total lease liabilities less cash and cash equivalents. For a reconciliation of net debt to the nearest IFRS measures, see 7.8 "*Part III–Operating and financial review–Non-IFRS financial measures*". Net debt is used for the purpose of historic performance.

- Pre-tax return on adjusted invested capital (ROIC) is defined as EBIT excluding Gubra Green and Special Items divided by adjusted invested capital, expressed as a percentage. For an overview of Pre-tax ROIC, see 7.8 "*Part III–Operating and financial review–Non-IFRS financial measures*". Pre-tax ROIC is used for the purpose of historic performance.

- Revenue CAGR is calculated as the average rate of revenue growth/decline (IFRS and/or GAAP as relevant) over a period. Compound annual growth rate ("**CAGR**") presented in this Prospectus represent the CAGR between stated dates or for a period. Financial data prior to the financial year ended 31 December 2020 was derived from financial statements that were prepared under Danish GAAP for the period between the financial years ended 31 December 2009 to 2019 and financial data or the period from the financial year ended 31 December 2020 and onwards derived from financial statements that were prepared under IFRS. Certain CAGR included in this Prospectus combine financial data prepared under Danish GAAP and IFRS. Revenue CAGR is used for the purpose of historic performance.

- Special items consist of significant recurring and non-recurring income or costs which in management's view are of a special nature in terms of the Group's revenue-generating activities and cannot be attributed directly to the Group's ordinary operating activities, and have in the last few years included, inter alia, certain gains related to the sale of the Group's headquarters, share incentive programmes, costs related to the Offering ("**Special Items**"). For an overview of components of Special Items, see 7.8 "*Part III–Operating and financial review–Non-IFRS financial measures*". Special Items is used for the purpose of historic performance and future prospective performance.

- Unpartnered R&D costs excluding Special Items is defined as the total Discovery & Partnership Segment research and development costs excluding costs related to the development of the Amylin Pipeline Asset. For a reconciliation of Unpartnered R&D costs to the nearest IFRS measures, see 7.8 "*Part III–Operating and financial review–Non-IFRS financial measures*". Unpartnered R&D costs are used for the purpose of historic performance and future prospective performance.

Patents, trademarks and copyrights

The Group has filed certain patent applications and owns or has rights to certain trademarks or trade names that it uses in connection with the operation of its business. See also 6.10 "*Part III–Business–Intellectual property and technology protection*" for a description of the Group's intellectual property. The Group asserts, to the fullest extent under applicable law, its rights to its patents (once and if any such is granted), trademarks, trade names and service marks. Each trademark or trade name of any other company appearing in this Prospectus belongs to its holder. Solely for convenience, the trademarks, trade names or service marks and copyrights referred to in this Prospectus are listed without the ©, ® or ™ symbols.

Foreign currency presentation

The Company publishes its financial information in Danish kroner as this is the currency of the primary economic environment in which the Company (and its consolidated subsidiary) operate, i.e. the functional currency. The functional currency of each entity within the Group is translated into the presentation currency, DKK. Therefore, unless the Company notes otherwise, all amounts in this Prospectus are expressed in Danish kroner.

Financial information that has previously been published for any financial year can differ from subsequently published financial information due to the retrospective implementation of changes in accounting policies and other retrospective adjustments made in accordance with IFRS.

As used herein, references to (i) "Danish kroner" or "DKK" are to the Danish kroner, the lawful currency of Denmark, (ii) "euro", "EUR" or "€" are to the euro, the lawful currency of the participating member states in the Third Stage of the European and Monetary Union of the Treaty Establishing the European Community and (iii) "United States Dollar", "USD" or "$" are to the United States Dollar, the lawful currency of the United States.

Rounding adjustments

Rounding adjustments have been made in calculating some of the financial information included in this Prospectus. As a result, figures shown as totals in some tables may not be exact arithmetic aggregations of the figures that precede them.

Certain percentages presented in the tables in this Prospectus reflect calculations based upon the underlying information prior to rounding and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers.

Financial calendar

The Company's financial year runs from 1 January through 31 December. Financial reporting will be published on a quarterly basis as trading statement in accordance with the following timetable:

• Trading statement first quarter 2023:	11 May 2023
• Half-year report 2023	25 August 2023
• Trading statement third quarter 2023	8 November 2023
• Annual accounts 2023	28 February 2024
• Annual general meeting (AGM) 2024	3 April 2024

PART III - DESCRIPTION OF THE COMPANY

2. Persons responsible, third-party information, experts' reports and competent authority approval

2.1 Persons responsible and approval from competent authority

See "*Responsibility statement*" for more details.

2.1.1 Experts' reports and third-party information

This Prospectus does not contain any expert statements or expert reports, other than the statement of the auditors and financial reports included in the F-pages. For details on information sourced from third parties, see "*General information–Third-party information*".

3. Auditors

The Company's independent auditor is: PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, CVR no. 33771231, Strandvejen 44, 2900 Hellerup, Denmark.

PwC is represented by Torben Jensen, State Authorised Public Accountant, MNE no.: 18651, and Elife Savas, State Authorised Public Accountant, MNE no.: 34453, both members of FSR–Danish Auditors, who has signed the Consolidated Financial Statements.

The audited consolidated financial statements of the Group as at and for the year ended 31 December 2022, with comparative figures as at and for the years ended 31 December 2021 and 31 December 2022 have been audited by the Group's independent auditors, PwC, attached as F-pages. The financial statements for the Company for the financial year ended 31 December 2019 has also been audited by PwC.

The financial statements for the Company for the financial years ended 31 December 2016 to 2018 was audited by the Company's then independent auditor PKF Munkebo Vendelev Statsautoriseret Revisionsaktieselskab, the financial statements for the Company for the financial years ended 31 December 2010 to 2015 was audited by the Company's then independent auditor NET-REVISION ApS and the financial statements for the Company for the financial years ended 31 December 2008 to 2009 was audited by the Company's then independent auditor Bizz Service. All such financial statements were prepared according to Danish GAAP.

4. Risk Factors

See 1 "*Part II–Risk Factors*" for more details.

5. Information about the Issuer

5.1 Name and registered office

Gubra A/S
Hørsholm Kongevej 11B
DK-2970 Hørsholm
Denmark
Legal Entity Identifier (LEI): 254900T17RRFZONO6W53
Telephone: (+45) 31 52 26 50
E-mail: info@gubra.dk
Website: www.gubra.dk

The Company is registered with the Danish Business Authority under company registration (CVR) no. 30514041. The information on the website does not form part of the Prospectus unless that information is incorporated by reference into the Prospectus.

5.2 Country of incorporation, date of incorporation and governing law

The Company was incorporated as a private limited liability company (in Danish: *anpartsselskab*) under the laws of Denmark on 9 October 2008 and was converted into a public limited liability company under the laws of Denmark effective as of 7 March 2023. The Company is subject to Danish law.

6. Business

6.1 Overview of the business

The Company is a public limited liability company incorporated under the laws of Denmark specialised in high-end pre-clinical contract research and peptide-based drug discovery within metabolic and fibrotic diseases. The Company's operations are anchored around its advanced technology platforms and utilisation of automation, robotisation and digitalisation, including machine learning ("**ML**") and artificial intelligence ("**AI**"). The commercial activities of the Company are focused on the early stages of the drug development value chain and are based on two segments significantly benefitting from cross-segment synergies: (i) a profitable CRO segment comprising pre-clinical contract research and development services for the pharmaceutical and biotechnology industry (the "**CRO Segment**"); and (ii) a discovery and partnership segment comprising an ML- and AI-driven drug discovery engine for identification and optimisation of potential drug candidates with the aim of partnering these with other pharmaceutical or biotechnology companies (the "**Discovery & Partnership Segment**") before entering the clinical phase or at the latest development phase IIa. The Company's focus provides the Company two streams of revenue with a profile characterised by attractive margins, cross-segment synergies and limited exposure to the successfulness of individual projects.

- *CRO Segment*. The Company's CRO Segment offers specialised profitable pre-clinical contract research services at attractive margins within metabolic and fibrotic disease areas such as diabetes, obesity, chronic kidney disease, etc. Within the CRO Segment, the Company utilises its deep knowledge, animal model capabilities and advanced laboratory and animal testing facilities with operations centred around automation, robotisation and digitalisation to offer a broad range of services such as in vivo pharmacology, tissue research, assays, molecular pharmacology, bioanalysis, as well as next generation sequencing (NGS) as well as 2D and 3D imaging. The Company sees itself as a fully integrated and digitised pre-clinical contract research-partner within its disease area focus for a broad range of customers comprising a combination of larger and smaller pharmaceutical and biotechnology companies worldwide. During the financial years ended 31 December 2022, 2021 and 2020, the Company's CRO Segment served approximately 90 CRO customers[1] and ran approximately 200 CRO projects per year. For the financial years ended 31 December 2022, 2021 and 2020, the Company reached revenue of DKK 131 million, DKK 155 million and DKK 148 million, respectively. In the financial year ended 31 December 2020 to the financial year ended 31 December 2022, the CRO Segment had an average CRO Segment EBIT margin excluding Special Items of 39%. Further, in the financial year ended 31 December 2017 to 31 December 2022, the Company had a CRO Segment CAGR of 9%.

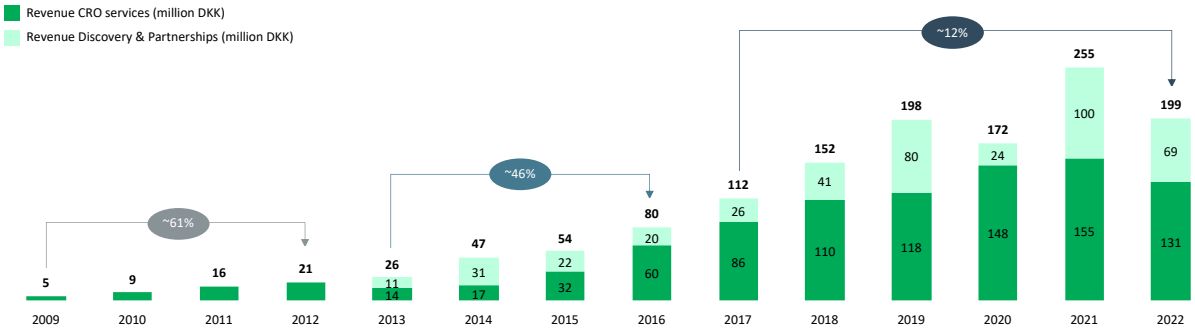
- *Discovery & Partnership Segment*. The Company's Discovery & Partnership Segment is built on a portfolio strategy with an aim to generate revenue through early partnering of the Company's potential drug candidates. This approach seeks to reduce the development costs in the clinical development phases while maintaining a potential upside in the form of upfront payments, research payments, milestone payments and royalties. The Company's Discovery & Partnership Segment is based on an internal target and drug discovery engine for identification and design of novel peptide-based drug partnering candidates within metabolic and fibrotic diseases. For the Discovery & Partnership Segment, the Company utilises the streaMLine platform, its own proprietary and in-house developed ML- and AI-backed target and drug discovery platform (the "**streaMLine Platform**") (based on publicly available sources, own data generated within the Discovery & Partnership Segment combined with the Company's comprehensive databases containing thousands of pre-clinical and clinical samples and arrays. The Company has implemented procedures to ensure that each of its customers' materials and data from the CRO Segment are protected and are not misused in other experiments conducted by the Company in the Company's Discovery & Partnership Segment, including in the streaMLine Platform's data base). The streaMLine Platform covers the full spectrum from target identification to lead compound generation. The streaMLine Platform enables highly specialised identification and improvement of potential drug candidates and evaluation of existing ones, as well as rapid discovery of novel peptides against new or established hits, and offers a number of advantages compared to conventional peptide drug discovery, see also 6.5.5.1 "*Part III–Business–Business model–Discovery & Partnership Segment–The streaMLine Platform*". As of the date of this Prospectus, the Company has a pipeline of 14 novel peptide-based candidates within metabolic and fibrotic diseases that has the potential to be or has been partnered ("**Pipeline Assets**") of which five have been partnered. Since 2013, the Company has received DKK 425

(1) Defined as any customer that has received an invoice from the Company in any previous year.

million in revenue in aggregate up-front, research and milestone payments from its collaboration partners within its Discovery & Partnership Segment (current and previous partnered projects) and has an unrealised theoretical milestone potential of more than DKK 4.5 billion from its current five partnerships assuming that all milestones are duly and timely achieved (based on the Company's assessment hereof) (excluding an aggregated milestone potential of up to DKK 420 million achievable for the financial year ending 31 December 2026 subject to criteria determined by the Company) plus additional potential royalties ranging from low single-digit to low double-digit royalty on net sales and undisclosed milestones. Given the industry that the Group is operating in, it is not expected that every partnership will result in the successful research, development or commercialisation of all the indications that are covered by the respective partnership agreements, especially given the fact that it is common for certain partners to pursue research and development regarding several and overlapping indications and that partners may choose not to further pursue research, development and/or commercialisation of the relevant indication due to other reasons. As a result the Company does not find it likely that all milestones or royalty payments under the Company's current partnership agreements will be fully achieved.

The Company has achieved strong revenue growth across both its segments in the past decade whilst maintaining a high profitability and a solid cash conversion. During the financial year ended 31 December 2022, 2021, and 2020, respectively, the Company reported revenue of DKK 199 million, DKK 255 million and DKK 172 million, respectively, and net profit of DKK 4.3, DKK 67.9 million and DKK 12.7 million, respectively. Further, in the financial period between 1 January 2017 and 31 December 2022, the Company had a group Revenue CAGR of 12% and a CRO Segment CAGR of 9%, and in the financial period between 1 January 2020 and 31 December 2022, an average CRO Segment EBIT margin excluding Special Items of 39%, an average cash conversion of 81% and an average pre-tax ROIC of 84%. Certain financial information included in this Prospectus cover a period prior to the financial year ended 31 December 2020 and as a result were calculated based on financial data that was derived from financial statements that were prepared under Danish GAAP for the period between the financial years ended 31 December 2009 to 2019 as well as financial data derived from financial statements that were prepared under IFRS for the period from the financial year ended 31 December 2020 and onwards. Since this financial data was not calculated using the same accounting standards for each year, such may not be comparable and investors should therefore not put undue reliance on this measure.

Figure 1: Long-term financial development[(1)]



(1) Financials for the financial years ended 31 December 2020 to 2022 are prepared according to IFRS. Financials for the financial years ended 31 December 2009 to 2018 are prepared according to Danish GAAP. The financial statements for the financial year ended 31 December 2019 were historically prepared in accordance with Danish GAAP. However, due to the conversion to IFRS in connection with the preparation for the Consolidated Financial Statements and as a result of the implementation of IFRS 15, certain partnership revenue that was recognized as revenue in the financial accounts prepared pursuant to Danish GAAP for the year ended 31 December 2019 is similarly recognized as revenue in the financial accounts prepared pursuant to IFRS for the financial year ended 31 December 2020. In order to avoid double-count of such revenue, the revenue presented for the financial year ended 31 December 2019 in the table above has been adjusted in the amount of DKK 2.8 million. IFRS accounting compared to GAAP has no impact on revenue from CRO services.

Within the CRO Segment, the Company's strategy is to penetrate its focus markets of North America, Europe, Japan and South Korea, by focusing on continued top line growth and retention of strong profitability. Within the Discovery & Partnership Segment, the Company's strategy is to increase pipeline turnover through a focus on improvement and utilisation of the streaMLine Platform as well as further development of the Company's current Pipeline Assets and future prospective pipeline. The Company's strategies within both the CRO Segment and the Discovery & Partnership Segment are underpinned by a number of key enablers, including; (i) the Company's ability to uphold current technological advancement and further develop hereof, (ii) continue to leverage the synergies of the hybrid business model, (iii) expand its know-how within the metabolic and fibrotic disease areas to expand into new adjacent areas and (iv) successful implementation of opportunities within M&A activities.

A core value for the Company is to take a radically new approach to CSR and play an active role in the fight for a more sustainable world while actively combating climate changes and loss of biodiversity. The Company has since its incorporation had a strong pledge to ESG purposes across the entire value chain while being profitable. As part hereof, the Company established its wholly owned subsidiary Gubra Green on 15 December 2022, to take over and drive the Company's passive investments targeting assets promoting the green transition. In addition to Gubra Green's current assets as of establishment, the Company will invest 10% of its pre-tax profit in Gubra Green each year. See 6.9.1 "*Part III–Sustainability and corporate social responsibility–Gubra Green*".

As at 31 December 2022, the Company had 194 full-time employees ("**FTEs**"), of which all are located at the Company's headquarters and research facility in Hørsholm, Denmark, and in the expected near future, the Company is contemplating to establish a physical presence expectedly in a U.S. East Coast location with a single digit number of FTEs. The strategic direction of the Company is set out by its Board of Directors, while the operational and day-to-day management is carried out by the Executive Management as well as Trine Hamann, Kristoffer Rigbolt, Helle Erichsen and Mads Axelsen (the "**Key Employees**") who collectively have significant experience in contract research services, pharmaceutical development as well as experience from publicly listed companies, business development and M&A processes.

Since its incorporation in 2008, the Company has primarily been funded through its operations. Today, the Company is primarily owned by the two Founders, holding approximately 88% of the Shares, while other members of the management, consultants and employees of the Company hold the remaining approximately 12% of the Shares.

6.2 History and development

The Company was founded with a vision to create an independent company driven by a passion for science. Based on the Company's collective scientific, managerial and sales track record, the Company aims to become a preferred collaborator and service partner to the pharmaceutical and biotechnology industry in the areas of obesity, diabetes and related metabolic and fibrotic disorders, and to use part of the profits generated to initiate innovative target and drug discovery projects with the purpose of profiting from partnerships, thus limiting development costs.

Year	Key milestone and event
2008-2012: Early growth	
2008 - October	Incorporation of the Company as Gubra ApS by Jacob Jelsing, Niels Vrang through the Founders and Mads Tang-Christensen through MTC 2008 Holding ApS at Copenhagen University Campus. In 2010, Mads Tang Christensen left the Company.
2010 - October	The Company's headquarters moves to the SCION Science Park (now DTU Science Park).
2012 - May	The Company receives research funding from Højteknologifonden (Innovation Foundation Denmark) to strengthen its target and drug discovery research in metabolic diseases.
2013-2017: First partnership	
2013 - July	The Company enters its first target discovery deal with Sanofi-Aventis.
2013 - September	The Company's first peptide drug patent application filed.
2014 - October	High-impact paper in J. Clin. Invest. On the central mechanisms of liraglutide in obesity. The Company shares first and senior authorship with Novo Nordisk scientist, underscoring the scientific standards of the Company's services.
2014 – November	Company includes liver (NASH) as new business area.
2016 - March	The Company moves headquarters to its facility at Hørsholm Kongevej 11B in Hørsholm, Denmark.
2016 - June	Henrik Blou is appointed CEO of the Company.
2017 - September	The Company announces its first collaboration and license agreement with Boehringer Ingelheim (as defined herein) for the development of novel peptide compounds to treat obesity.
2017 - November	The Company expands business areas to include 3D imaging and complications in kidney and heart.

2018-Today: Entering clinical phase

2019 - February	The Company launches its streaMLine Platform.
2019 - June	The Company announces the nomination of a co-invented clinical candidate from first obesity collaboration with Boehringer Ingelheim.
2021 - March	The Company enters its third partnership with Boehringer Ingelheim.
2021 - March	The Company wins the EY Entrepreneur of the Year Sustainability Prize.
2021 - May	CMC parameter profiling and chemical stability integration into the streaMLine Platform
2021 - August	Drug candidate from the first obesity collaboration between the Company and Boehringer Ingelheim enters clinical phase I trial.
2021 - September	The Company enters its first partnership with Bayer AG.
2022 - January	Alexander Thomas Martensen-Larsen joins the Board of Directors.
2022 - January	The Company enters its first partnership with Silence (as defined herein), constituting the Company's seventh partnership agreement since its incorporation.
2022 - April	The parallelised streaMLine Platform approach launched enabling the Company to run chemistry and CMC profiling of peptide candidates in parallel
2022 - May	Peptide lab expansion, enabling the Company to design +4,000 peptides per month.
2022 - September	Henriette Dræbye Rosenquist and Arndt Schottelius join the Board of Directors.
2022 - November	The Company wins the EY Entrepreneur of the Year Innovation Prize.
2022 - December	Gubra Green incorporated as stand-alone company and wholly owned subsidiary to the Company.
2023 - January	The Company expands its peptide platform by introducing cyclic peptides for the streaMLine Platform
2023 - March	The Company was converted to a Danish public limited liability company and is re-named to Gubra A/S.

6.3 Strengths

- **The Company is well positioned in highly attractive growing markets**

- The market for pharmaceutical and biotechnological research and development, in which the Company operates, is a large and growing market with a potential for significant long-term growth opportunities. The industry is benefitting from favourable demographic movements such as global population aging and unhealthy lifestyles, while also experiencing a tendency of big pharmaceutical companies deploying more resources into the discovery phase of drug development in order to increase and diversify their research efforts. Global pharmaceutical research and development spending reached USD 226 billion in 2022 resulting in a CAGR in the period 2018 to 2022 of 5%, with an estimated total global pharmaceutical research and development spending reaching USD 254 billion in 2026 corresponding to a CAGR of 3% during 2022-2026.

- The Company's CRO Segment benefits from a structural trend within the pharmaceutical and biotechnological market towards a higher degree of outsourcing and use of CRO services. Global CRO spending is expected to increase from USD 73 billion in 2022 to 113 billion in 2026, resulting in a CAGR of 11%. In addition, global early phase development CRO spending is expected to increase from USD 16 billion in 2022 to USD 24 billion in 2026 corresponding a CAGR of 12%.

- The Company's focus markets (North America, Europe, Japan and South Korea) represented 83% (USD 52.1 billion) of the Global CRO market in 2021.

- The Company's peptide-based capabilities focused on metabolic and fibrotic diseases are expected to benefit from significant growth within relevant pockets of the pharmaceutical industry and rising prevalence of obesity, diabetes and metabolic disorders presenting a significant long-term opportunity. The global peptide market had a value of USD 31 billion in 2021 and is expected to increase to USD 44 billion in 2025 corresponding to a CAGR of 7%.

- Lastly, the Company's operations are anchored around the markets of automation, robotisation and digitalisation, including ML and AI drug discovery technology markets, which markets are generally expected to grow significantly in the coming years with a CAGR of 36% from 2021 to 2028.

- **The Company's operations are anchored around technology such as automation, robotisation and digitalisation**

  - A core element of the Company's operations within both its segments and identity is its focus on technological advancements with an objective to continuously expand its offering of services based on advanced and innovative end-to-end technological solutions anchored around automation, robotisation and digitalisation - ensuring data integrity and value-add for its customers.

  - A number of the Company's technological solutions are developed in-house, including the streaMLine Platform, which provides the Company with capabilities to distinguish its specialised operations and offerings, including, but not limited to, reducing dependency on third party development, service, etc.

  - The Company has a strong track record of innovation due to its technologically focused foundation and objective, including technologies such as 3D imaging (CRO Segment), ML and AI assisted drug discovery (Discovery & Partnership Segment) and automatic data review and integrity systems like GubraView, GHOST, Cobra and COSMOS across both segments. For more information, see also 6.5.3 "*Part III–Business–Business model–Technology*".

  - The Company's technological platform has a good track record of reliability and stability.

- **The Company offers comprehensive and specialised CRO services within a focused area of diseases**

  - The Company offers a full suite of highly specialised pre-clinical CRO services within the metabolic and fibrotic disease areas, in a highly data-enabled manner.

  - The Company offers, among other things; highly translatable rodent models and, in the Company's opinion, state-of-the-art 3D imaging technologies within its field for organ imaging and AI-assisted quantifications.

  - The Company has long-standing relationships with recurring blue-chip customers of up to 14 years and is gradually increasing its share of wallet as the Company is increasingly able to accommodate still larger assignments due to its technological and innovative solutions.

- **The Company's Discovery & Partnership Segment benefits from its in-house developed ML- and AI-based platform, yielding several discoveries at rapid pace resulting in an expanding pipeline**

  - For the identification of potential targets, the Company utilises its highly specialised streaMLine Platform developed in-house by its medical chemists and data scientists. The streaMLine Platform allows for target identification by utilising ML and AI to integrate vast amounts of pre-clinical data from various sources to provide a ranking of genes based on the relevance as therapeutic targets.

  - For the Company's Discovery & Partnership Segment, the Company utilises its streaMLine Platform. With the streaMLine Platform, the Company can accelerate clinical candidate identification and quickly optimise peptides for clinical trials utilising computationally directed chemistry. Conventional peptide drug discovery requires multiple cycles of rational human design and is characterised by low throughput with long waiting times between cycles compared to the Company's drug discovery process utilising the streaMLine Platform.

  - The streaMLine Platforms bridges the gap from hit to clinical candidate using an automated and holistic approach, which increases the Company's pipeline capacity substantially using the same number of researchers thus reducing costs.

- With the advancements of the streaMLine Platform, the Company is able to deliver twice the output compared to 2019. This has resulted in less cost exposure to each individual project as the pre-clinical development costs per project has been lowered.

- **The Company has a pipeline with several candidates ready for partnering or already partnered**

  - The Company has 14 identified Pipeline Assets, which are either partnered, deemed ready for partnering or with a planned path for maturation towards partnering. In addition, the Company has a number of prospective target and drug discovery development projects which over time may develop into Pipeline Assets.

  - The Company's Pipeline Assets consist of drug candidates within commercially attractive disease areas such as obesity, diabetes and other metabolic disorders.

  - One of the Company's partnered Pipeline Assets has already progressed into clinical human trials by the Company's collaboration partner while one of the Company's other Pipeline Assets is progressed to early clinical development (pre-clinical tox testing) through a partnership with a recognised big pharmaceutical partner.

  - The clinical candidate of the Amylin Pipeline Asset, one of the Company's own pipeline drugs, is a prospective amylin peptide lead asset for obesity, which is expected to be ready for in-human trials in the fourth quarter of 2023. It has the potential for co-formulation in drug combinations with glucagon like peptide 1 ("**GLP-1**") and has potential for patent protection until 1 July 2043 (excluding any supplementary protection certificates, patent term adjustment or patent term extensions). See also 6.5.5.4 "*Part III–Business–Business model–Discovery & Partnership Segment–Non-partnership projects*".

- **The Company has two segments with significant complementary benefits and inter-operational synergies**

  - A high number of tasks and functions across the Company's CRO Segment and Discovery & Partnership Segment are overlapping, which enables the Company to divert resources from one segment to the other in case of unexpected downtime or high demand and share support functions. The Company ensures that each of its customer's materials and data from the CRO Segment are protected and are not misused in other experiments conducted by the Company in the Company's discovery processes in its Discovery & Partnership Segment, see 6.5.4.10 "*Part III–Business–Business model–CRO Segment–Customer data integrity*" and 6.5.5.3 "*Part III–Business–Business model–Discovery & Partnership Segment–Partnership projects*".

  - The Company's deep customer knowledge and a strong customer network from the CRO Segment creates gateways for the Company when looking for new partnerships for the Pipeline Assets within the Discovery & Partnership Segment.

  - The Company is experiencing a significant benefit from sharing its own technological experience and know-how generated across the CRO Segment and the Discovery & Partnership Segment, e.g., by continuously working with its own animal models in the CRO Segment, the Company gains a very strong understanding of these which then can be utilised in the Discovery & Partnership Segment.

- **The Company has an attractive financial profile with low development cost compared to typical biotechnology companies**

  - The Company differentiates from ordinary biotechnology companies focusing on drug discovery and early-stage drug development as the Company has exhibited a strong revenue growth across both the CRO Segment and Discovery & Partnership Segment for the last decade, whilst maintaining a high profitability and a sound cash conversion.

  - The CRO Segment is highly profitable and shows attractive margins.

  - Although the Discovery & Partnership Segment entails some development costs for the Company, the Discovery & Partnership Segment benefits from the Company's strategy of early partnering and out-licensing or early termination of candidates in the process if they do not show promising potential, also referred to as a "kill-early" strategy. The Company's strategy to partner early allows the Company to utilise its

pre-clinical and early development stage capabilities and to take advantage of the partner's capabilities in later development phases, while keeping a significant economic upside and reducing the cost exposure as the partners carry the vast majority of potential development costs.

- The exact timing of partnering may vary and is always based on assessments of individual risk and potential reward.

- The Company's individual drug candidates have historically become profitable at the time of entering into a partnership, as the upfront payment received has been greater than the associated expenses incurred at such time.

- **Experienced leadership team united in a shared vision**

  - The Company has a management team with value adding founder involvement, consisting of the Executive Management, Key Employees as well as a highly qualified Board of Directors, all of which have been hand-picked to execute on the Company's shared vision and growth.

6.4 Strategy

A description of the Company's business strategy and objectives is set out below. The Company may face challenges in incorporating its strategy (see also 6.4.5 "*Part III–Business–Strategy–Future challenges*" for information on the Company's future challenges) and, accordingly, no assurance can be given that the Company will be successful in incorporating its strategy. Therefore, this section should be read in conjunction with the challenges and risks that the Company faces and may in the future face as set out in 1 "*Part II–Risk factors*".

6.4.1 Strategies for the CRO Segment

Within the CRO Segment, the Company expects to focus on penetrating its focus markets of North America, Europe, Japan and South Korea, with a focus on continued top line growth and on retaining strong profitability.

For the purpose of the top line growth, the Company's strategic pillars are:

- *Establishment of U.S. presence*: In the Company's opinion, there are large growth opportunities in the U.S. market and in particular in penetrating the big pharmaceutical market with an increased focus on cross/up-selling activities and procurement dialogues. Consequently, the Company contemplates to establish a physical presence expectedly in Boston or a similar U.S. East Coast location in 2023. Such presence will expectedly primarily comprise a sales team of initially a single digit number of FTEs. The expected sales team will be comprised of consultants that will communicate the Company's solutions directly to the research and development teams of biotechnology and pharmaceutical companies. The Company is currently assessing whether to build such presence organically or by acquiring a dedicated sales team.

- *Improve go-to-market model*: The Company expects to increase its go-to-market model by:

  - Increasing digital marketing to reach a significantly broader audience and capture and convert leads on new optimised website, including to have local language websites for Japan and South Korea.

  - Creating loyalty programmes designed to retain and nurture customers by initiatives such as introducing new contract types, making and refining customer satisfaction surveys and customer centric Q&A-system and expanding key account manager programmes.

  - Acquiring companies focused on technology and/or capacity building, see 6.4.3 "*Strategies for both segments*".

  - Partnering with local sales professionals and other outreach partners, e.g. the Danish Chamber of Commerce.

- *Expand sales team and outreach capabilities*: In addition to the establishment of a U.S. physical presence, the Company expects to expand its European sales and marketing team (physically located at the Company's headquarters in Hørsholm) with approximately two FTEs during 2023 and an additional one to four FTEs between the years 2024 and 2025. Further, the Company expects to further increase its outreach through

professional referrals and sales partners, e.g., Innovation Centre Denmark (ICDK) in Boston, Munich (which includes Germany, Switzerland and France) and Seoul. Lastly, the Company expects to expand its sales and marketing capabilities in Japan and South Korea by leveraging the Company's digital marketing lead's insight into the local markets combined with one to two annual "road trips" to Japan and South Korea.

For the purpose of retaining strong profitability, the Company's strategic pillars are:

- *Automation and digitalisation*: The Company expects to continue to seek to improve automation and digitalisation throughout the CRO Segment, for example by initiatives such as the use of existing off-the-shelf solution (i.e. systems and robots), building new robots, continuously developing software solutions (i.e. Gubra Study App) and by improving work processes (i.e. laboratory protocols). Such automation and digitalisation seek to, inter alia, enhance quality and improve efficiency, further automate data analysis tasks and seamlessness as well as improve the customer journey by leveraging opportunities in GubraView.

- *Specialisation*: The Company expects to continue to seek specialisation within the CRO Segment by, inter alia, expanding its catalogue for speciality and translatable models, for example with acute and chronic models for intestinal bowel disease (IBD), acute and chronic models for idiopathic pulmonary fibrosis (IPF), cardiovascular disease models and Parkinson models (PD models - specifically models supporting the Company's 3D platform) as well as by expanding within new disease areas, especially within the central nervous system ("**CNS**") segment. Further, the Company will also, seek to continuously retain and attract talents to further specialise offerings and to expand its offering of scientific counselling.

- *Customer satisfaction*: Customer satisfaction is a key priority for the Company, and the Company continuously seeks to develop and improve customer satisfaction, including by capturing and acting quickly on customer feedback and offering omni-channel support and creating customer loyalty programmes as set out above.

6.4.2 Strategies for the Discovery & Partnership Segment

Within the Discovery & Partnership Segment, the Company will aim to increase pipeline turnover with a focus on improvement and utilisation of the streaMLine Platform and further develop the Company's current Pipeline Assets and future prospective pipeline.

For the purpose of improvement and utilisation of the streaMLine Platform, the Company's strategic pillars are:

- Continuous upgrades to the streaMLine Platform with an aspiration of becoming a preferred partner in target and hit identification, including by further development and/or addition of capabilities such as mRNA display technologies, 3D modelling of protein-peptide interactions (including using AlphaFold and internally developed modelling tools), pepducins, and AI-driven patent-database sequence and text mining.

For the purpose of further development of the Company's current Pipeline Assets and future prospective pipeline, the Company's strategic pillars are:

- *Increase value of Amylin candidate*: Enabled by the Company's ability to progress the Amylin Pipeline Asset into early clinical trials and utilise the vested potential, *inter alia*, by identifying and exploring combination therapy in-licensing opportunities and potential partners for out-licensing the Amylin Pipeline Asset at the appropriate time.

- *Continue early partnering approach*: The Company aims to continue its strategy of "kill-early", i.e., abandon further development early if the respective indication or molecule does not show promising perspectives, or early partnering by engaging in partnerships early on to secure near-term profitability e.g., by development of internal programmes and establishment of partnering-ready packages, containing key data usually sufficient to trigger potential partners' interest and initiate early partnering discussions. Further, the Company aims at increasing the number of discoveries per year, for example by implementation of initiatives such as formally establishing an innovation unit responsible for feeding project ideas into the Company's pipeline, utilising increased capacity that the streaMLine Platform gives to make more "partnering-ready" Pipeline Assets (drug discovery stage) and by increasing the amount of internal resources dedicated to business development outreach, grooming and negotiation specifically focussed on new partnerships. However, the Company aims to have a maximum of two own Pipeline Assets within early clinical development at the same time as the Company will typically partner and, accordingly, lower the costs related to a Pipeline Asset before it enters the clinical development phase. The Company does not expect to develop any of its Pipeline Assets beyond phase IIa or through to marketing approval and commercialisation by itself.

- *Progress new partnerships*: The Company aims to continue initiating new partnerships and remain an attractive partner for both target and hit identification by proactively branding the Company as a discovery company and utilising digital marketing tools to target new partners. The Company is aiming at always having four to five Pipeline Assets ready for clinical development or partnering at a time. By introducing new partnerships, the Company aims at being able to increase its revenue from the Discovery & Partnership Segment as each partnership typically yields an immediate upfront payment, in addition to a potential for significant research payments, milestone payments and royalties depending on the progress of the individual partnership candidates. Reference is also made to 6.5.5.3 "*Part III–Business–Business model–Discovery & Partnership Segment–Partnership projects*".

6.4.3 Strategies for both segments

The Company's strategies within both the CRO Segment and the Discovery & Partnership Segment are underpinned by a number of key enablers, including but not limited to; (i) the Company's ability to uphold current and further develop its technological advancements, (ii) continue leveraging its hybrid business model, (iii) expanding its scope of disease areas, and (iv) successfully implementing its opportunities within M&A activities. All of which may accelerate the Company's growth strategy across both segments.

With respect to M&A activities, the Company has developed a programmatic M&A strategy for accelerating the growth across both the CRO Segment and the Discovery & Partnership Segment. The Company's M&A strategy entails that the Company currently seeks to identify and build relationships with potential target companies which could support the geographic expansion of the Company as well as support and expand the Company's technological solutions and/or capacity. Based on an assessment of potential market and Company specific growth areas, the Company has identified the following growth areas to currently pursue by way of M&A activities: (i) 3D technologies, (ii) peptide technologies and (iii) general and specialised CRO services and capacity.

(i) As a part of the Company's strategy to retain top line growth and retain strong profitability, the Company aims to stay at the forefront of automation and digitalisation within its field to continue delivering value for its customers. An area within its CRO Segment in which the Company has gradually invested is its advanced 3D technologies, which the Company considers state-of-the-art within their field. The Company believes that whole organ imaging and AI-assisted quantification is the future of pre-clinical drug discovery for a number of indications and it is already experiencing an increasing demand for its 3D technologies. To stay at the forefront in this area and capture the potential, the Company is seeking to acquire relevant 3D technologies. The Company is planning to be able to seamlessly apply new technology to its existing set-up and leverage the consolidated platform to the combined entity. This is intended to provide the potential for a better offering to a larger customer base at a lower relative cost base and to improve appeal to CRO customers over time. The acquisition of new 3D technologies could result in potentially a short term CRO EBIT margin dilution, but is expected to quickly improve.

(ii) Further, within the CRO Segment, the Company strives to expand its offerings and value proposition by adding specialty services and capabilities to continue delivering specialised services and accommodate still larger assignments. This would enable the Company to expand its customer base and increase cross-selling, resulting in an increasing share-of-wallet as the Company would be able to offer a broader palette of technologies and services. Additionally, the Company aims to leverage the synergies of integrating its suite of in-house developed and highly symbiotic technologies in the acquired target. By leveraging and integrating the Company's innovative and automatic technological solutions such as GubraView, GHOST, etc., the Company believes that it can improve operations, data quality and output of the acquired target, potentially resulting in increased sales and improved margins. Acquiring new CRO services could also allow the Company to increase its market share and potentially expand its presence in other jurisdictions such as the United States. This also offers potential for a minor upwards or downwards change in CRO EBIT margins as well as synergies in the short-term.

(iii) With respect to peptide technologies within the Company's Discovery & Partnership Segment, the Company's streaMLine Platform enables highly specialised identification of targets as well as rapid development of peptide drug candidates from peptide hits. The Company strives to further develop the streaMLine Platform by addressing a broader palette of targets and implementing new hit generation technologies. These new technologies should enable the Company to further accelerate the development of more and better Pipeline Assets at scale. With such new technologies, the Company seeks to increase the likelihood of entering into more new partnerships at an early stage yielding immediate upfront payments and potentially significant milestone payments as well as royalties depending on the progress of the respective Pipeline Asset. Acquisitions to improve technological offerings in this regard could result in a short term CRO EBIT margin dilution, but is expected to quickly improve.

A pre-screening of potential target companies based on strategic relevance and size of the company has resulted in a focused list of potential targets. The evaluation of whether to approach prospective companies and actively seek an acquisition will be based on a number of factors such as the synergy potential, market attractiveness, ability to complete the transaction and cost of entry.

None of the potential leads are concrete at this stage and the Company is not involved in any concrete discussions, however, the Company is in the process of evaluating the technologies and synergies of potential targets. The Company expects to start to more actively pursue opportunities following the Offering. Investments made by Gubra Green does not constitute a part of the Company's M&A strategy.

Both parts of the Company's C-suite, the Deputy Chair and member of the Board of Directors, Henriette Dræbye Rosenquist, have been involved in a significant number of M&A transactions and are expected to play active roles in the implementation of the Company's M&A strategy. Further, the Company is currently assessing the need for expansion of internal M&A execution capabilities. Finally, the Company expects to continuously in-source external resources and engage advisors as relevant.

6.4.4 Company near to mid-term aspirations

Certain statements in this section, including in particular the financial targets described immediately below, constitute forward-looking statements. Challenges may materialize and these forward-looking statements are not guarantees of future financial performance and the Company's actual and future results could differ materially from those expressed or implied by these forward-looking statements as a result of many factors, including but not limited to those described under "*General Information–Forward-Looking Statements*" and 1 "*Part II–Risk factors*".

Investors are strongly urged not to place undue reliance on any of the statements set forth below. The Company can give no assurance that the targets described below will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those described below.

The Company:

- within the CRO Segment, aspires to reach a CRO EBIT margin of 35-40% and an average organic revenue growth of 10% annually in the medium term (three to five years);
- aspires with the advancements of the streaMLine Platform, to be able to generate four to six new Pipeline Asset projects annually, and aims to be able to deliver one to two programmes with clinical candidates annually (i.e. Pipeline Assets that are ready for clinical development), both starting in the financial year ending 31 December 2023 (see also 6.5.5.2 "*Part III–Business–Business model–Discovery & Partnership Segment–Product portfolio*" for a description of the Company's expected expansion of the Company's future peptide drug discovery projects);
- aims at always having four to five Pipeline Assets ready for clinical development or partnering; and
- aspires to deliver one to two new partnerships per year rather than less than one per year historically.

The Company's near to mid-term aspirations are primarily based on the Company's estimates, historic experience, sales and partnership pipeline and current market expectations. Such estimates are dependent on a wide range of factors and assumptions and many of these are outside the Company's control or influence and it is likely that one or more of the assumptions that the Company has relied upon will not prove to be accurate in whole or in part. The Company has based its assumptions and estimates on information available when the aspirations were prepared.

For the purpose of determining the Company's aspirations, the Company has applied the principal assumptions below:

- that revenue growth, uptake of new models and technologies among customers and pricing pressure is as historically observed,
- that internal innovation team can deliver sufficient ideas to utilise the capacity of the platform fully,
- that future projects that comes out of the StreaMLine Platform receives interest from potential partners and that appetite for external innovation and willingness to partner/pay in pharma companies remains at a high level;
- that the construction of the New Facility resulting in increased capacity is finalised on or around the fourth quarter of 2023, see 6.13 "*Part III–Business–Real estate*"; and
- that the Company in all material respects succeeds in the implementation of its strategy outlined above.

6.4.5 Future challenges

The Company may face challenges in incorporating its strategy as set out above and, accordingly, no assurance can be given that the Company will be successful in incorporating its strategy. Therefore, this section should be read in conjunction with the challenges and risks that the Company faces and may in the future face as set out in 1 "*Part II–Risk factors*".

Such challenges in implementing its strategy may among others include:

- *Innovation*. The Company may face challenges in implementing its strategy if it is not able to identify the right new research peptides and ability to continue to innovate and anticipate and respond to rapid and significant technological change, new product and service introductions, evolving industry standards, rules and regulations, changing customer needs and preferences, and the entrance of non-traditional competitors, within the Company's Industry.

- *Sales*. The Company may face challenges in implementing its strategy if

    - within the CRO Segment, its customers' are not able or willing to initiate contract research and development, including to accept prices for such services at competitive terms; and
    - within the Discovery & Partnership Segment, the Company is not able to attract the right potential partners for such discoveries and if such partners are not successful in progressing, and potentially ultimately marketing, the Company's Pipeline Assets.

- *Operations*. The Company may face challenges in implementing its strategy if it is not able to successfully perform offered types of pre-clinical research services and discovery, which are highly complex, expensive, specialised and time-consuming. Further, the Company's ability to implement its strategy is heavily dependent on the efficient and uninterrupted operation of its IT systems, including its computer systems, software, data centres and servers.

- *Implementation of growth opportunities*. An important part of the Company's strategy is the Company's ability to implement its M&A strategy, see 6.4.3 "*Part III–Business–Strategy–Strategies for both segments*" for a description of the Company's M&A strategy and other investments in growth opportunities in existing markets, such as the establishment of a U.S. presence, expansion of sales team and outreach capabilities, improvement of its go-to-market model, etc. see 6.4.1 "*Part III–Business–Strategy–Strategies for the CRO Segment*". The Company may face challenges in implementing its strategy if the Company is not able to identify and evaluate the right targets. Additionally, following an acquisition, the Company must be able to successfully integrate the acquired business or operate the acquired business profitably to ensure that the previously anticipated synergies are achieved.

- *Employees*. The Company's ability to implement its strategy may face challenges if the Company is not able to attract and retain highly qualified managerial, scientific, medical and other personnel.

6.5 Business model

6.5.1 Drug class and disease area focus

The Company considers itself amongst the pre-clinical research leaders within metabolic and fibrotic diseases, providing specialised contract research services and advanced drug discovery, design and development of peptide-based innovations supported by its in-house developed technological set-up.

Peptides are naturally occurring biological molecules found in all living organisms. Peptides are produced in glands, and a number of other tissues including the stomach, the intestine and the brain. As biological messengers, peptides carry information from one tissue through the blood to another hereby serving important physiological functions. Peptides are made up of chains of two to 50 amino acids (compared to proteins that are biological molecules comprised of chains of more than 50 amino acids). For a peptide to exert its effect, it needs to bind to a specific receptor located in the membrane of relevant cells. A receptor consists of an extracellular domain where the peptide binds, and an intracellular domain through which the peptide exerts its function upon binding and activation of the receptor.

Native peptides, i.e. naturally occurring peptides, are generally broken down quickly in the body and act for a short period of time (often only for a few minutes), which makes them unsuitable for use as medicines. However, native peptides can be modified for use as drugs through a number of enhancement techniques and technologies, allowing the

synthesis of novel analogue forms of peptides that have a longer half-life and can maintain and improve the favourable properties of native peptides, while in many cases reducing or eliminating less favourable attributes.

Generally, peptides have a number of advantages as a drug for treatment as it provides specific therapeutic benefits including: high selectivity with effects only on the intended target; lower risks of toxicity with limited, or no, off-target effects; high potency with strong effects even at low concentrations; favourable safety profiles (including fewer side effects) with minimal drug-to-drug interactions, tailored half-lives and binding affinity; and high regulatory approval rates compared to small molecule medications. Peptides are also smaller than proteins on a molecular level, which can offer potential advantages in terms of dose administration.

The Company has two primary disease focus areas for both its CRO Segment and Discovery & Partnership Segment, which are the following:

- **Metabolic diseases**: The Company's primary focus area within its peptide-based drug discovery process is the metabolic syndrome and related disorders. Metabolism is the process that the body uses to get or make energy from food. The body's digestive system uses chemicals to break down the food into sugars and acids which are used as fuel for the body. The control of body weight involves a coordinated regulation of both food intake and energy expenditure to promote stable levels of energy storage (energy homeostasis) in body tissues. Energy homeostasis is regulated by peptides synthesised and released within the brain and by peptide hormones produced peripherally, for example by the gut, and acting via the gut-brain axis (hence the company name "Gubra"). The body can use this fuel right away, or it can store the energy in body tissues, such as the liver, muscles, and body fat. A metabolic disorder occurs when the energy balance is shifted leading to storage of excessive fat in body tissue and abnormal signalling from the periphery. The metabolic syndrome includes obesity, type-II-diabetes and high blood pressure, which may lead to a series of complications targeting several organs in the body.

- **Fibrotic diseases**: Fibrosis is an excessive and inappropriate deposition of extracellular matrix (a structural support network of diverse proteins, sugars and other components) in various tissues. Fibrosis is a major pathological feature of many chronic autoimmune diseases, including scleroderma, rheumatoid arthritis, Crohn's disease and ulcerative colitis, but is also a common complication associated with metabolic disorders. The presence of the metabolic syndrome, notably obesity and type 2 diabetes, is the strongest predisposing factor for development and progression of non-alcoholic fatty liver disease (NAFLD) and non-alcoholic steatohepatitis (NASH). While simple accumulation of fat in the liver usually has a benign course, patients with NASH and fibrosis carry an increased risk of liver related complications, including cirrhosis, hepatocellular carcinoma and end-stage liver disease. In the heart, the inappropriate deposition of extracellular matrix (termed cardiac fibrosis) is associated with nearly all types of heart diseases, including hypertension and diabetic heart disease. In the kidney, renal interstitial fibrosis is a crucial metabolic change in the late stage of diabetic kidney disease (DKD), the most common complication of diabetes and the major cause of end-stage renal disease. Accordingly, human fibrotic diseases constitute a major health problem worldwide owing to the large number of affected individuals, as well as the incomplete knowledge of the fibrotic process pathogenesis, the marked heterogeneity in their etiology and clinical manifestations, the absence of appropriate and fully validated biomarkers, and, most importantly, the current void of effective disease-modifying therapeutic agents.

Besides the two primary business areas, the CRO Segment and the Discovery & Partnership Segment, the Group also has a IFRS supplementary operating segment in the form of Gubra Green. Gubra Green is a wholly owned subsidiary with the focus on passive investments targeting assets promoting the green transition to which the Company expects to invest 10% of its pre-tax profit in each year. See 6.9.1 "*Part III–Sustainability and corporate social responsibility–Gubra Green*".

6.5.2 Value chain focus

With the Company's (i) strongly anchored organisation consisting of several high-calibre individuals, (ii) high level operations based on automation, digitalisation and robotisation securing efficiency, scale and data integrity and (iii) ML- and AI-driven target identification and drug discovery engine for compound selection and optimisation, the Company's business model allows for several streams of revenue with a profile characterised by solid margins and a low capital intensity. As a result hereof, the Company considers itself well positioned to leverage know-how across both its segments, the CRO Segment and the Discovery & Partnership Segment.

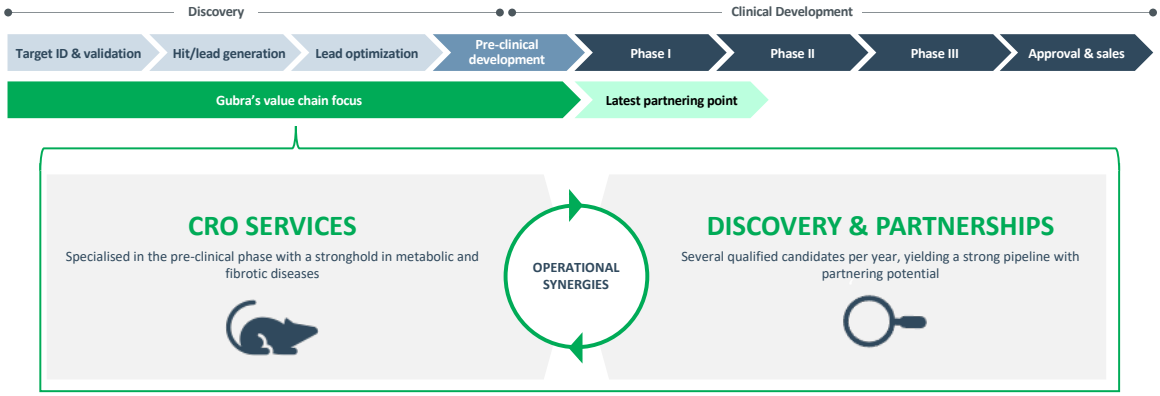
With its position, the Company is able to leverage significant complementary benefits and inter-operational synergies between its CRO Segment and Discovery & Partnership Segment, such as the ability to divert resources from one segment to the other in case of unexpected downtime or high demand, share support functions, utilise deep customer

knowledge and relations built through the CRO Segment to create gateways to the right partner for Pipeline Assets and benefit from sharing of the Company's technology and know-how across the CRO Segment and Discovery & Partnership Segment. Notwithstanding the inter-operational synergies, the Company has a focus on data integrity throughout its processes both in its CRO Segment and its Discovery & Partnership Segment. This means that the Company ensures that each of its customers' materials and data from the CRO Segment are protected and are not misused in other experiments conducted by the Company in the CRO Segment or in the Company's Discovery & Partnership Segment, including that no customer data from the CRO Segment goes into the streaMLine Platform. Refer also to 6.5.4.10 "*Part III–Business–Business model–CRO Segment–Customer data integrity*".

Further, the Company's specialised technological set-up together with its highly-ranked research and translatable rodent models allows the Company to operate and offer services throughout the initial phases of the ordinary pharmaceutical and biotechnology value chain; from target identification to clinical drug candidate.

The ordinary pharmaceutical and biotechnology value chain, including the Company's focus area, is illustrated below.

Figure 2: The ordinary pharmaceutical and biotechnology value chain, including the Company's focus area



The Company's business model enables the Company to provide high quality and specialised CRO services to its customers as well as to develop its own Pipeline Assets with partnering potential.

Since its incorporation in 2008, the Company has built up expertise in metabolic diseases which over the past years has enabled the Company to expand its rodent model portfolio to cover other related complications including fibrosis. Taken together with the Company's Discovery & Partnership Segment, it provides a fully integrated and digitised service provider within metabolic and fibrotic diseases from target identification to clinical drug candidate.

6.5.3 Technology

The Company's approach to continuously push for new technological and innovative solutions is a fundamental and critical component of the Company's business model and core foundation. Key in-house developed technologies and technology platforms utilised by the Company are listed below in alphabetical order:

- *Cobra*: Cobra is a software that supports the daily operations in the Company's animal facility. The system tracks animals, diets, and compounds. Daily tasks are planned in the system and carried out by employees in the animal facility. The system ensures that animals are given the correct compound and diet with complete audit trails. The system also allows for body weight and food intake measurements to be taken;

- *Cosmos*: Cosmos is a resource planning software tailor-suited to support the daily operations at the Company and is used by all its operational departments;

- *GHOST*: see 6.5.4.4 "*Part III–Business–Business model–CRO Segment–Tissue research with AI pathology*";

- *Gubra-Automated BIOanalysis*: A critical feature of pharmaceutical compounds, including peptide hormones, is the stability in buffer solution and blood circulation. To analyse these features of potential pharmaceutical com-

pounds mass spectrometry is the most widely used instrumentation. To support the sample volume from the Company's drug discovery projects, a suite of custom software and analysis suites has been established to minimise the requirement for manual data inspection and analysis;

- *GubraSeq*: GubraSeq is a collection of bioinformatics tools used to analyse data obtained from mRNA sequencing. Data are analysed using scientifically accepted methods and features for final reporting of data into GubraView;

- *GubraView*: see 6.5.4 "*Part III–Business–Business model–CRO Segment*";

- *Gudena*: Gudena is a system designed for collecting and registering samples collected during experiments performed by the Company both within the CRO Segment and the Discovery & Partnership Segment. The system ensures full audit trail from the source of a sample, collection time and the person collecting the sample. All samples are labelled and stored to ensure data integrity;

- *NeuroPedia*: NeuroPedia is an open and free internet source developed and hosted by the Company which researchers from around the world can access for studying maps of whole brain gene expression, neuronal activity, and connectivity. The maps generated are based on free-of-obligation donations of whole mouse brains from both academia and industry. Once the Company has been provided with the tissue that needs to be scanned, the Company performs the necessary lab work and subsequently makes the data available to the donor partner and to the public (via NeuroPedia). Further, if requested, CRO customers running 3D imaging studies at the Company can for a fee import maps from NeuroPedia into GubraView and hence compare own data with selected data from NeuroPedia;

- *streaMLine Platform*: the Company's proprietary ML- and AI-backed target and drug discovery platform, see 6.5.5.1 "*Part III–Business–Business model–Discovery & Partnership Segment–The steaMLine Platform*";

- *Strongbox*: All data collected at the Company are stored in the Strongbox database, which is also connected to the Company's Gudena system. This ensures that all data are collected and saved in one place. Strongbox contains both raw and processed data, and all data can easily be accessed by other applications at the Company; and

- *3D analysis platform*: The data from light sheet microscopy is typically analysed in a highly throughput with a large degree of manual involvement. To avoid this, the Company has developed a pipeline for semi-automated processing and analysis of data from its light sheet microscopes and developed an advanced reference brain atlas for more accurate mapping. The pipeline takes the raw image output and performs all steps required to map and extract quantitative data from the signal detected.

The Company depends upon the security, stability and scalability of its technological services, as well as the leadership of its technology team. The stability of the Company's technological systems is of critical importance to its operations, and the Company works to maintain its systems proactively, and to prevent, identify and resolve any stability incidents, which the Company has done by implementing software and hardware solutions, including logging and monitoring, as well resolution procedures based on industry best-practice. As at 31 December 2022, the Company has a team of 16 computational biologists focusing on data analyses and improvements on data systems.

Notwithstanding off-the-shelf technological solutions, the Company is the sole owner of the intellectual property related to its in-house developed technological solutions through e.g., know-how, trade secrets and copyright. Historically, the Company has not applied for patent protection of its technological platforms, including the streaMLine Platform or rodent models.

The majority of the Company's key differentiating technological solutions are developed in-house, including the streaMLine Platform, which provide the Company with a wide range of capabilities that help to distinguish and differentiate operations and offerings from competitors on the basis of scale, innovative product development and offering. Further, this provides the Company with a high degree of control over its key differentiating technological solutions as the Company *inter alia* is not dependent on third-party providers to update and maintain such key technologies and the Company thus have the freedom to choose direction in which the technological solutions will be developed. Only to a lesser degree does the Company rely on in-licensing for key differentiating technological solutions as the Company prefers to develop its own technologies. In-licensed technologies are primarily for off-the-shelf solutions and/or components, which can typically be replaced with other solutions. Accordingly, the Company is not dependent on any third-party providers for its material technological components. The Company's highly

technological set-up not only provides efficiency and speed but also ensures high data integrity and reduces the risk of human errors. Further, with a fully digitalised process, both the Company's scientists and customers are provided with a live and easily accessible overview of data.

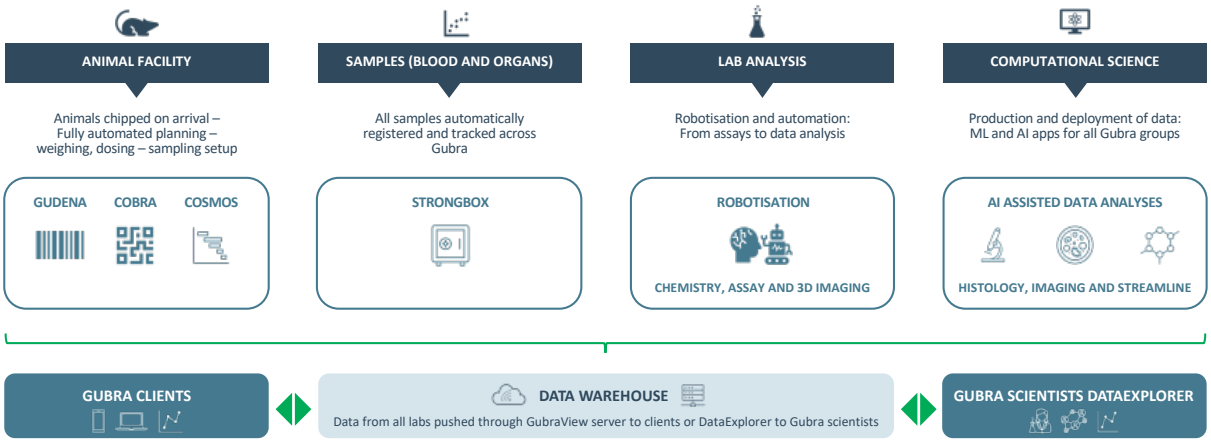
Reference is also made to 6.10 "*Part III–Business–Intellectual property and technology protection*" and 6.11 "*Part III–Business–IT security and contingency*".

6.5.4 CRO Segment

As a CRO, the Company offers research and development services to pharmaceutical and biotechnology companies on a contract basis. CROs are typically used for companies without own laboratories, as well as companies experiencing capacity shortage, lack of specialised competencies or which do not have access to high-end models or technologies, etc. The use of CRO services gives purchasers rapid access to high-quality research services from the Company often at a reduced cost compared to performing it in-house, while additionally leveraging the Company's specific know-how and capabilities.

The Company is set up as an end-to-end digitised organisation to secure efficiency, scale and data integrity, hereby enabling pharmaceutical and biotechnology companies to make fast and data-based decisions moving projects forward. The multiple data systems which are developed by the Company itself secures flow of samples and data from the bench to the laptop and can hereby deliver data on a daily basis to the Company's customers via GubraView.

Figure 3: The Company is an end-to-end digitised organisation



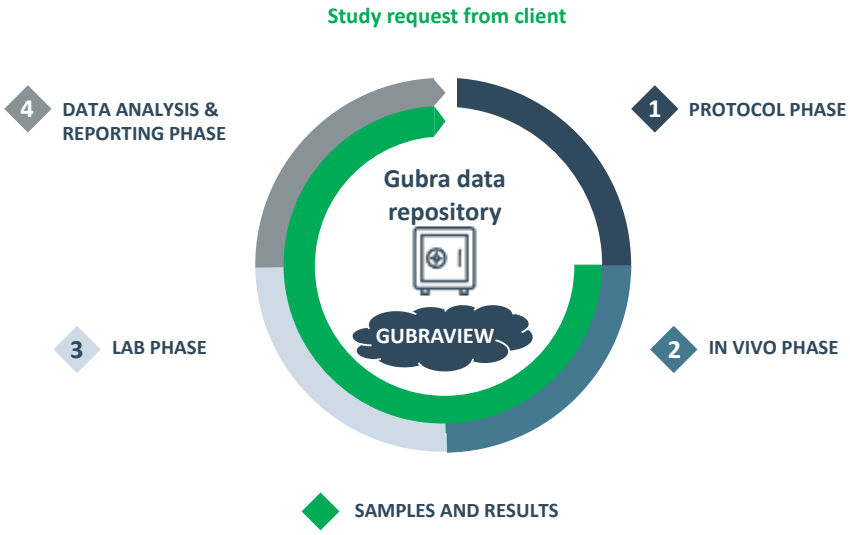
The CRO Segment is highly profitable and shows attractive margins. During the financial years ended 31 December 2022, 2021 and 2020, the Company's CRO Segment served approximately 90 CRO customers and ran approximately 200 CRO projects per year. For the financial years ended 31 December 2022, 2021 and 2020, the Company reached revenue of DKK 131 million (56% North America, 41% Europe, 3% other markets, primarily South Korea and Japan), DKK 155 million (45% North America, 49% Europe, 6% other) and DKK 148 million (51% North America, 44% Europe, 5% other), respectively. In the financial year ended 31 December 2020 to the financial year ended 31 December 2022, the CRO Segment had an average CRO Segment EBIT margin excluding Special Items of 39%. Further, in the financial year ended 31 December 2017 to 31 December 2022, the Company had a CRO Segment CAGR of 9%. Since the financial year ended 31 December 2009, the Company has had strong revenue growth in the CRO Segment with a CAGR of 29%. It should be noted that financial figures for the financial years ended 31 December 2020 to 2022 are prepared according to IFRS, while financial figures for the financial years ended 31 December 2009 to 2019 are prepared according to Danish GAAP. Since this financial data was not calculated using the same accounting standards for each year, such may not be comparable, and investors should therefore not put undue reliance on this measure.

Within the CRO Segment, the Company has a broad range of customers comprising a combination of big and small pharmaceutical and biotechnology companies. Since the establishment of the Company, the Company has provided services to 15[2] out of 20 of the largest pharmaceutical companies globally (measured based on fiscal year 2021 revenue) where the vast majority hereof are now recurring customers of the Company. The largest global pharmaceutical companies are particularly attractive due to a large cross-selling potential.

[2] Of which one customer has only recently placed an order with the Company and not yet received any services.

A typical CRO study is initiated by a study request from a new or existing customer. This study request may be for a specific target or a broader and more general request. Next, the Company utilises its in-house expertise and deep knowledge within its disease areas to offer scientific counselling and hereby assists the customer with identifying the customer's needs and simplifying highly complex designs into tailor-made packages. Once the customer's needs have been identified, the project is outlined in a protocol and subsequently moved to the experimental phase, often starting with an in vivo phase, where the Company's rodent repository (containing various rodent models on "shelf") can lead to rapid initiation of the study. Following a completion of the in vivo phase, the customer is offered a wide range of endpoints and additional analyses when running a study with the Company, which may include e.g., blood analyses (assays), solid tissues analyses (histology) or transcriptional analyses of gene regulations using next generation sequencing. All analysed data is stored in the Company's data repository and shared with the customer through the Company's tailored and web-based solution called GubraView ("**GubraView**"). Throughout the process, the customer has online access to the data, ensuring that the customer can follow the progression of the study in "real time" as data is captured and accessed via GubraView. All data are evaluated with the customers to ensure that the customer's needs have been met, and eventually finalised with a written report.

Figure 4: The typical project workflow



Disease areas

The Company's CRO Segment covers a wide variety of disease areas such as:

- **Diabetes**: The Company has extensive experience in conducting pre-clinical diabetes studies in a variety of different rodent models of both type 1 and type 2 diabetes, including the db/db mouse, non-obese diabetic (NOD) mice and the zucker diabetic fatty (ZDF) rat. The Company offers both acute and chronic efficacy studies with all relevant endpoints from simple glucose tolerance test to more advanced insulin sensitivity testing;

- **Obesity**: The Company conducts pre-clinical obesity studies in the vast majority of commercially available rodent models. Studies may range from acute automatised food intake and conditioned taste aversion testing to chronic evaluations on body weight, food intake, food preference, energy expenditure, blood pressure and body composition using EchoMRI. The Company also offers mechanism of action studies including selective vagal deafferentation, area postrema ablation, stereotaxic injections, as well as 3D imaging of neuronal activation and drug distribution;

- **Liver (NASH)**: The Company offers knowledge on a wide range of rodent models within NASH, including that the Company considers a best in class clinically translatable biopsy-confirmed mouse model. The Company offers long-term studies (12-16+ weeks), often in steatosis and fibrosis biopsy-confirmed rodents allowing clinically relevant pre- and post-histopathological scoring using AI-assisted pathology (GHOST). Studies may also include biochemical assessment of hepatic lipid, inflammation and collagen content, as well as transcriptome profiling by RNA sequencing and bioinformatics analysis;

- **Kidney (CKD)**: The Company offers scientific know-how advice in how to select the right model for drugs acting on the kidney. In addition the Company offers several rodent models covering diabetic kidney disease, chronic kidney disease, acute kidney injury and kidney failure, as well as models of glomerulopathy. Study endpoint offerings include kidney function assessment by transdermal glomerular filtration rate (GFR) measurement, bio-chemical assessment of plasma and urine markers of kidney function and injury, AI-assisted scoring of glomeru-losclerosis, RNA sequencing and bioinformatics of bulk or glomeruli isolated RNA, to 3D kidney imaging with automated analyses of structural and functional kidney endpoints;

- **Lungs (IPF)**: The Company offers a bleomycin-induced and spirometry-confirmed mouse model of fibrotic lung diseases that allows for anti-fibrotic drug testing unconfounded by anti-inflammatory effects. Different clinical and pre-clinical endpoints are applied to improve model translatability;

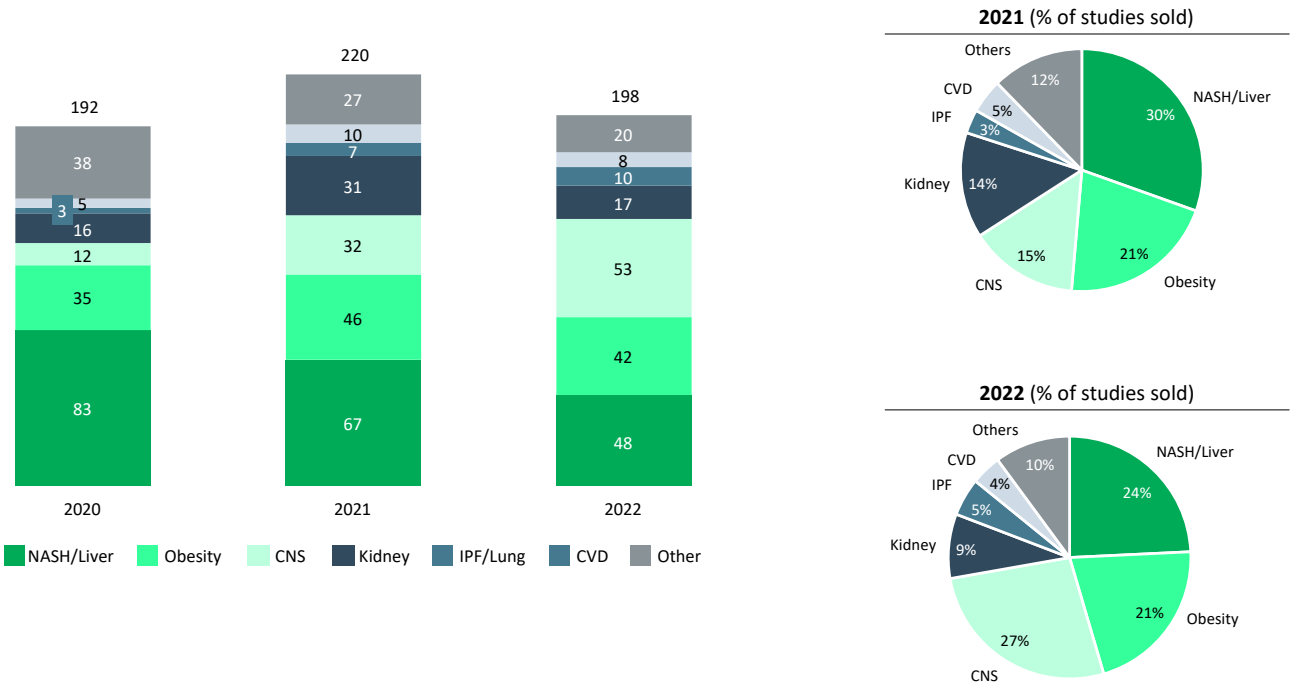
- **Gut (IBD)**: The Company offers advanced dextran sodium sulfate (DSS) mouse models of acute and chronic inflammatory bowel disease (IBD) with intestinal fibrosis for disease prevention and intervention studies. In vivo data are coupled with advanced histological techniques for in-depth characterisation of drug effects on disease hallmarks and therapeutic end-points;

- **Hearth (CVD)**: The Company offers a combination of advanced in vivo, ex vivo and in vitro methodologies that can be individually combined to evaluate drug efficacy in cardiovascular diseases. Studies may include echocar-diography using a high-resolution imaging platform, 3D imaging of aortic plaque lesion and inflammation with quantification of cardiac volumes and capillary densities, as well as single-cell and bulk myocardial RNA sequencing; and

- **Brain (CNS)**: Going beyond metabolism and fibrosis, the Company's imaging platform has shown promise for assessments of structural changes related to neurodegenerative diseases (Alzheimers and Parkinson) as well as for drug distributions of centrally acting therapeutics.

The charts below illustrate the diversification of the Company's CRO services by way of (i) number of studies that the Company has performed split by disease area and (ii) the development in disease areas based on percentage of studies sold.

Figure 5: Number of studies split by disease area (left) and development in disease area based on percentage of studies sold (right)



In 2022, the Company experienced a more balanced mixture of studies across disease areas. A focus on developing new areas, such as within brain (CNS) and lungs (IPF) have materialised into increased number of studies sold and have resulted in the liver (NASH) area gradually being balanced out. The growth in the CNS segment is driven by an increasing prevalence of multiple sclerosis, Alzheimer's and Parkinson's and is expected to will accelerate the future growth of the CRO Segment. Obesity is maintaining strong performance and is expected to pick up along with the increased focus on this disease area by large pharmaceutical companies. For IPF, the Company has seen a very rapid uptake by the market (of standard models) and a great interest to collaborate on developing new translatable models of IPF. The Company expects this area to increase in 2023 and forward. For CVD, the Company has spent the past four years working with different models of diabetic cardiomyopathy. The CVD area is a very broad and complex area, but a lot of customers are looking for new models within this area. The Company has established some models but need to develop this area more over the coming years. IBD model development is ongoing in collaboration with Ferring Pharmaceuticals SA. Further, the kidney field is showing increased traction, in particular for high-end long-term models to which the Company can utilise its in vivo expertise. However, the Company continuously believes that the NASH market constitutes a huge potential with a prevalence rate of non-alcoholic fatty liver disease (NAFLD) beyond 25%, meanwhile in US and Europe no treatments have been approved and recently multiple new compounds with strong results have surfaced. The global NASH market is forecasted to increase with a CAGR of 35% in the period financial years ended 31 December 2021 to 2030, increasing the expectations for outsourced NASH studies.

With its technological development and new growth within its disease areas, the Company is a fully integrated and digitised service provider for the type of pre-clinical research processes sought by its customers. Combined with the Company's disease area specialisation and deep knowledge, the Company considers itself a key pre-clinical research-partner for several pharmaceutical and biotechnology companies world-wide offering various value propositions throughout different project development phases, including:

- **Early candidates and validation**: The Company offers first testing of drug candidates and early screening models using e.g., automatic food-monitoring systems and glucose tolerance tests.

- **Proof of concept studies**: The Company shows proof of concept for a given drug concept, often through a four to 12 week-long study with multiple endpoints.

- **Mechanism of action studies**: The Company helps to unravel the mechanism of action of a given drug, using high-end rodent models, organ specific tests, target understanding, understanding of off-site effects and safety concerns. Studies may include stereotaxic drug administration, target knock-down or overexpression, bariatric surgery, selective vagal deafferentation, brain site-specific lesions, pair-feeding, gastric emptying, pica behaviour and conditioned taste aversion.

All of this together with the Company's high-end laboratory, animal testing facilities and technological platform as well as its specialised team of technicians and scientists allows the Company to offer a wide selection of specialised services within its CRO Segment. See also the figure and sections below for an overview and description of the Company's primary CRO services and examples of drug profiling.

The Company has among others been involved in the following key drug profiling:

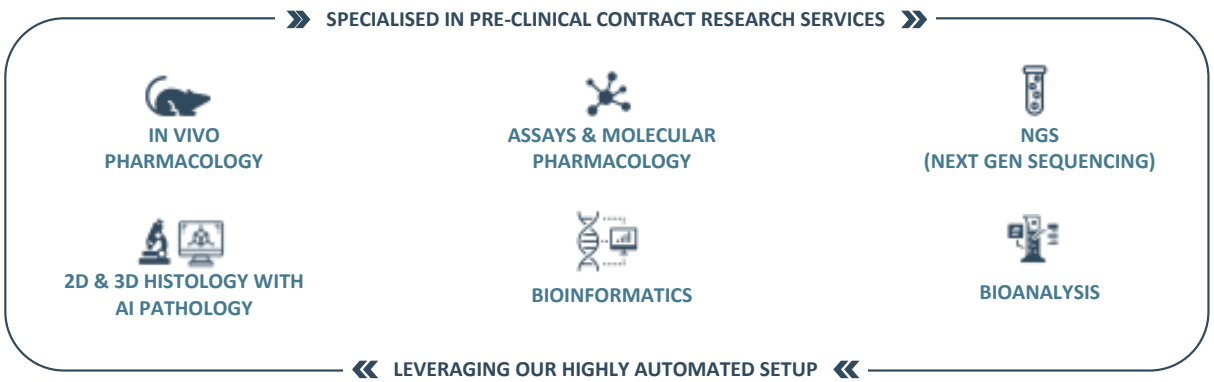
- *Liraglutide (Victoza, Saxenda)*: The Company has been involved in unravelling mechanism of action of liraglutide in brain regulation and key safety studies after marketing approval in diabetes;

- *Linagliptin (Trajenta)*: The Company has been involved in characterisation studies of antidiabetic effect of linagliptin and possible synergy with weight reducing gut-hormones;

- *Empagliflozin (Jardiance)*: The Company has been involved in understanding the anti-diabetic effects of empagliflozin; and

- *Tirzepatide (Mounjaro)*: The Company has been involved in publications around the mechanism of action of dual GLP-1-GIP agonists.

Figure 6: The Company's primary CRO services



6.5.4.1 In vivo pharmacology

The Company's in vivo set-up offers complete solutions for determining in vivo efficacy, mode-of-action and pharmacokinetics of compounds. The Company has expert hands-on experience with a wide variety of commercially available rodent models of human diseases, as well as highly ranked rodent models developed in-house offering customers a high degree of clinical translatability for late-stage clinical candidates. The Company's large selection of models provides the Company's customers with several key in vivo study endpoints within metabolic and fibrotic diseases. All of this combined with the Company's automated work streams, the Company's highly skilled team of micro-surgeons and group of skilled technicians covering 365 days a year, the Company offers broad pharmacology experience in key disease areas. Due to the availability of laboratory facilities and research animals as well as the Company's technological set-up allowing it to process data quickly, the Company has a short lead time enabling the Company to complete tests within a short time period.

6.5.4.2 Assays

The Company's assay team offers extensive experience with different ex vivo biochemical and immuno-assays, which combined with broad model knowledge ensures reproducible pre-clinical assay data packages. Solutions are custom-made to meet the customer's specific needs using a variety of tissues, blood or urine samples obtained during the in vivo phase of the study. This includes a variety of standard biochemical assays and immunoassays using high-throughput analysers with automated barcode-based sample handling to ensure high data integrity. Flow cytometry is offered as a service on multiple tissues in different disease indications and include immune phenotyping, population dynamics and target engagement assays.

6.5.4.3 Next generation sequencing (NGS) and bioinformatics

The Company can transform complex omics networks into clear interpretable data by offering advanced molecular analysis based on sequencing on both DNA and RNA. The Company's sequencing services can provide thousands of endpoints from a single sample in the form of single-cell or bulk RNAseq, as well as microbiomics analysis. All elements from design and sample collection to bioinformatic analysis are performed on-site at the Company's headquarters with a designated team of molecular biologists and bioinformaticians.

With experience from more than 10,000 tissue samples from the Company's own research and from publicly available sources, covering several organs samples from rodents to human, the Company has gained deep insights into the gene regulations involved in the development of metabolic diseases and their treatment. The Company can offer a fast turnover and bioinformatic analysis including interpretation of the data using its expert knowledge.

6.5.4.4 Tissue research with AI pathology

The Company offers complete tissue (histology) solutions including standard histochemical stainings, as well as single-, double- and triple antibody or gene expression analyses on any tissue from animal to human to help improve the quality of study endpoints. Solutions are custom-made to the customer's specific needs using tissue from the customer's internal experiments or tissue from in vivo studies performed at the Company. All tissue stainings are scanned and digitalised for subsequent image analyses using AI for histopathological scoring or other digital tools for standard. When required, the Company provides quantitative information from histological sections sampled based on stereological sampling principles to provide results that are unbiased, efficient, and more reliable than other ad hoc quantitative analyses. Regulatory agencies (FDA) increasingly recommend unbiased stereology data to support data from pre-clinical drug discovery.

The Gubra Histopathological Objective Scoring Technology ("**GHOST**") is the Company's framework for automated quantitative histology and digital pathology. GHOST is an in-house developed AI-app building tool that has enabled the Company to shift from manual histopathology to fully digitised and automated histopathogical scoring of several diseased tissues. The GHOST framework has been used to develop Kleiner and Ishak scores for liver disease NASH, glomerulosclerosis scores for several kidney models and Ashcroft score for lung fibrosis (IPF). Normally, such scores are made manually by a histopathologist, but using the GHOST AI framework and extensive annotation by histopathologists of tissue characteristics specific to the diseases, the Company's scientists have been able to develop an automated scoring system for the abovementioned disease models. The GHOST apps have enabled the Company to digitise and automate a traditionally very time consuming part of its service portfolio.

6.5.4.5 3D imaging

Included in the Company's catalogue of services is its advanced 3D imaging technology, which, the Company considers state-of-the-art within the Company's field, and is particularly useful for analyzing changes in complex organs like the brain. It can be utilised for several purposes e.g. for looking at neuronal activation (by staining for neuronal activation markers), global gene expression patterns (using in situ hybridization), protein expression (e.g. Tau protein or amyloid plaques) or for confirmation of RNA knockdown following AAV-delivered RNAi. The Company considers itself amongst the world leaders in whole organ imaging and AI-assisted quantification and believes that this approach is the future in pre-clinical drug discovery. Quantitative 3D light sheet microscopy can be applied to all organs in mice and rats. It can be used in combination with immunolabelling or in situ hybridisation, or for in vivo distribution of fluorescently labelled molecules. The Company's imaging platform is integrated into the Company's pipeline and works seamlessly in combination with the Company's animal models to ensure absolute quantification of disease endpoints.

Light sheet microscopy and whole organ labelling are revolutionising the understanding of disease progression and drug distribution. The Company has implemented these novel technologies into its existing pre-clinical platform and offers 3D imaging of intact organs with single cell resolution. 3D imaging is particularly useful when studying complex structures such as the vasculature or neuronal innervation. By injecting fluorescently labelled molecules, such as peptides or antibodies, the technology can also be used to visualise distribution throughout the body and in particular how they access the CNS.

Light sheet microscopy typically and conventionally involves a large degree of manual involvement in the lab and during analyses. To avoid this, the Company has robotised several lab procedures and developed a pipeline for semi-automated processing and analysis of data from the Company's light sheet microscopes. With its large scale setup, the Company has the competencies to run 100 samples (rodent models) at a time and can make quantitative readouts of cells in each individual brain and complete statistics and analysis in 284 brain areas in one scan. A scan of a simple brain can generate 200 GB of data in 45 minutes and the Company can handle data from more than 800 brains in one month.

6.5.4.6 Drug profiling

The Company's drug profiling department plays an important role in the Company's Discovery & Partnership Segment, although it is also offered as stand-alone CRO services. The catalogue of services includes receptor screening on human and rodent receptors by in-house or commercial cell lines, high-through-put robot-assisted automated pharmacokinetic ("**PK**") bioanalyses and chemistry, manufacturing and controls services ("**CMC**"). Accelerated and high throughput methods have also been developed for SAR (structure activity relationship) understanding of peptide solubility, physical and chemical stability.

6.5.4.7 The revenue model in the CRO Segment

The Company generates revenue using two revenue models in the CRO Segment based on the customers' needs: (i) the study-by-study model, and (ii) the flexible research hours (FRH) model.

Study-by-study:
The Company's primary revenue model within the CRO Segment is the study-by-study model, which offers a fixed study fee up-front. Customers purchase one study at a time as a fee-for-service model. The study fee is based on a detailed internal price-calculator ensuring consistent pricing over time and across customers.

Before signing a study-by-study contract, all aspects of the study are agreed upon with the customer with only minor adjustments to be made later on agreeing to updated terms. Cost breakdowns are generally not provided. All units in the price-calculator are usually adjusted once annually, e.g., taking into consideration inflation and cost of goods. Any subsequent add-ons to studies are priced and invoiced when agreed.

Study-by-study contracts are invoiced at multiple stages throughout the study. Typically, approximately 50% of the payment is invoiced upfront at the beginning of the project. Around 40% is invoiced when the data is presented for the customer and the final 10% is invoiced once the final report has been completed. During the initial dialogue with the customer, the customer's required scientific questions are laid out, and a proper model and primary endpoints are selected based on the discussion with the customer's team.

In the financial years ended 2020 to 2022, the Company's typical study-by-study price ranged from DKK 0.5 to 2 million with about 100-160 studies annually. Each study typically took two to six months to complete. During the period, the Company had around 70 to 100 different study-by-study customers.

Flexible Research Hours (FRH):
The Company's FRH model offers the customers a 12- or 24-months "hour bank" contract across all categories of expertise where hours are withdrawn from the account as they are actually spent on customer studies.

The agreements utilising the FRH model are based on a fixed hourly rate and contracted hours are invoiced in equal monthly instalments. Any special materials, technology fees, etc. are invoiced on a monthly basis upon usage. Hourly rates, material prices and technology fees are usually adjusted once annually. The FRH model offers a flexible set-up that combines all the benefits of a study-by-study contract with increased flexibility and decreased administrative burden. Contracts based on the FRH model varies, but include benefits such as a general discount, one-point-of-contact (key account manager) and priority access to special equipment and resources. These contracts are more suitable for sizeable loyal customers with a large annual volume of studies placed with the Company, or customers conducting explorative work or model development. Contrary to the Company's study-by-study model, the Company does not know the timing of when its customers wish to utilise their FRH, which can result in the Company having a number of outstanding hours sold.

In financial years ended 31 December 2020 to 2022, the average number of hours per FRH contract was around 2,800 hours and the average number of hours spent per year was 28,000. Further, in financial years ended 31 December 2020 to 2022, the Company had around 10 FRH contracts per year.

Given the Company's hybrid business model, the Company generally has capacity to initiate studies for customers once required.

6.5.4.8 Customers

The Company has a broad range of customers comprising a combination of big and small pharmaceutical and biotechnology companies. This, inter alia, provides the Company stability in times of fluctuating markets. In the Company's experience, the Company's ability to enable customers to progress their pre-clinical development for metabolic and fibrotic diseases with reliable and precise results, which has yielded a recurring blue-chip customer base comprising large pharmaceutical companies. The Company generally differentiates between the following four customer groups: (i) large pharmaceutical companies (companies with more than 1,000 employees), (ii) mid-sized pharmaceutical and biotechnology companies (companies with 100-1,000 employees), (iii) small pharmaceutical and biotechnology companies (companies with 1-100 employees), and (iv) academia.

Since the incorporation of the Company, the Company has provided services to 15[3] out of 20 of the largest pharmaceutical companies globally (measured based on fiscal year revenue). The largest global pharmaceutical companies are particularly attractive due to a large cross-selling potential.

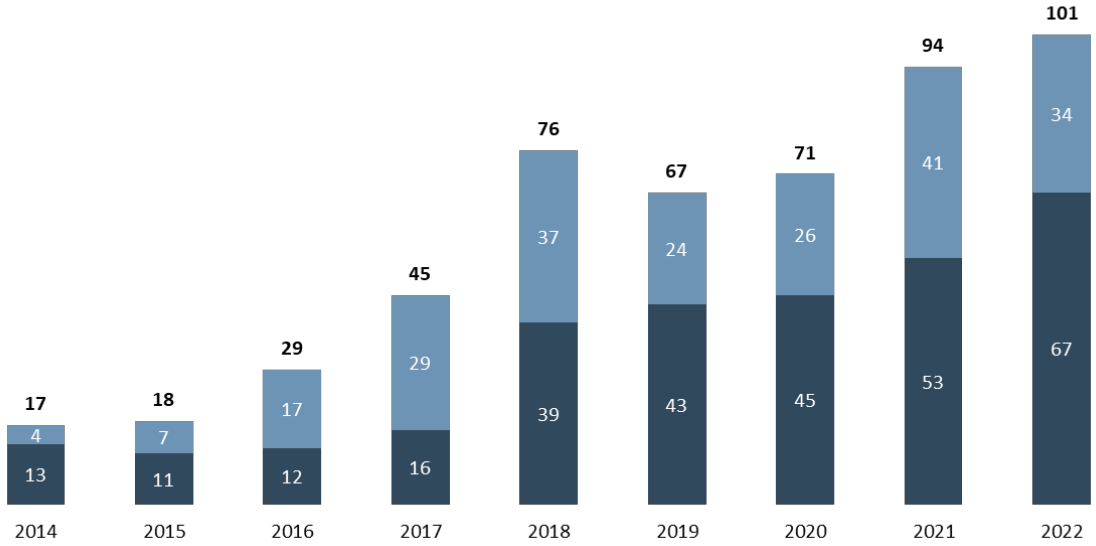
Customers categorised as large pharmaceutical companies, mid-sized pharmaceutical and biotechnology companies, small pharmaceutical and biotechnology companies and academia represented approximately 45% (DKK 58 million), 19% (DKK 25 million), 34% (DKK 45 million) and 2% (DKK 3 million), respectively, of the CRO Segment revenue for financial year ended 31 December 2022.

Since 2015, the Company has seen a substantial increase in its number of customers. This increase has been driven by new customers, as well as prior customers recurring as customers and in many cases gradually increasing their share of wallet. Existing customers are defined as customers that have had a transaction with the Company in previous years within the CRO Segment. New customers are defined as customers that have not previously had a transaction with the Company within the CRO Segment. The Company considers the development in the number of customers to be useful measure on its ability to retain customers and the ability to attract new customers.

The chart below shows the Company's increase in customers, split into existing customers and new customers, from the financial years ended 31 December 2014 to 2022.

[3] Of which one customer has only recently placed an order with the Company and not yet received any services.

Figure 7: The Company increase in customers from 2014 to 2022 in the CRO Segment



(1) Existing customers defined as customer that have had a transaction with the Company in previous years.
(2) New customers defined as customers that have not previously had a transaction with the Company.

Historically, the Company has not experienced any material trouble with its customer base as the Company's customers have always fulfilled their material contractual obligations towards the Company.

6.5.4.9 Sales and marketing

The Company's marketing strategy within the CRO Segment is built on word-of-mouth enabled by advocacy from previous customers. Throughout the phases of the CRO service purchasing process of its customers, the Company applies a target marketing approach. To create awareness, the Company operates through multiple content channels such as its website and news feeds, social media, campaign landing pages, conferences, customer seminars and Google SEO. In terms of any consideration or decisions, the Company has a dedicated sales team that potential customers can contact or arrange meetings with. The Company also hosts full day meetings with big pharmaceutical companies. To increase re-purchase by existing customers, the Company utilises its personal network, holds or attends open seminars, webinars and industry conferences and more.

The Company typically has a visibility of three to six months in terms of future CRO contracts based on already agreed projects, discussions with potential customers and the Company's knowledge of market sentiment. In respect of the timeline around the pipeline of CRO contracts it typically takes one to three months to reach agreement. To keep track of the pipeline of customer leads and study discussions, the Company's sales team use HubSpot. Models can vary greatly in pricing across diseases but also within disease areas.

The Company has an interconnected buy and nurture cycle for its customers in the CRO Segment. Firstly, the Company has a focus on identifying and understanding the customer's needs to engage in scientific dialogue with them. Secondly, the Company engages in counselling and negotiations with the customer to advise on optimal study designs and services as well as to agree on a price. Thereafter, the customer is provided with supporting information on the added value of selecting services from the Company while contemplating their evaluation. Once the customer has decided to purchase CRO services from the Company, the Company facilitates a legal process to finalise the purchase. Throughout the process, the customer is provided with data and once the study has been finalised, the customer is offered to process and reflect on the study while engaging in scientific discussions with the Company about the data and potential future studies.

6.5.4.10 Customer data integrity

The Company has a focus on data integrity throughout its processes both in its CRO Segment and its Discovery & Partnership Segment. This means that the Company ensures that its customers materials and data from the CRO Segment are protected and are not misused in other studies, experiments, etc. conducted by the Company in the CRO Segment or in the Company's Discovery & Partnership Segment.

Any material or data received from a CRO Segment customer is used exclusively for the purposes stipulated in the contract with such customer, and the Company does not misuse material or data from other CRO Segment custom-

ers or from its partnerships in conducting its CRO studies or when carrying out discovery activities unless specifically permitted. Further, the results from experiments conducted in the CRO Segment are generally owned by the customer, with only limited rights for the Company to use the results, unless otherwise specifically agreed with the individual customer.

Similarly, the Company's Discovery & Partnership Segment does not rely on or utilise materials or data from its CRO Segment customers nor from other discovery projects in the Company's Discovery & Partnership Segment unless such use is agreed and allowed under the relevant agreements with the Company's customers and partners. In some instances, the Company enters into contracts with its customers where the Company contributes part of the study data (e.g. a study group of rodents treated with a control drug substance). In such studies some data are co-owned by the Company with specific customers. At other times, the Company may enter into co-development agreements where e.g., an animal model mimicking a certain disease is co-developed. In such cases, the Company is allowed to and can share such co-owned data with other customers/partners notwithstanding that the data is co-owned.

Databases used by the Company in its CRO Segment, and its Discovery & Partnership Segment are based on material and data collected by the Company from its own research, from research that the Company has been granted authorisation to use or from publicly available sources.

Other than set out above, the Company's CRO contracts do not restrict the Company from carrying out its operations under the CRO Segment and Discovery & Partnership Segment. Reference is also made to 6.5.5.3 "*Part III–Business–Business model–Discovery & Partnership Segment–Partnership projects*" for information on restrictions under the Company's Partnering Agreements (as defined herein).

6.5.5 Discovery & Partnership Segment

The Company's Discovery & Partnership Segment serves as the Company's drug discovery engine for identification of Pipeline Assets within metabolic and fibrotic diseases that has the potential to be or has been partnered. As such the Discovery & Partnership Segment focuses on the early development phases with the purpose of entering into partnerships combined with a portfolio strategy where the Company seeks to create value and generate revenue through partnerships.

Within the Discovery & Partnership Segment, the Company has two focus areas: (i) the Company's own discovery pipeline with Pipeline Assets aimed at subsequent partnering, and (ii) the Company's partnership pipeline with partnered Pipeline Assets. The latter focus area comprises both out-licensed Pipeline Assets identified by the Company and candidate targets identified by the partner on which the Company performs research to optimise the design of a Pipeline Asset. As such, prospective Pipeline Assets can start as either a part of the Company's own development pipeline or its partnership pipeline. However, most Pipeline Assets start off as part of the Company's own discovery pipeline and for these Pipeline Assets, the Company is always looking out for the right timing and opportunity to enter into a partnership to further advance such non-partnered Pipeline Assets. The Company may choose to enter into a partnership for one of its non-partnered Pipeline Assets at any point in the development process, but no later than phase IIa which is considered the latest partnering point. The point of out-licensing will be decided based on an individual risk and reward analysis, including where the Pipeline Asset is in the development phase, the Company's expectations and further development plans for the asset and the potential partner's capabilities.

The Company's current strategy is to have a maximum of two own Pipeline Assets within early clinical development at the same time as the Company will typically partner and, accordingly, lower the costs related to a Pipeline Asset before it enters the clinical development phase. The Company does not expect to develop any of its Pipeline Assets beyond phase IIa or through to marketing approval and commercialisation by itself. In general, the Company's own discovery pipeline is governed by an early partnering or a "kill early" approach and a low-cost approach to limit risks and development costs. Notwithstanding the aspiration to limit development costs, the Company will typically have upheld certain development costs in the event of early partnering or "kill early".

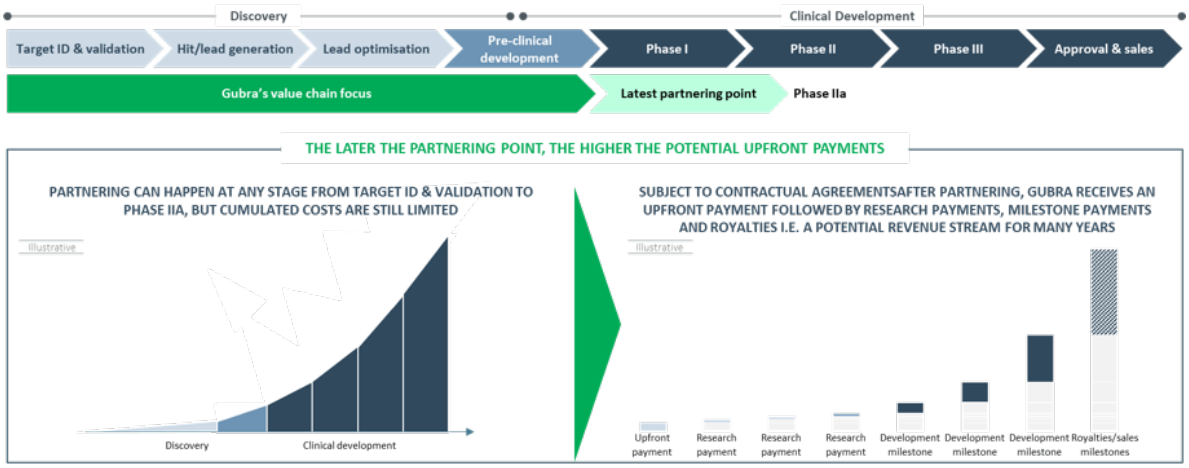
Currently, the Company has 14 Pipeline Assets, of which five have been partnered, while the Company deems that the remaining nine Pipeline Assets are ready for or has a clear path for maturation towards partnering. In addition hereto, the Company has a number of target and drug discovery development projects which over time may potentially develop into Pipeline Assets. See also 6.5.5.2 "*Part III–Business–Business model–Discovery & Partnership Segment–Product portfolio*" for an overview of the Company's current portfolio. The Company's pipeline currently includes one non-partnered Pipeline Assets, the Amylin Pipeline Asset, that is expected to enter the clinical phase in in the fourth quarter of 2023, see also 6.5.5.4 "*Part III–Business–Business model–Discovery & Partnership Segment–Non-partnership projects*".

Accordingly, the revenue model for the Company's Discovery & Partnership Segment is entering into partnering arrangements for the out-licensing of the Company's own Pipeline Assets and/or for the research and development of new Pipeline Asset. Generally, once a Pipeline Asset has been partnered, the Company will – depending on the individual partnership agreements, including certain thresholds/criteria, generally – be entitled to receive from its partners upfront payments, research payments as well as milestone payments and royalties. As of the date of this Prospectus, only one of the Company's Pipeline Asset, which has been partnered with Boehringer Ingelheim, has entered clinical development (development phase I) and thus the Company has yet to have any Pipeline Assets approved for commercialisation. Accordingly, as of the date of this Prospectus, the Company has not yet received any royalties from its partners from the sale of drugs developed on the basis of or incorporating any of the Company's Pipeline Assets as no such drugs have been sold. The Company's revenue model offers a biotechnology potential upside (in the form of development milestone payments and single digit royalties, which are contingent upon certain development stages and net sale amounts being reached) with less development cost.

The Company's costs related to the Pipeline Assets are typically reduced significantly immediately after partnering. This is due to the fact that further development costs for the most part are transferred to the partner, and that the upfront payments received from the partner typically covers the Company's development costs up until the time of partnering. The Company may, however, to some extent take on extra self-financed development costs if new technological advancements or drug developments are considered important to shorten co-development time.

The chart below illustrates the Company's revenue model in the value chain in the Discovery & Partnership Segment and the Company's typical operational space within the discovery and pre-clinical phases of the drug value chain:

Figure 8: Revenue model for the Discovery & Partnership Segment (for illustrative purposes)



The Company's Discovery & Partnership Segment is based on the Company's understanding of peptide chemistry and extensive experience in improving the therapeutic characteristics of naturally occurring peptides by identifying, modifying and optimising their structures. The modifications that the Company makes are designed to improve the attributes of the peptides, including their therapeutic benefits, duration of action, stability and convenience of use compared to other treatment options. The Company's expertise in peptide chemistry and pharmaceutical development is complemented by strong downstream development competencies, including a pre-clinical development team with experience in quality assurance and in regulatory matters.

Additionally, the Company's position in peptide drug discovery is due to its broad and deep understanding of the therapeutic potential within metabolic and fibrotic diseases combined with its systematic and integrated approach to Pipeline Asset development. After having identified peptides, which are likely to play a role within the Company's therapeutic scope, the Company's research and development team designs, formulates and tests innovative peptide analogues. The Company's research and development organisation is structured to enable dynamic collaboration across various functions and project teams at each stage of the pre-clinical discovery and development, allowing the Company to quickly advance promising opportunities and while taking advantage of the Company's extensive knowledge of peptide design and product development. The Company believes that it has the requisite in-house capabilities to discover and research Pipeline Assets in its selected disease areas.

Further, throughout the discovery process, the Company is able to take advantage of synergies with its CRO Segment, as the Company can utilise its vast and specialised CRO services to analyse and develop potential Pipeline Assets discovered in its Discovery & Partnership Segment. See also 6.3 "*Part III–Business–Strengths*". The Company always observes a strong data integrity, ensuring that no data is misused, see 6.5.4.10 "*Business–Business–Business model–CRO Segment–Customer data integrity*". Further, the Company has processes in place headed by a project steering group ensuring that the Company does not initiate internal drug discovery projects for specific targets, if such targets are subject to exclusivity pursuant to a partnership agreement, restricting the Company from carrying out any form of discovery projects encompassing said targets.

6.5.5.1 The streaMLine Platform

Regardless of whether a Pipeline Asset was discovered as part of the Company's own pipeline or partnership pipeline, for both processes, the Company utilises its in-house developed target and drug discovery platform, the streaMLine Platform, which was launched during 2019 and which consists of a large collection of in-house developed applications and systems that can be further expanded upon.

The streaMLine Platform is developed by the Company's medicinal chemists and data scientists to provide a flexible platform for systematic and unbiased screening and development of novel peptide drugs. The platform relies on integrated advanced laboratory facilities for high-throughput data generation and ML and AI algorithms trained to recognise drug hallmarks. With the Company's streaMLine Platform, combined with the Company's comprehensive databases containing hundreds of pre-clinical and clinical samples and arrays, the Company's high-end next generation sequencing (NGS) methodologies and team of highly skilled computational biologists, the Company is continuously developing and improving its platform for prediction, qualification and validation of targets. The Company has a dedicated technology team consisting of programmers, medicinal chemists and data scientists who are constantly updating and improving the streaMLine Platform and the Company's overall technological set-up to ensure that the Company can always be on the forefront of drug discovery within its field. As at 31 December 2022, such team comprised 36 FTEs.

The streaMLine Platform covers the full spectrum from generation of data to target identification and lead compound generation. The streaMLine Platform enables highly specialised identification and improvements of new targets and evaluation of existing ones, as well as rapid discovery of novel peptides against new or established targets, and offers a number of advantages compared to conventional peptide drug discovery:

- **Rapid synthesis and characterisation of peptides**: The streaMLine Platform enables the Company to design more than 4,000 peptides per month, compared to a few hundred peptides per month before the introduction of the streaMLine Platform.

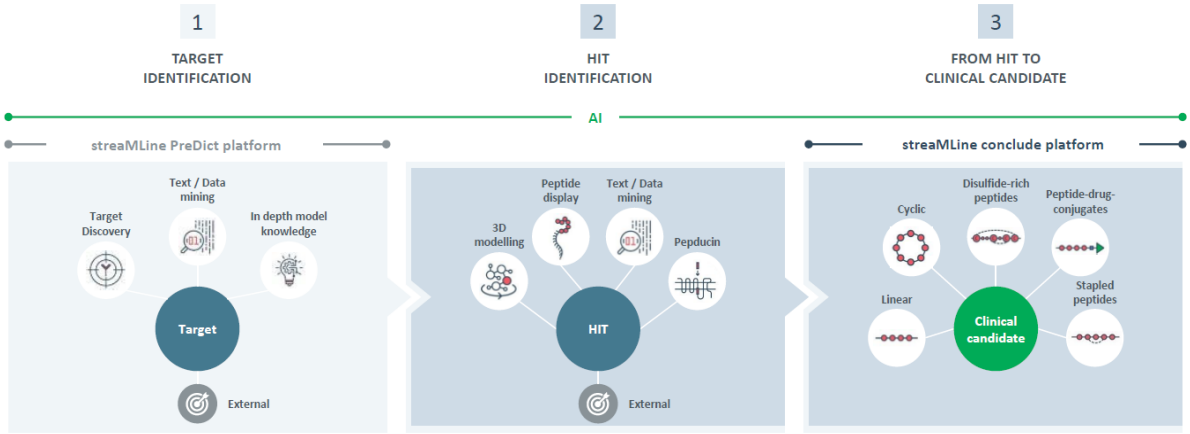
- **Unbiased and systematic design and analysis**: The automatic ML- and AI-based platform ensures that peptide designs and analysis are unbiased and performed under the same conditions.

- **streaMLine-based patent applications**: Understanding which properties of the designed peptides that both improve and deteriorate the designed peptide provides a potential for solid patent protection compared to conventionally sought peptide patents. See also 6.5.5.4 "*Part III–Business–Business model–Discovery & Partnership Segment–Non-partnership projects*" regarding the Company's Amylin Pipeline Asset to which the PCT application filed in 2021 is based on data provided by the streaMLine Platform.

- **Increased pipeline capacity**: In its current stage, the automated process of analysing peptides will allow the Company to focus on four to six projects simultaneously on an annual basis instead of historically two to three using fewer researchers. See also 6.4.4 "*Part III–Business–Strategy–Company near to mid-term aspirations*".

The streaMLine Platform comprises two components: (i) the preDict target discovery platform (the "**streaMLine preDict Platform**"), and (ii) the conClude drug discovery platform (the "**streaMLine conClude platform**"). By deploying the streaMLine Platform, the Company has developed a method to use ML and AI technology throughout the process ranging from target identification to clinical candidates.

Figure 9: The streaMLine discovery process



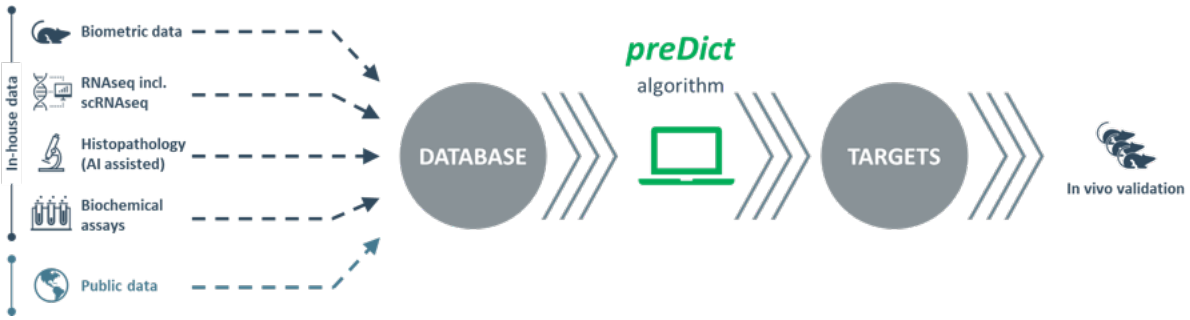
6.5.5.1.1 streaMLine preDict – Target discovery platform

Discovery of new therapeutic targets is essential for the development of new medicines and lays the foundation for any successful drug discovery.

For the identification of potential targets, the Company utilises its unique in-house developed streaMLine preDict Platform, which is focused on target identification by utilising ML and AI to integrate data from various sources such as publicly available sources, own data generated within the CRO Segment and the Discovery & Partnership Segment (see 6.5.4.10 "*Part III–Business–Business model–CRO Segment–Customer data integrity*" for a description of the handling of data from the Company's CRO Segment) to provide a ranking of genes based on the relevance as therapeutic targets. In brief, the streaMLine preDict Platform combines vast amounts of pre-clinical data to identify novel targets that has the potential of being clinically efficacious and safe. The Company applies advanced analytical methods such as qualitative single cell RNAseq (scRNAseq) and quantitative bulk RNAseq in combination with AI assisted histopathology data and various biochemical assays on samples from e.g., the Company's industry golden standard rodent disease models. In addition, through the use of automatic text and data mining, the streaMLine preDict Platform can search for novelty, disease associations and specific key words in patent literature to identify targets of potential high relevance. Eventually, evaluation of clinical data is included to ensure human translatability of targets.

Targets are subsequently evaluated using gene knock-in/knock-out technologies in the Company's rodent models and if addressable by peptides (i) moved to the Company's drug discovery platform, or (ii) partnered with another company offering other drug therapies (e.g., small molecules or RNA based therapies) if it is not addressable by peptides.

Figure 10: The streaMLine preDict process



6.5.5.1.2 streaMLine conclude – Drug discovery platform

Once a potential target has been discovered, e.g., by using the streaMLine preDict Platform, the process moves from the target discovery phase to the drug discovery phase to identify potential hit molecules that can lead to pre-clinical and clinical candidates and ultimately out-licensing.

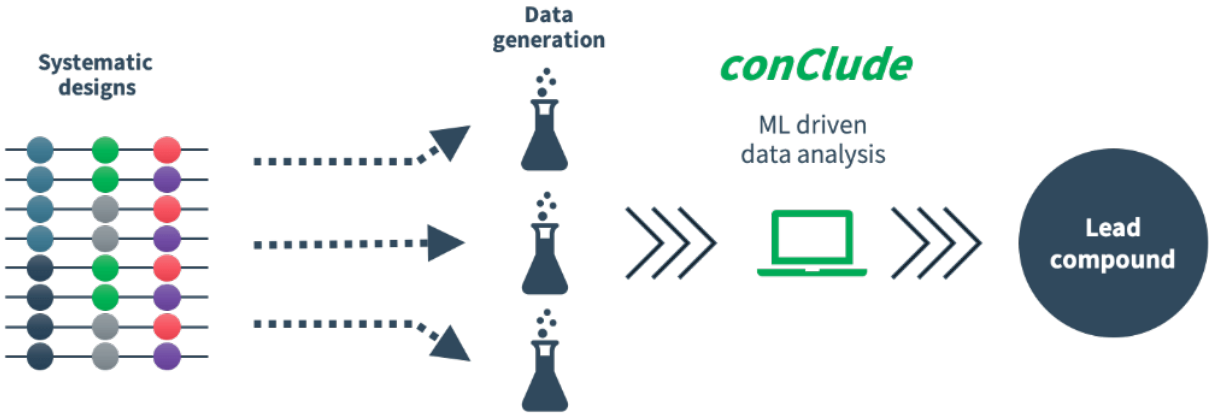
For identifying hit molecules, the Company is developing several strategies. Outside of the lab, the Company is using text and data mining to automatically search for sequences (specific peptides) and targets in open-source and patent databases which enables the Company to track and identify areas within its expertise that is gaining attraction from academia and industry. Further, the Company is using 3D modelling technologies such as the AI-based system AlphaFold (licensed from Google). AlphaFold, is a novel AI prediction tool that can generate rather precise 3D maps of a given target protein's 3D structure solely based on its amino acid sequence. The Company is using 3D modelling of target protein binding pockets to generate amino acid sequence hit molecules with potential peptide binding ability that can then enter the streaMLine Platform.

In the lab, the Company can, inter alia, use peptide mRNA display enabling the Company to screen more than one trillion (barcoded) molecules (cyclic peptides) in a 2ml tube and subsequently test which molecules interact with a given target. Another strategy in the lab includes searching for so-called pepducin. In this approach, a systematic search for agonists and antagonists of G protein-coupled receptors, the most commonly drug-targeted class of proteins is done by synthesizing and testing hundreds of small fragments of the investigated G protein-coupled receptor and testing them against the G protein-coupled receptor itself.

When hits have been identified, the Company can use its streaMLine conClude Platform to analyse whether the hit molecules that can lead to pre-clinical and clinical candidates.

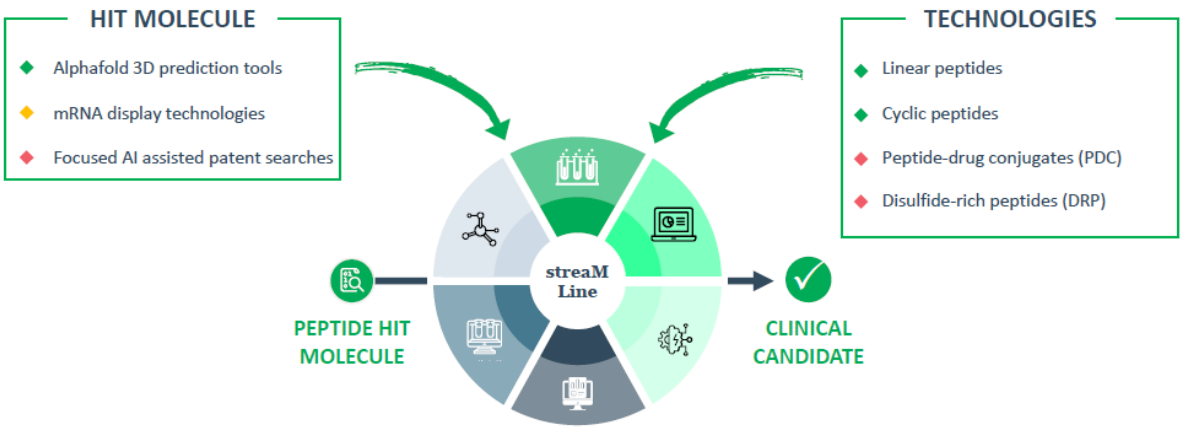
The streaMLine conClude Platform also utilises ML and AI to achieve an unbiased and systematic approach to peptide drug discovery and delivers rapid synthesis and characterisation of complex peptides. The streaMLine conClude Platform is based on a combination of systematic peptide design and evaluation together with the ability to produce and analyse peptide compounds in a high volume. This serves as a basis for fast execution of drug discovery projects that attempt to minimise bias typically resulting from conventional manual compound design. The peptides are concomitantly tested for selectivity, potency, solubility and physical stability. Currently, all of the Company drug discovery projects are performed on the streaMLine Platform generating a high number of novel peptide structures with improved functions.

Figure 11: The streaMLine conClude process



When a hit has been identified, the streaMLine Platform may be used to bridge the gap from hit to clinical candidate using an automated and holistic approach as illustrated below.

Figure 12: From hit molecule to clinical candidate process



The streaMLine process is a circular process that can evaluate several aspects of the molecule simultaneously, resulting in the ability to rapidly modify molecule designs and thus optimising the hit molecule before testing it in vivo in the Company's readily available and translatable models. The integrated solutions in the streaMLine process allows the Company to easily analyse large amounts of data from multiple own data systems ensuring efficiency and integrity, while the streaMLine Platform also automatically and artificially update its input through continuous usage.

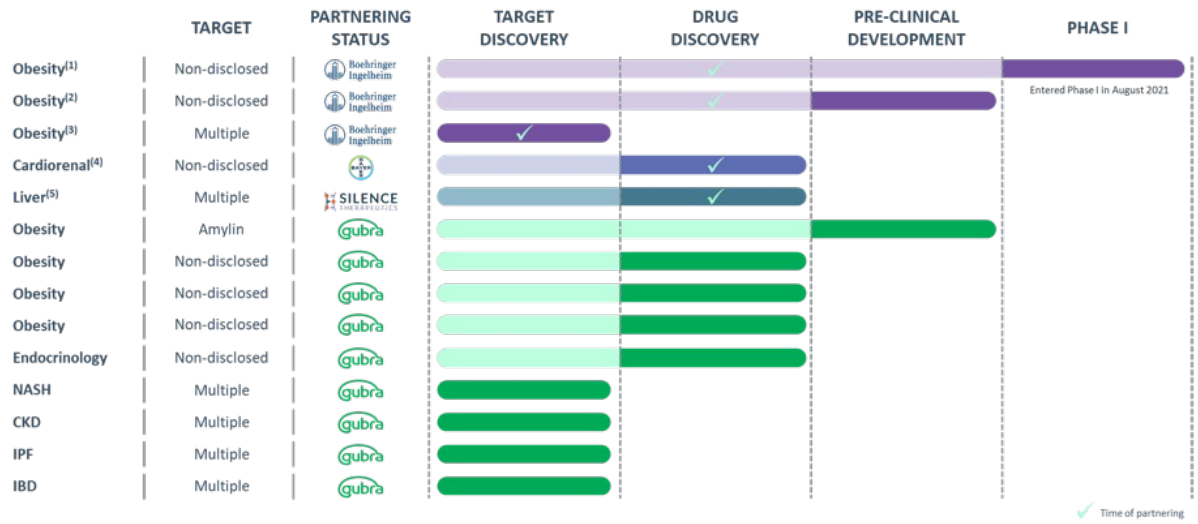
With the streaMLine Platform, the Company can accelerate clinical candidate identification and quickly optimise peptides for clinical trials utilising computational directed chemistry. Conventional peptide drug discovery requires multiple cycles of rational human design and offers a low throughput with long waiting times between cycles compared to the Company's proprietary drug discovery process with the streaMLine Platform. Further, the streaMLine Platform can reduce risk as the platform enables the Company to run multiple projects in parallel, commanding fewer FTEs per project, which presumptively leads to lower pre-clinical development costs per project.

By making use of and by analysing the Company's large data libraries, e.g., from internal model characterisation studies, the Company can utilise its streaMLine Platform to pinpoint clinical candidates, introduce good effects and simultaneously remove negative effects. This large peptide libraries also provides a potential for solid patent protection compared to conventionally developed peptide patents.

6.5.5.2 Product portfolio

As of the date of this Prospectus, the Company has 14 drug discovery projects in its pipeline (Pipeline Assets). The overview below shows the Company's pipeline, including partners (where relevant), potential targets, disease areas, target discovery process and drug discovery process:

Figure 13: The Company's pipeline



(1) Partnership entered into with Boehringer Ingelheim during drug discovery phase pursuant to 2017 BI Agreement in August 2017.
(2) Partnership entered into with Boehringer Ingelheim during drug discovery phase pursuant to 2019 BI Agreement in May 2019.
(3) Partnership entered into with Boehringer Ingelheim during target discovery phase pursuant to 2021 BI Agreement in March 2021.
(4) Partnership entered into with Bayer during drug discovery phase pursuant to Bayer Agreement in September 2021.
(5) Partnership entered into with Silence during drug discovery phase pursuant to Silence Agreement in January 2022.

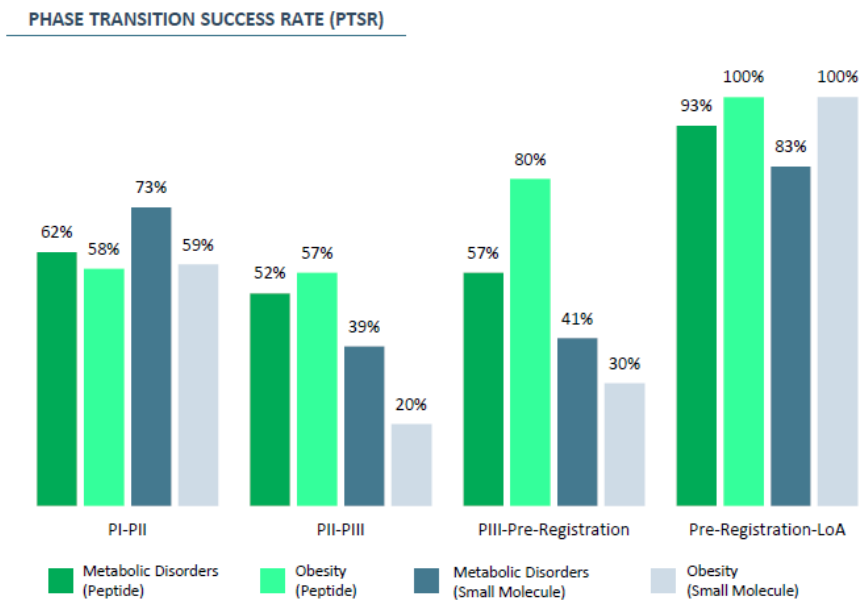
Future peptide drug discovery projects will be able to address a much broader palette of targets as the streaMLine Platform is continually being expanded to accommodate both the synthesis and analysis of more complex peptides. Historically, the Company has been primarily focused on linear peptides of which there exists a finite number. For this reason, among other things, and to expand its capabilities, the streaMLine Platform has been upgraded to be able to handle cyclic peptides (January 2023) and currently the streaMLine Platform is being prepared for the accommodation of both di and tri-cyclic peptides (expected during 2023/2024). Bringing in cyclic peptides to the streaMLine Platform not only opens up a broader palette of targets, but the rigid cyclic structures will also enable development of orally available peptides. The Company is also planning on introducing peptide drug conjugates, which are peptides that are suitable for conjugation to drugs or antisense oligonucleotides as well as stapled peptides that are resistant to degradation.

6.5.5.3 Partnership projects

As of the date of this Prospectus, the Company has five partnered Pipeline Assets. Of the currently five projects, one has completed phase I and one has entered the clinical development phase. The rest are on track for delivering clinical candidates and are expected to be moved into the clinical development phase within two to four years.

Generally, in the Company's market, the phase transition success rate for peptide-based metabolic disorders in development phase I is 62%. Further, the success rate in the market for completing phase II is 52%, 57% for going from phase II to phase III and 93% for going from phase III to commercialisation, which is also illustrated below.

Figure 14: Selected clinical trial success probabilities[4]



Partnerships

The five partnered Pipeline Asset partnerships comprise:

- Collaboration and license agreement with Boehringer Ingelheim International GmbH ("**Boehringer Ingelheim**") dated 1 August 2017 (the "**2017 BI Agreement**") concerning the development of novel peptide compounds to treat obesity and a co-exclusive, worldwide license (with the right to sublicense) for certain of the Company's know-how to Boehringer Ingelheim relating to the identification, characterisation, selection, optimisation and researching of actual or potential compounds in the conduct of the research collaboration under the 2017 BI Agreement. Further, under the 2017 BI Agreement, the Company has granted to Boehringer Ingelheim an exclusive, worldwide, royalty-bearing, transferable license (with the right to sublicense) to, inter alia, further develop and commercialise the compounds or products developed under the 2017 BI Agreement (collectively, the "**2017 BI License**").

- Collaboration and license agreement with Boehringer Ingelheim dated 1 May 2019 (the "**2019 BI Agreement**") concerning the development of novel peptide poly-agonists for the treatment of obesity and concomitant diseases and a co-exclusive, worldwide license (with the right to sublicense) for certain of the Company's know-how to Boehringer Ingelheim relating to the identification, characterisation, selection, optimisation and research of actual or potential compounds in the conduct of the research collaboration under the 2019 BI Agreement. Further, under the 2019 BI Agreement, the Company has granted to Boehringer Ingelheim an exclusive, worldwide, royalty-bearing, transferable license (with the right to sublicense) to, inter alia, further develop and commercialise the compounds or products developed under the 2019 BI License.

- Research and license agreement with Boehringer Ingelheim dated 1 March 2021 (the "**2021 BI Agreement**") concerning the identification and validation of targets and innovative peptide compounds for the treatment of obesity and concomitant diseases and a co-exclusive, worldwide license (with the right to sublicense) for certain of the Company's know-how to Boehringer Ingelheim solely for the purpose of carrying out research activities related to the research programme as well as for the evaluation of whether to utilise the option to license selected targets granted under the 2021 BI Agreement. Further, under the 2021 BI Agreement, the option to license granted under the 2021 BI Agreement may be exercised by Boehringer Ingelheim, resulting in the Company granting an exclusive, perpetual, worldwide, cost-bearing, transferable license (with the right to sublicense) to, inter alia, further develop and commercialise the licensed compounds or products.

  Any licenses pertaining to the use of the Company's know-how and patent rights, if any, (including any current and future patents applications) in the researching of products or compounds are granted on a co-exclusive basis only (without any right to sublicense except as set out in the respective agreement), and only in relation to know-how and specific patent rights, if any, that, inter alia, relates solely to or is necessary for the development, manufacture, use, sale, marketing or promotion of compounds covered under the respective agreements. The

[4] Source: GlobalData Inc.

exclusive licenses to the use of the Company's know-how and patent rights, if any, are granted only insofar as they, inter alia, pertain to the further development, commercialisation, selling and exploitation of compounds or products developed under the particular research and collaboration agreement with Boehringer Ingelheim.

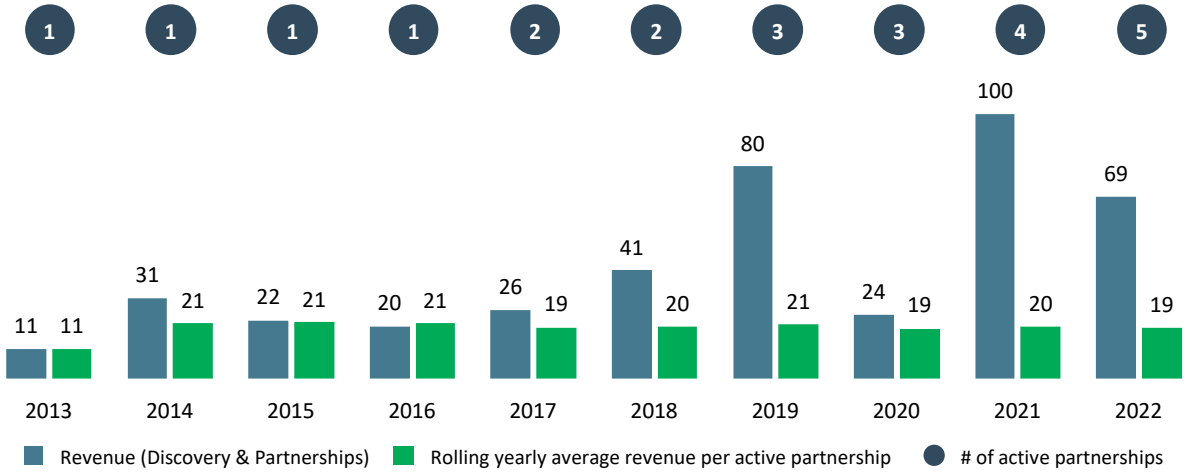
- Research collaboration and license agreement with Bayer AG ("**Bayer**") dated 16 September 2021 (the "**Bayer Agreement**") concerning the parties' collaboration in a research project related to the development of novel peptide therapeutics to treat cardiorenal diseases and a non-exclusive, worldwide license (with the right to sublicense) for certain of the Company's know-how and patents rights (including any current and future patents applications and patents (if any)) to Bayer for the purpose of researching and developing products under the Bayer Agreement. Further, under the Bayer Agreement, the Company has granted to Bayer an exclusive, worldwide, royalty-bearing license (with the right to sublicense) to, inter alia, develop and commercialise the products developed under the Bayer Agreement.

- Research collaboration, target validation and option agreement with Silence Therapeutics PLC ("**Silence**") dated 10 January 2022 (the "**Silence Agreement**" and together with the 2017 BI Agreement, the 2019 BI Agreement, the 2021 BI Agreement and the Bayer Agreement, the "**Partnering Agreements**") concerning the parties' collaboration in the research and development of novel peptide compounds to treat liver diseases. The Company and Silence have granted each other exclusivity for a period of five years in respect of the discovery, identification, qualification, validation, research, development, manufacture or commercialisation of any product or therapy directed to or against any collaboration targets for use in the Silence Agreement's research collaboration field. Pursuant to the Silence Agreement, Silence has been granted an option to negotiate for an exclusive royalty-bearing license to discover, research, develop, manufacture, commercialise, use, sell, offer for sale, make, have made, import and otherwise exploit any products directed to or against one or more collaboration targets set out in the Silence Agreement. The Silence Agreement is effective two years and will conclude automatically following such period, provided that for any collaboration target for which validation activities are initiated but not completed prior to the expiration of the Silence Agreement's term, the research collaboration term shall continue on a collaboration target-by-collaboration target basis until conclusion of validation of such targets and that certain provisions, such as exclusivity for selected discovery targets under the agreement will for at five years from the commencement date.

Economic terms

For the purpose of partnering agreements, the Company generally seeks a combination of upfront payments, milestone payments and royalties from its partners. Since 2017, the Company has received aggregated revenue from its current partnered projects of more than DKK 300 million with an unrealised theoretical milestone potential of more than DKK 4.5 billion plus additional undisclosed milestones assuming that all milestones are duly and timely (based on Company's assessment hereof), plus additional potential royalties ranging from low single-digit to low double-digit royalty on net sales. This milestone potential excludes aggregated milestone potential of up to DKK 420 million for the period until the end of 2026. Given the industry that the Group is operating in, it is not expected that every partnership will result in the successful research, development or commercialisation of all the indications that are covered by the respective partnership agreements, especially given the fact that it is common for certain partners to pursue research and development regarding several and overlapping indications and that partners may choose not to further pursue research, development and/or commercialisation of the relevant indication due to other reasons. As a result the Company does not find it likely that all milestones or royalty payments under the Company's current partnership agreements will be fully achieved. Since 2013, the Company has received DKK 425 million in total payments from all partnered projects (current and previous) equal to an average partnership revenue per year of approximately DKK 43 million with each partnership lasting for an average of five years in the period from 2013-2022 (Between 2013-2022, a total of two partnerships have been concluded, i.e., indicating a five year lifespan on average for this period). The average partnership revenue has increased in recent years owing to the progression of the partnered pipeline, such that the average revenue per year has been approximately DKK 63 million since 2018. Furthermore, the rolling average of partnership revenue per active partnership has been highly stable between 2013-2022, yielding DKK 19 million per year as illustrated below. Assuming that the Company will continue to have five active partnerships and with DKK 105 million in potential yearly revenue from the Discovery & Partnership Segment, in the period 2023 to 2026, the Company could yield DKK 21 million on a rolling average per year. Between 2013-2022, a total of two partnerships have been concluded, i.e., indicating a five-year lifespan on average for this period. Certain financial information included in this Prospectus cover a period prior to the financial year ended 31 December 2020 and as a result were calculated based on financial data that was derived from financial statements that were prepared under Danish GAAP for the period between the financial years ended 31 December 2009 to 2019 as well as financial data derived from financial statements that were prepared under IFRS for the period from the financial years ended 31 December 2020 and onwards. Since this financial data was not calculated using the same accounting standards for each year, such may not be comparable, and investors should therefore not put undue reliance on this measure.

Figure 15: Development in the Discovery & Partnership Segment[1]



(1) Financials for the financial years ended 31 December 2020 to 2022 are prepared according to IFRS. Financials for the financial years ended 31 December 2009 to 2018 are prepared according to Danish GAAP. The financial statements for the financial year ended 31 December 2019 were historically prepared in accordance with Danish GAAP. However, due to the conversion to IFRS in connection with the preparation for the Consolidated Financial Statements and as a result of the implementation of IFRS 15, certain partnership revenue that was recognized as revenue in the financial accounts prepared pursuant to Danish GAAP for the year ended 31 December 2019 is similarly recognized as revenue in the financial accounts prepared pursuant to IFRS for the financial year ended 31 December 2020. In order to avoid double-count of such revenue, the revenue presented for the financial year ended 31 December 2019 in the table above has been adjusted in the amount of DKK 2.8 million. IFRS accounting compared to GAAP has no impact on revenue from CRO services.

The Company has not received any sales related milestones and/or royalty payments.

The following economic terms have been agreed for the Company's current partnering agreements:

- 2017 BI Agreement: the Company is entitled to receive (contingent on the achievement of certain development, regulatory and commercialisation milestones) up to DKK 1.8 billion (of which part of the amount has already been received) in upfront payment and potential future milestone payments and an additional potential low single-digit to low double-digit royalty payments on annually aggregated net sales of products developed under the 2017 BI Agreement.

- 2019 BI Agreement: the Company is entitled to receive (contingent on the achievement of certain development, regulatory and commercialisation milestones) up to DKK 1.8 billion (of which part of the amount as already been received) in upfront payment and potential future milestone payments and an additional potential low single-digit to low double-digit royalty payments on annually aggregated net sales of products developed under the 2019 BI Agreement.

- 2021 BI Agreement: the Company is entitled to receive (contingent on the achievement of certain development, regulatory and commercialisation milestones) an undisclosed amount (of which an undisclosed amount has already been received). Future agreement payments are associated with trigger events standard for the industry, e.g., in the form of one or several of the following elements: research payments, research or sales milestone payments, royalties etc.

- Bayer Agreement: the Company is entitled to receive (contingent on the achievement of certain development, regulatory and commercialisation milestones) up to DKK 1.6 billion (of which part of the amount has already been received) in upfront payment and potential future milestone payments and an additional potential mid-single-digit to low double-digit royalty payments on annually aggregated net commercial sales of products developed under the Bayer Agreement and technology access fee.

- Silence Agreement: no payments have been made and future economic terms are subject to the entering into of a potential license agreement related hereto as set out above.

General terms

Pursuant to the Partnering Agreements, the collaboration partners have generally undertaken to use reasonable commercial efforts to develop and commercialise compounds and products comprised by such agreements and, at least from the beginning of the clinical phase, will often be fully responsible for all costs associated with the further development in accordance with the respective agreement, as well as to maintain all regulatory approvals obtained for products developed under such respective agreements. Notwithstanding that the Company often includes

anti-shelving provisions when entering partnership agreements, which oblige the Company's partner to use commercially reasonable efforts to ensure further development and commercialisation of the Company's Pipeline Assets, partners are left with wide discretion as to which commercialisation efforts that are undertaken and such may not be consistent with what the Company would deem a best effort commercialisation, or such partners may decide not to pursue development and commercialisation of the Company's Pipeline Assets or may also consider alternative pipeline assets other than the Company's for similar indications.

The fulfilment of the conditions for receiving milestones are subject to numerous risks and the partner's development effort, on which the Company has little control over. Further, the Company also has little insight into expected timing for fulfilment of potential milestones and/or status of development.

Further, the Company and the collaboration partners have generally given customary representations and warranties under the respective Partnering Agreements.

The licenses comprised by the Partnering Agreements will generally terminate on a country-by-country and product-by-product basis after the expiry of the royalty term (typically from the first commercial sale of such product occurs in the relevant country, and for 10 years), while intellectual rights related to the respective market products will remain with the partners.

Each of Boehringer Ingelheim, Bayer and Silence may terminate their respective Partnering Agreement(s) in whole for convenience, and in the events of a material breach, bankruptcy, insolvency or reorganisation of the other party. The Company may generally terminate the Partnership Agreements in case of material breach, bankruptcy and insolvency. The Company may terminate the Bayer Agreement if the other party fails to initiate a particular study. The Company deems these termination provisions to be customary.

Generally, the Partnering Agreements restrict the Company from entering into future agreements (for a certain period of time) in respect of specific selected discovery targets or for engaging in certain development activities. Additionally, some of the Company's Partnering Agreements contain notice provisions requiring the Company to notify the partner if the Company initiates certain trials for compounds in certain therapeutic classes. In terms of CRO services, the Partnering Agreements do not generally prohibit the Company from providing CRO Services to third parties, subject to certain qualifiers, e.g., that the Company did not know or could not reasonably have known that the respective CRO service related to the selected target pursuant to the Partnering Agreement (for which the Company is not always aware of the exact target of the compound being subject to the CRO service). Further, the Company has a focus on integrity, both in terms of partner/customer data (see also the section on data integrity as set out above under 6.5.4.10 "*Part III–Business–Business model–CRO Segment–Customer data integrity*") and that drug discovery carried out by the Company is not conflicting with any of the Company's internal or partnered drug discovery, i.e. that the Company is not breaching any CRO customer contracts or Partnering Agreements by conducting its own drug discovery or by performing any of the obligations in any of its two segments.

The Partnering Agreements are generally governed by German or Swiss law.

6.5.5.4 Non-partnership projects

As of the date of this Prospectus, the Company has nine Pipeline Assets in its own non-partnered discovery pipeline. The Company is actively looking for partnerships for four of these projects, while the Company aims at further developing the remaining five before it will actively seek to partner these.

The majority of the Company's non-partnered Pipeline Assets are currently centred around obesity with one in rare endocrine diseases (calcium metabolism). The most advanced of the obesity programmes is the Amylin Pipeline Asset.

The other obesity programmes are linear hormone like peptides that are being developed with the aim of potentially becoming stand-alone treatments or future combination partners with the Amylin Pipeline Asset or other anti-obesity peptides. These obesity programmes are expected to deliver clinical candidates (ready for partnering) before the end of 2023.

All programmes are being developed through the Company's streaMLine Platform for accelerated clinical candidate identification. Patent applications based on data derived from the streaMLine Platform are expected to be filed before the second quarter of 2024 for all programmes.

The Company is currently also using the streaMLine Platform to develop one rare endocrine disease peptide based on a naturally occurring hormone. The target and disease for this programme has been evaluated by the Company

and its external advisers to meet certain criteria for both an unmet medical need as well as a market potential that justifies development of such a programme.

In addition to the drug discovery programmes in which clinical candidates (linear peptide hormones) are being identified, the Company is developing four different target discovery projects within different fibrotic diseases, based on the streaMLine preDict Platform.

Amylin

One of the Company's most promising Pipeline Assets is the Company's Amylin peptide lead asset for obesity (the "**Amylin Pipeline Asset**"), which is currently not partnered. The Amylin Pipeline Asset is in pre-clinical development, and the Company expects to progress the Amylin Pipeline Asset into clinical development by itself. The Company is currently in the process of identifying third parties specialised in clinical CRO services that can carry out the Company's clinical studies for the Amylin Pipeline Asset. The Company expects to initiate a first in-human trial in the fourth quarter of 2023. The Company expects to apply for first in human clinical trial (in clinical phase I) around in the second or third quarter of 2023 and further expects to receive clinical trial application first in human approval around November 2023 and mutual acceptance of data approval in the beginning of 2025. Clinical phase I single and multiple dose studies often vary very little with regards to number of participating subjects. Single and multiple dose trials often include healthy subjects, as the key object is to establish early safety and tolerability of the drug candidate and to reduce potential confounding signs and symptoms Overall the development goal is to introduce patients as early in development as possible to evaluate early signs of drug effect on the target disease.

The Amylin Pipeline Asset has the potential for co-formulation in drug combinations with a GLP-1 analogue and could also be partnered with a variety of other anti-obesity drugs. This could be GIP-analogues, GLP-1-GIP dual agonists, GLP-1-Glucagon dual agonists, or triple GLP-1-GIP-Glucagon agonists.

The Company currently has three pending patent applications (two of which are public) related to the Company's Amylin Pipeline Asset. The Company's patent applications are expected to provide the Company with the opportunity to secure patent protection in countries where there will be commercial opportunities for the products.

The PCT application (PCT/EP2021/076250) and its corresponding Euro-PCT application (EP21782735.1) covers the generic backbone of the Amylin Pipeline Asset with potential for patent protection until 23 September 2041 (excluding any supplementary protection certificates, patent term adjustment or patent term extensions). Based on the positive International Preliminary Report on Patentability (IPRP) of PCT/EP2021/076250 and the Intention to grant in the corresponding Euro-PCT application (EP21782735.1), it is the assessment of the Company that it is likely that these applications will lead to grant of patents in the jurisdictions of interest to the Company, however, such grant of patents still being subject to national validation during which the patent applications may be subject to opposition procedures. In addition to the Company's plans for continuation of the Euro-PCT application (EP21782735.1), the Company is further expecting to enter into the national/regional phase in Australia, Brazil, Canada, China, Eurasia, Israel, India, Japan, South Korea, Mexico, South Africa and the US with the PCT application (PCT/EP2021/076250). Reference is also made to 1.4.2 "*Part II–Risk factors–Risk related to intellectual property and technology–Ability to obtain, maintain or enforce patent rights*".

Furthermore, based on the Company's EP application EP22182529.2, the clinical candidate of the Amylin Pipeline Asset (i.e. not the entire generic backbone) has the potential for patent protection until 1 July 2043 (excluding any supplementary protection certificates, patent term adjustment or patent term extensions). The EP22182529.2 is a priority founding application which is intended to serve to establish a priority date for subsequent a PCT application. Based on the positive Extended European Search Report (EESR) in EP22182529.2, the Company also deems it likely that a subsequent PCT application claiming the priority of EP22182529.2 will lead to grant with a claim scope covering the candidate of the Amylin Pipeline Asset in the jurisdictions of interest to the Company. See also 6.10.3 "*Part III–Business–Intellectual property and technology protection–Patents*".

The Company's patent applications related to the Amylin Pipeline Asset are based on data derived from the streaMLine Platform which in the Company's opinion may result in a stronger and broader patent protection since the claimed scope is supported by hundreds of structures and intensive know-how on the chemical feasibility.

The development of the Amylin Pipeline Asset is progressing according to plan and according to the Company's pre-clinical studies of the Amylin Pipeline Asset, it has proven to be chemically and physically stable while reducing food intake via amylin receptors. In terms of the pre-clinical toxicology studies of the Amylin Pipeline Asset, which are required before the asset can move to the clinical phase of development, the Company has already completed a number of studies: a rat maximum tolerated dose study, a rat dose response finding, a dog PK and a dog maximum tolerable dose study. The rat

dose range finding three-week study was completed with no adverse effects and no macroscopic changes to the rat's organs. The dog PK study revealed a long half-life of approximately 150h which is more than expected and enough for once weekly dosing. As of the date of this Prospectus, the Company is conducting non-clinical GLP toxicity studies.

The potential successful mechanism of action for the Amylin Pipeline Asset is, in the opinion of the Company, increased, as a result of maturing clinical data from other market players showing positive results for their own amylin asset. The Company's Amylin Pipeline Asset is built on the backbone of a different molecule that the Company has modified into an amylin peptide lead asset, which the Company believes can also assist to strengthen its potential patent protection and use. Given the differentiated early data, the Company believes that the Amylin Pipeline Asset will have the potential to become widely used as obesity drug providing a significant commercial opportunity for the Company by tapping into a rapidly growing global obesity market expected to reach USD 54 billion in market value by 2030. In financial year ended 31 December 2022, the costs related to the development of the Amylin Pipeline Asset amounted to DKK 10 million. The estimated costs to complete development phase I (expectedly in the financial years ending 2023 to 2024) amounts to approximately DKK 30-40 million, while the estimated costs to complete a clinical proof of concept (expectedly in the financial years ending 2024 to 2025) amount to an additional approximately DKK 30-40 million. The Company's total estimated costs for the Amylin Pipeline Asset are DKK 60-80 million.

6.5.5.5 Sales and marketing

As a company specialised in pre-clinical research and development, the Company does not commercialise and market drugs developed from its Pipeline Assets. These actions will be carried out by the Company's partners to which the Pipeline Assets has been out-licensed to. As of the date of this Prospectus, no Pipeline Asset has yet received regulatory approval nor is ready for commercialisation. For this reason, the Company instead has a great focus on deep customer knowledge and relations built through its CRO Segment, as this can be used to create gateways to potential partners. New partnerships typically begin through an introduction to the Company's CRO Segment from which the customer relationship can be moved to the Discovery & Partnership Segment with a partnership involving a Pipeline Assets discovered through the Company's streaMLine Platform or based on targets identified by the partner to which the Company can perform research to optimise the design and pinpoint the clinical candidate. Further, the Company can also utilise Neuropedia as a gateway to new partnerships or academic collaborations within research and associated new ideas and targets.

6.5.5.6 Academic collaborations

Besides its focus on partnerships with pharmaceutical and biotechnology companies, the Company is also constantly looking for opportunities to enter into academic collaborations. Entering into academic collaborations can provide a wide range of benefits for the Company, such as working with key opinion leaders in Denmark to understand the clinical needs and to gain access to human tissue banks. Moreover, academic collaborations allow for know-how and technology sharing, where PhD projects are often used as a starting point for new academic collaborations. The Company's open-source 3D brain map, NeuroPedia, is also a gateway to new academic collaborations and has already resulted in multiple academic collaborations.

The Company's academic collaborations have included partnering with Hvidovre Hospital, Herlev Hospital, Gentofte Hospital and Aarhus University Hospital, and the Company is currently also a part of the PRIMETIME consortium (Steno Diabetes Centre), all in Denmark. Further, the Company has several CNS collaborators comprising internationally recognised key-opinion leaders in the field, including Jens Brüning (Helmholz, Köln), Giuseppe Gangarossa (Paris), Martin G. Myers & Randy Seeley (University of Michigan) and Jeffrey M. Friedman (The Rockefeller University).

6.6 Market and industry

This Prospectus contains statistics, data and other information relating to the industry, markets, market sizes, market shares, market positions, market opportunities, general expectations and other industry data pertaining to the Company's business, industry, and markets. The Company's estimated addressable markets and market opportunities for its services and product candidates are based on the Company's analysis of a variety of inputs. Market data available cover markets of whole categories/indications/modalities/geographies and are generally not available in a form where they only show a given subsegment addressed by one supplier/player like the Company. However, the Company considers the market data relevant which can be exemplified using the peptide molecule market – currently the Company develops peptides using the streaMLine Platform primarily for metabolic and fibrotic diseases. However, peptides can also be used against other disease types, and the management sees no reason that the streaMLine Platform in the future could not be used for such programmes. In a similar manner, the Company has started broadening out the CRO Segment in order to provide services suitable for all types of diseases (e.g. 3D Imaging and RNA sequencing) and also services tailored directly to diseases outside of the metabolic and fibrotic

diseases (e.g. CNS). The Company expects to continue to broaden out going forward hence in the future, the Company will address a broader market than today and as such finds the choice of market data used in the Prospectus to be an accurate representation of the Company's market and industry.

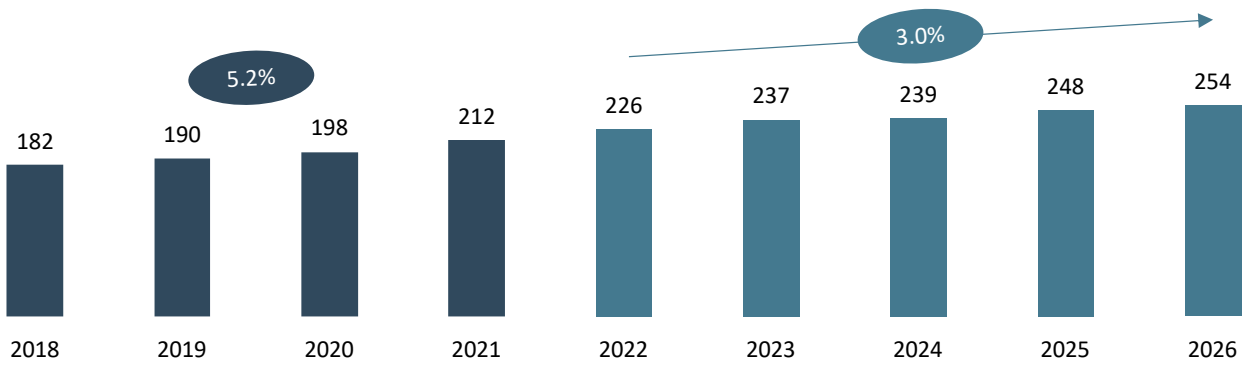
The Company's hybrid business model is well-positioned in the sweet spot of an attractive market characterised by favourable dynamics. With operations anchored around automation and digitalisation, including AI and ML technology, as well as peptide-based capabilities focused on metabolic and fibrotic diseases, the Company is expected to benefit from significant growth within relevant pockets of the pharmaceutical and biotechnology industries.

6.6.1 The global pharmaceutical and biotechnology industries

The global pharmaceutical and biotechnology industries are to a large extent driven by demographic changes as the world population is aging while experiencing a rising prevalence of lifestyle related diseases such as obesity, diabetes and metabolic disorders. By 2035, one in ten individuals is predicted to have type 2 diabetes worldwide and it is predicted to be the seventh leading cause of death by 2030.

The increasing prevalence of such chronic diseases is expected to increase the demand for effective drug development. The pharmaceutical and biotechnology industries are characterised by intense competition, as well as significant and rapid technological change as researchers learn more about new and complex diseases. Competitive factors in these industries include, among others, (i) product safety and efficacy, (ii) quality of drugs and (iii) time to market, i.e. being the first to introduce a new drug to the market. Consequently, these industries are some of the most research and development intensive industries given the patent driven sales cycles and aforementioned factors. Between 2018 and 2021, global pharmaceutical research and development spending grew at a CAGR of 5.2% from USD 182 billion to USD 212 billion. The global pharmaceutical research and development spending is expected to continue increasing, and by 2026, it is estimated that global spending will amount to USD 254 billion, corresponding to a CAGR of 3.0% from 2022 to 2026.

Figure 16: Global pharmaceutical research and development spending 2018-2026 (in USD billions)



6.6.1.1 Structural trends within the global pharmaceutical and biotechnology industries

The biopharmaceutical industry is currently facing a number of challenges, including: (i) margin deterioration; (ii) reimbursement and provider access hurdles for providers; (iii) fewer blockbuster and high profitability drugs; (iv) continued pressure from generic brand exposure; and (v) the consolidation of payers, healthcare systems, providers, and pharmacies. These challenges also make it more complicated to engage physicians and patients, making new product launches more difficult. At the same time, the industry is experiencing a growing demand for specialty drugs, pressure to improve research and development productivity, the worldwide transition of the healthcare industry worldwide from a volume-based to a value-based reimbursement structure, and growing political and pricing pressures. Existing approaches to address these challenges include reducing overhead costs, optimising the deployment of marketing and field assets, and refocusing product portfolios around therapeutic areas with depth of presence and expanded market access capabilities.

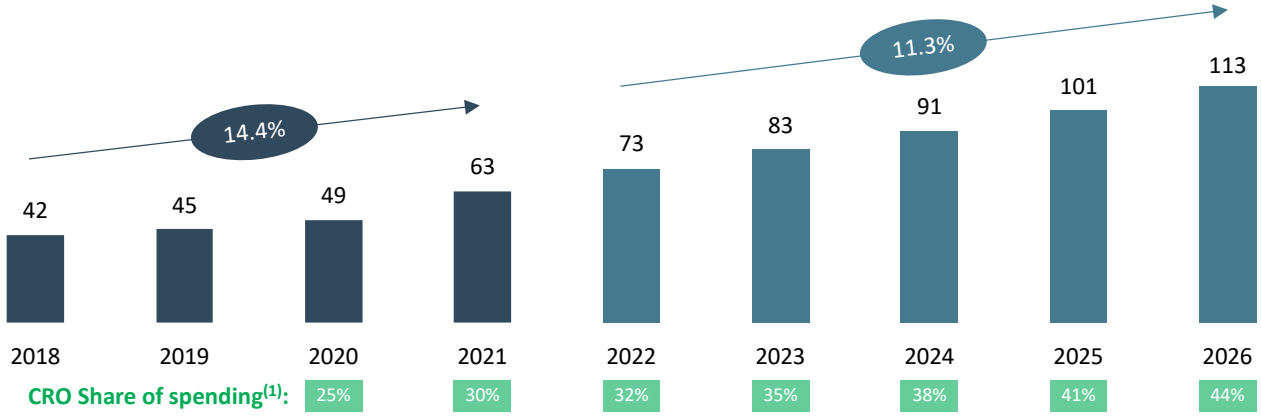
Market forces and healthcare reforms place significant pressure on pharmaceutical and biotechnology companies to improve cost efficiencies. At the same time, the complexity, size, duration, and globalisation of clinical trials has increased drug development costs. In an effort to reduce these rising costs, pharmaceutical and biotechnology

companies need to demonstrate a new therapy's relative improvement in quality, safety, and effectiveness compared to the current standard of care as early as possible in the development process.

6.6.2 The global CRO market

The increased pressure on pharmaceutical and biotechnology companies to develop efficient medications is forcing market players to not only increase research and development spending, but also to improve cost efficiencies, while at the same time delivering better drugs to the market before competitors. In an effort to reduce research and development expenditure, time and complexity of drug development, there has been an increase in the use of outsourcing, including the services performed by contract research organisations. The global pharmaceutical CRO services market is expected to reach USD 113 billion by 2026, corresponding to a CAGR of 11.3% from 2022 to 2026. Given these projections, the CAGR for global CRO (which includes both pharmaceutical and biotechnology) spending is expected to significantly outgrow global pharmaceutical research and development (excluding biotechnology) spending during the period 2021 to 2026, suggesting a shift towards more outsourcing of research and development activities in the pharmaceutical industry.

Figure 17: Global CRO spending 2018-2026 (in USD billions)



(1) Global spending on CRO services - as a percentage of global pharmaceutical research and development spending

6.6.2.1 Structural trends driving growth in global CRO spending

The market for global pharmaceutical CRO services is driven by several structural trends:

- *Increased focus on efficiency*: From initial research to final approval, the drug development process is both long and costly. On average, a complete drug development process is estimated to cost USD 2.6 billion per new medicine, including the cost of failures, as disclosed by the "Tufts Center for the Study of Drug Development". Moreover, there is a trend of fewer blockbuster and high profitability drugs as well as lower average peak sales per drug. This trend combined with the significant costs of developing new medicines has increased the pressure on pharmaceutical companies to improve efficiency. For this purpose, pharmaceutical companies rely on CRO companies to remain flexible and to shorten the drug development process. Besides increasing efficiency, outsourcing to CRO's also allow pharmaceutical companies to deploy capital more efficiently and to reduce overhead costs, as they can benefit from the CRO's existing infrastructure and therapeutic expertise without having to continuously invest in own development resources.

- *Increasing number of clinical trials*: In recent years, the number of registered clinical trials has increased significantly. As disclosed by the "International Clinical Trials Registry Platform (ICTRP)", the annual number of registered clinical trials by high income countries increased from 21,028 in 2010 to 29,538 in 2020. The increasing number of clinical trials puts pressure on pharmaceutical companies' capacity and efficiency leading to an increased demand for CRO services. Moreover, it increases the importance of synthesis, design and tests in the pre-clinical phases to reduce the number of failures in the clinical phases where costs are significantly higher.

- *Increasing need for complex capabilities*: There is a continuing shift towards specialty and more complex disease areas requiring more advanced knowledge and translatable models, driving the demand for speciality CROs with the capabilities and know-how to perform large and complex studies.

- *Growing interest in artificial intelligence and machine learning*: Within drug development, biotechnology and pharmaceutical companies are increasingly adopting AI- and ML-based technologies for target validation, lead selection and

design optimisation. The growing interest in AI and ML technologies is expected to drive outsourcing to CROs with access to skilled data scientists, information technology professionals and with the required infrastructure in place.

- *Access to laboratories and infrastructure*: Many small and medium-sized biotechnology companies have limited or no infrastructure and resources to perform their own studies. As a result of this, many biotechnology companies are required to outsource services to CROs with the required capabilities in place.

- *Bottlenecks*: With multiple projects ongoing in-house, many biotechnology and pharmaceutical companies need additional capacity due to resource constraints. Hence, in a race to get their candidates to the market first, more and more companies are outsourcing to CROs to fully execute on the potential drug.

The structural trends driving growth in CRO spending paired with the Company's specific CRO capabilities are expected to benefit the Company's CRO Segment going forward. In the Company's view, customers choose the Company's CRO services specifically due to its specialised end-to-end service offering within metabolic and fibrotic early-stage drug discovery and development as well as its highly advanced technology platforms resulting in both speed and efficiency as well as direct access to data during the study for its customers. These characteristics, combined with the Company's highly ranked translatable rodent models, allows for large and complex studies that require advanced knowledge and infrastructure often setting the Company apart from its competitors.

6.6.2.2 The Company's CRO market by geography

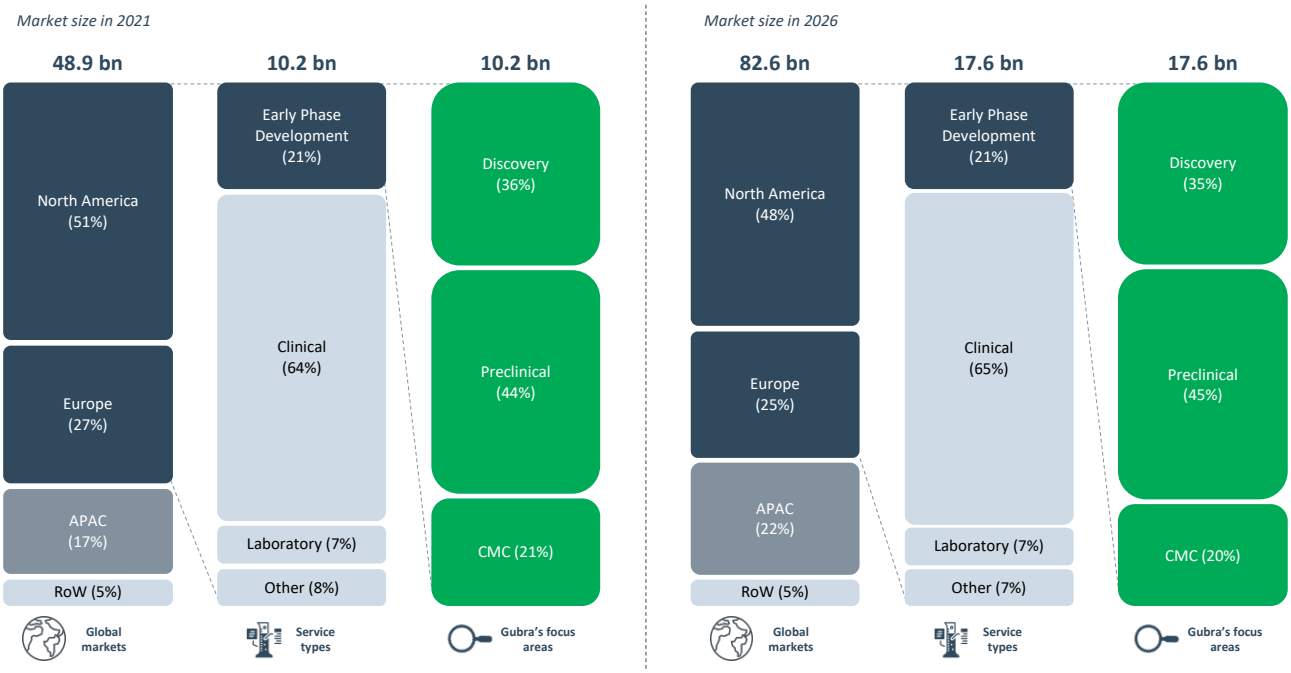
In 2021, the global CRO services market (i.e. early phase development, clinical, laboratory service and others as set out below) value was according to Fortunes Business Insights estimated at approximately USD 62.7 billion (CRO services market understood as early phase development, clinical, laboratory service and others). North America and Europe comprised the largest shares, representing approximately 51% and 27% of the total market value, respectively, while Asia Pacific (APAC) represented approximately 17% of the total market value, of which South Korea and Japan represented approximately 5%. The Company defines its current focus markets as the CRO market in North America and Europe (collectively referred to as the "**Geographical Focus Markets**") as well as South Korea and Japan. However, even though South Korea and Japan are part of the Company's current focus markets, South Korea and Japan has not been included in the market breakdown below due to limited data breakdown, and, accordingly, is not part of the defined term Geographical Focus Markets. As outlined above, the CRO market is driven by several structural trends resulting in an expected total CRO market value of approximately USD 113 billion by 2026, corresponding to a CAGR of 12.4% from 2021 to 2026. From 2021 to 2026, the North American, European, South Korean and Japanese CRO services markets are expected to grow at a CAGR of 11.2%, 10.6%, 21% and 18%, respectively.

6.6.2.3 The Company's CRO market by service type (excluding South Korea and Japan)

The global CRO services market can be divided into four different categories based on the type of services offered: (1) early phase development, (2) clinical, (3) laboratory and (4) others. The early phase development services represented approximately 21% of the total CRO services market in the Geographical Focus Markets of USD 10.2 billion, whereas the largest segment, clinical services, constituted 64% of the CRO market in the Geographical Focus Markets. The early phase development services can be further segmented into (i) CMC, (ii) pre-clinical services and (iii) discovery services, constituting 21%, 44% and 36%, respectively, of the early phase development services segment.

The Company's CRO segment focuses primarily on early phase development services for the pharmaceutical and biotechnology industries. The aggregate CRO market value of early phase development services was approximately USD 10.2 billion in 2021 (excluding South Korea and Japan). The market value is expected to grow at a CAGR of approximately 11.6% from 2021 to 2026, resulting in an expected market value of approximately USD 17.6 billion by 2026, with pre-clinical services expected to grow the fastest at approximately 12.2% reaching a market value of approximately USD 7.9 billion by 2026.

Figure 18: The CRO services market by service type and the Company's focus areas in 2021 and 2026 (in USD billions) (excluding South Korea and Japan)

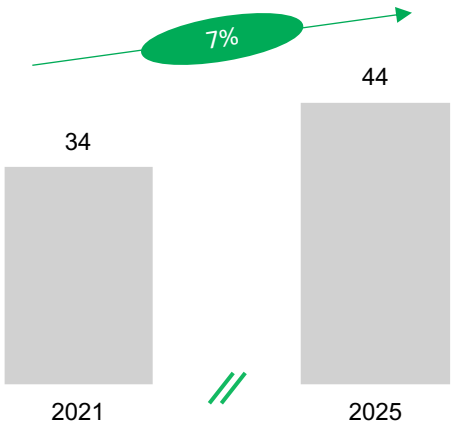


6.6.3 The Company's focus market by drug class

The Company focuses on drug discovery, design and development of peptide-based innovations. Peptides are naturally occurring biological molecules found in all living organisms. As biologic messengers peptides carry information from one tissue through the blood to another hereby serving important physiological functions. For more information on peptide-based drug discovery, design and development, see 6.5 *"Part III–Business–Business model"*.

The global peptide therapeutics market was valued at approximately USD 34 billion in 2021. Investments in novel drug molecules with peptide containing molecules are on the rise, especially those targeting metabolic diseases and oncology. According to FDA 2020[5], 7% of all authorised drugs between 2015-2019 were peptide-containing molecules. The peptide therapeutics market is expected to have a market value of approximately USD 44 billion by 2025, corresponding to a CAGR of approximately 7% over the period.

Figure 19: Global peptide therapeutics market 2021-2025 (in USD billions)



(5) Mordor Intelligence (2020) – Global Drug Discovery Market (2021 – 2026), retrieved (2022.02.10) from EMIS Professional Database. The information on the website does not form part of the Prospectus

6.6.4 The Company's focus market by disease area

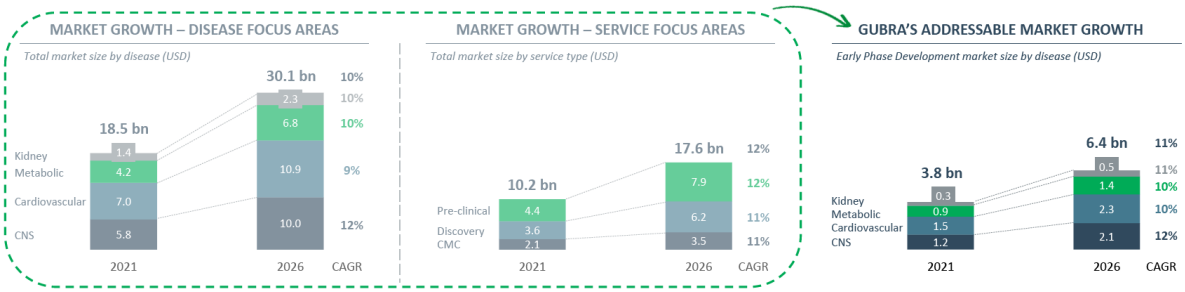
The growing burden of chronic diseases such as diabetes, cardiovascular diseases, obesity, etc. are expected to drive growth in the drug discovery market.

These market dynamics are well in line with the Company's disease focus areas. The Company has the two primary focus areas of metabolic diseases, such as metabolic syndrome and related disorders, and fibrotic diseases constituting a major pathological feature of many chronic autoimmune diseases, including scleroderma, rheumatoid arthritis, Crohn's disease, ulcerative colitis, myelofibrosis and systemic lupus erythematosus. For more information on metabolic and fibrotic diseases, see 6.5 *"Part III–Business–Business model"*.

6.6.5 The Company's addressable market for its CRO Segment

Within the Company's addressable CRO services market (early phase development services), the growing burden of chronic diseases, such as diabetes, cardiovascular diseases, obesity, etc, is also expected to drive spending on CRO services within the before mentioned disease areas. In the Company's Geographical Focus Markets alone, the aggregate CRO market (excluding South Korea and Japan) for cardiovascular, metabolic, renal/nephrology and CNS disorders was valued at approximately USD 18.5 billion in 2021. The CRO market for these disease areas is expected to grow at a CAGR of 10.2% from 2021 to 2026 reaching a total market value of approximately USD 30.1 billion by 2026.

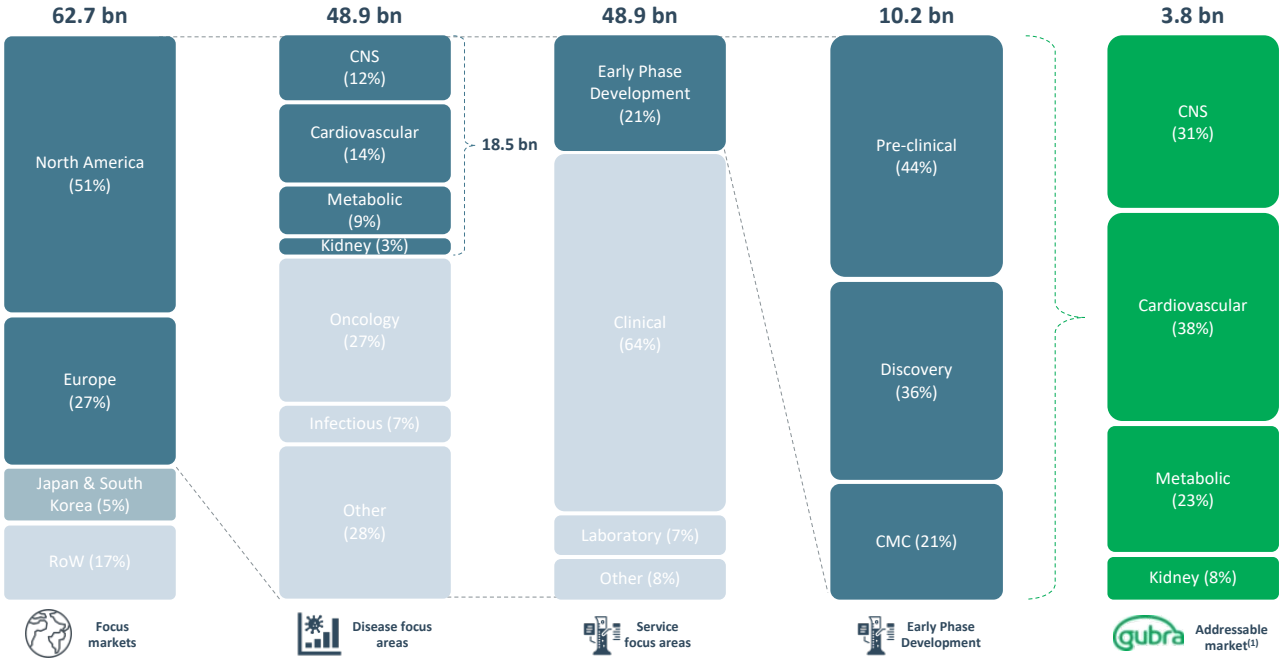
Figure 20: The total addressable CRO market in North America and Europe, by disease area 2021-2026 (in USD billions)



Within these disease areas and only taking into consideration the Company's CRO services focus (early phase development services), the addressable market is estimated at approximately USD 3.8 billion in 2021. In order to arrive at the Company's estimate of the market size for early phase development CRO services within cardiovascular, metabolic, renal/nephrology and CNS disorders, the share of early phase development services of total CRO services in the Geographical Focus Markets (i.e. excluding South Korea and Japan) (21% in 2021) has been applied to the market value per disease area. Thus, the estimated market values are the Company's estimates and not derived directly from Fortune Business Insight's data.

The following figure shows the derivation of the estimated market value in 2021.

Figure 21: The total addressable CRO market by disease area and service type 2021 (in USD billions)



(1) In order to arrive at the Company's estimate of the market size for early development CRO services within cardiovascular, metabolic, kidney and CNS disorders, the share of early phase development services of total CRO services in the Geographical Focus Markets (21% in 2021) has been applied to the market value per disease area. Data for Japan and South Korea was not segregated down to disease areas nor service types and has hence been left out.

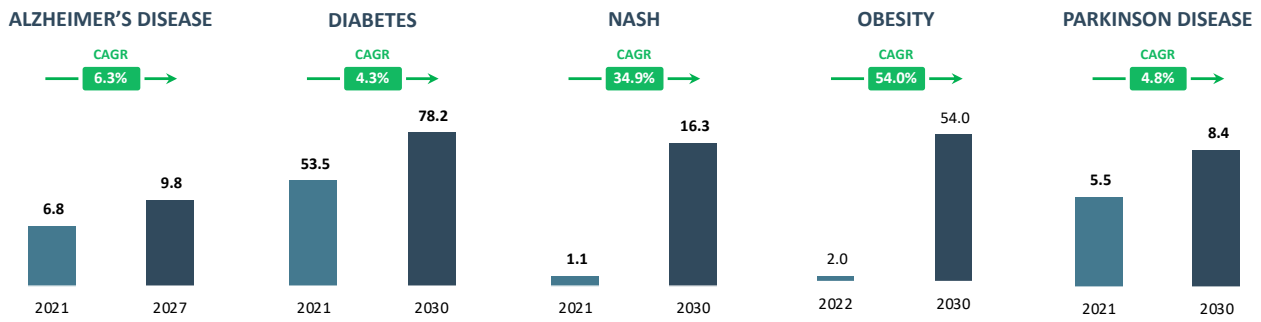
The addressable market within CRO services, i.e. relevant disease areas within early development CRO services in the Geographical Focus Markets (excluding South Korea and Japan), are generally showing attractive CAGRs in the range of approximately 10% to 12% from 2021 to 2026 with CNS disorders being in the top of the range and cardio-vascular diseases being in the low end of the range. The addressable market is expected to reach approximately USD 6.4 billion in 2026, corresponding to a CAGR of 10.8%.

Based on the identified addressable market within CRO services (excluding South Korea and Japan), the Company holds a market share of approximately 0.6%. The Company therefore believes that it has a significant opportunity in the near- to mid-term to increase its market share substantially.

6.6.6 The Company's addressable market for its Discovery & Partnership Segment

The other segment of the Company's hybrid business model, the Discovery & Partnership Segment, is also supported by the favourable demographic changes due to the aging of the world population and the rising prevalence of life-style related diseases. The Company's pipeline consists of both its own drug candidates and partnered candidates. While none of the Company's Pipeline Assets (including partnered Pipeline Assets) are approved for marketing yet, the trends within the markets in which the Company is operating affect the potential market acceptance and value of the Company. Hence, the Company is expected to benefit from the strong growth within relevant pockets of the pharmaceutical and biotechnology industry, namely the disease areas on which it focuses, combined with the Company's specialisation within peptide-based discovery elaborated in 6.5 "*Part III–Business–Business model*".

Figure 22: The Global drug market by selected disease area (in USD billions)

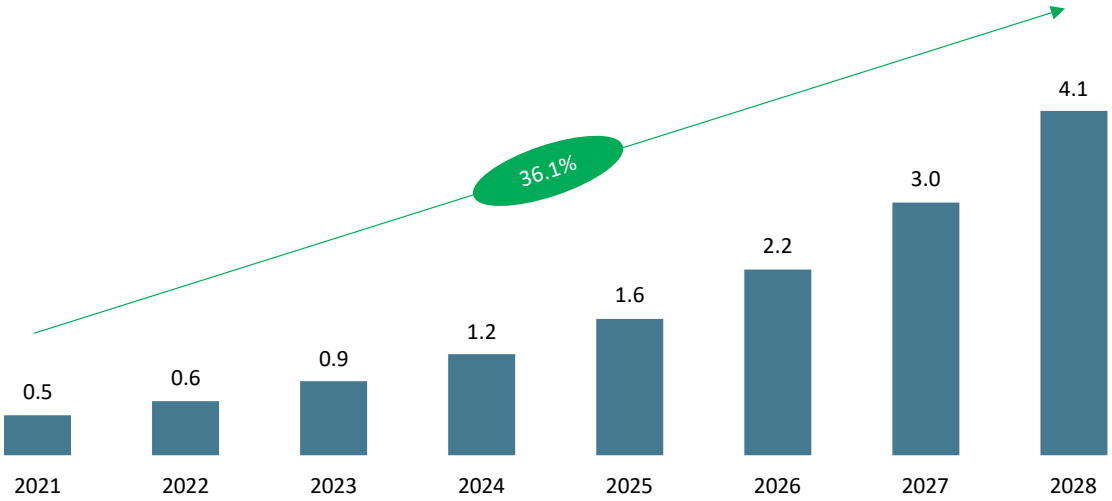


Additionally, as outlined in 6.5.5.1 "*Part III–Business–Business model–Discovery & Partnership Segment–The streaM-Line Platform*", the Company has an end-to-end automated and digitalised operating model, including AI technologies tapping into the AI drug discovery market.

6.6.6.1 The market for AI drug discovery

AI-driven drug discovery is on the rise and is expected to exhibit strong growth in the years to come. In 2021, the global market for AI in drug discovery was valued at approximately USD 0.5 billion, whereas in 2028 the market is expected to be valued at approximately USD 4.1 billion corresponding to a CAGR of 36.1%. Segregated per geographic region, North America is by far the largest region. A rising prevalence of lifestyle related diseases and increased healthcare expenditure is expected to boost growth in North America during the forecast period.

Figure 23: The global market for AI drug discovery 2021-2028 (in USD billions)



The growth in the AI drug discovery market can among other things be ascribed to the following: Firstly, AI reduces the research and development gap in the drug manufacturing process and improves targeted manufacturing of drugs. Secondly, using AI technologies can allow for unbiased and simultaneous optimisation of design and analysis leading to shorter lead time.

The introduction of AI technologies in drug discovery is therefore an important tool to increase pressure on drug manufacturers to reduce prices and shorten the drug development timeline.

With the Company's in-house developed ML- and AI-based streaMLine Platform already in place, the Company believes that it is strongly positioned to capture the market potential within AI drug discovery. Refer to 6.5.5.1 "*Part III–Business–Business model–Discovery & Partnership Segment–The streaMLine Platform*" for a detailed description of the Company's streaMLine Platform.

6.6.7 Competitive landscape

The competitive landscape for the Company can be divided into different sub segments based on the position in the "drug development value chain" and "revenue generation focus". The drug development value chain can be divided into the pre-clinical phase and the clinical phase.

Companies focusing on the pre-clinical phase typically offer CRO discovery services such as target discovery and validation, screenings, in vitro and in vivo studies, etc. whereas companies in the clinical phase offer CSO services such as project management, patient recruitment, pharmacovigilance, medical writing, etc.

Revenue generation can be segregated into companies generating (i) only outsourcing services revenue, (ii) only pipeline revenue, e.g., milestone payments, and finally, and less frequently (iii) a combination of the two.

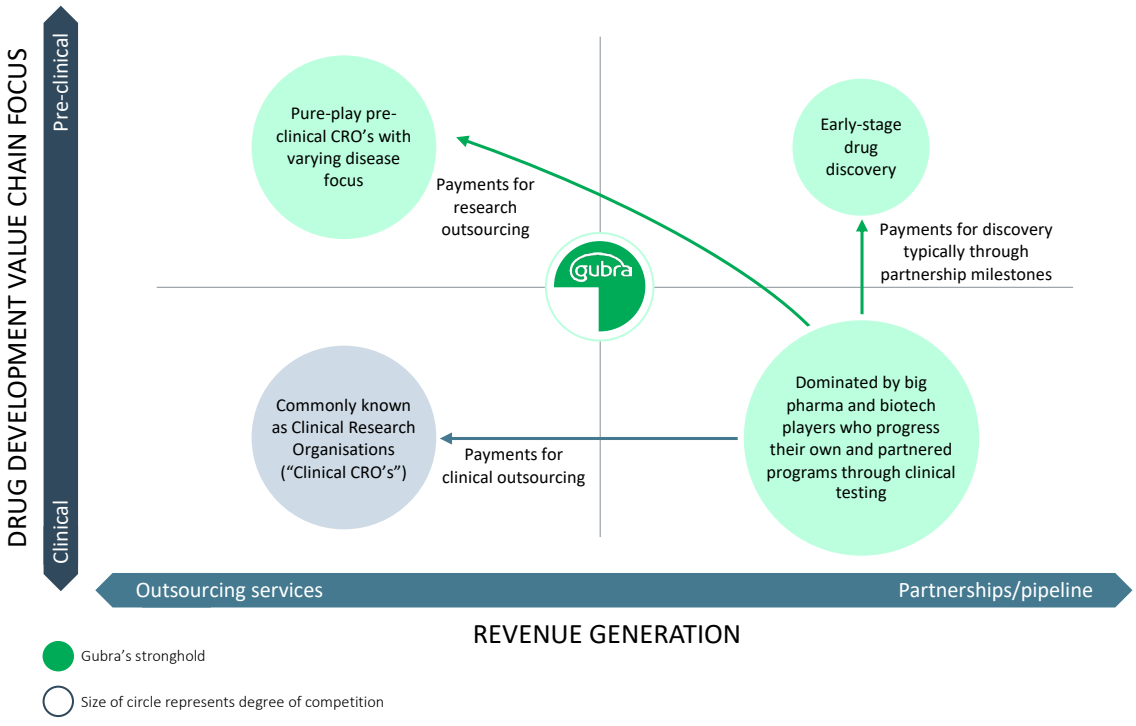
The Company generally considers the market for companies generating only outsourcing services revenue as having a high degree of competition characterised by a relatively large number of market participants being present. Many companies in the outsourcing segment focus on either the pre-clinical phase or the clinical phase services, whereas primarily only the larger market participants offer both pre-clinical phase and clinical phase services.

The market for companies generating both outsourcing revenue and partnerships/pipeline revenue is considerably less competitive compared to the other sub segments. As far as the Company is aware, only a limited number of companies offering pre-clinical outsourcing services also generate revenue from partnerships. The global drug market is dominated by big pharmaceutical and biotechnology companies who progress their own and partnered pipeline through clinical testing. This market is considered as being the most competitive and is characterised by significant research and development investments and a race to get candidates to the market first. As a result of these factors, this market is in particular considered as having high barriers to entry.

The Company primarily competes for the customers' share of wallet with competitors operating in the pre-clinical and early-stage clinical development phase and more specifically with companies offering services within the same disease areas, i.e., metabolic and fibrotic diseases. Indirectly through its partnership agreements, the Company's candidates compete with big pharmaceutical and biotechnology players in the global drug market, however, in this context, the Company has a diversified approach at the same time as it can partner with several global players which carry the risk.

Figure 24: Competitive landscape

Size of the circle represents the perceived level of competitiveness. Arrows illustrate payment flow.



Unlike many of its competitors, the Company leverages its CRO services, technological know-how and relations with recurring blue-chip customers to enter into risk/reward sharing partnership agreements. Thus, the Company generates revenue from both its CRO Segment and upfront payments and development milestones from its partnership agreements. Further, the Company anticipates that it may also generate revenue net on sales royalties to the extent a Pipeline Asset becomes commercialised by the Company's partners. Accordingly, the Company believes that it is uniquely positioned to capture the market potential for both the pre-clinical CRO services market and the drug discovery market.

Although the Company operates in a generally competitive industry, the Company's specialised focus in terms of drug class, disease areas and its hybrid business model support a strong market position subject to limited competitiveness from other companies.

6.6.8 Known trends, uncertainties, demands, commitments or events

There have been no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects for at least the current financial year, except as otherwise disclosed in the Prospectus.

6.7 Suppliers and processing

A number of supplies such as laboratory materials, research animals etc. and sterile single-use devices are used in the Company's operation within the CRO Segment and the Discovery & Partnership Segment. The bulk of the supplies used by the Company are items that are also used by a large number of other pharmaceutical and biotechnology companies. This combined with the Company's strong supply chain ensures that these materials and supplies are generally not difficult to obtain for the Company. In respect of the CRO Segment, the Company's customers will typically provide the compounds to be used in the study.

Furthermore, for most of the Company's required materials, the Company has framework delivery agreements with its preferred suppliers and are in close contact with these. Possible delays are in general announced in good advance by the suppliers and gives the Company the possibility to buy proper number of stocks beforehand.

Normally, there are various suppliers for a certain material. If a primary supplier fails to deliver or delivers less of a critical material and supplies than agreed, it will typically take some time before an alternative supplier will be able to supply materials and supplies of the same quality. Consequently, supplier failure may cause delays in the Company's operations. A change to an alternative supplier for certain material and supplies might also result in higher costs, unless a new framework agreement with similar conditions compared to the primary supplier can be achieved in good time. Where possible, the Company seeks to safeguard against this risk by maintaining adequate safety stock of material and supplies.

The Company's most critical resource is research animals. Currently, the Company uses three different main suppliers which each deliver a preferred set a certain species of research animals. Even though the Company uses the most common high-end mice and rats for research and testing, which is supplied by these suppliers, there may be subtle differences from supplier to supplier. Therefore, if forced to switch supplier for a certain species, the Company may have to run additional tests to align its systems and the resulting data when using research animals from another supplier. Reference is also made to the risk factor on the Company's supply chain, see section 1 "*Part II–Risk factors*".

6.8 Quality assurance

Quality assurance is an important aspect of the Company's business and operations. As a pre-clinical CRO, the Company is neither required to comply nor follow standardised regulations such as "Good practice" (GxP regulations) or ISO (The International Organization for Standardization) standards, and as such does not have any quality assurance certification except for its AAALAC certification, see also 6.9.2 "*Part III–Business–Sustainability and corporate social responsibility–Animal welfare*". However, to ensure that the Company can deliver studies of high quality and data with high integrity, the Company has established a quality management system, comprising four subsystems:

- *The deviation system*: An essential part of the Company's quality system is the continuous improvement of all aspects of research services offered, which includes reviewing and understanding problems and errors that occur, and eliminating or limiting the potential causes of error. For this purpose, the Company uses a deviation system, meaning that all study related deviations are either classified as minor, non-critical or critical. As a part

of this process, the Company conducts root cause analysis for all classifications to inhibit deviation re-occurrence. Further, for critical deviations, the Company performs corrective and preventive actions to ensure quality for the relevant study and future studies.

- *The document management system*: The Company has established internal guidelines and a wide range of standard operating procedures and brochures comprising consistent step-by-step procedures. As a part of the Company's document management system, it is ensured that all such guidelines and procedures are well described, reviewed, updated and easy to access.

- *Study conduction procedure*: To ensure adherence to standard operating procedures and training in how to plan, perform, record and report a study, the Company has made descriptions of the relevant tasks for all involved roles during a study. Further, the Company has ready-to-use templates for all study documents that are needed in a given study, including to ensure the use of correct study protocols, data presentations, executive summaries and study reports. Finally, the Company's quality assurance team reviews all documents before these are released to the customer.

- *Good documentation practice*: As part of its quality assurance and to ensure correct archiving of studies, the Company has also established good documentation practices, which include labelling each study document with a unique study number and systematically storing all study files. In addition, the Company follows general good documentation practices such as consistent date format, data formation, full signature etc.

In addition to the above, the Company's quality assurance team as well as customers and authorities may also perform audits. If the internal quality assurance team finds it to be necessary and/or if it will create value to a procedure or training of employees, the quality assurance team can plan an internal quality assurance audit in a department or for a procedure, which can impact one of the areas in the quality management system. The overall purpose of an internal audit is to evaluate if the relevant department is following their standard operating procedures, and to identify critical steps in a current procedure that needs further description or control. The quality assurance team will complete an audit report which will include corrective actions raised, if any, as well as any observations noted during the audit. The quality assurance team will then in collaboration with the relevant department manager, agree on the report and prepare a plan for when the corrective actions can be taken. If audits are carried out by the Company's customers, the customers will typically share a report with potential suggested areas that can increase quality. The Company will assess and take such recommendation into account.

6.9 Sustainability and corporate social responsibility

The Company's CSR vision is to formulate and implement a radical new approach to corporate social responsibility and play an active role in the fight for a more sustainable world.

To support its CSR vision, the Company abides by, inter alia, the following CSR principles:

- **Gubra's assistance principle**: If it is in the Group's power to promote one (or more) of the 17 sustainable development goals, defined by the United Nations as the Sustainable Development Goals ("**SDGs**"), while running a profitable and competitive business, it should do it. Almost all investments made by the Company in its business and internal research programmes are consistent with SDG 3 concerning good health and well-being. Further, the Group endeavours to engage in and support SDG 13 on climate action, SDG 14 on life below water and SDG 15 on life on land.

- **Gubra's no-harm principle**: The Group should refrain from harmful actions that violate important rights, including without limitation the use of child labour, polluting, etc.

Further, to pledge to its CSR purpose across its entire value chain, the Company has formulated the following four key CSR guidelines:

- **Investing or reserving 10% of the Company's pre-tax profit**: The Company is committed to investing or reserving 10% of its pre-tax profit to environmental activities every year, since 2019. This investment activities are now carried out by Gubra Green, see 6.9.1 *"Part III–Business–Sustainability and corporate social responsibility–Gubra Green"*. The Company is not claiming that 10% is the only correct portion for its surplus to enable the Company to promote one (or more) of the 17 SDGs, while simultaneously running a healthy and competitive business. By investing 10% of the Company's pre-tax profit each year, the Company will still be able to run a profitable busi-

ness by investing in cutting-edge science and maintaining and attracting the best employees. On 15 December 2022, the Company incorporated Gubra Green (as defined herein), to which the Company in the future will invest 10% of its pre-tax profit, see 6.9.1 "*Part III–Business–Sustainability and corporate social responsibility–Gubra Green*".

- **Being carbon negative**: The Group's guideline principle concerning carbon negativity implies that the Group minimises its carbon footprint by stimulating carbon emission reducing projects, planting trees and buying carbon offsets. Historically, the Company has purchased land on the Danish island Langeland to plant trees and has as of the date hereof planted 360,000 trees over an area of 150 hectares. Further, 100% of electricity consumed by the Group at its headquarters is purchased as certified green energy electricity. The relentless rise in greenhouse gases is an emergency situation where everyone according to the Group has an ethical obligation to act. By being carbon negative, the Group is trying to do its part in the quest towards a CO_2-neutral future.

- **Being nature positive**: The Company's principle on being nature positive implies that the Company is contributing to reversing the decline in biodiversity so that species and ecosystems can begin to recover. For example, the Group efforts of converting farmland to forest land and by planting trees helps to create nature reserves and increase biodiversity.

- **Inspiring and engaging**: Inspiring and engaging politicians and other companies to fight for a more sustainable world. Seeking to drive media coverage of specific initiatives like the afforestation project on Langeland, e-bike and other commute initiatives as well as that the Company is investing 10% of its pre-tax profits in green initiatives, which will be carried out by Gubra Green. Historically, it has led to a number of articles in media reaching a high number of readers as well as meetings with other companies, foundations, politicians etc.

- **Order in our own house**: The Company's guideline principle concerning keeping "order in our own house" entails that the Company provides a healthy and non-discriminatory work environment, pay the correct taxes, insists on proper waste management and ensures that the Company's suppliers live up to environmental and social standards, etc.

As an added benefit, the Company is experiencing that the Company's sustainability and corporate social responsibility is a key element in employee attraction and retention and in the customer selection process.

6.9.1 Gubra Green

On 15 December 2022, the Company established its first subsidiary by way of Gubra Green ApS ("**Gubra Green**") with the focus on passive investments targeting assets promoting the green transition. Gubra Green is a part of the Company's green initiative and serves as a continuation and formalisation of the Company's historical CSR and ESG activities of investing 10% of its pre-tax profit to environmental activities. Accordingly, Gubra Green will carry out the Group's green initiative and as such, the Company will on an annual basis invest 10% of its pre-tax profit in Gubra Green 's green pool, subject to its fiduciary duties. Consequently, this means that these funds are earmarked for Gubra Green investments and can be spent by Gubra Green over multiple years. In case of negative pre-tax profit, before expenses, 10% of the loss is carried forward reducing future payments to Gubra Green.

Gubra Green is a fully owned subsidiary of the Company and is managed by a CSR employee of the Company, who is also the registered, managing officer of Gubra Green (the "**Gubra Green Officer**"). In addition hereto, the Gubra Green Officer also orchestrates the Company's CSR efforts and is as such not independent from the Company. The Gubra Green Officer reports to the board of directors of Gubra Green consisting of the members of the Audit Committee (as defined herein) of the Company and is also, pursuant to internal guidelines, working in close collaboration with the CEO of the Company. The independence of the Gubra Green Officer is assured by an investment oversight structure towards the Audit Committee. All costs related to the operations of Gubra Green are borne by Gubra Green.

Gubra Green has been given the investment mandate to invest in areas such as reforestation and biodiversity, Greentech, circular economy, and regenerative businesses. The investment mandate ensures that Gubra Green's investments are passive, that no resources from the Company are spent on these, that the Gubra Green investment pool cannot be used for donations and that the investments promote the green agenda. For the avoidance of doubt, the investments carried out by Gubra Green do not form part of the Company's M&A strategy, which is described in 6.4.3 "*Part III–Business–Strategy–Strategies for both segments*".

In regards of any investment profits; 10% of all pre-tax profit, before expenses related to Gubra Green, is transferred each year to the Gubra Green investment pool, while the remaining 90% of any investment profits generated will be returned to the Company as dividends.

As at 31 December 2022, Gubra Green owned 69 hectares of land with a book value of DKK 9.2 million that has been converted from conventional CO_2-emitting farmland to CO_2-absorbing forest and nature reserves. On the forestland, the Group plants trees to increase CO_2-absorption and increase biodiversity. Further, Gubra Green had cash positions of DKK 19.4 million. The cash represents accumulated earnings in the Company that can be deployed to Gubra Green investments in accordance with the mandate of Gubra Green. All assets in Gubra Green are fully owned, and, accordingly, there are no liabilities in Gubra Green.

6.9.2 Animal welfare

The Group is dedicated to ensuring optimal animal welfare and all studies conducted by the Company are licensed by the Danish Animal Experimentation Inspectorate (in Danish: "*Dyreforsøgstilsynet*") and conducted in accordance with the Danish Animal Experimentation Act (in Danish: "*Bekendtgørelse nr. 2028 af 14. december 2020 om dyreforsøg*"), compliant with Directive 2010/63/EU of the European Parliament and of the Council of 22 September 2010 on the protection of animals used for scientific purposes, as amended, and internationally accepted principles for the care and use of research animals.

The Company applies the 3R principles (replacement, reduction and refinement) to all animal studies. The Company believes that research animal welfare is an ethical responsibility that encompasses all aspects of animal well-being, including proper housing, clinical and behavioural management, nutrition, disease management and treatment. To ensure the welfare of the Company's animals, animal facilities are staffed by skilled animal technicians and veterinarians providing professional handling and close monitoring of all research animals.

In addition, the Company has earned the AAALAC accreditation, demonstrating the Company's commitment to responsible animal care and use. AAALAC International is a non-profit organisation that promotes the humane treatment of animals in science through voluntary accreditation and assessment programmes. The Company's accreditation is valid for three years, until the end of 2023.

6.10 Intellectual property and technology protection

The Group actively seeks to protect the Company IP, including through safeguarding know-how, protecting proprietary information as well as ensuring Company IP and other relevant intellectual property and technologies that are commercially and/or strategically important to the development of its business. In this regard, the Group relies heavily on trade secrets to protect proprietary technology and information that may be important to the development of its business and actively seeks to protect the confidentiality of such trade secrets, including through such means as non-disclosure and confidentiality agreements e.g., with employees, commercial partners, collaborators, contractors, advisers and consultants. For information on the Company's protection of know-how, trade secrets and proprietary information, see 6.10.2 "*Part III–Business–Intellectual property and technology protection–Know-how, trade secrets, technologies and other proprietary protection*". Further, the Group seeks to protect its intellectual property and proprietary information by requiring its employees, consultants, contractors and other advisers to execute assignment-of-invention agreements upon the commencement of their employment or engagement, as the case may be.

The Company only relies on registered intellectual property rights to a limited extent. If not handled by one of the Company's partners pursuant to a partnership agreement, the Company will seek to protect its Pipeline Assets through patent protection, see 6.10.3 "*Part III–Business–Intellectual property and technology protection–Patents*". Further, the Company has trademark protection for its company name and protection for its commercially important domain names, see 6.10.4 "*Part III–Business–Intellectual property and technology protection–Trademarks and domain names*".

The Group's success will depend on its protection of commercially important technology, inventions and know-how related to its business, on the Group's ability to defend and enforce its intellectual property and proprietary rights, the Group's ability to preserve the confidentiality of its trade secrets, and the Group's ability to operate without infringing any valid and enforceable patents and proprietary rights of third parties. See also the risk factors relating to the Company's intellectual property and technology in 1 "*Part II–Risk factors*".

6.10.1 License agreements

The Company's license agreements with collaboration partners generally includes a clause granting such partners the first right to defend against claims involving infringements of intellectual property rights, i.e. if a third-party claims that the use of the intellectual property rights out-licensed by the Company infringes the intellectual property rights of such third party. In the event that the Company's collaboration partners enter into a license agreement with, or make royalty or settlement payments to, third parties as a result of such claims, the license agreements generally

allow the Company's collaboration partners to reduce amounts payable to the Company as royalties and/or milestone payments by amounts paid to third parties as a result of or in settlement of specified infringement claims, subject to contractual conditions and limitations. The Company may also enter into license agreements with its collaboration partners as licensee for certain rights granted by the partners.

6.10.2 Know-how, trade secrets, technologies and other proprietary protection

Besides the above, the Company seeks to protect and enhance its proprietary discovery platform, the streaMLine Platform, and its technological and innovative solutions, including proprietary processes, technologies, inventions, and methods as mentioned in 6.5.3 "*Part III–Business–Business model–Technology*". For this purpose, the Company relies upon proprietary trade secrets. Further in support hereof, the Company owns and leverages proprietary software, platforms, models and datasets, all of which are subject to continuing technological innovation to develop and maintain the Company's competitive position. The majority of the technologies that are commercially critical for the Company are built in-house and owned by the Company through proprietary protections such as trade secrets, know-how, while only a minor part of the Company's software integrates open-source software and openly available published algorithms. See also 1.1.10 "*Part II–Risk factors–General–Use of open-source software*". Only to a lesser degree does the Company rely on potential in-licensing opportunities as the Company prefers to develop its own technologies. Reference is also made to 6.5.3 "*Part III–Business–Business model–Technology*".

Further, as the most material software, systems, technologies etc. developed by the Company are specifically for the Company's laboratories and vivarium, these constitute a distributed complex network of software systems. As such, these systems are protected in the sense that they cannot be readily applied to a different laboratory setting, are not depending on any sole employee and are undergoing frequent and rapid updates to accommodate new equipment and new needs as they arise. This is also one of the reasons that the Company has chosen not to seek protection through traditional intellectual property protection (such as patents) as the relevant systems and technologies are updated and evolve at such a rapid rate that such traditional intellectual property protections would quickly be outdated.

In addition hereto, the Company relies heavily on the know-how throughout the organisation. The Company utilises a wide range of complex and advanced technologies, including the streaMLine Platform, and a large number of databases. However, the know-how of the Company's set-up, business and operations is spread out across the organisation to ensure that all know-how is not concentrated with one or a limited number of persons. Accordingly, if the Company were to lose one of its employees, the Company has ensured succession planning, including by mapping of critical knowledge and aiming for more than one individual to have access to such knowledge, in order to minimise disruption in the operation of its systems. Accordingly, the Company has in place comprehensive standard operating procedure (SOP) systems, which entails that study reports and lab notebooks from all experiments conducted are stored electronically, designed to ensure that key trade secrets and knowhow is stored and continues to be available for the Company. Moreover, the Management thinks that the combination of this spread of knowledge with the complexity of the Company's technological set-up provides an additional protection of the Company's technological and innovative solutions and platform. For example, if a third-party were to copy the code for the streaMLine Platform, such third-party would not be able to fully utilise the platform's potential without the Company's other technologies and systems as well as its underlying databases.

The Company seeks to protect the Company's proprietary information, platforms, technologies, know-how, trade secrets etc., in part, using confidentiality agreements and invention assignment agreements with the Group's commercial partners, collaborators, employees (in addition to what is already safeguarded by the Danish Act on Employee's Inventions (in Danish "*Lovbekendtgørelse om arbejdstageres opfindelser*")), advisers and consultants. These agreements are designed to protect the Company's proprietary information and, in the case of the invention assignment agreements, to grant the Company ownership of platforms and technologies that are developed through a relationship with an employee or a third party.

6.10.3 Patents

The Company only relies on patenting to a limited degree and does not currently have any active patents. Further, the Company only expects to rely on patenting for the Pipeline Assets that the Company expects to develop to the clinical phase by itself (currently only the Amylin Pipeline Asset). For these Pipeline Assets, the Company is expecting to file patent applications in those countries that represent major pharmaceutical markets and/or have potential manufacture capability for biologic products.

The Company currently has three pending applications (two of which are public) related to the Company's Amylin Pipeline Asset (as defined herein). The pending applications are two EP applications (EP21782735.1 and EP22182529.2) and a PCT application (PCT/EP2021/076250).

EP21782735.1 is a Euro-PCT application obtained by early entry of PCT/EP2021/076250 into the EP regional phase and hence belongs to the same patent family. PCT/EP2021/076250 and its corresponding Euro-PCT application (EP21782735.1) covers the generic backbone of the Amylin Pipeline Asset with potential patent protection until 23 September 2041 (excluding any supplementary protection certificates, patent term adjustment or patent term extensions).

The Company expects to enter the PCT/EP2021/076250 application (once granted) into the national/regional phase in Australia, Brazil, Canada, China, Eurasia, Israel, India, Japan, South Korea, Mexico, South Africa and the US based on the claim scope for which a positive International Preliminary Report on Patentability (IPRP) has been obtained in the PCT phase. Based on the positive International Preliminary Report on Patentability (IPRP) of PCT/EP2021/076250 and the Intention to grant issued by the EPO on 21 November 2022 in the corresponding Euro-PCT application (EP21782735.1), it is the assessment of the Company that it is likely that these applications will lead to grant of patents in the jurisdictions of interest to the Company. Based on the Intention to grant in the Euro-PCT application EP21782735.1, the Company is expected to obtain a granted EP patent in the second quarter of 2023. Reference is also made to 1.4.2 "*Part II–Risk factors–Risk related to intellectual property and technology–Ability to obtain, maintain or enforce patent rights*".

EP22182529.2 is a priority founding application directed to the clinical candidate of the Amylin Pipeline Asset (i.e. not the generic backbone of the Amylin Pipeline itself), which serve to establish a priority date for a subsequent PCT application. The subsequent PCT application is expected to be filed no later than 1 July 2023 (i.e. before the expiry of the priority year). The clinical candidate of the Amylin Pipeline Asset has the potential for patent protection until 1 July 2043 (excluding any supplementary protection certificates, patent term adjustment or patent term extensions).

The Company's technologies, platform, models, software etc. are protected through trade secrets, know-how and other proprietary protections as set out in 6.5.3 "*Part III–Business–Business model–Technology*".

Patent applications for the Company's Pipeline Assets are generally prepared by external intellectual property counsel. Upon the decision to file a patent application, the Company will provide to the external intellectual property counsel the date and information required for the application and future updates. Important aspects of the Pipeline Asset must be sufficiently described and enabled in the first filing. For this purpose, the Company can utilise its streaMLine Platform that is able to provide all of the needed information and data to apply for patent protection.

In terms of Pipeline Assets that are out-licensed to partners before the Company has filed a patent application, generally all such intellectual property matters made in collaborations with pharmaceutical and biotechnology partners are handled by the pharmaceutical and biotechnology partners, meaning that the partners will apply for and own the patent.

The Group endeavours to ensure that its activities and products do not infringe valid third-party patents by conducting "freedom to operate" analyses setting forth whether and to what extent it is possible to perform certain activities (such as technology and Pipeline Asset development) without infringing the valid patent rights belonging to others. The Company has conducted a "freedom to operate" analyses in relation to the clinical candidate of the Amylin Pipeline Asset which did not find any rights which would result in limitation.

The Group will defend and assert the Group's patent applications and potential future patent rights, including through litigation if necessary. Prosecution of patent applications will be conducted by external intellectual property counsel with input from the relevant persons in the Group. None of the Group's current patent applications are or have been subject to rejections, cancellations, opposition proceedings, *inter partes* reviews, litigations, appeals, or similar actions aimed at revoking or restricting the scope of the patent application or a potential patent, and the Company does not expect any risk in this regard.

6.10.4 Trademarks and domain names

The Company has registered the name "Gubra" as a trademark in several trademark classes. The trademark has been registered within the EU, in the United States, Russia, Switzerland, China, India, Japan, South Korea, Norway and Canada. However, the Company has not registered its logo as a trademark.

Further, the Company holds the domain names "www.gubra.dk" and "www.neuropedia.dk", which are managed in-house at the Company.

6.11 IT security and contingency

IT security is a focus area of the Company in order both to protect the data and systems from threats and to establish appropriate measures for restoring the IT environment if necessary. The Company has servers located at three different locations, including the Company's own hosting centre. Each location is protected by an application firewall with direct VPN access to the other locations. The Company's network is split up in multiple virtual networks for simplicity and security reasons. Network traffic from the different virtual network is all going through firewalls controlling which traffic are allowed to passthrough and which to block.

User management including access rights and security policies are controlled by multiple Microsoft domain controllers with active directory synchronising with each other. The Active Directory is a centralised policy-based management system that other servers and services running at the Company can use to look up user information's and access rights, a single sign-on (SSO) capability that allow users to enter their usernames and passwords on one server and access other servers without having to enter these details again. All computers are equipped with VPN access to the Company and are encrypted to prevent data leak. Additionally, the Company uses multiple special configured laboratory and animal facility computers.

At the Company's IT department, several monitoring systems are used to manage the Company's IT infrastructure. This includes multiple security systems designed to warn and block hostile programmes and traffic. Protection against threats involves a wide range of activities, for example implementing tools such as spam filters, virus detection, fire walls, routing of mails through external service provider, screening of internet traffic, two-way log-in authentication, updated software on servers and user devices and a tight password policy. In addition, it includes protection against more "traditional" threats such as redundancy of key IT equipment, redundancy of internet access and fireproof facilities.

The Company's cyber security strategy is to ensure that the Company's cyber security compliance and procedures are consistent with industry standards and best practice. The Company continuously assesses its cyber security compliance and procedures and as part hereof and to ensure compliance with the requirements of the upcoming requirements pursuant to the NIS2 Directive, the Company has sourced independent cyber security maturity assessments to assist the Company's internal IT department. As a result hereof and to fully implement the Company's cyber security strategy, the Company is proactively working and seeking to implement procedures and measures with a view to fully implement the NIS2 Directive and ensure general cyber security compliance and procedures consistent with the Company's cyber security strategy. Such work both involves short- and long-term measures that have to be implemented.

The Company is for its IT security currently in the process of obtaining a CIS (Center for Internet Security) accreditation, which is expected to be fully obtained during 2024.

Lastly, a vital part of the IT security task is to be able to restore the IT environment in case of a disruption. If the disruption is related to a loss of data, backup procedures are in place and disaster recovery procedures are in place to ensure which steps to follow in case of the most probable disruptions.

6.12 Insurance

The Group's maintains all insurance coverage required under applicable law, including biotechnology and life science insurance with respect to public liability, products liability as well as no fault compensation and legal liability for clinical trails. The Group's insurance programme also includes director and officer liability insurance coverage. In the future, the Group may be required to obtain additional insurance to cover potential product liability and other risks that are inherent in the Company's CRO Segment and Discovery & Partnership Segment. The Group believes that its biotechnology and life science insurance is sufficient to cover claims and that its current insurance coverage is in line with insurance coverage for comparable companies.

Although the Company currently carries insurance policies covering its research services, any claim that may be brought against the Company could result in a court judgment or settlement in an amount that is not covered, in whole or in part, by the Company's insurance or that is in excess of the limits of the Company's insurance coverage. The Company's insurance policies also have various exclusions and deductibles, and the Company may be subject to a liability claim for which the Company has no coverage in its public and product liability insurance policy. The Company will have to pay any amounts awarded by a court or negotiated in a settlement that exceed the Company's coverage limitations or that are not covered by the Company's insurance, and the Company may not have, or be able to obtain, sufficient funds to pay such amounts.

6.13 Real estate

The Company's headquarters is located at Hørsholm Kongevej 11B, DK-2970 Hørsholm, Denmark, (the "**Property**"). The Property is a domicile lease where the Company leases office space and research and development facilities, including laboratory space, stables and vivarium characterised by a strong degree of automation and digitalisation resulting in increased capacity. The Property comprises more than 4,250 square meters of built area, which includes more than 1,600 square meters of laboratory and other science space. The Property setup enables scalability and ample room to increase output to meet expected long-term growth demand.

The Company leases the Property from Hørsholm Kongevej 11B ApS, CVR no. 43 69 36 03 (the "**Landlord**"), pursuant to a lease agreement (the "**Lease Agreement**") entered into on 20 December 2022 (the "**Lease Agreement Commencement Date**"). The Lease Agreement was entered into by the Company and the Landlord in connection with a sale and lease back transaction where the Landlord acquired the Property from the Company on 20 December 2022 pursuant to an asset purchase agreement regarding the Landlord's acquisition of the Property (the "**Property APA**"). The Lease Agreement is non-terminable by the Landlord as well as the Company (the tenant) for a period of 12 years from the Lease Agreement Commencement Date (including termination notice of 18 months).

Further, the construction/development of a new facility on the Property of around 750 square meters (the "**New Facility**") is in progress and is expected to be completed and handed over to the Landlord in the second half of 2023. The Company is responsible for the erection/development of the New Facility in accordance with a project description accepted by the Landlord in connection with signing of the Property APA. The New Facility is expected to increase the capacity of the vivarium with approximately 30%, giving opportunity to grow both the Company's CRO Segment and Discovery & Partnership Segment, run more complex studies and remove potential bottlenecks, and between 100-300% with regards to procedure rooms and installations from year 2024. The New Facility represents a size expansion (in square meters) of more than 45% of lab and other science enabling for increased peptide synthesis and profiling capacity, 3D imaging capacity and downstream activities generated by increased animal facility capacity. The Company will as a contractor in accordance with ABT18 (general conditions for turnkey contracts) be liable for ensuring that the development of the New Facility is finalised as stipulated in the Property APA, and the Company shall be in charge of, convene and complete the one year inspection and the five year inspection of the New Facility together with the relevant contractors and procure that all defects ascertained under such one and/or five year inspections are remedied in accordance with ABT18. The development costs related to the New Facility are estimated to DKK 28.1 million excluding VAT. Upon completion and handing over of the New Facility to the Landlord, the Landlord is obliged to pay an amount of maximum DKK 30,000,000 excluding VAT for the acquisition of the New Facility. If the actual development costs exceed an amount of DKK 30,000,000 excluding VAT, costs beyond this amount are to be borne solely by the Company.

The annual rent as of the Lease Agreement Commencement Date amounts to DKK 6,107,825 excluding VAT (excluding rent for the New Facility). Upon hand-over of the New Facility, the annual rent will be added an amount corresponding to 6.5% of the actual development costs related to the New Facility. However, if the actual development costs exceed DKK 30,000,000 excluding VAT, the development costs exceeding this amount will not be included when calculating the rent for the New Facility (thus, the maximum annual rent with respect to the New Facility will amount to DKK 1,950,000 excluding VAT) as of the date of commencement/hand-over of the New Facility. Every year on 1 January, the annual rent in force is to be adjusted with the development in the net price index as calculated by Statistics Denmark (NPI). The annual rent adjustments shall as a minimum be 2% and as a maximum be 5% (first adjustment to take place on 1 January 2024, however, for the New Facility, the rent will be adjusted on the first occurring 1 January following one year after the Landlord's acquisition of the New Facility). Upon expiry of the non-terminable period, each party to the Lease Agreement may demand the rent adjusted to the market rent in accordance with the provisions of section 13 of the Danish Business Lease Act (in Danish: *Erhvervslejeloven*).

In addition to the annual rent, the Landlord is entitled to reimbursement for all direct expenses concerning the Property from the Company (except for the Landlord's expenses related to property management). Further, the Company is obliged to enter into agreements with the applicable utility companies for the supply of heating, water, and electricity and consumption costs shall be paid by the Company according to separate meters.

The Lease Agreement is a triple net lease, meaning that the Company (as the tenant) is responsible for all exterior and interior maintenance of the Property. Generally, maintenance of the leased premises must be carried out when deemed necessary by the Company (the tenant) acting reasonably. The Company's maintenance obligation also includes repair and renewal. The Company and the Landlord have agreed on a repair plan which shall be observed by the Company during the lease.

According to the Property APA, the Company (as the recent and current user of the Property) shall indemnify and hold the Landlord harmless from any and all potential losses and costs (directly or indirectly) in relation to any demand, claim or requirement raised against the Landlord related to environmental matters. This obligation on the part of the Company will cease and be deemed null and void upon cessation or termination of the Lease Agreement.

In addition, Gubra Green owns real property located at Nordre Løkkebyvej 8, DK-5953 Tranekær, Denmark and part of Løkkeby Tværvej 1, DK-5953 Tranekær, Denmark.

None of the properties are subject to material easements that prevent or restrict the Group's current business activities or that will in the short or medium term require major investments or that will cause the Group to incur significant costs going forward.

The Company's total lease obligation per year as at 31 December 2022 was DKK 6,107,825 excluding VAT (excluding operating expenses (estimated at DKK 370,881.46 excluding VAT annually), consumption costs to be paid directly to the utility companies and costs related to necessary service agreements).

6.14 Environmental issues

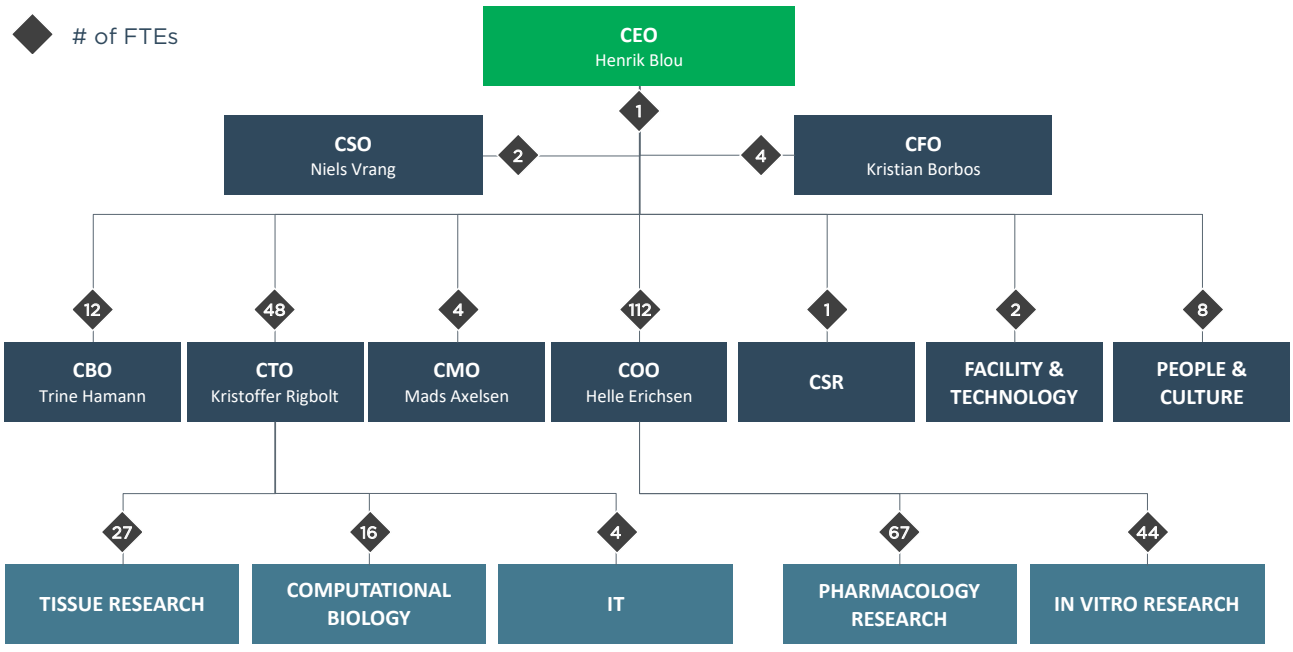
To the Company's knowledge, it has not had incidents related to disposal, spill, leakage, deposit, emission, discharge or release of any harmful substances, materials or waste into the air, surface water, ground water, sea, sediments, buildings, biodiversity, water fills, sewerage systems or soil at any of the properties leased by it that will limit the Company's utilization hereof, nor is otherwise aware of any environmental issues that may limit the Company's utilisation of any tangible fixed assets.

6.15 Internal organisational structure and employees

As at 31 December 2022, the Group has 194 FTEs distributed across the Group's management, commercialisation, administration, research and development activities. This includes 11 co-sponsored Industrial PhD students (co-sponsored by Innovation Foundation Denmark) and two PostDocs.

The Company operates with an agile organisation that enables the Company to attract talents from diverse scientific disciplines. The Company is primarily organised as showed in the diagram below:

Figure 25: Organisational diagram of the Company



The CEO manages the Executive Management and Key Employees. Reporting and alignment in the Executive Management team is secured by weekly meeting. The Company's COO is responsible for the Company's quality assurance team, which maintains and develops the Company's quality system and reports to the COO to secure a high level of quality in all studies and in the corresponding data packages. The Company's CFO is responsible for the Company's finance and administration overseeing financing and accounting functions, compliance and investor relations as well as HR and the Company's facility management. The COO manages operational activities ranging from pharmacology and in vitro (e.g., cell based assays) research, including the responsibility for study onboarding, coordinating, planning and logistics in the in vivo facility, to tissue research, which includes quantifying disease end-points and supporting drug discovery. The CTO manages the activities within computational biology and tissue research, including CRO data analysis for RNAseq pipelines and imaging pipelines, providing scientific and analytic support for internal projects in the Company, supporting the Company's PhD programmes with data analysis, development and support of scientific software. Further, the computational biology department establishes and maintains guidelines for data collection and statistical analysis at the Company and assists with develop and support of pipelines for handling and visualising data.

The Group is characterised by a diverse workforce and aims at supporting dynamic interaction across divisions to ensure a transparent communication flow. Communication flow is secured by monthly information meetings.

The following table sets forth the breakdown of the Group's employees on the dates presented. All the Group's employees are located in Denmark.

	As at 31 December		
	2022	2021	2020
Total employees	**194**	**159**	**149**

The following table sets forth the Group's employees by location on the dates presented.

	As at 31 December		
Region	2022	2021	2020
Denmark	**194**	**159**	**149**

6.16 Material contracts entered into outside the ordinary course

Save as disclosed below, there are no contracts (other than entered into in the ordinary course of business and as described elsewhere in this Prospectus) to which the Group is a part which (i) are, or may be, material to the Group, and which have been entered into in the two years immediately preceding the date of the Prospectus; or (ii) contain any obligations or entitlements which are, or may be, material to the Group as of the date of this Prospectus.

6.16.1 Underwriting Agreement

For a description of the underwriting agreement between the Company, the Founders and the Managers, entered into 20 March 2023 (the "**Underwriting Agreement**") relating to the Offering, see 23.4 "*Part IV–Terms and conditions of the Offering–Withdrawal of the Offering*" and 23.11 "*Part IV–Terms and conditions of the Offering–Plan of distribution and allotments*".

6.16.2 Lease Agreement and Property APA regarding the Property

For a description of the Lease Agreement and the Property APA relating to the sale and lease back of Company's Property at Hørsholm Kongevej 11B, DK-2970 Hørsholm, Denmark, see 6.13 "*Part III–Business–Real estate*".

6.17 Legal proceedings

From time to time, the Company may be a party to legal, administrative or arbitration proceedings arising in the ordinary course of the Company's business. As of the date of this Prospectus, the Company is not, and has not during the previous 12 months been, a party to any material legal, administrative (including governmental) or arbitration proceedings that, if determined adversely to it, would, individually or in the aggregate, have, or have had in the recent past, significant effects on the Company's financial position or profitability. Regardless of the outcome, litigation and arbitration can have an adverse impact on the Company because of defence and settlement costs, diversion of management resources and other factors.

6.18 Regulatory Environment

The Company's operations require the Company to comply with a number of laws, rules and regulations, including, privacy and data protection laws, environmental laws and regulations, tax laws, employment and labour laws and permits issued under laws by relevant environmental, health and safety regulatory agencies as well as a number of good practice quality guidelines and regulations. Government authorities in the European Union, the United States and other countries and jurisdictions extensively regulate, among other things, the research, development, testing, manufacture, quality control, and a range of other areas in relation to drug approval and manufacturing. Compliance with applicable statutes, regulations and other requirements of regulatory authorities requires the expenditure of substantial time and financial resources.

Biopharmaceutical product development is a highly structured process divided into two major stages; the pre-clinical stage and the clinical stage. In the pre-clinical stage, the toxicology and mode of action of a product candidate is evaluated. The clinical stage is designed to prove the safety of any new pharmaceutical drug, determine dosage requirements and, predominantly in the later phases, prove its efficacy. The clinical stage is usually carried out in three phases, which, as the developer moves through the phases, require increasingly large, complex, expensive and time-consuming clinical studies. Both stages of the development process are highly regulated, with the most stringent regulatory focus being on the monitoring and regulation of clinical trials.

Other than as set out in this Prospectus, the Company is not aware of any, current or future, regulatory requirements that may materially affect its business or any governmental, economic, fiscal, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, the Company's operations.

6.18.1 Pre-clinical and clinical research

Before testing any product candidate or therapy in humans, product candidates must undergo extensive pre-clinical testing. Pre-clinical research involves in vitro and animal studies to evaluate the chemistry formulation and toxicity of the drug over a wide range of doses and to detect whether the product is likely to cause any of a variety of adverse conditions or diseases. A robust package of pre-clinical data is required before clinical trials can be approved by the competent authorities and initiated.

In the EU, if pre-clinical results warrant continuing development of the product candidate, before a clinical trial may commence, applicants are required to submit a clinical trial application (CTA). The Clinical Trials Regulation (EU) No 536/2014 entered into effect on 31 January 2022. The Regulation harmonises and streamlines clinical trial authorisations, simplify adverse-event reporting procedures, improves the supervision of clinical trials and increases their transparency. Specifically, the new Clinical Trials Regulation, which is directly applicable in all EU member states and EEA counties, introduces a streamlined application procedure via a single-entry point, the Clinical Trials Information System (CTIS). A single set of documents will need to be prepared and submitted for the application. A harmonised procedure for the assessment of applications for clinical trials has been introduced and is divided into two parts. Part I constitutes an assessment by the competent authorities of a reference member state selected by the trial sponsor. The subject of the assessment is largely the type of clinical trial, a risk-benefit analysis, and compliance with technical requirements. This assessment is then submitted to the competent authorities of all the concerned member states in which the trial is to be conducted for their review. Part II is assessed separately by the competent authorities in each EU member state concerned. Individual EU member states shall retain the power to authorise the conduct of clinical trials on their territory. If an ongoing clinical trial continues for more than three years following 31 January 2022, the Clinical Trials Regulation will at that time apply to the clinical trial.

In the United States, if pre-clinical results warrant continuing development of the product candidate the results of the studies are submitted to the FDA as part of an investigational new drug application ("**IND**"). An IND includes, among other things, items such as pre-clinical data, manufacturing information, a proposed clinical protocol and an investi-

gational plan and must be reviewed by the FDA and become effective before proposed clinical testing can begin. Some pre-clinical studies may continue even after the IND is submitted. An IND automatically becomes effective 30 days after receipt by the FDA, unless before that time the FDA raises concerns or questions related to one or more proposed clinical trials and places the clinical trial on a clinical hold. In such a case, the IND sponsor and the FDA must resolve any outstanding concerns before the clinical trial can begin. As a result, submission of an IND may not result in the FDA allowing clinical trials to commence.

6.18.2 Regulation of testing facilities and test animals

In order to conduct pre-clinical studies and trials, the Company is required to obtain and maintain certain permits for animal testing for relevant experiments and approvals of facilities that breed animals for scientific purpose by the Animal Experiments Inspectorate. The Animal Experiments Inspectorate also carries out inspections to ensure compliance with relevant permits and approvals.

In order to use of live animals used for scientific purposes in Denmark, it is required that a named person is overall responsible for the care and use of all animals used within the institution. This function is the "**AOD**" (in Danish: *Ansvarlig for Overholdelse af Dyreforsøgsloven*). A requirement for working within this field, is to be updated on current legislation. The AOD or a named person delegated within the relevant field of expertise is ensuring compliance. At the Company, the AOD is a person from the Company's executive management (currently the COO) with delegation of the responsibility to the VP of Pharmacology and the designated veterinarian, ensuring daily compliance. All facilities in Denmark are approved by the authorities and are subject to recurring inspections.

All animal experimentation is regulated by the Danish Authorities (in Danish: *Rådet for Dyreforsøg*) and the responsible person is the license holder, who ensures compliance with the license granted, and the performance of the experiment and care of the animals during the experiment. The designated veterinarian (DV) at the Company is responsible for the licenses, the health status and wellbeing of all laboratory animals used at the Company.

The responsibility for ensuring the Company's compliance with regulatory requirements regarding the conduction of rodent pre-clinical trials and the associated practices lie with the DVO (in Danish: *dyrevelfærdsorgan*) chaired by the Company's designated veterinarian and aided by the rest of the veterinarian team. The DVO meets four times per year to ensure compliance.

The Company has earned the AAALAC accreditation and to ensure the quality and integrity of the testing process and data, the Company has a controlled quality system in place.

The Company is not certified for the Principles of Good Laboratory Practice ("**GLP**") developed by the Organisation for Economic Cooperation and Development (the "**OECD**") and adopted by the EU, but works as a GLP-like manner, where the requirements are followed as relevant. One of the fundamental purposes of the GLP is to ensure the quality and integrity of test data related to non-clinical safety studies. The GLP define the responsibilities of test facility management, study director, study personnel and quality assurance personnel that are operating within a GLP system, and set out minimum standards concerning, inter alia, the suitability of facilities and equipment to perform studies, the need for standard operating procedures, documentation of raw data, study reports and the archiving of records.

6.18.3 Regulation of drugs

In the EU, pharmaceutical products are subject to a comprehensive scheme of regulatory requirements mainly set out at EU level, but country-specific regulations at EU member state level remain essential in many respects. These regulations exercise oversight over all aspects of the Company's operations including, but not limited to, research, development, testing, manufacturing and quality control. They also govern all aspects of the operations of the Company's customers and the partners with whom the Company collaborate, including assessing safety and efficacy for purposes of marketing approval, labelling, storage, record keeping, commercialisation, distribution, post-approval monitoring, advertising, pricing, and more.

The process governing approval of medicinal products in the United States generally mirrors the process in the EU. In the United States, pharmaceutical products are regulated by the FDA. The Federal Food, Drug, and Cosmetic Act, the Public Health Service Act and other federal and state statutes and regulations apply to the Company, the Company's customers and the Company's partners who develop the Company's pipeline assets.

6.18.4 Clinical Trials, MAA, NDA or BLA Preparation and Submission

In the EU, all phases of clinical development are extensively monitored and audited by regulatory authorities of the relevant EU member states. Authorities scrutinise all clinical activities and data, and the Company's partners must submit annual reports to the controlling authorities of the relevant EU member states detailing the progress of the

trial. The Company's partners must also submit any information that suggests a significant risk to human patients or any clinically important increase in the rate of serious suspected adverse reactions to regulatory authorities as and when they discover such information. The United States has adopted a similar regulatory scheme to the EU.

Clinical development of the Company's pipeline, including the conduct of human trials and interaction with regulatory authorities, is typically carried out by the Company's partners or is outsourced to a third party. The Company has not historically been responsible for any clinical trials but this has changed with the Amylin Pipeline Asset which the Company plans to bring into the first phases (Phase Ia and Phase Ib/IIa – clinical proof of concept) of clinical trials. The Company has built a small clinical team around its CMO but is relying on external CROs for the pre-clinical tox and safety studies as well as the clinical trial itself.

Upon completion of clinical trials, the drug sponsor will assemble the data from all phases of development, along with the chemistry and manufacturing and nonclinical data and the proposed labelling, among other things, into a single large document, the marketing authorisation application (the "**MAA**"), and/or the new drug application ("**NDA**") or biologics license application (the "**BLA**"). Under EU law, marketing authorisations can be obtained through the centralised marketing authorisation procedure from the European Commission (based on the opinion of the EMA's Committee for Medicinal Products for Human Use) or through the national, mutual recognition or decentralised marketing authorisation procedures from the competent authorities of the relevant EU member states. The EMA (or the relevant authorities of the EU member states) and the FDA carefully scrutinise data from all phases of development, as well as the facilities where the product is manufactured, to determine whether the manufacturer has complied with regulations and whether the drug or biological product is safe and effective for the specific use under study.

The EMA (or the relevant authorities of the EU member states) or the FDA may refuse to accept the MAA, NDA or BLA for filing and substantive review if certain administrative and content criteria are not satisfied. Even after accepting the submission for review, the EMA (or the relevant authorities of the EU member states) or the FDA may require additional testing or information.

Regulations require a manufacturer to collect and periodically report to the EMA, FDA and similar regulatory authorities in foreign countries additional safety data on the drug or biological product for as long as the manufacturer markets the product (post-marketing surveillance). These reports must include data from all countries in which the product is sold. Additional post-marketing trials (Phase IV) may be required as a condition of the product's approval to assess safety or verify clinical benefit or may be voluntarily undertaken after initial approval to find new uses for the product, to test new dosage formulations or to confirm selected nonclinical benefits. Product approval may be withdrawn if compliance with regulatory standards is not maintained or if problems occur following initial marketing.

6.18.5 Cyber Security

The IT systems developed and utilised by the Company involve the processing of, among other things, personal data and sensitive business information and trade secrets regarding its customers and partners. Ensuring secure and compliant processing of information and personal data as well as a high standard of cyber security are therefore a high priority for the Company.

In the EU, additional compliance burdens have been introduced by EU Directive 2016/1148/EU of the European Parliament and of the Council of 6 July 2016 on Security of Network and Information Systems (the "**NIS Directive**") which entered into force on 8 August 2016. The NIS Directive requires "essential service operators" within critical infrastructure sectors, such as the energy, health, transport or banking sector, as well as "digital service providers" (e.g., online marketplaces), to carefully review existing network security mechanisms, to implement "state-of-the-art" security measures which shall ensure a level of security for their infrastructure appropriate to the risk of the respective entity as well as to establish proper notification measures to promptly notify the competent authority of any incident which has a substantial impact on the services offered in the EU. The NIS Directive has undergone revision in the EU. In this regard, the EU Commission has on 16 December 2020 issued a proposal for a Directive of the European Parliament and of the Council on measures for a high common level of cybersecurity across the Union, repealing Directive (EU) 2016/1148 (the "**NIS2 Directive**"). On 16 January 2023, the NIS 2 Directive entered into force. As an EU directive, this is not directly applicable in the EU members states, rather the NIS2 Directive is subject to implementation by the EU member states. EU member states must incorporate the provisions of the NIS 2 Directive into national law no later than 17 February 2024. The Company is not aware of the exact timing for implementation of the NIS2 Directive into Danish law. The NIS2 Directive builds upon the NIS Directive and further expands the scope of entities which are covered by the obligations to implement risk management and notification measures. The NIS2 Directive mandates what cybersecurity practices important and essential suppliers must have in place by 2024, as well as how breaches must be reported to the European authorities while also introducing a more harmonised approach to fines than what is the case under the NIS Directive. If adopted as drafted and if implemented as such, failure to comply

with the NIS2 Directive could result in fines of EUR 10,000,000 or up to 2% of the total worldwide annual turnover, whichever is higher.

The Company continuously assesses its cyber security compliance and procedures and as part hereof and to ensure compliance with the requirements of the upcoming requirements pursuant to the NIS2 Directive, the Company has sourced independent cyber security maturity assessments to assist the Company's internal IT department. As a result hereof, the Company is proactively working and seeking to implement procedures and measures with a view to fully implement the NIS2 Directive and ensure general cyber security compliance and procedures consistent with the Company's cyber security strategy. Such work both involves short- and long-term measures that have to be implemented.

6.18.6 Data Privacy

As a primarily business-to-business focused organisation, the Company does not market, sell, or distribute products or services directly to consumers. Accordingly, the personal information that the Company collects and processes is generally limited to what is necessary to conduct business with other businesses within the Company's industry. Nevertheless, the Company holds confidential personal information relating to persons who have been and/or still are employed by the company. The possession, retention, use and disclosure of such information is highly regulated, particularly in the EEA. The GDPR stipulates how personal data must be handled and places significant restrictions on the export of personal data from within the EEA to other third countries that have not been found to provide adequate protection to such personal data, including the United States, and the efficacy and longevity of current transfer mechanisms between the EEA and the United States remains uncertain. In the United States, numerous federal and state laws and regulations, including data breach notification laws, health information privacy and security laws, including Health Insurance Portability and Accountability act (HIPAA), and federal and state consumer protection laws and regulations that govern the collection, use, disclosure, and protection of health-related and other personal information could apply to the Company's operations or the operations of the Company's partners.

The Company does not itself conduct clinical trials, and consequently does not process personal data in this respect. However, the Company may collect and/or process certain types of personal data in connection with clinical trials conducted on behalf of its customers or by third parties as part of the development of the Company's Pipeline Assets. To this effect, the Company has entered into data processing agreements with its partners within the Discovery & Partnership Segment, pertaining to the treatment of any personal data collected and/or processed by the Company or its partners.

Further, as part of its focus on academic collaborations, the Company has entered into several data processing agreements with Danish hospitals in connection with the carrying out of specific research tasks.

6.18.7 Artificial Intelligence

The use and development of AI is subject to developing and evolving regulatory frameworks around the world. Certain data protection laws globally already contain requirements to conduct impact assessments for high-risk data processing (which may include processing involving AI). Recently, regulators and lawmakers around the world have started proposing and adopting regulations and guidance specifically on the use of AI. The Federal Trade Commission in the United States of America published guidelines on the use of AI in April 2021, and the European Commission published its proposal for the Regulation of Artificial Intelligence (COM(2021)206) (the "**EU AI Regulation**") in August 2021. The proposed EU AI Regulation, if adopted as drafted, will impose various obligations on the use of AI depending on the level of risk associated with the AI system, ranging from transparency requirements to accountability obligations and the requirement to maintain appropriate human oversight. The proposed EU AI Regulation also contains an outright prohibition on the use of AI that is considered a clear threat to the safety, livelihood, and the rights of individuals. Failure to comply could result in fines of up to EUR 30 million or 6% of annual turnover, whichever is higher.

The Company expects to be subject to evolving EU laws on AI including the proposed EU AI Regulation if adopted as well as any other applicable laws, regulations or industry practices relating to AI. As the regulatory framework relating to AI develops and applicable laws and regulations increase in number, enforcement, fines and other penalties, the Company may need to modify its services and features or limit its development of new services and features, possibly in a material manner, as necessary to ensure its AI practices are in compliance with such applicable laws and regulations. However, the Company has assessed that it does not fall within the "unallowed" or "high-risk" categories of the currently proposed EU AI Regulation, and consequently does not expect the implementation hereof to have a significant impact on the Company's business and operations, and compliance with current rules and known future rules and regulation hereto is not assessed by the Company to require any additional implementation measures.

6.18.8 Other Environmental, Health and Safety Laws and Regulations

The Company may be subject to numerous environmental, health and safety laws and regulations, including those governing laboratory procedures and the handling, use, storage, treatment and disposal of hazardous materials and wastes. From time to time and in the future, the Company's operations may involve the use of hazardous and flammable materials, including chemicals and biological materials, and may also produce hazardous waste products.

6.18.9 Animal welfare

See above under 6.9.2 "*Part III–Business–Sustainability and corporate social responsibility–Animal welfare*".

6.19 Organisational structure

The Company is the parent company of the Group.

As set out in the table below, the Company only has one subsidiary and does not have any associated companies as at the date of this Prospectus.

Entity name	Country of incorporation	Percentage of ownership/votes	Primary function
Gubra Green ApS	Denmark	100%	Passive investments targeting assets promoting the green transition

7. Operating and financial review

The following is a discussion of the Company's financial condition and results of operations as at and for the years ended 31 December 2022, 2021 and 2020.

The Consolidated Financial Statements of the Company have been prepared for the reporting period covering the financial year ended 31 December 2022 with comparable numbers for the financial years ended 31 December 2021 and 2020, respectively, in accordance with IFRS and additional requirements of the Danish Financial Statements Act and have been audited by the Company's independent auditor, PwC, as stated in their report appearing therein. The Consolidated Financial Statements have been based on previously approved and published financial statements for the financial year ended 31 December 2021 and to the financial year ended 31 December 2020. These previously published financial statements have been prepared in accordance with the Danish Financial Statements Act and were audited by the Company's independent auditor, PwC.

In preparing and reporting the comparative figures for the financial years ended 31 December 2021 and 2020 in the Consolidated Financial Statements included in this Prospectus, certain reclassifications and adjustments have been made compared to the previously published financial statements for the financial years ended 31 December 2021 and 2020, respectively, to align them with the presentation and classification applied in the Consolidated Financial Statements for 2022, see 7.4 "Part IV–Operating and financial review–Principal factors affecting the comparability of the Company's business and result of operations" below for further detail. Further, compared to the previously published financial statements for the financial years ended 31 December 2021 and 2020, respectively, not previously required segment information and disclosures according to IFRS 8 "Operating Segments" have been included in the Consolidated Financial Statements.

The overview of financial performance as well as the segment information below have been derived from the Company's regularly maintained records and operating systems. Additionally, certain Non-IFRS Financial Measures as listed in the sections "General information–Presentation of financial statements and other information" and 7.8 "Part III–Operating and financial review–Non-IFRS financial measures" or as otherwise presented herein, are not measures of financial performance under IFRS, and investors are cautioned not to place undue reliance on these measures.

Readers should read the following operating and financial review of the Company on a combined basis in conjunction with the section entitled "General information–Presentation of financial statements and other information" as well as the Consolidated Financial Statements and the related notes included elsewhere in this Prospectus. This discussion may contain forward-looking statements, which are subject to risks and uncertainties, including, but not limited to, certain risks described in 1 "Part II–Risk Factors" in this Prospectus. Actual results could differ materially from those expressed or implied in any forward-looking statements. See the section entitled "General information–Forward-looking statements" in this Prospectus.

7.1 Overview of financial performance

The tables below set out selected financial information extracted from the Consolidated Financial Statements.

Consolidated statement of comprehensive income

	For the year ended 31 December (audited)		
DKK million	**2022**	2021	2020
Revenue	199.4	255.3	172.3
Cost of sales	(101.6)	(89.4)	(79.9)
Gross profit	**97.7**	**165.9**	**92.4**
Selling, general and administrative costs	(66.7)	(52.2)	(44.7)
Research and development costs	(56.8)	(27.1)	(34.2)
Other operating income	24.5	2.0	2.4
EBIT (non-IFRS)	**(1.3)**	**88.7**	**15.9**
Financial income	9.5	0.4	-
Financial expenses	(2.0)	(1.9)	(2.2)
Profit before tax	**6.3**	**87.1**	**13.7**
Tax	(1.9)	(19.2)	(1.0)
Net profit for the year	**4.3**	**67.9**	**12.7**
Other comprehensive income	-	-	-
Total comprehensive income for the period	**4.3**	**67.9**	**12.7**
Basic earnings per share (DKK)	32.6	517.5	97.6
Total diluted earnings per share	32.6	517.5	97.6

Consolidated statement of financial position

	As at 31 December (audited)			As at 1 January (audited)
DKK million	**2022**	2021	2020	2020
Assets				
Non-current assets				
Intangible assets	7.3	3.7	1.3	0.2
Land and buildings	12.6	73.6	58.1	46.0
Equipment	5.1	11.0	7.9	7.0
Right-of-use assets	38.0	6.7	10.6	14.9
Prepayments for property, plant & equipment	-	-	-	12.1
Deferred tax assets	3.8	-	-	-
Deposits	4.1	0.2	0.2	0.2
Total non-current assets	**70.9**	**95.3**	**78.2**	**80.4**
Current assets				
Trade receivables	36.1	84.0	41.3	43.5
Contract work in progress	3.3	4.9	5.6	2.7
Income tax receivables	-	0.8	2.3	2.1
Prepayments	9.9	0.7	0.7	0.6
Other receivables	5.1	0.7	-	0.2
Other financial assets	65.7	-	-	-
Cash and cash equivalents	71.9	115.8	67.1	40.6
Total current assets	**192.0**	**206.9**	**117.0**	**89.7**
Total assets	**262.9**	**302.1**	**195.2**	**170.1**
Equity and liabilities				
Equity				
Share capital	0.1	0.1	0.1	0.1
Retained earnings	108.1	151.3	79.9	63.6
Total equity	**108.2**	**151.5**	**80.0**	**63.7**
Non-current liabilities				
Borrowings	-	42.3	44.5	39.5
Lease liabilities	61.0	3.6	7.2	10.8
Deferred tax liabilities	-	0.6	0.9	0.6
Other payables	-	-	-	3.2
Total non-current liabilities	**61.0**	**46.5**	**52.6**	**54.2**
Current liabilities				
Borrowings	-	2.2	2.1	1.9
Lease liabilities	8.4	4.4	4.7	5.4
Share-based remuneration	19.0	8.8	6.2	3.7
Deferred income	3.2	2.6	2.6	3.5
Trade payables	10.6	5.4	4.5	3.8
Contract liability	31.9	74.2	20.6	25.1
Tax payables	4.4	-	-	-
Other liabilities	16.2	6.8	21.8	8.8
Total current liabilities	**93.7**	**104.2**	**62.6**	**52.2**
Total liabilities	**154.7**	**150.7**	**115.2**	**106.4**
Total equity and liabilities	**262.9**	**302.1**	**195.2**	**170.1**

Consolidated cash flow statement

DKK million	For the year ended 31 December (audited) 2022	2021	2020
Cash flow from operating activities			
Net profit for the year	4.3	67.9	12.7
Adjustments for non-cash items	12.6	43.6	18.7
Changes in net working capital	8.8	(3.4)	4.7
Interest received	0.2	0.4	0.1
Interest paid	(1.4)	(1.9)	(2.2)
Income taxes paid/received	(0.1)	(18.0)	(0.9)
Net cash inflow (outflow) from operating activities	**24.3**	**88.5**	**33.0**
Cash flow from investing activities			
Purchase of property, plant & equipment	(9.5)	(27.2)	(7.2)
Payments for development costs	(4.6)	-	-
Proceeds from sale of property, plant & equipment	30.0	-	-
Proceeds from sale of property related to sale and lease back transaction	28.3	-	-
Deposits	-	(0.0)	-
Net cash inflow (outflow) from investing activities	**44.1**	**(27.2)**	**(7.2)**
Cash flow from financing activities			
Repayment of borrowings	(35.9)	(2.1)	(2.0)
Proceeds from borrowings	-	-	7.2
Principal elements of lease payments	(4.9)	(4.0)	(4.3)
Dividends paid to company's shareholders	(66.0)	(6.6)	-
Acquisition of treasury shares	(5.5)	-	-
Net cash inflow (outflow) from financing activities	**(112.3)**	**(12.6)**	**0.9**
Net increase (decrease) in cash and cash equivalents	**(43.9)**	**48.7**	**26.7**
Cash and cash equivalents at the beginning of the financial year	115.8	67.1	40.4
Cash and cash equivalents at end of year	**71.9**	**115.8**	**67.1**

Consolidated statements of changes in equity

DKK million	Share capital (audited)	Retained earnings (audited)	Total (audited)
Equity at 1 January 2020	**0.1**	**63.6**	**63.7**
Net profit for the year	-	12.7	12.7
Other comprehensive income	-	-	-
Total comprehensive income	**-**	**12.7**	**12.7**
Transactions with owners:			
Dividends paid	-	-	-
Share-based payments	-	3.6	3.6
Equity at 31 December 2020	**0.1**	**79.9**	**80.0**
Equity at 1 January 2021	**0.1**	**79.9**	**80.0**
Net profit for the year	-	67.9	67.9
Other comprehensive income	-	-	-
Total comprehensive income	**-**	**67.9**	**67.9**
Transactions with owners:			
Dividends paid	-	(6.6)	(6.6)
Share-based payments	-	10.1	10.1
Equity at 31 December 2021	**0.1**	**151.3**	**151.5**
Equity at 1 January 2022	**0.1**	**151.3**	**151.5**
Net profit for the year	-	4.3	4.3
Other comprehensive income	-	-	-
Total comprehensive income	**-**	**4.3**	**4.3**
Transactions with owners:			
Dividends paid	-	(66.0)	(66.0)
Acquisition of treasury shares	-	(4.5)	(4.5)
Share-based payments	-	22.9	22.9
Equity at 31 December 2022	**0.1**	**108.1**	**108.2**

7.2 Segment information

The Company reports in three IFRS operating segments and operates in two primary business areas (the CRO Segment and the Discovery & Partnership Segment) and one secondary passive investment area (the Gubra Green Segment (as defined herein)), which is inherent in the way the Company considers and operates the Company:

- **CRO Segment:** The CRO Segment comprises pre-clinical contract research and development services within metabolic and fibrotic diseases to customers in the pharmaceutical and biotechnology industry.

- **Discovery & Partnership Segment:** The Discovery & Partnership Segment comprises a portfolio strategy with an aim to generate revenue through early partnering of the Company's potential drug candidates in the form of upfront payments, research payments, milestone payments and royalties.

- **Gubra Green Segment:** The Gubra Green segment comprises passive investments targeting assets promoting the green transition (which as of 1 January 2023 are made through Gubra Green ApS) (the "**Gubra Green Segment**"). Gubra Green serves as a continuation and formalisation of the Company's historical CSR and ESG activities. See 6.9.1 "*Part III–Business–Sustainability and corporate social responsibility–Gubra Green*". The Gubra Green segment has historically also provided sponsorships and donations to certain green initiatives, which will no longer be continued going forward.

The following table displays key figures including revenue, EBIT excluding Special Items (for both the CRO Segment, Discovery & Partnership Segment and combined) and EBIT margin (for both the CRO Segment, Discovery & Partnership Segment and combined).

	For the year ended 31 December		
DKK million	**2022**	2021	2020
Revenue CRO Segment	130.6	155.0	148.2
Revenue Discovery & Partnership Segment	68.8	100.3	24.1
Total Revenue	**199.4**	**255.3**	**172.3**

	For the year ended 31 December		
DKK million	**2022**	2021	2020
EBIT excluding Special Items CRO Segment	35.9	70.2	67.0
EBIT excluding Special Items Discovery & Partnership Segment	(17.4)	37.8	(39.3)
Total EBIT excluding Gubra Green and Special Items	**18.5**	**108.0**	**27.7**

	For the year ended 31 December		
in % of total	**2022**	2021	2020
EBIT margin excluding Special Items CRO Segment	27.5%	45.3%	45.2%
EBIT margin excluding Special Items Discovery & Partnership Segment	(25.3%)	37.7%	(163.3)%
Total EBIT margin excluding Gubra Green and Special Items	**9.3%**	**42.3%**	**16.1%**

7.3 Principal factors affecting the Company's business and results of operations

Prospective investors should also refer to 1 "*Part II–Risk factors*" and 6 "*Part III–Business*" for further information relating to factors, which may affect the Company's business, financial condition and results of operations.

The following factors have affected, and will potentially continue to affect, the Company's business and results of operations.

Market demand for pre-clinical services and drug discovery and development
The Company's financial results are affected by the Company's customers' and partners' demand for specialised pre-clinical expertise through outsourcing and partnering of their pre-clinical CRO activities and discovery and development activities and the Company's ability to meet those demands. The Company will sustain growth only if the Company's existing customers and partners continue to rely on the Company's expertise, capacity and innovation and if additional companies select the Company as their supplier and partner of choice for pre-clinical CRO services, drug discovery and early clinical development.

The underlying market growth, influencing the demand in both the Company's CRO Segment and the Discovery & Partnership Segment, is to a large extent driven by demographic changes as the world population is aging and a rising prevalence of lifestyle related diseases such as obesity, diabetes and metabolic disorders, see 6.6.1 "*Part III–Business–Market and industry–The global pharmaceutical and biotechnology industries*". The Discovery & Partnership Segment is furthermore driven by growth in the market for AI-driven drug discovery and the peptide therapeutics market. For further information, see 6.6.6.1 "*Part III–Business–Market and industry–The Company's addressable market for its Discovery & Partnership Segment–The market for AI drug discovery*".

Within the CRO Segment, the demand for the Company's services is mainly driven by structural growth trends as well as underlying market growth for different disease areas. Structural growth trends include (i) growth in pharmaceutical companies' outsourcing of pre-clinical services, (ii) pharmaceutical companies' increasing focus on efficiency to remain flexible, (iii) growth in the demand for speciality and complex CRO services, (iv) growth in pharmaceutical and biotechnology companies demand for technology services based on AI and ML, (v) growth in small and medium-sized biotechnology companies' need for external labs and infrastructure and (vi) growth in pharmaceutical and biotechnology companies demand to reduce own bottlenecks. For further information, see 6.6.2.1 "*Part III–Business–Market and industry–The global CRO market–Structural trends driving growth in global CRO spending*".

The Company believes that the growth of the Company's CRO Segment going forward is expected to benefit from the structural trends driving growth in CRO spending paired with the Company's specific CRO services offerings. The expected high growth rates within lifestyle related diseases such as obesity, diabetes and metabolic disorders are also expected to benefit the growth in the products and services from the Company. See also 6.6.2 "*Part III–Business–Market and industry–The global CRO market*".

General trends within the markets in which the Company is operating affects the Discovery & Partnership Segment. Hence, the Company believes that the growth in the Discovery & Partnership Segment going forward is expected to benefit from the general global growth in lifestyle related diseases along with aging of the world population. Further, growth is expected to be supported by growth in the global peptide therapeutics market, which is expected to grow by 7% yearly from the financial year ended 31 December 2021 to the financial year ending 31 December 2025, see 6.6.3 "*Part III–Business–Market and industry–The Company's focus market by drug class*". This will benefit the Company as its drug discovery is focused on design and development of peptide-based innovations. Another important market driver for the Discovery & Partnership Segment is the expected growth in the AI discovery market. The global AI drug discovery market is expected to grow by 36% yearly from the financial year ended 31 December 2021 to the financial year ended 31 December 2028. With the Company's in-house developed ML- and AI-based streaM-Line Platform already in place, the Company believes that it is strongly positioned to capture the market potential within AI drug discovery, see 6.6.6.1 "*Part III–Business–Market and industry–The Company's addressable market for its Discovery & Partnership Segment–The market for AI drug discovery*".

Ability to provide attractive and innovative CRO services and sustain competition
The specialised pre-clinical services industry is subject to rapid and significant technological changes, new product and service introductions, evolving industry standards, rules and regulations, changing customer needs and preferences. To grow the demand for the Company's CRO services and sustain competition, the Company needs to keep pace with these changes and continue to develop and introduce attractive and innovative service offerings.

The Company believes that it has the ability to meet these evolving changes and to offer a broad range of innovative and attractive services through its highly specialised laboratory and animal testing facilities with operations centred around automation, robotisation and digitalisation. Combined with the Company's disease area specialisation and deep knowledge, the Company positions itself as a key pre-clinical research partner for a broad range of customers worldwide. The Company has a longstanding track-record of working with the world's largest pharmaceutical companies who, among others, remain recuring customers.

Business mix and gross margin within the CRO Segment

The Company generates revenue from its CRO Segment through the sale of specialised pre-clinical research services to customers. The CRO Segment offers a variety of services within different disease areas to a broad range of customers worldwide. Changes in the business mix between the different types of services, disease areas, contract types and customers will affect the Company's cost of sales, gross profit and gross margin. The Company mitigates this risk through diversification by providing a wide range of services to many different customer types, albeit within a focused spectrum of disease areas.

The Company's ability to predict payment from partnerships and ability to enter into third-party collaborations and efficiency and scientific excellence of the Company's own and its partners' research and development activities

Payments from existing partnerships and payments from potential new partnerships are inherently difficult to predict both in terms of timing and magnitude, which cause volatility in revenue and earnings for the Discovery & Partnership Segment and thus the Company.

The Company's Discovery & Partnership Segment is dependent on the Company's own ability to identify novel peptide-based partnering Pipeline Assets within metabolic and fibrotic diseases and enter into partnerships related to such Pipeline Assets. To ensure a flow of new drug discoveries, investing in technologies and platforms such as its own proprietary ML and AI backed target and drug discovery platform, the streaMLine Platform, is a core part of the Company's strategy.

Some of the Company's Pipeline Assets have been partnered with pharmaceutical and biotechnology companies. This entails the right to receive upfront payments, research payments, milestones subject to the terms of the Partnering Agreements payments and royalties pending the pre-clinical and clinical progression of such assets. The Company typically receives a payment if one of its partnered Pipeline Assets progresses to a new stage of the pre-clinical or clinical development value chain. Since the Company's partners have full future development discretion, the Company has, after entering into partnerships, little or no control over the frequency of the milestone payments as well as when and if the conditions for the receipt of such milestone payments are satisfied, such as the achievement of clinical development and sales milestones and the Company has to date not received any sales related milestones or royalty payments. In addition such milestone payments may not be equally distributed and the Company may not always be able to predict its future milestone schedule for existing partnerships. The revenue contribution from partnerships is inherently lumpy, which may give rise to revenue volatility in specific years when milestones occur. It is therefore important to evaluate milestones over a number of years and not the occurrence and impact in a single year. Further, the Company's business may contribute to fluctuations, e.g., due to changes in revenue and expenditures, inflation, external events, its ability to develop new Pipeline Assets, enter into new partnerships and the business environment. See also 6.5.5 "*Part III–Business–Business model–Discovery & Partnership Segment*".

The Company's revenue and financial results depend on the progress of the Company's partners' pre-clinical and clinical development of the Company's Pipeline Assets, receipt of regulatory approval and success in commercialisation. A partner may choose to end the development of a specific programme for scientific (including for example adverse effects or insufficient efficacy) or commercial reasons and the Company typically has no ability to influence such decisions, which may be driven by factors such as pipeline prioritisation and the ability to obtain additional required capital. In such event, the Company typically has an option to have the Pipeline Assets transferred back to it.

The financial results of the Discovery & Partnership Segment therefore depend, in part, on the success of the Company's partners as well as the Company's ability to enter into new partnerships at commercially reasonable terms.

The Company mitigates this risk through diversification related to targeted indication in the Company's portfolio and an opportunistic early-partnering approach, as well as by continuing to have a strong focus on the more stable CRO Segment.

Acquisitions and divestments

Acquisitions are part of the Company's future strategy for growth and strengthening of the Company's competitive position. The Company is currently evaluating the market for attractive and potentially synergy opportunities that are value accretive to the Company's business. If successful in implementing its strategy, the Company expects to acquire companies that improve the Company's value proposition through access to new technologies or additional capacity, extend its offerings, provide access to new customers and/or allow for extension of geographical reach. The Company is evaluating opportunities within both the CRO Segment and the Discovery & Partnership Segment. See 6.4.3 "*Part III–Business–Strategy–Strategy for both segments*". Given that the Company has not historically made any acquisitions and/or divestments, the above factor has not previously affected the Company's previous business and results of operations included in this section.

Foreign currency exchange rates

Due to the Company's international business operations, the Company is subject to foreign exchange transaction risks. The Company's reporting currency is DKK, however, the Company also incur revenues and expenses in mainly EUR and USD. Other currencies are of less relevance. Transactional risk arises when the Company executes transactions in a currency other than the Company's respective functional currency.

The Company's cost base is primarily in DKK whereas more than 78.4% of its revenue in the financial year ended 31 December 2022 came from outside Denmark and predominantly in EUR and USD. The currency risk related to EUR is limited as the DKK is pegged to the EUR. In the financial year ended 31 December 2022, around 6% of the total revenue was denominated in USD. As the cost base is currently not matched with the same currency for revenue, the Company's results of operations are affected by currency exchange rate fluctuations.

7.4 Principal factors affecting the comparability of the Company's business and results of operations

The Consolidated Financial Statements for 2022, including comparative figures for the financial years ended 31 December 2021 and 2020, respectively, included in the Prospectus, have been prepared in accordance with IFRS applicable at the end of 2022. The Company has used the same accounting policies in its opening IFRS statement of financial position as at 1 January 2020 (i.e., from the transition date to IFRS used for the purpose of the Consolidated Financial Statements of the Company included in the prospectus) and throughout all periods presented in the Consolidated Financial Statements of the Company included in the prospectus.

7.4.1 IFRS conversion

The Consolidated Financial Statements have been prepared in accordance with IFRS. Previously published financial statements covering 1 January 2021 to 31 December 2021 and 1 January 2020 to 31 December 2020 have been prepared in accordance with the Danish GAAP and the Danish Financial Statements Act. In preparing and reporting the comparative figures for the financial years ended 31 December 2021 and 2020 in the Consolidated Financial Statements included in this Prospectus, certain reclassifications and adjustments have been made compared to the previously published financial statements for the financial years ended 31 December 2021 and 2020, respectively, to align them with the presentation and classification applied in the Consolidated Financial Statements for 2022. Such reclassifications and adjustments include the recognition of share-based remuneration programmes and recognition of revenue related to customer contracts. The Company has further changed the presentation of costs in the income statement included in the Consolidated Financial Statements from a nature-based classification to a classification based on cost function within the Group. Further, the Company has also capitalised a number of development projects as intangible assets which is required according to IFRS but not Danish GAAP. Lastly, the Company has made segmentation of operating segments pursuant to the requirements of IFRS.

The table below shows the effect of the conversation to IFRS on the profit before tax line item in the Income Statement.

	For the year ended 31 December		
DKK million	**2022**	2021	2020
Profit for the year (Danish GAAP)	**N/A**	**83.7**	**19.9**
Adjustment as a result of implementation of IFRS 2 related to share-based remuneration[(1)]	N/A	(13.5)	(9.4)
Adjustment as a result of implementation of IFRS 15 related to customer contract[(2)]	N/A	(5.4)	1.6
Adjustment as a result of implementation of IFRS related to intangible assets[(3)]	N/A	2.5	1.1
Adjustment of certain periodisations related to tax as a result of implementation of IFRS as set out above	N/A	0.6	(0.6)
Profit for the year (IFRS)	**4.3**	**67.9**	**12.7**

(1) For the conversion to IFRS, the Company's Cost-Free Share Programmes and Offering-related management bonus programme are recognised in the Consolidated Financial Statements in accordance with IFRS 2 *Share-based payments*. The Company's Incentive Programme is classified as a compound instrument, giving rise to both an equity-settled and a cash-settled component. The Company recognises the fair value of the transaction as a cost. The cash-settled component of the transaction gives rise to a liability. The effect on the Income Statement for the financial years ended 31 December 2020 to 2022 are provided in the table above and further clarified in note 25 to the Consolidated Financial Statements, page F-40. The Company's Cost-Free Share Programme has been replaced by the Company's long-term incentive programme for other employees of the Company, see also 11.4.4 "*Part III–Remuneration and benefits–Incentive programmes–Long-term share-based incentive programmes*".

The following table shows the effect of the IFRS adjustment expressed as a percentage of total operating costs.

	For the year ended 31 December		
In %	**2022**	2021	2020
As a percentage of total operating costs (Danish GAAP)	**N/A**	**9%**	**6%**

(2) With respect to revenue, the conversion to IFRS has impacted the accounting treatment of revenue in accordance with IFRS 15 *Revenue from Contracts with Customers*. The change is concentrated on the Company's partnership contracts. Unlike Danish GAAP, IFRS 15 includes detailed requirements related to the identification of performance obligations, adjustments to the transaction price and measures of progress. Accordingly, the group has made adjustments to the timing when revenue is recognised. The adoption of IFRS 15 only affected the timing when revenue is recognised and not the total amount of revenue seen over years. See table above for the effect of the change in timing of revenue recognition for the financial years ended 31 December 2020 to 2022. Also see note 25 to the Consolidated Financial Statements for additional information about the effects from first time adoption of IFRS, page F-40.

The following table shows the effect of the IFRS adjustment expressed as a percentage of revenue.

	For the year ended 31 December		
In %	**2022**	2021	2020
As a percentage of Revenue (Danish GAAP)	**N/A**	**(2%)**	**1%**

(3) With respect to intangible assets, IAS 38 Intangible Assets requires, unlike Danish GAAP, that companies capitalise development costs that meets specified criteria. As such, a number of the Company's development projects primarily related to model and technology development have been capitalised. The table above shows for the amount capitalised for the financial years ended 31 December 2020 to 2022. Also see note 25 to the Consolidated Financial Statements for additional information about the effects from first time adoption of IFRS, page F-40.

The following table shows the effect of the IFRS adjustment expressed as a percentage of total operating costs.

	For the year ended 31 December		
In %	**2022**	2021	2020
As a percentage of total operating costs (Danish GAAP)	**N/A**	**2%**	**1%**

7.5 Components of results of operations

7.5.1 Revenue

Revenue comprises the sale of services related to the CRO Segment, payments related to the Discovery & Partnership Segment and revenue or other operating income from investment activities related to the Gubra Green Segment.

For the CRO Segment, the Company generates revenue based on two revenue models: (i) the study-by-study model, and (ii) the FRH (flexible research hours) model. For the study-by-study model, customers purchase one study at a time as a fee-for-service structured as an upfront payment, a payment pending data presentation and a payment pending the final report. The FRH model allows customers to purchase a 12- or 24-months "hour bank" of research hours from the Company structured as equally large monthly payments, see 6.5.4.7 "*Part III–Business–Business model–CRO Segment–The revenue model in the CRO Segment*".

For the Discovery & Partnership Segment, the revenue model is based on entering into partnership agreements for the out-licensing of the Company's own Pipeline Assets and/or for the research and development of new Pipeline Assets. Once a Pipeline Asset has been partnered and depending on the individual partnership agreement, the Company may be entitled to receive partnership payments comprising upfront payments, research payments, milestone payments, license fees and/or royalties (any such potential royalty payments are not expected for at least the coming five years given the Pipeline Assets' current state of progression), see 6.5.5 "*Part III–Business–Business model–Discovery & Partnership Segment*".

For the Gubra Green Segment, the Company does not currently expect any revenue from the historical investments made prior to the incorporation of Gubra Green. However, the Company may in the future receive revenue or other operating income on new investment activities. Gubra Green serves as a continuation and formalisation of the Company's historical CSR and ESG, see also 6.9.1 "*Part III–Business–Sustainability and corporate social responsibility–Gubra Green*".

7.5.2 Cost of sales

Costs of sales includes the cost of personnel (including share-based compensation attributed to cost of sales) directly associated with revenue generating projects and raw materials and consumables, such as e.g., mice, diets, chemicals etc. that are consumed in the provision of the services as well as amortisation and depreciation of equipment used for those services.

7.5.3 Operating expenses

7.5.3.1 Research and development costs

Research and development costs are to a lesser extent external and primarily internal costs. A significant part of the internal costs are personnel costs incurred in the development of the Company's discovery platform (the streaMLine Platform), development of Pipeline Assets, development of technologies and animal models to be used in the services offered in the CRO Segment, depreciation of equipment such as lab machinery and microscopes as well as share-based compensation expense attributed to research and development costs. Some of the Company's research and development costs related to model and technology development have been capitalised as the

criteria for classifying research and development costs as an asset according to IAS 38 are fulfilled, see 7.4.1 "*Part III–Operating and financial review–Principal factors affecting the comparability of the Company's business and results of operations–IFRS conversion*" above for further detail.

A part of the Company's research and development for clinical activities are performed by third-party laboratories, medical centres or clinical research outsourcing partners. The Company records accruals for estimated research and development costs, comprising payments for work performed by third-party contractors and others. Payments for these activities are based on the terms of the individual agreements with the relevant counterparties, which may differ from the pattern of costs incurred, in which case, they are reflected in the Consolidated Financial Statements as an expense, a prepaid expense or an accrued expense. For future clinical studies, e.g., related to Amylin, the Company will accrue expenses based on estimated percentage of work completed. The Company's estimates will depend on the timeliness and accuracy of the data provided by the clinical research outsourcing partners regarding the status of each programme and total programme spending. The Company will regularly evaluate the estimates to determine if adjustments are necessary or appropriate based on information received.

None of the Company's costs for research and development for pre-clinical and clinical activities have been capitalised as the criteria for classifying research and development costs as an asset according to IAS 38 has not been met (capitalisation of development costs is normally done in connection with final regulatory approval). Hence, all research and development costs related to the development of the product candidates have been expensed.

7.5.3.2 Selling, general and administrative costs
The Company's selling, general and marketing costs primarily consist of personnel costs (including share-based compensation attributed to selling, general and administrative costs), conferences, campaigns, advertising and travel costs. General and administrative expenses primarily consist of depreciation and other facility costs related to the Company's headquarters, personnel related costs (including share-based compensation) and costs related to human resources, information technology, procurement and logistics and other administrative functions as well as expenses related to the preparation of the Offering, accounting and legal services.

With respect to the Company's headquarters, a sale and lease back transaction was completed in December 2022, see 6.13 "*Part III–Business–Real Estate*". As consequence of the transaction, depreciation related to the headquarters will be replaced by rent costs. For a description of the difference between the costs level in the financial year ended 31 December 2022 and the annual rent cost in the financial year ending 31 December 2023, please see 9.1.2 "*Part III–Consolidated prospective financial information for the financial year ending 31 December 2023–Statement by the Board of Directors and Executive Management on prospective financial information for the Company for the financial year ending 31 December 2023–Methodology and assumptions*".

The Company recognises administration expenses in the period in which such costs occur.

7.5.4 Other operating income
Other operating income primarily comprise government funded grants from Innovation Fund Denmark ("Innovationsfonden"). Grants are recognised at the time when the Company has obtained reasonable assurance that it will comply with the conditions attached to the grants and that the grants will be received. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

7.5.5 Financial income and costs
Financial income and costs comprise interest income and costs, exchange gains and losses on transactions denominated in foreign currencies. These are recognised in the income statements at the amounts that concern the relevant period. Furthermore, financial costs comprise amortisation of financial liabilities, including lease liabilities and borrowings.

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

7.6 Summary of the key financial development in the financial year ended 31 December 2022 compared to the financial year ended 31 December 2021

Prospective investors should also refer to 7.5 "*Part III–Operating and financial review–Components of results of operations*" for further information on recognition in the income statement.

Income statement

Revenue

Total revenue for the financial year ended 31 December 2022 totalled DKK 199.4 million compared to DKK 255.3 million in the financial year ended 31 December 2021. The decrease totalled DKK 55.9 million (22%) and was mainly due to (i) the financial years ended 31 December 2020 and 2021, respectively, having been positively affected by the covid-19 pandemic; (ii) two low-activity months during the financial year ended 31 December 2022 within CRO services potentially as a result of macroeconomic uncertainty and (iii) a decrease in the sale of CRO services related to the disease category NASH amid to the anticipation of clinical results from a third party, which subsequently turned out positive. This was, however, partly counterbalanced by solid increase in the sale of CRO services within CNS and an overall high activity level during fourth quarter of financial year ended 31 December 2022, especially driven by new study-by-study projects within CRO Services Segment, that was similar to the activity level of the financial year ended 31 December 2021 Additionally, the Company received less revenue from the Discovery & Partnership Segment compared to the previous financial year due to the inherent volatility of that segment where upfront payments and milestone payments from partnerships were obtained in the financial year ended 31 December 2021.

With respect to the CRO Segment, the revenue generated in study-by-study contracts during the financial year ended 31 December 2022 compared to the financial year ended 31 December 2021 from NASH decreased with DKK 30 million, obesity was identical, CNS increased by DKK 9 million, kidney decreased DKK 5 million, CVD/heart increased DKK 1 million, IPF/lung increased 2 million and other decreased by DKK 1 million, corresponding to a decrease of collectively DKK 23 million whereas revenue from FRH decreased by DKK 2 million.

The Company believes that the demand for NASH studies have generally been affected by a number of drugs offered by third parties have experienced setbacks during the financial year ended 31 December 2022.

Cost of sales

Cost of sales amounted to DKK 101.6 million in the financial year ended 31 December 2022 compared to DKK 89.5 million in the financial year ended 31 December 2021. The increase of DKK 12.2 million (14% increase) in cost of sales was primarily due to higher cost recognised to share remuneration programmes (non-cash effect).

Gross profit and Gross margin

Gross profit decreased DKK 68.1 million (41% decrease) from DKK 165.9 million in the financial year ended 31 December 2021 to DKK 97.7 million in the financial year ended 31 December 2022 predominantly driven by decrease in revenue from both primary business areas and the abovementioned increase in cost of sales. Accordingly, gross margin decreased from 65% in the financial year ended 31 December 2021 to 49% in the financial year ended 31 December 2022. For the CRO Segment, gross profit decreased DKK 31.7 million (35% decrease) from DKK 90.8 million in the financial year ended 31 December 2021 to DKK 59.1 million in the financial year ended 31 December 2022 while gross margin decreased from 59% in the financial year ended 31 December 2021 to 38% in the financial year ended 31 December 2022. For the Discovery & Partnership Segment, gross profit decreased DKK 36.4 million (49% decrease) from DKK 75.1 million in the financial year ended 31 December 2021 to DKK 38.7 million in the financial year ended 31 December 2022, which translated into gross margin decrease from 75% in the financial year ended 31 December 2021 to 39% in the financial year ended 31 December 2022.

Selling, general and administrative costs

Selling, general and administrative costs amounted to DKK 66.7 million in the financial year ended 31 December 2022 compared to DKK 52.2 million in the financial year ended 31 December 2021. The increase of DKK 14.5 million (28% increase) in selling, general and administrative costs was primarily due to a increase in number of employees to facilitate the anticipated future growth of the Company as well as higher recognised costs for share remuneration programmes (non-cash effect) and IPO preparation costs.

Research and development costs
Research and development costs amounted to DKK 56.8 million in the financial year ended 31 December 2022 compared to DKK 27.1 million in the financial year ended 31 December 2021. The increase of DKK 29.8 million in research and development was primarily due to expansion of headcount within both primary business areas reflecting (i) the development of new models and expansion within new disease and technology areas (CRO Segment), (ii) increased costs for the development of the Amylin Pipeline Asset (Discovery & Partnership Segment) and (iii) increased costs for development of new projects ready to be partnered (Discovery & Partnership Segment). The cost increase also reflected higher cost recognised for share remuneration programmes (non-cash effect).

Operating results (EBIT) excluding Special Items and Gubra Green
The operating results excluding Special Items and Gubra Green (EBIT excluding Special Items and Gubra Green) decreased DKK 89.5 million (83% decrease) from DKK 108.0 million in the financial year ended 31 December 2021 to DKK 18.5 million in the financial year ended 31 December 2022 as a consequence of a decrease in revenue in both primary business areas and an overall higher cost level as described in detail above. The operating margin (EBIT margin excluding Special Items and Gubra Green) decreased correspondingly with 33 percentage points to 9.3% in the financial year ended 31 December 2022.

For the CRO Segment, EBIT excluding Special Items decreased DKK 34.3 million (49% decrease) to DKK 35.9 million in the financial year ended 31 December 2022 from DKK 70.2 million in the financial year ended 31 December 2021 while CRO EBIT margin excluding Special Items decreases with 18% to 27.5% in the financial year ended 31 December 2022 compared to the financial year 2021. The decrease in EBIT reflected the decrease in revenue and higher cost level driven primarily by an increase in research and development costs. Including the build-up of capacity including the development of new models and disease and technology areas to prepare for future growth (e.g. 3D imaging).

For the Discovery & Partnership Segment, EBIT excluding Special Items decreased DKK 55.2 million to DKK (17.4) million in the financial year ended 31 December 2022 from DKK 37.8 million in the financial year ended 31 December 2021. The decrease was primarily due to a decrease in revenue as described above and higher research and development costs for the development of the Amylin Pipeline Asset and increased costs for development of new projects for partnerships.

Special Items and Gubra Green totalled DKK 19.8 million in the financial year ended 31 December 2022, compared to DKK 19.2 million in the financial year ended 31 December 2021. This increase of DKK 0.6 million (3%) was primarily due to higher recognised costs for share incentive programmes and higher costs relating to the preparation of the Offering, partly counterbalanced by gain on sale of the Company's headquarters.

Other operating income
Other operating income, adjusted to exclude the gain and loss on sale of the Company's headquarters and Langeland that are categorised as a Special Item, amounted to DKK 2.0 million in the financial year ended 31 December 2022 similar to DKK 2.0 million in the financial year ended 31 December 2021.

Financial income and costs
Financial costs amounted to DKK 2.0 million in the financial year ended 31 December 2022 and was largely unchanged compared to the level in the financial year ended 31 December 2021 with DKK 1.9 million in financial costs. Financial income amounted to DKK 9.5 million in the financial year ended 31 December 2022 compared to DKK 0.4 million in the financial year ended 31 December 2021. The increase in financial income was due to early redemption of loans below par value that were redeemed in connection with the sale of the Company's headquarters. The redemption of loans translated into a gain of DKK 8.8 million.

Income tax
Tax on profit for the financial year ended 31 December 2022 amounted to a cost of DKK 1.9 million in the financial year ended 31 December 2022 compared to a cost of DKK 19.2 million in 2021. The decreased tax cost of DKK 17.2 million (90% decrease) was due to lower taxable profit in the financial year ended 31 December 2022.

Net profit for the year
Net profit for the year for the financial year ended 31 December 2022 amounted to DKK 4.3 million compared to DKK 67.9 million in the financial year ended 31 December 2021. The decreased net profit of DKK 63.6 million (94% decrease) was due to both a decrease in revenue and higher costs in the financial year ended 31 December 2022.

Balance sheet

Non-current assets
Total non-current assets as at 31 December 2022 were DKK 70.9 million compared to DKK 95.3 million as at 31 December 2021. The decrease of DKK 24.4 million (26% decrease) was primarily due to sale of the Company's headquarters.

Current assets
Total current assets as at 31 December 2022 were DKK 192.0 million compared to DKK 206.9 million as at 31 December 2021. The decrease of DKK 14.9 million (7% decrease) was primarily due to a decrease in cash and cash equivalents as well as in trade receivables which was due to lower recognition of partnership revenue during 2022. Furthermore, the decrease in current assets was partially offset by an increase in other financial assets as part of the proceeds from the sale of the Company's headquarters, DKK 65.7 million, was obtained in January 2023.

Total equity
Total equity as at 31 December 2022 was DKK 108.2 million compared to DKK 151.5 million as at 31 December 2021. The decrease of DKK 43.3 million (29% decrease) was due to the distribution of dividend of DKK 66 million.

Non-current liabilities
Total non-current liabilities as of 31 December 2022 were DKK 61.0 million compared to DKK 46.5 million as at 31 December 2021. The increase of DKK 14.5 (31% increase) million was due to increase in lease liabilities of DKK 57.4 million following the sale and lease back of the Company's headquarters partly counterbalanced by repayment of interest-bearing debt.

Current liabilities
Total current liabilities as at 31 December 2022 were DKK 93.7 million compared to DKK 104.2 million as at 31 December 2021. The decrease of DKK 10.5 million (10% decrease) was primarily due to a decrease in contract liabilities as the performance obligations have been fulfilled during 2022 and thus revenue have been recognised.

Cash flow

Cash flow from operating activities before changes in net working capital
Cash flow from operations before changes in net working capital amounted to DKK 15.5 million in the financial year ended 31 December 2022 compared to DKK 91.9 million in the financial year ended 31 December 2021. The decrease of DKK 76.4 million (83% decrease) was primarily driven by the lower profit for the year.

Net working capital
Changes in net working capital amounted to DKK 8.8 million in 2022 compared to DKK (3.4) million in the financial year ended 31 December 2021. The positive working capital contribution in the financial year ended 31 December 2022 reflected primarily a decrease in trade receivables that was partially counterbalanced by an increase in prepayments and a decrease in contract liabilities.

Cash flow from investing activities
Cash flow from investing activities amounted to DKK 44.1 million in the financial year ended 31 December 2022 compared to DKK (27.2) million in the financial year ended 31 December 2021. The decreased cash outflow of DKK 71.2 million (262% decrease) was primarily due to the sale and lease back of the Company's headquarters and sale of property, plant and equipment.

Cash flow from financing activities
Cash flow from financing activities amounted to DKK (112.3) million in the financial year ended 31 December 2022 compared to DKK (12.6) million in the financial year ended 31 December 2021. The increased cash outflow of DKK 99.7 million (791% increase) was primarily due to a dividend payout of DKK 66.0 million (DKK 6.6 million paid out in the financial year ended 31 December 2021) and repayment of borrowings DKK 28.3 million related to the sale and lease back of the Company's headquarters in the financial year ended 31 December 2022.

7.7 Summary of the key financial development in the financial year ended 31 December 2021 compared to the financial year ended 31 December 2020

Income statement

Revenue

Total revenue for the financial year ended 31 December 2021 totalled DKK 255.3 million compared to DKK 172.3 million in the financial year ended 31 December 2020. The increase amounted to DKK 83.0 million (48% increase) and was primarily driven by increased revenue contribution from upfront payments and milestone payments from partnerships within the Discovery & Partnership Segment. The revenue contribution increase of DKK 76.2 million from partnerships within the Discovery & Partnership Segment in the financial year ended 31 December 2021 amounted to a total revenue for that segment of DKK 100.3 million in 2021 compared to DKK 24.1 million in 2020. Revenue from the CRO Segment increased by DKK 6.8 million (5% increase) from the financial years ended 31 December 2020 to 2021 and was primarily driven by a higher number of studies sold in the financial years ended 31 December 2021 compared to 2020. The financial years ended 31 December 2021 and 31 December 2020 were generally characterised by a positive covid-effect, primarily driven by customers faced with lock-downs of internal laboratories and therefore fuelling the need for outsourcing to CRO services providers such as the Company.

Cost of sales

Cost of sales amounted to DKK 89.4 million in the financial year ended 31 December 2021 compared to DKK 79.9 million in the financial year ended 31 December 2020. The increase of DKK 9.5 million (12% increase) in cost of sales was primarily due to the higher revenue and activity level in 2021, which led to an increase in the cost of variable goods.

Gross profit and Gross margin

Gross profit increased with DKK 73.5 million (80% increase) from DKK 92.4 million in the financial year ended 2020 to DKK 165.9 million in the financial year ended 31 December 2021 predominantly driven by the increase in revenue from partnerships within the Discovery & Partnership Segment. Accordingly, gross margin increased from 53.6% in 2020 to 65.0% in the financial year ended 31 December 2021.

For the CRO Segment, gross profit increased with DKK 2.8 million (3% increase) from DKK 88.0 million in the financial year ended 31 December 2020 to DKK 90.8 million in the financial year ended 31 December 2021 while gross margin decreased slightly (58.6% in 2021 and 59.4% in the financial year ended 31 December 2020). The slight decrease in gross margin in 2021 was primarily due to higher salary costs resulting from an increased number of headcounts in the financial year ended 31 December 2021.

For the Discovery & Partnership Segment, gross profit increased significantly by DKK 70.8 million (1,647% increase) year-over-year to DKK 75.1 million in the financial year ended 31 December 2021 from DKK 4.3 million in the financial year ended 31 December 2020, which translated into gross margin increase of 56.8 percentage points to 74.8%. The increase stems from the inherent volatility in the Discovery & Partnership Segment where the occurrence of substantial upfront payments and/or milestone payments in a particular reporting period can create significant changes in revenue between years.

Selling, general and administrative costs

Selling, general and administrative costs amounted to DKK 52.2 million in the financial year ended 31 December 2021 compared to DKK 44.7 million in the financial year ended 31 December 2020. The increase of DKK 7.5 million (17% increase) in selling, general and administrative costs in the financial year ended 31 December 2021 was primarily due to higher salary costs for both the CRO segment and the Discovery & Partnership Segment as well as higher costs related to the Group's green initiative within the Gubra Green segment.

Research and development costs

Research and development costs amounted to DKK 27.1 million in the financial year ended 31 December 2021 compared to DKK 34.2 million in the financial year ended 31 December 2020. The decrease of DKK 7.1 million (21% decrease) in research and development costs in 2021 was driven by the Discovery & Partnership Segment reflecting primarily lower salary costs in this business segment resulting from a reduced number of employees following reallocation of such to the other business segment, compared the financial year ended 31 December 2020.

Operating results (EBIT) and margin excluding Special Items and Gubra Green
The EBIT excluding Special Items and Gubra Green increased with DKK 80.3 million (290% increase) from DKK 27.7 million in the financial year ended 31 December 2020 to DKK 108.0 million in the financial year ended 31 December 2021 as a consequence of the higher gross profit and slightly reduced operating expenses in the financial year ended 31 December 2021. EBIT margin excluding Special Items and Gubra Green increased correspondingly with 26 percentage points to 42.3% in the financial year ended 31 December 2021 compared to 2020.

For the CRO Segment, CRO EBIT excluding Special Items increased DKK 3.2 million (5% increase) to DKK 70.2 million in the financial year ended 31 December 2021 from DKK 67.0 million in the financial year ended 31 December 2020 while CRO EBIT margin excluding Special Items remained largely unchanged (45% in the financial year ended 31 December 2021 and 45% in 2020).

For the Discovery & Partnership Segment, Discovery & Partnership EBIT excluding Special Items increased significantly by DKK 77.1 million to DKK 37.8 million in the financial year ended 31 December 2021 from DKK (39.3) million in 2020. The increase is primarily due to significantly higher gross profit, as detailed in the gross profit section above, and slightly lower operating expenses.

Special Items and Gubra Green totalled DKK 19.2 million in the financial year ended 31 December 2021, compared to DKK 11.8 million in the financial year ended 31 December 2020. This increase of DKK 7.4 million (63% increase) was primarily due to higher recognised costs for share incentive programmes and higher costs relating to the preparation of the Offering.

Other operating income amounted to DKK 2.0 million in the financial year ended 31 December 2021 compared to DKK 2.4 million in the financial year ended 31 December 2020. The decrease of DKK 0.4 million (17% decrease) was primarily due to lower contribution from government funded grants from Innovation Fund Denmark in 2021.

Financial income and costs
Finance costs amounted to DKK 1.9 million in the financial year ended 31 December 2021 compared to DKK 2.2 million in the financial year ended 31 December 2020. The reduced finance costs of DKK 0.3 million (14% decrease) was primarily due to a lower level of interest-bearing debt in 2021. Finance income amounted to DKK 0.4 million in the financial year ended 31 December 2021 compared to DKK zero in the financial year ended 31 December 2020. The increased finance income of DKK 0.4 million was primarily due to foreign exchange rate gains.

Income tax
Tax on profit for the year 2021 amounted to a cost of DKK 19.2 million in the financial year ended 31 December 2021 compared to a cost of DKK 1.0 million in the financial year ended 31 December 2020. The increased tax cost of DKK 18.2 million is due to higher taxable profit in the financial year ended 31 December 2021.

Net profit for the year
Net profit for the year 2021 amounted to DKK 67.9 million in the financial year ended 31 December 2021 compared to DKK 12.7 million in the financial year ended 31 December 2020. The increased net profit of DKK 55.2 (435% increase) million is mainly due to higher revenue in the financial year ended 31 December 2021.

Balance sheet

Non-current assets
Total non-current assets as at 31 December 2021 were DKK 95.3 million compared to DKK 78.2 million as at 31 December 2020. The increase of DKK 17.1 (22% increase) million was primarily due to investments in land and building concerning the Gubra Green Segment by the purchase of land on Langeland, Denmark.

Current assets
Total current assets as at 31 December 2021 were DKK 206.9 million compared to DKK 117.0 million as at 31 December 2020. The increase of DKK 89.9 million (77% increase) was primarily due to an increase in cash and cash equivalents as well as an increase in trade receivables. The increase in cash and cash equivalents was primarily due to the net profit generated in the financial year ended 31 December 2021 whereas the increase in trade receivables was due to recognition of partnership revenue where the related payment was received after the financial year ended 31 December 2021.

Total equity
Total equity as at 31 December 2021 was DKK 151.5 million compared to DKK 80.0 million as at 31 December 2020. The increase of DKK 71.5 million (89% increase) was due to the profit generated for the period, partly reduced by a distribution of dividend of DKK 6.6 million.

Non-current liabilities
Total non-current liabilities as at 31 December 2021 were DKK 46.5 million compared to DKK 52.6 million as at 31 December 2020. The decrease of DKK 6.1 (12% decrease) million was due to repayment of interest-bearing debt and repayment of leasing debt.

Current liabilities
Total current liabilities as at 31 December 2021 were DKK 104.2 million compared to DKK 62.6 million as at 31 December 2020. The increase of DKK 41.6 million (66% increase) was primarily due to an increase in contract liability. The higher level of contract liabilities stems from upfront payments within the Discovery & Partnership Segment where the Company received prepayments for upcoming activities, which translate into a contract liability.

Cash flow

Cash flow from operating activities before changes in net working capital
Cash flow from operations before changes in net working capital amounted to DKK 91.9 million in the financial year ended 31 December 2021 compared to DKK 28.3 million in the financial year ended 31 December 2020. The increase of DKK 63.7 million (225% increase) was primarily driven by the higher profit for the year.

Net working capital
Changes in net working capital amounted to DKK (3.4) million in 2021 compared to DKK 4.7 million in the financial year ended 31 December 2020. The negative working capital contribution in the financial year ended 31 December 2021 reflected primarily an increase in trade receivables and decrease in other liabilities that was partially counter-balanced by an increase in contract liabilities. In the financial year ended 31 December 2020, the positive working capital contribution reflected primarily an increase in other liabilities.

Cash flow from investing activities
Cash flow from investing activities amounted to DKK (27.2) million in the financial year ended 31 December 2021 compared to DKK (7.2) million in the financial year ended 31 December 2020. The increased cash outflow of DKK 20.0 million (278% increase) was primarily due to investment in land and building concerning the Gubra Green Segment by the purchase of land on Langeland, Denmark.

Cash flow from financing activities
Cash flow from financing activities amounted to DKK (12.6) million in the financial year ended 31 December 2021 compared to DKK 0.9 million in the financial year ended 31 December 2020. The increased cash outflow of DKK 13.6 million (1,500% decrease) was primarily due to a dividend payout of DKK 6.6 million in the financial year ended 31 December 2021 (zero paid out in the financial year ended 31 December 2020) related to the financial year ended 31 December 2020 and raising of mortgage loan of DKK 7.2 million in the financial year ended 31 December 2020 (no mortgage loan obtained in the financial year ended 31 December 2021).

7.8 Non-IFRS financial measures

This Prospectus as well as the Consolidated Financial Statements include Non-IFRS Financial Measures, some of which constitute alternative performance measures, including as defined in the European Securities and Market Authority Guidelines dated 5 October 2015 on Alternative Performance Measures. Such measures are used by the management to monitor the underlying performance of the Group and the Company. These measures are unaudited and may not be indicative of historical operating results, nor are such measures meant to be predictive of future results.

The Company presents these Non-IFRS Financial Measures because it considers them important supplemental measures of the Group's performance and believes that they are widely used by investors in comparing performance between companies. However, not all companies may calculate these Non-IFRS Financial Measures in the same manner or on a consistent basis, and, as a result, the presentation thereof may not be comparable to measures used by other companies under the same or similar names. Accordingly, undue reliance should not be placed on the Non-IFRS Financial Measures contained in this Prospectus and such measures should not be considered as a substitute for revenue, profit for the period or other financial measures computed in accordance with IFRS.

The following definitions apply throughout the Prospectus and include reconciliations from the relevant IFRS financial measures to the defined Non-IFRS Financial Measures:

Special Items (non-IFRS) and costs related to Gubra Green (non-IFRS)

Special Items consist of significant recurring and non-recurring income or costs which in managements judgement is of a special nature in terms of the Group's revenue-generating activities and cannot be attributed directly to the Group's ordinary operating activities or performance.

The following table provides details of Special Items and cost related to the Gubra Green Segment for the Company for each of the periods indicated:

	For the year ended 31 December		
DKK million	**2022**	2021	2020
Share incentive programmes	(34.2)	(13.5)	(9.4)
Cost related to the Gubra Green Segment	(3.0)	(5.6)	(2.4)
Cost of the Offering	(5.1)	(0.1)	-
Gain on sale of assets[1]	22.5	-	-
Special Items	**(19.8)**	**(19.2)**	**(11.8)**

(1) Adjustment on sale of assets refers to the gain/loss realised as a result of the sale of the Company's headquarters in 2022 and the sale of Langeland.

EBIT excluding Special Items (non-IFRS) / CRO EBIT margin (non-IFRS)

The Company considers EBIT excluding Special Items and Gubra Green to be a useful measure to monitor performance in particular due to the elimination of the impact of expenses that do not relate directly to the performance of the underlying business.

The following table provides a reconciliation of EBIT excluding Special Items and Gubra Green as well as EBIT-margin excluding Special Items for each of the periods indicated for the Company's two business areas segments (the CRO Segment, the Discovery & Partnership Segment) and these segments combined.

	For the year ended 31 December		
DKK million	**2022**	2021	2020
CRO Segment excluding Special Items			
Gross profit	**59.1**	**90.8**	**88.0**
Research and development costs*	(12.5)	(4.6)	(4.6)
Selling, general and administrative costs	(32.3)	(22.8)	(21.0)
Other operating income (non-recurring)	11.2	-	-
CRO EBIT	**25.5**	**63.4**	**62.3**
Adjustment for Special Items**	10.4	6.8	4.7
CRO EBIT excluding Special Items	**35.9**	**70.2**	**67.0**
CRO revenue	**130.6**	**155.0**	**148.2**
CRO EBIT margin excluding Special Items	**28%**	**45%**	**45%**
Discovery & Partnership Segment excluding Special Items			
Gross profit	**38.7**	**75.1**	**4.3**
Research and development costs*	(42.3)	(20.4)	(27.1)
Selling, general and administrative costs	(31.4)	(23.6)	(21.3)
Other operating income (non-recurring)	11.2		
Discovery & Partnership EBIT	**(23.9)**	**31.1**	**(44.0)**
Special Items **	6.4	6.7	4.7
Discovery & Partnership EBIT excluding Special Items	**(17.4)**	**37.8**	**(39.3)**
Discovery & Partnership revenue	**68.9**	**100.3**	**24.1**
Discovery & Partnership EBIT margin excluding Special Items	**(25%)**	**38%**	**(163%)**

DKK million	For the year ended 31 December 2022	2021	2020
Combined (i.e. excluding Gubra Green)			
Gross profit	**97.7**	**165.9**	**92.4**
Research and development costs*	(54.8)	(25.1)	(31.7)
Selling, general and administrative costs	(63.7)	(46.3)	(42.3)
Other operating income (non-recurring)	22.4		
EBIT	**1.7**	**94.5**	**18.3**
Special Items**	16.8	13.5	9.4
EBIT (excluding Special Items)	**18.5**	**108.0**	**27.7**
Revenue	199.4	255.3	172.3
EBIT margin excluding Special Items	9%	42%	16%

* Include contribution from recurring other operating income amounting to in total DKK 2.0 million in 2022, DKK 2.0 million in 2021 and DKK 2.4 million in 2020

** Cost recognition of share incentive programmes (2022, 2021 and 2020), Offering costs (2022) as well as gain on sale of assets allocated to the CRO Segment, Discovery & Partnership Segment (2022) or together, respectively.

Adjusted invested capital (non-IFRS)

The Company considers adjusted invested capital to be useful measure to understand the asset and liabilities used in the Company's operations and adjusted invested capital is used to in the calculation of pre-tax ROIC to measure the return generated by investments made by the Company.

The following table provides a reconciliation of adjusted invested capital for each of the periods indicated:

DKK million	For the year ended 31 December 2022	2021	2020
Assets			
Intangible assets	7.3	3.7	1.3
Land and buildings	12.6	73.6	58.1
Equipment	5.1	11.0	7.9
Right-of-use-assets	38.0	6.7	10.6
Trade receivables	36.1	84.0	41.3
Contract work in progress	3.3	4.9	5.6
Other receivables	5.1	0.7	-
Income tax receivables	3.8	0.8	2.3
Prepayments	9.9	0.7	0.7
Exclusion of investment related to Langeland (Gubra Green Segment)	(9.2)	(32.1)	(14.6)
Provisions and tax payables	(4.4)	(0.6)	(0.9)
Liabilities			
Trade payables	(10.6)	(5.4)	(4.5)
Contract work in progress	(31.9)	(74.2)	(20.6)
Other payables	(16.2)	(6.8)	(21.8)
Deferred income	(3.2)	(2.6)	(2.6)
Adjusted invested capital	**45.8**	**64.6**	**62.8**

Pre-tax ROIC (non-IFRS)

The following table provides an overview of Pre-tax ROIC for the periods indicated:

	For the year ended 31 December		
DKK millions, except %	**2022**	2021	2020
EBIT excluding Gubra Green and Special Items (non-IFRS)[1]	18.5	108.0	27.7
Divided by: Adjusted Invested Capital (non-IFRS)[2]	45.8	64.6	62.8
Pre-tax ROIC	**40%**	**167%**	**44%**

(1) For a reconciliation of EBIT excluding Special Items see above.
(2) For the reconcilation of Adjusted Invested Capital see above.

Cash conversion (non-IFRS)

The Company considers cash conversion to be a useful measure to provide a transparent basis for the Company's and Group's ability to convert earnings into cash.

The following table provides an overview of cash conversion for the periods indicated:

	For the year ended 31 December		
DKK million, except %	**2022**	2021	2020
EBIT excluding Gubra Green and Special Items	18.5	108.0	27.7
Depreciation and amortisation	6.9	10.1	9.3
EBITDA excluding Gubra Green and Special Items	**25.4**	**118.1**	**34.6**
Less: cash flow from purchase of PPE and intangible assets (excluding investments in Langeland assets)	(9.5)	(9.5)	(4.6)
Divided by EBITDA excluding Gubra Green and Special Items	**25.4**	**118.1**	**34.6**
Cash conversion	**63%**	**92%**	**87%**

Revenue CAGR (non-IFRS)

Revenue grew at a compounded annual growth rate (CAGR) of 12% between the financial years ended 31 December 2017 and 2022 and CRO revenue at a compounded annual growth rate (CAGR) of 9% between the financial years ended 31 December 2017 and 2022. Any financial information related to the years ended 31 December 2019, 2018 and 2017 has been derived from the Company's annual accounts related to such financial year prepared in accordance with Danish GAAP, see also 7.4.1 "*Part III–Operating and financial review–Principal factors affecting the comparability of the Company's business and results of operations–IFRS conversion*".

Gross profit excluding Special Items (non-IFRS) and gross margin (non-IFRS)

The Company considers gross profit excluding Special Items and Gubra Green and gross margin to be useful measures to monitor the underlying performance of the Company's operations.

The following table provides a reconciliation of revenue to gross profit excluding Special Items and Gubra Green for each of the periods indicated for the Company's two business areas (the CRO Segment and the Discovery & Partnership Segment) and these segments combined for each of the periods indicated.

	For the year ended 31 December		
DKK million or % when indicated	**2022**	2021	2020
CRO Segment			
Revenue	130.6	155.0	148.2
Staff costs	(54.2)	(47.4)	(44.3)
Depreciation, amortisation and impairments related to cost of sales	(1.4)	(1.6)	(1.5)
Other operating costs	(15.9)	(15.3)	(14.4)
Gross profit	**59.1**	**90.8**	**88.0**
Adjusted for: Special Items related to costs of sales*	12.5	5.0	3.4
Gross profit excluding Special Items	**71.6**	**95.8**	**91.4**
Gross margin excluding Special Items	**55%**	**62%**	**62%**
Discovery & Partnership Segment			
Revenue	68.8	100.3	24.1
Staff costs	(19.4)	(17.6)	(13.1)
Depreciation, amortisation and impairments related to costs of sales	(1.4)	(1.6)	(1.5)
Other operating costs	(9.3)	(6.1)	(5.1)
Gross profit	**38.7**	**75.1**	**4.3**
Adjusted for : Special Items related to costs of sales*	4.5	2.5	1.3
Gross profit excluding Special Items	**43.1**	**77.5**	**5.7**
Gross margin excluding Special Items	**63%**	**77%**	**23%**
Combined (i.e. excluding Gubra Green)			
Revenue	199.4	255.3	172.3
Staff costs	(73.6)	(64.9)	(57.4)
Depreciation, amortisation and impairments related to costs of sales	(2.8)	(3.2)	(3.0)
Other operating costs	(25.2)	(21.4)	(19.5)
Gross profit	**97.7**	**165.9**	**92.4**
Adjusted for: Special Items related to costs of sales*	16.9	7.4	4.7
Gross profit excluding Special Items	**114.7**	**173.3**	**97.1**
Gross margin excluding Special Items	**58%**	**68%**	**56%**

* Cost related to share incentive programmes allocated to the CRO Segment, Discovery & Partnership or together, respectively (all years) and the cost of personnel directly associated with revenue generating projects and raw materials and consumables, such as e.g., mice, that are consumed in the provision of the services as well as amortisation and depreciation presented.

The following table provides an overview of gross margins including Special Items for the periods indicated:

	For the year ended 31 December		
	2022	2021	2020
		(in %)	
Gross profit	97.7	165.9	92.4
Divided by revenue	199.4	255.3	172.3
Gross margin	**49%**	**65%**	**54%**

Revenue measures

The table below presents geographic distribution of revenue within each of the Company's business areas segments for each of the periods indicated:

	For the year ended 31 December		
DKK million	**2022**	2021	2020
CRO Segment			
Revenue, of which	**130.6**	**155.0**	**148.2**
North America	72.9	69.7	76.3
Europe	53.4	76.1	65.2
Other	4.3	9.1	6.8
Discovery & Partnership Segment			
Revenue, of which	**68.8**	**100.3**	**24.1**
North America	-	-	-
Europe	68.8	100.3	24.1
Other	-	-	-
Combined (i.e. excluding Gubra Green)			
Revenue, of which	**199.4**	**255.3**	**172.3**

	DKK	%	DKK	%	DKK	%
North America	72.9	37%	69.7	27%	76.3	44%
Europe	122.1	61%	176.4	69%	89.2	52%
Other	4.3	2%	9.1	4%	6.8	4%

In 2022, revenue for the Group from single external customer amounted 23% of the Company's total revenue (2021: 38% from a single external customer as a result of milestones being achieved in connection with a partnership agreement; 2020: 15% and 12% respectively from two external customers).

In addition, the table below presents share of revenue attributable to top five customers within the CRO Segment for each of the periods indicated:

	For the year ended 31 December		
%	**2022**	2021	2020
CRO Segment			
Top 1	13%	11%	14%
Top 2	7%	9%	11%
Top 3	5%	5%	7%
Top 4	5%	4%	6%
Top 5	4%	4%	4%
Other	66%	67%	57%

Balance sheet

The table below presents a segmented balance sheet attributable to each of (i) the CRO Segment and Discovery & Partnership Segment and (ii) the Gubra Green Segment for each of the periods indicated:

	As at 31 December		
DKK million	**2022**	2021	2020
CRO Segment and Discovery & Partnership Segment			
Total assets	234.2	270.1	180.6
Total liabilities	154.7	143.8	108.1
Gubra Green Segment			
Total assets	28.7	32.1	14.6
Total liabilities	-	6.9	7.1

Net debt

The Company considers net debt to be useful measure of the debt owned by the Company net of any cash balance or cash equivalents.

The following table provides a reconciliation of net debt for the Company's for each of the periods indicated:

DKK million	**2022**	2021	2020	**As at 1 January 2020**
Cash and cash equivalents	71.9	115.8	67.1	40.6
Borrowings	-	(44.5)	(46.6)	(41.5)
Lease liabilities	(69.4)	(8.0)	(11.9)	(16.2)
Net debt	**2.5**	**63.3**	**8.6**	**(17.0)**

In addition to the cash and cash equivalents of DKK 71.9 million per 31 December 2022, the Company also had DKK 65.7 million in other financial assets. This amount relates to a receivable recorded in the balance sheet as a result of an unpaid amount related to a sale-and-leaseback transaction. The payment of the amount was obtained in January 2023.

Discovery & Partnership cost

The table below presents a break-down of costs excluding Special Items within the Discovery & Partnership Segment for each of the periods indicated:

DKK million	**2022**	2021	2020
Cost of sales*	(25.7)	(22.8)	(18.4)
SG&A**	(24.6)	(21.4)	(19.9)
R&D costs***	(35.9)	(18.3)	(25.1)
Total	**(86.2)**	**(62.5)**	**(63.4)**

*To a large extent related to partnered projects

**Includes all Discovery & Partnership costs not related to a specific project –primarily consists of allocated administrative costs.

*** R&D costs are related to tangible deliverables, including initiation of new projects, technology development/upgrades, model development/upgrades and Amylin clinical development (DKK -11 million in the financial year ended 31 December 2022).

Unpartnered R&D costs excluding Special Items
The Company considers unpartnered R&D costs excluding Special Items to be a useful measure of underlying development costs of the Company.

The following table provides a reconciliation of unpartnered R&D costs excluding Special Items for the Company's for each of the periods indicated:

DKK million	2022	2021	2020
Discovery & Partnership Segment research and development costs excluding Special Items	24.9	18.3	25.1
Costs related to the development of the Amylin Pipeline Asset excluding Special Items	11.0	-	-
Unpartnered R&D costs excluding Special Items	**35.9**	**18.3**	**25.1**

7.9 Liquidity and Capital Resources

The Group has historically financed both the Group's short-term and long-term liquidity requirements principally from its operations, government grants and to a minor extent bank credit facilities (primarily mortgages). It is the Group's policy to maintain adequate liquidity resources to implement planned operating activities and to be able to operate effectively in the event of unforeseen fluctuations in liquidity. The Group's liquidity resources consist of cash and cash equivalents and bank credit facilities and government grants.

The Group currently has two unutilized credit facilities of each DKK 30 million. The first credit facility is a bank overdraft facility for general corporate purposes with a variable interest rate of CIBOR plus 1.75% per year, whereas the second is a credit facility provided by the Landlord (as defined) for the construction of the New Facility with a fixed interest rate of 7% per year. The construction of the New Facility can be financed by utilization of one of these credit facilities.

7.10 Contractual Obligations and Contingent Liabilities

The following summarises the significant undiscounted contractual obligations of the Company as at 31 December 2022:

DKK'000	Total	Less than 1 Year	1-5 Years	>5 Years
Lease liabilities	69,403	8,441	22,644	38,318
Trade payables	10,592	10,592	-	-
Other payables	52,486	52,486	-	-
Total Obligations	**132,481**	**71,519**	**22,644**	**38,318**

The amounts disclosed in the table, above are the contractual undiscounted cash flows, including interest payments.

The Company does not have any contingent liabilities.

Indemnification
In the ordinary course of business, the Company enters into contracts and agreements that contain a variety of representations and warranties and provide for general indemnifications. The Company's exposure under these agreements is unknown because it involves claims that may be made against the Company in the future but have not yet been made. To date, the Company has not paid any claims or been required to defend any action related to its indemnification, representations and warranties obligations. However, the Company may record charges in the future as a result of these indemnification obligations.

The Company has entered into a customary director and officer insurance that may enable the Company to recover a portion of any amounts paid for future potential claims and which covers the Board of Directors, Executive Management and Key Employees. If and to the extent that the D&O insurance does not provide full sufficient coverage, and in accordance with article 17.2 of the Company's Articles of Association, the Company shall, subject to applicable

law, agree to indemnify and hold harmless a member of the Board of Directors or of the Executive Management from and against any additional liability that such member may personally incur in the discharge of the duties of such member. Any such indemnification will be secondary to any D&O insurance taken out by the Company from time to time. Any indemnification pursuant to the Articles of Association or the D&O Insurance will not include claims raised due to a member of the Board of Directors' or the Executive Management's or any Key Employee's fraud, wilful misconduct, gross negligence, criminal behaviour or sanctions or such member's breach of their fiduciary or statutory duties.

Off-Balance Sheet Arrangements
The Company has no off-balance sheet arrangements.

Critical Accounting Policies and Use of Estimates and Judgements
This operating and financial review is based on the Company's Consolidated Financial Statements, which have been prepared in accordance with International Financial Reporting Standards as adopted by the EU and additional requirements of the Danish Financial Statements Act. The preparation of the Consolidated Financial Statements requires the Company to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, as well as the reported expenses during the reporting periods. Some areas involve a higher degree of judgement or complexity, and within those areas, some items are more likely to be materially adjusted due to estimates and assumptions turning out to be wrong. These items are monitored and analysed by the Company for changes in facts and circumstances. Such estimates are based on historical experience and on various other factors that the Company believes is reasonable under the circumstances, the results of which form the basis for making judgments. Changes in estimates are reflected in reported results for the period in which they become known. Actual results may differ materially from these estimates under different assumptions or conditions.

Detailed information about each of these estimates and judgements and the significant accounting policies of the Company is included in the respective notes together with information about the basis of calculation for each affected line item in the Consolidated Financial Statements, included elsewhere in this prospectus. The areas involving a higher degree of judgment or complexity include recognition of revenue related to customer contracts, recognition of share-based remuneration and capitalisation of development projects as intangible assets.

For further information on critical accounting policies and use of estimates, see notes to the Consolidated Financial Statements on F-12.

7.11 Significant current and future investments

Historic investments
The following table sets forth the Company's non-current asset investments for the financial years ended 31 December 2022, 2021 and 2020:

	Year Ended 31 December		
DKK million	**2022**	2021	2020
Operations incl. equipment	5.5	6.0	3.2
Research and development capitalisation	4.6	2.8	1.1
Gubra Green Segment investments	0.5	17.6	2.6
Investment in Company's headquarters	2.9	0.7	0.2
Total investments	**13.5**	**27.2**	**7.2**

For the financial years ended 31 December 2022, 2021 and 2020; (i) investment in operations incl. equipment comprised of investments in equipment such as microscopes and robots; (ii) investments in research and development capitalisation primarily comprised of investments in the development of own model and technology; (iii) investment in Gubra Green investments comprised of investments in purchase of land on the Danish island Langeland and associated planting of trees on the acquired land and construction of a building; and (iv) investments in headquarters comprised of investments in the New Facility in Hørsholm.

Significant current investments
The Company's most significant investments are related to the construction of the New Facility in Hørsholm, Denmark, see section 6.13 "*Part III–Business–Real estate*". The Company expects that costs related to the construc-

tion of the New Facility is estimated to amount to up to DKK 30 million excl, VAT (of which DKK 2.9 million has been paid in the financial year ended 31 December 2022 and recognised as Asset-under-construction in the Consolidated Financial Statements). In connection with the sale and lease back of the Company's headquarters, the Company has on 20 December 2022 agreed with the Landlord as purchaser of the Company's headquarters that the New Facility will not be transferred to the Landlord until following completed construction. Upon completion and handing over of the New Facility to the Landlord, the Landlord is obliged to pay an amount of maximum DKK 30,000,000 excluding VAT for the acquisition of the New Facility. If the actual development costs exceed an amount of DKK 30,000,000 excluding VAT, costs beyond this amount are to be borne solely by the Company. The construction of the New Facility will be financed by a credit facility.

Further, for the financial year ending 31 December 2023, the Company expects ordinary course investments in property, plant and equipment.

Significant future investments
As of the date of this Prospectus, the Company have not committed to material future investments in property other than the investments related to the construction of the New Facility as described just above and as set out in 6.13 "*Part III–Business–Real estate*", plant and equipment and intangible assets capital expenditures, however, there can be no assurance that the level of investments will not increase in the future.

7.12 Working Capital Statement

The Company is of the opinion that the present working capital, including current cash position and other sources of funds, excluding proceeds from the Offering, is sufficient to meet the Company's present working capital requirements for at least the next twelve months' period after the date of this Prospectus.

8. Capital resources

8.1 Capitalisation and indebtedness

The following table shows the capitalisation and indebtedness of the Group as at 31 December 2022:

- on an actual basis reflecting the carrying amounts on the consolidated balance sheet of the Group; and
- on an adjusted basis reflecting (i) the conversion of the Company from a private limited liability company (ApS) to a public limited liability company (A/S), (ii) the distribution of ordinary dividend and (iii) the expected effect of the net proceeds from the Offering and the related capital increase in the Company.

See 16.4 "*Part III–Additional information–Development in Share capital*" for information relating to the Company's issued share capital and number of outstanding Shares. You should read this table in conjunction with the Consolidated Financial Statements and the notes thereto as attached as F-pages and 7 "*Part III–Operating and financial review*".

Except otherwise indicated, the table does not reflect developments post 31 December 2022.

	As at 31 December 2022		
DKK '000	Actual	Adjustments	As Adjusted
Capitalisation			
Total current debt	**8,441**	**-**	**8,441**
Guaranteed	-	-	-
Secured	-	-	-
Unsecured/unguaranteed[3]	8,441	-	8,441
Total non-current debt	**60,962**	**-**	**60,962**
Guaranteed	-	-	-
Secured	-	-	-
Unsecured/unguaranteed[3]	60,962	-	60,962
Shareholder equity	**108,207**	**397,677**	**505,884**
Share capital[1]	133	16,217	16,350
Other reserves[1, 2]	108,074	381,460	489,534
Total	**177,610**	**397,677**	**575,287**

(1) Adjustments reflect:
   a. The receipt of gross proceeds DKK 500 million received in the Offering (assuming that all New Shares part of the Offering are subscribed for) affecting the line items "*Share Capital*" and "*Other Reserves*" with positive DKK 4.5 million and DKK 461.6 million, respectively,
   b. commissions and estimated expenses payable by the Company in connection with the Offering DKK 33.8 million affecting the line item "*Other reserves*" with negative DKK 33.8 million,
   c. c. The Share Capital adjustments are calculated based on the "Offer Price" of DKK 110 per share of nominal DKK 1 each.
   d. Increase of share capital of nominally DKK 11,671,616 by way of transfer of DKK 11,671,616 from "*Other reserves*" to "*Share Capital*" in connection with the conversion of the Company from a private limited liability company (ApS) to a public limited liability company (A/S) with effect as of 7 March 2023.
(2) Adjustment reflects distribution of an ordinary dividend of DKK 68.5 million with effect as of 27 February 2023.
(3) Comprising lease liabilities.

	As at 31 December 2022		
DKK '000	Actual	Adjustments	As Adjusted
Net indebtedness			
Cash[1]	71,925	397,677	469,601
Cash equivalents	-	-	-
Other current financial assets[2]	65,664	-	65,664
Liquidity	**137,589**	**397,677**	**535,265**
Current financial debt			
Current financial debt (including debt instruments, but excluding current portion of non-current financial debt)[3]	71,519		71,519
Current portion of non-current financial debt	-	-	-
Current financial indebtedness	**71,519**	**-**	**71,519**
Net current financial indebtedness	**66,070**	**397,677**	**463,747**
Non-current financial debt (excluding current portion and debt instruments)[4]	60,961	-	60,961
Debt instruments	-	-	-
Non-current trade and other payables	-	-	-
Non-current financial indebtedness	**60,961**	**-**	**60,961**
Total financial indebtedness	**5,109**	**397,677**	**402,785**

(1) Adjustments reflect (i) the net proceeds of DKK 466.2 million received in the Offering as described 21.4 "*Part IV–Essential Information–Background to the Offering and Use of Proceeds*" (net proceeds is calculated as gross proceeds DKK 500 million less commissions and estimated expenses payable by the Company in connection with the Offering DKK 33.8 million) and (ii) distribution of an ordinary dividend of DKK 68.5 million with effect as of 27 February 2023.
(2) Other current financial assets comprise part of the transaction price for the sale of the Company's headquarters that was subsequently paid to the Company in January 2023.
(3) Of which (i) current lease liabilities of DKK 8.4 million, (ii) trade payables of DKK 10.6 million and (iii) other current liabilities of DKK 52.5 million.
(4) Comprising non-current lease liabilities.

8.2 Declaration of capitalisation

The Group has no reason to believe that there has been any material change to the Group's actual capitalisation since 31 December 2022, other than changes resulting from the ordinary course of business.

8.3 Current trading

There have been no significant changes in the financial position of the Company since the financial year ended 31 December 2022, other than the receipt of the purchase price pursuant to the sale-and-leaseback transaction of DKK 65.7 million and the distribution of DKK 68.5 million as dividend declared on 27 February 2023.

9. Consolidated prospective financial information for the financial year ending 31 December 2023

9.1 Statement by the Board of Directors and Executive Management on prospective financial information for the Company for the financial year ending 31 December 2023

Management's prospective consolidated financial information for the financial year ending 31 December 2023 is presented below ("**Prospective Financial Information**").

The Company prepared and presented the Prospective Financial Information, including the key assumptions set out in 9.1.2 "*Part III–Consolidated prospective financial information for the financial year ending 31 December 2023–Statement by the Board of Directors and Executive Management on prospective financial information for the Company for the financial year ending 31 December 2023–Methodology and assumptions*". The Prospective Financial Information has been compiled and prepared on a basis which is comparable with the Consolidated Financial Statements and the comparable figures for the financial years ended 31 December 2021 and 2020 included in the Consolidated Financial Statements.

The Prospective Financial Information is based on a number of factors, including certain estimates and assumptions. The material assumptions on which the Prospective Financial Information is based are described in 9.1.2 "*Part III–Consolidated prospective financial information for the financial year ending 31 December 2023–Statement by the Board of Directors and Executive Management on prospective financial information for the Company for the financial year ending 31 December 2023–Methodology and assumptions*".

The Prospective Financial Information represents the best estimates of the management at the date of this Prospectus. Actual results are likely to be different from the Prospective Financial Information since anticipated events may not occur as expected or may materially differ from the forecast provided. The Prospective Financial Information in this section should be read in conjunction with 1 "*Part II–Risk factors*" and "*General Information–Forward-looking statements*" included elsewhere in this Prospectus.

20 March 2023

Gubra A/S

Board of Directors

Jacob Jelsing	Alexander Thomas Martensen-Larsen	Arndt Schottelius	Henriette Dræbye Rosenquist
Chair and co-founder	*Deputy Chair*	*Board Member*	*Board Member*

Executive Management

Henrik Blou	Kristian Borbos	Niels Vrang
CEO	*CFO*	*CSO and co-founder*

9.1.1 Introduction

The Company has prepared the Prospective Financial Information for the financial year ending 31 December 2023 which is included in this Prospectus, in accordance with applicable laws, rules and regulations.

While this Prospective Financial Information is presented with numerical specificity, this information is based upon a number of assumptions and estimates, which the Company considers reasonable. As a result, this Prospective Financial Information is inherently subject to significant business, operational, economic and competitive uncertainties and contingencies, and based upon future business decisions that are subject to change.

The Company's expectations presented in the Prospective Financial Information as to future developments may deviate substantially from actual developments, and the Company's actual results of operations are likely to be different from the Prospective Financial Information since anticipated events may not occur as expected, or may materially differ from the forecast provided. Accordingly, shareholders and potential investors should treat this information with caution and not place undue reliance on the expectations set forth below.

9.1.2 Methodology and assumptions

The Prospective Financial Information for the financial year ending 31 December 2023 reflects the Company's estimates and assumptions concerning its performance for the periods thereafter through 31 December 2023.

The Prospective Financial Information has been prepared on the basis of the Company's accounting policies, which are in accordance with IFRS as adopted by the EU and presented in the Consolidated Financial Statements included in this Prospectus.

The Prospective Financial Information is prepared in accordance with the Company's forecasting and budgeting procedures and on a basis comparable to the historical financial information included elsewhere in this Prospectus. However, the Prospective Financial Information is based on several estimates made by the Company based on assumptions on future events, which are subject to numerous and significant uncertainties, for example, caused by business, economic and competitive risks and uncertainties, which could cause the Company's actual results to differ materially from the Prospective Financial Information presented herein.

Certain of the assumptions, uncertainties and contingencies relating to the Prospective Financial Information are outside of the Company's control, including those relating to changes in market, political, legal, fiscal or economic conditions, currency fluctuations and actions by customers or competitors.

While the Company has presented below the principal assumptions on which the Prospective Financial Information is based, it is likely that one or more of the assumptions the Company has relied upon will not prove to be accurate in whole or in part.

The Company's actual results of operations could deviate materially from its forecasts as a result of other factors, including, but not limited to, those described under "*General Information–Forward-Looking Statements*" and 1 "*Part II–Risk Factors*". For more information regarding principal factors that the Company expects could have a substantial effect on its results of operations, see 7.3 "*Part III–Operating and financial review–Principal factors affecting the Company's business and results of operations*".

For the purpose of preparing the Prospective Financial Information for the year ending 31 December 2023, the Company has applied the principal assumptions set forth below.

Revenue

The Company has two primary business areas: the CRO Segment and the Discovery & Partnership Segment.

The Company only provides revenue estimates for the year ending 31 December 2023 for the CRO Segment.

For the Discovery & Partnership Segment, revenue is to a large extent based on i) existing partners' development and progression of the Company's out-licensed Pipeline Assets and ii) converting other Pipeline Assets into new partnerships. The former i) provides revenue in the form of research and milestone payments as Pipeline Assets progress through pre-clinical and clinical drug development. The latter ii) provides revenue in the form of upfront payments, and then subsequently in the form of research and milestone payments. The Company's future financial results therefore depend, in part, on the success of the Company's partners as well as the Company's ability to enter into new partnerships at commercially reasonable terms. Payments from existing partnerships and payments from potential new partnerships are inherently difficult to predict both in terms of timing and magnitude, which cause volatility in revenue and earnings for

the Company. The Company mitigates this risk through diversification in the Company's portfolio and an opportunistic early-partnering approach. Thus, revenue from existing partnerships is largely outside the control of the Company. Similarly, estimating revenue contribution in the financial year ending 31 December 2023 from any new potential partnerships is subject to a very high degree of uncertainty as economic terms of any new partnerships may vary substantially.

The Company's estimate for the financial year ending 31 December 2023 for its CRO Segment is primarily based on historic experience, existing order backlog, sales pipeline and current market expectations. Such estimates are dependent on a wide range of factors.

The revenue estimate for the Company's CRO Segment for the financial year ending 31 December 2023 is based on the following assumptions:

- Growth in the number of studies sold for the Company's study-by-study model, which offers a fixed study fee to the Company. The Company has expanded and will continuously expand its service offering to new disease and technology areas and organic growth within these areas is assumed and is expected to have a positive effect on revenue for the financial year ending 31 December 2023 compared to the year ended 31 December 2022. This assumption is partially within the Company's control.

- The amount of hours sold by the Company within the FRH (flexible research hours) model is for the financial year ending 31 December 2023 expected to remain approximately on the level of hours sold in the financial year ended 31 December 2022. The amount of hours sold, including price hereof, is primarily based on the Company's best estimates, historic experience, existing order backlog, sales pipeline and current market expectations. This assumption is partially within the Company's control.

- In the financial year ending 31 December 2023, the Company generally expects to increase the prices of its prospective studies to levels that are commensurate to price increases that the Company has been able to obtain in preceding years. This assumption is within the Company's control.

In addition to the above assumptions, the revenue estimate for the Company's CRO Segment for the financial year ending 31 December 2023 is also based on a number of other assumptions, including the following, which are outside or substantially outside the Company's control, including assumptions relating to market demand from the pharma and biotech industry to initiate new preclinical studies within different disease areas, especially within the Company's disease focus areas. Changes in demand for preclinical services within different disease areas may vary substantially from year to year.

The competitive environment, political and regulatory changes, macro-economic conditions and customer behaviour are other factors that are substantially outside the Company's control and can influence and alter the Company's estimate for the financial year ending 31 December 2023. The Company's estimates are based on the assumption that there will not be any material change in the competitive or regulatory landscape, and/or other external actions by the Company's customers which are significantly outside the Company's control and that could have an adverse effect on the Company's ability to grow its revenue in financial year ending 31 December 2023.

While no explicit revenue estimate is provided for the Discovery & Partnership Segment, the Company expects for the financial year ending 31 December 2023 to recognise revenue from upfront payments that were paid by collaboration partners in previous financial years, and which are distributed over the contract periods in accordance with IFRS 15. The effect of this timing adjustment of upfront payments in previous years (no cash flow effect) plus contracted research payments for the financial year ending 31 December 2023 is estimated to amount to DKK 25-30 million in revenue recognition for the financial year ending 31 December 2023. In addition, the Company aspires to enter into one to two new partnerships for the financial year ending 31 December 2023.

Operating profit (EBIT) margin excluding Special Items for the CRO Segment
In addition to the Company's assumptions to revenue growth for the financial year ending 31 December 2023, the Company's expectations regarding EBIT margin excluding any potential respective Special Items (non-IFRS) (see also the section titled "*General information–Non-IFRS measures and alternative performance measures*") for the CRO Segment are based on the following assumptions:

- Given the expected increase in the number of studies sold for the Company's study-by-study model, the Company assumes an increasing amount of direct material, direct labour and other variable cost items related to the study-by-study model. This assumption is partially within the Company's control.

- The Company expects price increases of its materials to be approximately on the same relative level as its expected selling price increases. This assumption is largely outside the Company's control.

- The Company expects to increase its Group headcount over the course of the financial year ending 31 December 2023 by around 10% compared to 194 employees as at 31 December 2022 (excluding in-organic growth), which would increase its personnel costs. The expected increase in headcount reflects the Company's ambition to broaden its CRO Segment's service offerings to new disease and technology areas as well as to further develop its highly specialised and translatable animal models. The speed at which employees with the right skillset and experience can be identified, hired and on-boarded has a significant impact on the expected employee costs. This assumption is partially within the Company's control.

- The Company expects slightly higher salary costs for existing employees in financial year ending 31 December 2023 as part of the annual salary adjustment for the financial year ending 31 December 2023 which would increase its personnel costs. The Company expects the annual salary increases to be slightly higher compared to previous financial years, including the financial year ended 31 December 2022, to address inflation. This assumption is within the Company's control.

- The Company's facility costs will increase for the financial year ending 31 December 2023 as a result of the sale and leaseback transaction of the Company's headquarters that was completed in December 2022, see section 6.13 "*Part III–Business–Real estate*". This will translate into a facility cost increase for the Company as a whole of around DKK 4 million when comparing the cost for the rent level in the financial year ending 31 December 2023 with historical facility depreciation cost. Facility costs are shared equally between the CRO Segment and the Discovery & Partnership Segment. This assumption is outside the Company's control.

- Additional administration costs will be recognised when the Company is admitted to trading and official listing on Nasdaq Copenhagen, including listing fees and other investor relations related costs. These costs are shared equally between the CRO Segment and the Discovery & Partnership Segment. This assumption is partially within the Company's control.

Total costs for the Discovery & Partnership Segment
While no EBIT margin estimate is provided for the Discovery & Partnership Segment, expected total costs (cost of sales and operating costs) for the Discovery & Partnership Segment are based on the following assumptions:

- Cost of sales excluding any potential Special Items for the year 2023 for the financial year ending 31 December 2023 is expected to be only slightly higher than the cost of sales excluding any Special Items for the financial year ending 31 December 2022 which was DKK 26 million. This assumption is partially within the Company's control.

- Selling, General & Administration costs (SG&A) excluding any potential Special Items for the year 2023 are expected to increase due to the aforementioned increase in facility costs and increase in administration costs when admitted to trading and listed on Nasdaq Copenhagen. These costs are shared equally between the CRO Segment and the Discovery & Partnership Segment. SG&A costs excluding any Special Items are expected to amount to approximately DKK 30 million for the Discovery & Partnership Segment for the financial year ending 31 December 2023 (compared to DKK 25 million excluding any Special Items for the financial year ending 31 December 2022). This assumption is partially within the Company's control.

- Costs related to the development of the Amylin Pipeline Asset, including initiation of a phase I study, are expected to amount to approximately DKK 15-20 million for the financial year ending 31 December 2023 (compared to DKK 11 million for the financial year ending 31 December 2022). This assumption is within the Company's control.

- Other than the increase of R&D costs related to the research and development of the Amylin Pipeline Asset, the Company expects unpartnered R&D costs excluding any potential Special Items of DKK approximately 35 million for financial year ending 31 December 2023 (compared to DKK 25 million excluding any Special Items for the financial year ending 31 December 2022). The increase primarily reflects the expansion of the workforce, including with scientific personnel, and therein further expansion of the Company's streaMLine platform. This assumption is within the Company's control.

- The continuous expansion of the streaMLine platform as mentioned above will enable the Company to run four to six Pipeline Asset projects annually with an aim to be able to deliver one to two programmes with readily clinical

candidates annually, i.e. Pipeline Assets that are ready for clinical development, as well as enter into one to two new partnerships in 2023 (based on the Company's best estimates, historic experience, current market expectations and current negotiations), i.e. out-licensing of a Pipeline Asset. The Company's aim of running four to six Pipeline Assets annually is an increase from historically running two to three Pipeline Assets annually resulting from the scalability of the streaMLine Platform. This assumption is partially within the Company's control.

Non-IFRS financial measures
The non-IFRS Financial Measures EBIT, EBIT margin and costs excluding Special Items for the Discovery & Partnership Segment are defined in the section 7.8 "*Part III–Operating and financial review–Non-IFRS financial measures*", which also provides a description of the Special Items for the previous financial years. For 2023, Special Items are expected to consist of Offering costs and cost recognition of share-based incentive programmes from both current and any new share-based incentive programmes. Any additional categories of Special Items will only be classified as Special Items if the nature of these items is deemed not to be part of the underlying performance of the Company.

The EBIT margin excluding Special Items, EBIT margin excluding Special Items and costs excluding Special Items for the Discovery & Partnership Segment excluding Special Items presented within the Prospective Financial Information is not defined as a measure of financial performance under IFRS. The measure is used by management to monitor the underlying performance of the Company. The Company has presented this Non-IFRS Measure within the Prospective Financial Information since it is considered an important supplementary measure of the Company's expected performance and it is widely used by investors in comparing performance between companies.

Not all companies calculate non-IFRS financial measures in the same manner or on a consistent basis. As a result, this measure may not be comparable to measures used by other companies under the same or similar names. Accordingly, undue reliance should not be placed on the non-IFRS measure contained in the Prospective Financial Information and it should not be considered a substitute for financial measures computed in accordance with IFRS.

9.1.3 Expectations for the financial year ending 31 December 2023

Based principally on the assumptions and methodology set out above, the expectations for the Company's performance for the financial year ending 31 December 2023 are:

- The Company expects revenue from its CRO Segment to grow approximately 10% organically, i.e. excluding any potential acquisitions in the financial year ending 31 December 2023 compared to the revenue from this segment in financial year ended 31 December 2022.

- The Company expects the CRO Segment to generate an EBIT margin excluding Special Items allocated to the CRO Segment of approximately 25%.

- The Company expects revenue from its Discovery & Partnership Segment. However, since such revenue is uncertain in terms of size and timing, the Company does not intend to provide guidance on such revenue.

- The Company expects total costs (cost of sales and operating costs) excluding Special Items for the Discovery & Partnership Segment to be DKK 105-110 million. Total costs for the Discovery & Partnership Segment excluding the Amylin Pipeline Asset and Special Items are expected to amount to DKK 85-95 million.

- The Company expects total costs for the Gubra Green Segment to be less than DKK 1 million as Gubra Green focuses on investments in tangible assets, i.e. capital expenditures.

See "*General Information–Forward-looking statements*".

The Company's financial and operational performance is affected by various factors. See 7.3 "*Part III–Operating and financial review–Principal factors affecting the Company's business and results of operation*". For a discussion of certain factors that may have an adverse effect on the Company's operational and financial performance, see 1 "*Part II–Risk Factors*".

10. Board of Directors, Executive Management and Key Employees

10.1 Overview

The Company has a two-tier governance structure consisting of the Board of Directors and the Executive Management. The two management bodies are separate and have no overlapping members. The Executive Management is supported by the Company's leadership team consisting of Trine Hamann, Kristoffer Rigbolt, Helle Erichsen and Mads Axelsen (the "**Key Employees**").

The Founders, which are ultimately controlled by Niels Vrang and Jacob Jelsing, respectively, who are members of the Executive Management and the Board of Directors, respectively, will after the completion of the Offering, each hold 29.63% of the share capital and voting rights assuming full exercise of the Over-allotment Option. Accordingly, the Founders may represent significant influence over decisions at the Company's general meetings, including with regard to the election of the members of the Board of Directors and can therefore directly or indirectly control appointment on the Executive Management.

10.2 Board of Directors

The Board of Directors is responsible for the Company's overall and strategic management and proper organisation of the Company's business and operations. The Board of Directors supervises the Company's management and organisation. The Board of Directors appoints and dismisses the members of the Executive Management, who are responsible for the day-to-day management of the Company.

In accordance with the Company's articles of association (the "**Articles of Association**"), the general meeting of the Company shall elect not less than three and not more than seven members to the Board of Directors. According to the Company's Articles of Association, the Board of Directors elects a chair and a deputy chair of the Board of Directors among the members of the Board of Directors. If the Chair resigns during a term of election, the Deputy Chair shall take up the position as Chair until a new Chair is elected among the members of the Board of Directors. The members of the Board of Directors elected by the general meeting are elected for a term of one year at a time. Members of the Board of Directors may be re-elected.

The following table sets forth an overview of the members of the Board of Directors:

Name	Position	Independence assessment[1]	Year of first appointment	Expiration of term
Jacob Jelsing[2]	Chair	Not independent	2016	2023
Alexander Thomas Martensen-Larsen[3]	Deputy Chair	Independent	2022	2023
Arndt Schottelius	Board member	Independent	2022	2023
Henriette Dræbye Rosenquist	Board member	Independent	2022	2023

(1) The assessment of independence is based on the criteria set out in the Corporate Governance Recommendations (as defined below).
(2) Jacob Jelsing is co-founder of the Company and was Deputy Chair from 30 September 2016 until 23 May 2022.
(3) Alexander Thomas Martensen-Larsen was ordinary board member from 21 January 2022 until 23 May 2022.

Amongst the members that will continue to serve as members of the Board of Directors following the admission for trading and official listing on Nasdaq Copenhagen, three members of the Board of Directors have been assessed by the Company to be independent whereas the Company has one member of the Board of Directors who is not considered independent. The assessment has been made by the Board of Directors under the principles set out for the assessment of independence in the current Recommendations on Corporate Governance.

The Company believes that the present members of the Board of Directors possess the professional skills and experience required to serve as board members of the Company and to supervise and manage a company with shares admitted to trading and official listing on Nasdaq Copenhagen.

10.2.1 Biographies

Biographies (existing Board of Directors)
Jacob Jelsing (born 1974) has been Chair of the Board of Directors of the Company since May 2022, having previously been COO of the Company from October 2008 until January 2010, and CSO from January 2010 until September 2016. From September 2016 until May 2022, Jacob Jelsing served as Vice-Chair of the Board of Directors. Currently, Jacob Jelsing is also the founder, CEO and owner of JJ 081008 Holding ApS. Jacob Jelsing has previously worked as a section manager at Rheoscience A/S from March 2006 until October 2008 and as a PhD student at Bispebjerg University Hospital from August 2003 until February 2006. Jacob Jelsing holds a M.Sc. in Biology and PhD in Neurostereology from the University of Copenhagen.

Alexander Thomas Martensen-Larsen (born 1975) has been the Deputy Chair of the Board of Directors of the Company since May 2022. Currently, Alexander Thomas Martensen-Larsen is also serving as chair of the board of directors of Relesys A/S, The Jewellery Room ApS, Give Elementer A/S, Give Elementfabrik A/S, NS Give Elementer A/S and Lundsby Industri A/S. Alexander Thomas Martensen-Larsen is also vice chair of the board of directors of Tiger of Sweden AB and By Malene Birger A/S. In addition, Alexander Thomas Martensen-Larsen is the founder and CEO of AML ApS. In the past five years, Alexander Thomas Martensen-Larsen has been chief executive officer at IC Group, chair of the board of directors of Tiger of Sweden Denmark A/S, Peak Performance Denmark A/S, Designers Remix A/S, Saint Tropez af 1993 A/S and By Marlene Birger A/S. Alexander Thomas Martensen-Larsen holds an MBA from IMD and a B.Sc. in international business from Copenhagen Business School.

Arndt Justus Georg Schottelius (born 1966, German nationality) has been a member of the Board of Directors of the Company since September 2022. Currently, Arndt Schottelius is also serving as chief scientific officer of Affimed N.V. In the past five years, Arndt Schottelius has been executive vice president and head of research and development as well as member of the management board of Kymab Ltd. Arndt Schottelius holds a MD PhD from Albert Ludwigs University Freiburg, Germany, a resident physician degree from Charité University Hospital Berlin, Germany, a post-doctoral fellowship from the University of North Carolina at Chapel Hill, USA and a privatdozent (habilitation in experimental internal medicine) at Ludwig-Maximillian University of Munich.

Henriette Dræbye Rosenquist (born 1969) has been a member of the Board of Directors of the Company since September 2022. In the past five years, Henriette Dræbye Rosenquist has been Country President, Managing Director of Pfizer France and French Territories, Country Manager, Managing Director of Pfizer Denmark and Iceland, Sn. Commercial Director, Oncology of Pfizer (EU, Africa & Middle East), Head of Oncology Business Unit of Pfizer Denmark and Business Unit Manager at AbbVie, Denmark. In addition, Henriette has hold non-executive positions as Board Member and Treasurer at LEEM (The French Pharma Trade Association), Vice-chairman and Treasurer at AGIPHARM (The Association of American Pharmaceutical Companies), Chairman and board member at LIF (The Danish Association of the Pharmaceutical Industry), Vice-chairman of the Ethical Committee for the Pharmaceutical Industry (Denmark) and Board member at Confederation of Danish Industry, Denmark. Henriette Dræbye Rosenquist holds a Master of Science Pharm., Copenhagen University, Denmark and Executive MBA, Henley Business School, University of Reading, London, United Kingdom.

10.3 Executive Management

Pursuant to the Company's Articles of Association, the Board of Directors appoints the Executive Management. The Executive Management shall consist of no less than one and no more than four members, of which one member shall be the CEO of the Company. The primary task of the Executive Management is the day-to-day management of the Company's business.

The following table sets forth an overview of the current members of the Executive Management:

Name	Position	Year of first employment with the Company	Year of appointment to current position in the Company
Henrik Blou	CEO	2015	2016
Kristian Borbos	CFO	2022	2022
Niels Vrang[1]	CSO	2008	2022

(1) Niels Vrang is co-founder of the Company.

The Company believes that the current members of the Executive Management possess the professional skills and experience required for their positions in the Company and to manage a company with shares admitted to trading and official listing on Nasdaq Copenhagen.

10.3.1 Biographies

Biographies

Henrik Blou (born 1979) has been member of the Executive Management of the Company since 2015 and in his current position as Chief Executive Officer since June 2016. Currently, Henrik Blou is also founder and registered director of Selskabet af 2018 ApS and a member of the board of directors of Dansk Biotek. Henrik Blou holds an MSc in Engineering with the general engineering field of chemical engineering and with a specific engineering field of Biotechnology from the Technical University of Denmark.

Kristian Borbos (born 1978) has been Chief Financial Officer of the Company since 2022. Currently, Kristian Borbos is also a deputy member of the board of directors of Nimble Patch AB. In the past five years, Kristian has been Chief Financial Officer of Ascelia Pharma AB, deputy board member of Ascelia Incentive AB and a board member of Ascelia Pharma Inc. Kristian holds a MSc in Business Administration from Lund University.

Niels Vrang (born 1968) has been with the Company since 2008 and in his current position as the Chief Scientific Officer of the Company since May 2022. Niels Vrang is a co-founder of the Company and has previously worked as CEO (from 2008 until 2016) and Chair of the Board of Directors (2016 until 2022). Currently, Niels Vrang is also founder and CEO of NV 2008 Holding ApS and NV 2022 Holding ApS. Niels Vrang has a PhD in Neuroscience from the University of Copenhagen.

10.4 Key Employees

The Key Employees comprise a number of experienced senior officers in the Company's leadership team, who supports the Executive Management in the day-to-day management of the Company with responsibility for their functional areas.

The table below sets out current Key Employees of the Company:

Name	Position	Year of first employment with the Company	Year of appointment to current position in the Company
Trine Hamann	Chief Business Officer	2017	2020
Kristoffer Rigbolt	Chief Technology Officer	2014	2022
Helle Erichsen	Chief Operating Officer	2014	2017
Mads Axelsen	Chief Medical Officer	2022	2022

10.4.1 Biographies

Other than as presented below, none of the Key Employees have been members of the administrative, management or supervisory bodies of a company or a partnership or a partner in a partnership outside the Group within the past five years.

Trine Hamann (born 1978) has been with the Company since 2017, and in her current position as Chief Business Officer since 2020. Trine Hamann holds a Master of Social Sciences from Roskilde University and an HD1, Business Administration from Copenhagen Business School.

Kristoffer Rigbolt (born 1981) has been with the Company since 2014 and in his current position as Chief Technology Officer since 2022. Kristoffer Rigbolt holds a PhD in biochemistry and molecular biology from the University of Southern Denmark.

Helle Erichsen (born 1972) has been with the Company since 2014 and in her current position as Chief Operations Officer since 2017. Helle Erichsen holds a PhD in behavioural pharmacology from the Royal Danish School of Pharmacy.

Mads Axelsen (born 1958) has been with the Company and in her current position as Chief Medical Officer since 2022. In the past five years, Mads Axelsen has been Chief Medical Director of Vaccibody (now Nykode) and International Medical Director at Novo Nordisk A/S. Mads holds an MD degree from the University of Copenhagen, a degree in Advanced Studies in Pharmaceutical Medicine from the University of Basel and a Master of Medical Business Strategies from Copenhagen Business School.

10.5 Business address

The business address of the members of the Board of Directors, the Executive Management and the Key Employees is: c/o Gubra A/S, Hørsholm Kongevej 11B, DK-2970 Hørsholm, Denmark.

10.6 Statement on past records

During the past five years, none of the members of the Board of Directors, the Executive Management or any of the Key Employees have been (i) convicted of fraudulent offenses; (ii) directors or officers of companies that have entered into bankruptcy, receivership or liquidation except as set out immediately below; or (iii) subject to any public incrimination and/or sanctions by statutory regulatory authorities (including designated professional bodies), and have not been disqualified by a court from acting as a member of an issuer's board of directors, executive board or supervisory body or being in charge of an issuer's management or other affairs.

Alexander Martensen-Larsen was chair of the board of directors of Saint Tropez af 1993 A/S (dissolved by merger in 2021).

Henriette Dræbye Rosenquist has been chief executive officer of Ferrosan International ApS (dissolved by merger in 2021). Further, Henriette Dræbye Rosenquist has also been chief executive officer and chair of Pfizer PFE ApS (dissolved by merger in 2021).

10.7 Statement on conflicts of interest

It follows from the rules of procedure of the Board of Directors and the Danish Companies Act that a member of the Board of Directors or the Executive Management shall not participate in the preparation, discussions or the decision-making process concerning (a) an agreement between the Company (or another company within the Group) and the member in question, (b) legal proceedings between the member in question and the Company (or another company within the Group), (c) an agreement between the Company (or another company within the Group) and any third-party or, (d) legal proceedings brought against any third party if the member in question has a significant interest therein that may conflict with the Company's or the Group's interests.

There are no family ties among the members of the Board of Directors, the members of the Executive Management or any of the Key Employees.

With exception of Niels Vrang and Jacob Jelsing, the Company is not aware of any member of the Board of Directors, the Executive Management or any of the Key Employees having been appointed to their current position pursuant to an agreement with the shareholders, customers, suppliers or other parties.

In addition, none of the members of the Board of Directors, the Executive Management or any of the Key Employees have conflicts of interest with respect to their duties as members of the Board of Directors, the Executive Management or as Key Employees except for the reasons set out in the paragraph above. See also 13.5 "*Part III–Ownership structure and shareholders–Shareholders*" for a description of the current ownership interest in the Company held by members of the Board of Directors, the Executive Management and the Key Employees.

Jacob Jelsing and Niels Vrang are the sole owners of each of the Founders JJ 081008 Holding ApS and NV 2008 Holding ApS, respectively, and therefore each of them represents the interests of the Founders in the Executive Management and Board of Directors. The Company has implemented control measures and processes, management instruction (strict conflict of interest protective measures, direct reporting to an independent CEO), establishing a Board of Directors with a majority of independent members, expansion of the number of independent members of the Executive Management (including by the employment of the Company's CFO) and general organisational expansion, to ensure independent decision making and reporting, division of roles and responsibilities, counteract conflict of interests and generally reduce the Company's dependence on Niels Vrang and Jacob Jelsing. In accordance with the Company's policies Niels Vrang and Jacob Jelsing do not participate in discussions and matters where they are disqualified due to a conflict of interest.

Other than as described above, none of the members of the Board of Directors, the Executive Management or any of the Key Employees have positions in other companies which could result in a conflict of interest vis-à-vis such companies, either because the Company has an equity interest in such company or because the Company and the company concerned have an ongoing business relationship, except as disclosed under 14 "*Part III–Related Party Transactions*". However, the Company may do business in the ordinary course with companies in which members of the Board of Directors, the Executive Management or any of the Key Employees may hold positions as directors or officers.

11. Remuneration and benefits

In accordance with Section 139 and 139(a) of the Danish Companies Act, the Company has prepared a remuneration policy applicable to the Board of Directors and the Executive Management of the Company, which has been approved at a general meeting held on 16 March 2023 (the "**Remuneration Policy**"). The compensation of the Board of Directors and the Executive Management of the Company described herein for 2023 has been determined in accordance with the principles set out in the Remuneration Policy.

The Remuneration Policy is available on the Company's website at https://www.gubra.dk/corporate-governance/remuneration-nomination-committee/. Information included on the Company's website does not form part of and is not incorporated by reference into this Prospectus unless otherwise specifically stated herein.

The Company has taken out customary D&O insurance covering the Board of Directors, Executive Management and Key Employees. To the extent such insurance coverage should prove to be insufficient, the Company may in certain cases decide to indemnify members of the Board of Directors and the Executive Management, to the fullest extent permitted by law, for additional claims that a member of the Board of Directors personally incurs, subject to such claims not being caused by wilful misconduct or otherwise criminal offences on behalf of the member of the Board of Directors and Executive Management.

11.1 Compensation of the Board of Directors

The Members of the Board of Directors each receive a fixed annual fee which will be presented for approval by the Company's shareholders at the annual general meeting. The proposed fee levels is expected to be aligned to market practice in listed companies of comparable size and complexity, and the proposed fees for committee work will be based on market-aligned practice, reflecting the additional work and responsibilities which the committee memberships entail.

In respect of the financial year ended 31 December 2022, the Chair of the Board of Directors received DKK 400,000, while the Deputy Chair of the Board of Directors received DKK 300,000, respectively, in total annual fees. The other members of the Board of Directors each received DKK 200,000 in total annual fees. Further, Alexander Thomas Martensen-Larsen has for the period since November 2021 and until the date hereof received a monthly ad hoc fee of between DKK 50,000 and 100,000 for his tasks related to the preparation and effectuation of the Offering, which have been allocated by the Board of Directors (as of 1 September 2022, the compensation paid to Alexander Thomas Martensen-Larsen as Deputy Chair of the Board of Directors has been subtracted from the ad hoc fee until completion of the Offering).

The Company's extraordinary general meeting has approved a resolution that the members of the Board of Directors for the financial year ending 31 December 2023 will, subject to completion of the Offering and Admission, and in accordance with the Remuneration Policy, receive a fixed annual base fee of DKK 250,000, while the Chair will receive a fixed annual base fee of DKK 600,000 and the Deputy Chair will receive a fixed annual base fee of DKK 400,000 for their duties. The fees are payable on a pro-rated basis for the remainder of 2023 with effect from Admission.

Pursuant to the Remuneration Policy, the ordinary members of the Audit Committee will receive an additional supplementary fee of DKK 100,000 and the chair of the Audit Committee will receive an additional supplementary fee of DKK 150,000. The ordinary members of the Science Committee (as defined herein) will receive an additional supplementary annual fee of DKK 50,000 and the chair of the Science Committee will receive an additional supplementary annual fee of DKK 100,000. Lastly, the ordinary members of the Remuneration and Nomination Committee (as defined herein) will receive an additional supplementary annual fee of DKK 50,000 and the chair of the Remuneration and Nomination Committee will receive an additional supplementary annual fee of DKK 100,000. Supplementary annual fees for committee work will be calculated on a pro-rated basis for the remainder of 2023 with effect from the date of the Admission.

In the event that a member of the Board of Directors on request from the Board of Directors takes on ad hoc tasks, such member may be offered an ad hoc fee for the work carried out. The size of ad hoc fees may not exceed 100% of the total remuneration paid to a member of the Board of Directors in the given financial year, including any addi-

tional fees to the Chair, Deputy Chair or board committee members. Any ad hoc fee must be presented at the following general meeting for approval.

Reasonable expenses such as travel and accommodation relating to board and committee meetings and relevant training may be reimbursed by the Company if approved by the Board of Directors or the Chair. In addition, the Company may offer to cover social security contributions to the extent imposed by foreign national authorities in relation to board fees and reimbursable expenses.

The Company has not granted any loan, issued any guarantees or undertaken any other similar obligations to or on behalf of the members of the Board of Directors. The Company has not allocated any funds or made provisions for any pension benefits, severance scheme or the like for members of the Board of Directors and has no obligation to do so. No member of the Board of Directors is entitled to any kind of compensation upon resignation as a member of the Board of Directors.

11.2 Compensation of the Executive Management

The following table presents an overview of the compensation booked by the Company to the Executive Management in respect of the financial year ended 31 December 2022:

DKK	Henrik Blou	Niels Vrang	Kristian Borbos[1]
Fixed salary	2,001,000	1,620,000	532,258
Cash bonus	300,000	0	66,406
Recognition of share-based remuneration[2]	20,649,613	0	0

(1) Started employment with the Company in August 2022
(2) Refers to recognised costs but not paid-out remuneration for active share-based incentive programmes.

For the financial year ended 31 December 2022, the compensation to Executive Management consisted of a fixed annual salary, variable remuneration under the Company's equity Incentive Programmes, see 11.4 "*Part III–Remuneration and benefits–Incentive programmes*" as well as customary benefits in accordance with market standards and pursuant to the Company's Remuneration Policy.

The fixed salary serves the purpose of being able to attract and retain high-performing members of the Executive Management with the ability to implement the Company's strategy and deliver long-term shareholder value. Furthermore, the fixed salary enables the members of the Executive Management to make decisions with a long-term perspective in mind without undue considerations for short- or long-term incentives.

The fixed salary level is set annually by the Board of Directors on the basis of a recommendation of the Remuneration and Nomination Committee and in accordance with the principles set out in the Remuneration Policy.

The variable remuneration is designed to promote performance in line with the Company's strategy, long-term performance, and sustainability. For a description of the Company's Incentive Programmes, see 11.4 "*Part III–Remuneration and benefits–Incentive programmes*".

The members of the Executive Management may terminate their contracts with 6 months' notice period, while the Company has a notice period of nine months for the CFO of the Company and 12 months for the CEO and CSO of the Company.

Under their service agreements, the CFO and CSO are subject to customary non-competition clauses pursuant to which the CFO and CSO may not, during the term of employment with the Company and for a period of 6 and 12 months, respectively, following termination of employment, directly or indirectly, establish or take a financial interest in competing businesses, subject to customary exemptions. The CFO and CSO are further subject to customary non-solicitation clauses pursuant to which the CFO and CSO may not, for a period of 6 and 24 months, respectively, following termination of employment, have direct or indirect business relations with or become employed by customers, agents, representatives, principals, suppliers or other business connections of the Company or its subsidiaries or affiliated undertakings. The CFO is entitled to a separate compensation for the non-competition and non-solicitation clauses equal to 60% of the CFO's salary at the time of termination of the employment relationship. The separate

compensation will be paid out as a one-off amount for the first two months from the termination and thereafter on a monthly basis at the end of each month for the duration of the non-competition and non-solicitation clauses. The CSO is not entitled to separate compensation for the non-competition and non-solicitation clauses.

No member of the Executive Management is entitled to separate severance payments in case of dismissal. Notwithstanding the foregoing, for the CEO, in the event of the death of the CEO during the term of the employment with the Company, the Company shall pay salary for the current month plus the three following months to the CEO's spouse or domestic partner, or alternatively to his children under the age of 20. However, the post-service salary is only paid until the date on which the employment relationship would have ended according to the service agreement or to the prior termination of the employment.

Under their service agreements, the Company is obligated to contribute 10% of each member of the Executive Management's base salary to a pension scheme. The Company does not have any other pension obligations towards the Executive Management.

The Company has not granted any loan, issued any guarantees or undertaken any other similar obligations to or on behalf of the Executive Management. No member of the Executive Management is entitled to any kind of compensation upon resignation as a member of the Executive Management.

11.3 Compensation of the Key Employees

In respect of the financial year ended 31 December 2022, the Key Employees received compensation from the Company for services performed, which consisted of a fixed salary in the total aggregate amount of DKK 4,940,000, a cash bonus in the total aggregate amount of DKK 745,000, share-based remuneration in the total aggregate amount of DKK 1,393,027, as well as customary benefits in accordance with market standards.

For the financial year ending 31 December 2023, the compensation of the Key Employees consists of a combination of fixed salary, an annual cash bonus payable upon achievement of predefined performance goals, share-based remuneration in accordance with the Incentive Programmes described below as well as customary benefits in accordance with market standards. The compensation to the Key Employees for all their services provided to the Company.

The Key Employees' employment agreements with the Company may be terminated in accordance with the provisions of the Danish Salaried Employees Act (in Danish: *funktionærloven*) in force from time to time. The Key Employees may terminate their respective positions with the Company with one month's notice or with a termination notice mutually extended with three months in accordance with the Danish Salaried Employees Act. The Company is entitled to terminate a Key Employee's employment agreement by giving one month's notice to expire on the last day of a month if the Key Employee has received salary during sickness absence for a total of 120 days within a period of 12 consecutive months in accordance with the provisions of the Danish Salaried Employees Act.

The Key Employees are not subject to any non-competition clauses nor non-solicitation clauses.

Under their employment agreements, the Company is obligated to contribute 10% of each member of the Key Employees' base salary to a pension scheme. The Company has not allocated funds or made provisions for any severance scheme or the like for any of the Key Employees and has no obligation to do so. Moreover, the Company has not granted any loans, issued any guarantees or undertaken any other obligations to or on behalf of any of the Key Employees.

11.4 Incentive programmes

The Company has established a number of incentive programmes for the Board of Directors, the Executive Management and other employees of the Company (the "**Incentive Programmes**", each an "**Incentive Programme**").

The Incentive Programmes are described in further detail below. Overall, the Incentive Programmes comprise (i) the Company's share-based programmes in the form of cost-free Shares (the "**Cost-Free Share Programmes**"), (ii) the annual bonus programme, (iii) the Offering-related bonus programmes; and (iv) a long-term share-based incentive programme.

11.4.1 Cost-Free Share Programme

Pursuant to the Cost-Free Share Programmes, the Company has on five occasions from 2018 and onwards granted Shares free of charge (the "**Cost-Free Shares**") to certain members of the Executive Management and employees subject to certain criteria. The Cost-Free Shares are granted under five different programmes as listed below.

On 7 March 2023, the Company issued bonus Shares as part of the conversion of the Company from a private limited liability company (ApS) to a public limited liability company (A/S) in the ratio of 1:89 (88 additional Shares received per one Share held prior to the conversion) (the "**Conversion**").

- In 2018, a total of 2,630 Shares (corresponding to 234,070 Shares following the Conversion) were granted under the 2017 Cost-Free Share Programme;
- In 2019, a total of 2,863 Shares (corresponding to 254,807 Shares following the Conversion) were granted under the 2018 Cost-Free Share Programme;
- In 2020, a total of 2,546 Shares (corresponding to 226,594 Shares following the Conversion) were granted under the 2019 Cost-Free Share Programme;
- In 2021, a total of 2,349 Shares (corresponding to 209,061 Shares following the Conversion) were granted under the 2020 Cost-Free Share Programme; and
- In 2022, a total of 2,199 Shares (corresponding to 195,711 Shares following the Conversion) were granted under the 2021 Cost-Free Share Programme.

All Shares granted under the Cost-Free Share Programmes have been treasury Shares held by the Company. The treasury shares used for the Cost-Free Share Programmes have been purchased by the Company from the Founders in 2018, 2019 and 2020 with various prices. The Share prices for the Cost-Free Share Programmes have varied from grant to grant (2018: DKK 847.46 per Share, 2019: DKK 971.66 per Share, 2020: DKK 1,536.58 per Share, 2021: DKK 1,684.12 per Share, and 2022: DKK 2,985.58 per Share (not adjusted for the Conversion)). The Share prices have been calculated on the basis of six times the Company's average annual EBT over a rolling 36 months' basis plus the value of the Company's land and buildings (according to the most recent completed financial statements) and the Company's cash at bank and in hand (according to most recent completed financial statements) less interest-bearing debt (according to the most recent completed financial statements).

Further, all members of the Executive Management and employees who have received Shares pursuant to the Cost-Free Share Programmes, have entered into Shareholders' Agreements between the Founders and the recipient. The respective Shareholders' Agreements will terminate as of completion of the Offering.

As of the date of this Prospectus, a total of 809,900 Cost-Free Share are held by current employees (following the Conversion).

11.4.2 Short-term incentive programme

The Company has established annual short-term bonus programmes for the Executive Management and the Key Employees pursuant to which the participants may be eligible to receive a cash-based bonus. The size of the bonus and the criteria hereof will be determined by the Company on an annual basis in connection with the annual budgeting for the Company.

Subject to fulfilment of the criteria as determined by the Board of Directors, the CEO and the CFO are eligible to receive a cash-based bonus equal to up to six months' salary, while the Key Employees may be eligible to receive a cash-based bonus equal to up to four month's salary, in each case based on their salary as at 31 December of the bonus year.

Further, selected other employees of the Company may receive a short-term bonus of up to one months' base salary based on performance goals to be determined by the Executive Management.

The aggregate annual maximum cash bonus that may be paid out under the programme, subject to completion of the Offering, is DKK 4.8 million.

11.4.3 Offering-related bonus programmes

Certain members of the Executive Management and certain employees who have been key to the preparation of the Offering have been offered to participate in an Offering-related bonus programme. This includes an Offering-related cash bonus programme for certain Key Employees (the "**Offering-Related Employee Bonus Programme**") and an Offering-related cash and RSU bonus programme for the CEO and CFO (the "**Offering-Related Management Bonus Programme**"). Such persons included in the abovementioned programmes may be eligible to receive an extraordinary bonus in connection with and subject to completion of the Offering.

11.4.3.1 Offering-Related Employee Bonus Programme

In connection with the Offering, the Company has offered 13 employees, which includes the Key Employees, to be part of the Offering-Related Employee Bonus Programme, subject to completion of the Offering.

The Key Employees included in the Offering-Related Employee Bonus Programme, will be eligible to receive a one-off cash-based equal to (i) one to four months' salary, or (ii) 25% to 50% of their annual base salary, in each case base on their salary as at the date of signing their Offering-Related Employee Bonus Programme agreement.

The aggregate maximum cash-based extraordinary bonuses in connection with the Offering-Related Employee Bonus Programme, will be paid subject to fulfilment of the criteria of the Offering-Related Employee Bonus Programme, including the successful completion of the Offering, and will amount to an aggregate maximum amount of approximately DKK 3.96 million and will be paid by the Company no later than four weeks following completion of the Offering.

11.4.3.2 Offering-Related Management Bonus Programme

Subject to the completion of the Offering, the CEO and CFO have been offered to participate in the Offering-Related Management Bonus Programme.

The total bonus pursuant to the programme will amount to 100% of the CEO's and CFO's annual base salary, respectively, in each case based on their salary as at the date of signing their Offering-Related Management Bonus Programme agreement. The bonus will consist of a cash component, comprising 50% of the bonus, and a restricted stock unit ("**RSU**") component, comprising the other 50% of the bonus.

The RSUs granted pursuant to the Offering-Related Management Bonus Programme will be delivered free of charge. The value of each RSU shall correspond to the price of one Share as fixed at the time of completion of the Offering. Accordingly, the specific number of RSUs granted under the programme to the CEO and CFO, respectively, will be set out in restricted stock unit agreements provided by the Company at the time of the completion of the Offering. The CEO and CFO will receive a number of RSUs (rounded down), which is calculated on the basis of 50% of the bonus amount, corresponding to 50% of their respective annual base salaries. Each RSU granted under the programme will give the right to receive one Share from the Company's treasury Shares.

The RSUs will vest 12 months following the completion of the Offering, subject to the CEO and CFO, respectively, still being employed with the Company at the time, and neither the Company nor the CEO or CFO, respectively, having terminated the employment relationship (the "**RSU Vesting Period**"). No later than 10 Business Days following the RSU Vesting Period, the one Share for each RSU will be delivered free of charge by the Company.

During the RSU Vesting Period, the CEO and CFO, respectively, will not have any shareholder rights based on their holding of RSUs, which includes the right to vote on shareholders' general meetings of the Company and the right to receive dividends from the Company. The RSUs cannot be cash settled.

The aggregate maximum cash bonus that may be paid out pursuant to the Offering-Related Management Bonus Programme is DKK 1.95 million. Based on the annual base salaries of the CEO and CFO, the maximum value of the Offering-Related Management Bonus Programme is DKK 3.90 million.

11.4.4 Long-term share-based incentive programmes

Board of Directors, Executive Management and Key Employees

Subject to completion of the Offering, the Company has adopted a long-term warrant-based incentive programme for the Board of Directors, the Executive Management and Key Employees (the "**Management Incentive Programme**"). As of the date of this Prospectus, no warrants have been granted pursuant to the Management Incentive Programme.

Pursuant to the Management Incentive Programme, the CEO and CFO and Key Employees are intended to receive annual grants of warrants and the members of the Board of Directors may be granted warrants on terms materially similar to those granted to the Executive Management. First grant to the Executive Management and Key Employees is expected to take place following completion of the Offering. The Company does not expect to grant any warrant to the members of the Board of Directors, but the Company's Remuneration Policy allows the Company to grant share-based incentives to members of the Board of Directors should the Company find it relevant in the coming years. Consequently, a total of up to 22,727 warrants of DKK 1 each are expected to be issued following the completion of the Offering and during the financial year ended 31 December 2023, corresponding to 0.1% of the entire Share capital of the Company following completion of the Offering (on a fully diluted basis). The total value of such grant of warrants is DKK 2.5 million (calculated based on the Offer Price).

The Executive Management and Key Employees will each year free of charge be granted warrants with a value corresponding to six months' base salary for the Executive Management and four months' base salary for the Key Employees. The grant of warrants may not exceed a value at grant of more than 200% of the fixed annual salary in any given financial year.

The warrants will vest over three years (1/36 allocation per month) and be exercisable for a two year period following full vesting. The warrants will be exercisable at a price determined based on the volume-weighted average share price of the Company's shares as quoted on Nasdaq Copenhagen for the five trading days prior to the date of grant.

Grant, vesting and/or exercise of the warrants is not subject to achievement of performance targets.

The Board of Directors are authorised to issue warrants. See 16.2 "*Part III–Additional information–Authorisation to increase share capital and issue warrants*".

Any such warrants will be granted on terms compatible with the Company's Remuneration Policy, as adopted by the general meeting from time to time.

Other employees
Subject to completion of the Offering, the Company has adopted a long-term restricted stock unit ("**RSU**") based incentive programme for employees of the Company (other than the Executive Management and Key Employees) (the "**Employee Incentive Programme**"). As of the date of this Prospectus, no RSUs have been granted pursuant to the Employee Incentive Programme.

Pursuant to the Employee Incentive Programme, employees (other than the Executive Management and Key Employees) with at least two or three years seniority are intended to receive bi-annual grants of RSU. First grant is expected to take place following completion of the Offering. Consequently, a total of up to 31,818 RSU of DKK 1 each are expected to be issued following the completion of the Offering and during the financial year ended 31 December 2023, corresponding to 0.2% of the entire Share capital of the Company following completion of the Offering (on a fully diluted basis). The total value of such grant of warrants is DKK 3.5 million (calculated based on the Offer Price).

The employees entitled to receive RSUs pursuant to the Employee Incentive Programme will based on function and seniority be entitled to bi-annually free of charge to receive RSUs with a value corresponding to five to ten percent of the annual base salary.

The RSUs will vest over two years (1/24 allocation per month) and bi-annually be exchangeable into ordinary Shares.

Grant, vesting and/or exchange of the RSUs is not subject to achievement of performance targets.

Any such RSUs will be granted on terms compatible with the Company's Remuneration Policy, as adopted by the general meeting from time to time.

The Employee Incentive Programme replaces the Company's former Cost-Free Share Programme.

12. Board Practices

12.1 Board practices and committees

The Board of Directors has resolved that the following board practices and committees shall become effective from the day of Admission.

The Board of Directors plans to convene at least five regular board meetings annually. Extraordinary board meetings are convened by the Chair when considered necessary by the Chair or when requested by a member of the Board of Directors, a member of the Executive Management or by the Company's auditors.

The Board of Directors forms a quorum when more than 50% of all members of the Board of Directors, including the Chair or the Deputy Chair, are present. Resolutions of the Board of Directors are passed by a simple majority. In case of equality of votes, the Chair – or in his/her absence the Deputy Chair – shall have a casting vote. Resolutions by the Board of Directors of unusual nature or of material importance shall be passed with 2/3 majority.

On an annual basis, the Board of Directors shall conduct an evaluation of the effectiveness, performance, achievements and competencies of the Board of Directors, including an evaluation of the performance of each individual member of the Board of Directors and of the collaboration with the Executive Management.

The following board committees have been established by the Board of Directors, each of which has a charter setting forth its purpose and responsibilities. All the committees report and make recommendations to the Board of Directors. Furthermore, the Board of Directors may assign permanent or ad hoc roles to individual board members. This could for instance be the assignment of transactional lead to a board member, which would entail, among other things, the following tasks; (i) review the strategic options for the Company's pipeline, (ii) review the Company's development strategy in light of the Company's long term strategic goals and objectives and (iii) review and assist with transactional projects such as license agreements, royalty financing, equity raises, etc.

12.1.1 Audit Committee

The Company's audit committee (the "**Audit Committee**") shall review accounting and audit matters that by decision of the Board of Directors or the Audit Committee require a more thorough evaluation and assess the internal controls and risk management systems of the Company. Its duties also include supervision of the Company's auditors and review of the audit process.

In accordance with the Recommendations on Corporate Governance of the Danish Committee on Corporate Governance issued on 2 December 2020 (the "**Corporate Governance Recommendations**") (in Danish: *anbefalingerne for god selskabsledelse*), the Company has decided that the Chair of the Board of Directors may not also be the Chair of the Audit Committee and that a majority of the members of the Audit Committee are required to meet the independence requirements set out in the Corporate Governance Recommendations. In addition, at least one member shall have accounting or audit qualifications and between them, the members shall at all times possess adequate competencies and experience, individually as well as collectively, for ensuring that the Audit Committee is able to carry out its tasks satisfactorily. The Audit Committee shall consist of no less than two members appointed by and among the Board of Directors, and is expected to consist of Alexander Martensen-Larsen as chair and Henriette Dræbye Rosenquist as ordinary member.

The Audit Committee shall meet four times every year or as often as considered necessary by the Chair or when requested by a member of the Audit Committee, a member of the Executive Management, the compliance officer of the Company or by the Company's auditors. Members of the Executive Management shall participate in the meetings of the Audit Committee, if required. Further, other internal or external participants, e.g., advisors may participate in meetings of the Audit Committee if so requested by the Audit Committee. The Company's external auditors shall attend at least two meetings per year, or the relevant part hereof, where the Executive Management is not present.

12.1.2 Science Committee

The Company's science committee (the "**Science Committee**") shall assist the Board of Directors with evaluation and advice on scientific, regulatory and development activities. The Science Committee supports the Board of Directors in setting and monitoring goals and objectives for the Company's scientific activities, including research and development activities and prioritising activities. Further, the Science Committee reviews the Company's research and

development activities on a regular basis. The Science Committee reports to the Board of Directors on at least two annual meetings of the Board of Directors.

The Science Committee shall consist of no less than two members appointed by and among the Board of Directors and consists of Arndt Schottelius as chair and Jacob Jelsing as ordinary member. Unless the Board of Directors decides otherwise, the majority of the members of the Science Committee shall meet the independence requirements set out in the Corporate Governance Recommendations. The Science Committee shall meet no less than two times a year or as often it is deemed necessary by the chair or when requested by a member of the Science Committee. Members of the Board of Directors and the Executive Management, relevant employees, and external parties (e.g., advisors) may participate in the meetings of the Science Committee upon invitation. The Executive Management shall attend the meetings of the Science Committee, if requested.

12.1.3 Nomination and Remuneration Committee

The Company's remuneration and nomination committee (the "**Remuneration and Nomination Committee**") shall assist the Board of Directors with matters related to the remuneration of the Board of Directors and Executive Management, including reviewing and updating the Company's remuneration policy in accordance with Sections 139 and 139a of the Danish Companies Act, evaluating and making recommendations for the remuneration of the members of the Board of Directors and the Executive Management as well as the preparation of the remuneration report in accordance with Section 139b of the Danish Companies Act. Furthermore, the Remuneration and Nomination Committee shall assist the Board of Directors with ensuring that appropriate plans and processes are in place for nomination of candidates to the Board of Directors, the Executive Management, and the board committees. The committee shall evaluate the composition of the Board of Directors and the Executive Management, which includes making recommendations for nomination or appointment of members of (a) the Board of Directors, (b) the Executive Management and (c) the board committees established by the Board of Directors

The Remuneration and Nomination Committee shall consist of no less than two members appointed by and among the Board of Directors and consists of Jacob Jelsing as chair and Alexander Martensen-Larsen and Henriette Dræbye Rosenquist as ordinary members. Unless the Board of Directors decides otherwise, the majority of the members of the Remuneration and Nomination Committee shall meet the independence requirements set out in the Corporate Governance Recommendations.

The Remuneration and Nomination Committee shall convene two times every year in accordance with the remuneration committee wheel or as often it is deemed necessary by the chair or when requested by a member of the Remuneration and Nomination Committee. Members of the Board of Directors and the Executive Management, relevant employees, and external parties (e.g., advisors) may participate in the meetings of the Remuneration and Nomination Committee upon invitation. The Company's CEO and/or other members of the Executive Management shall attend the meetings of the Remuneration and Nomination Committee, if requested.

12.1.4 Description of procedures and internal control over financial reporting

The Board of Directors, the Audit Committee and the Executive Management are ultimately responsible for the Company's risk management and internal controls in relation to its financial reporting and approve the Company's general policies in that regard.

The Audit Committee assists the Board of Directors in overseeing the reporting process and the most important risks involved in this respect. The Executive Management is responsible for the effectiveness of the internal controls and risk management and for the implementation of such controls aimed at mitigating the risk associated with the financial reporting.

The Company has internal control and financial reporting procedures aimed at enabling it to monitor its performance, operations, funding, and risk. Currently, the Company does not have any internal audit function. The Board of Directors will continuously review the need for such function.

While the Company continues to improve its procedures and internal control, including documentation of the internal control systems, the Company believes that its reporting and internal control systems are sufficient to comply with the rules and to be compliant with disclosure obligations applying to issuers of shares admitted to trading and official listing on Nasdaq Copenhagen. The Company's internal control and financial reporting procedures include, among other things:

- Monthly financial information, including income statement, balance sheet, cash flow results and actual amounts compared.

- Budgeted performance, latest estimates and explanations of any material deviations.
- Monthly highlight reports from business and operating segments.
- Liquidity and working capital is continuously monitored by the finance function to ensure that adequate controls are in place.
- Centralised planning processes, including a centrally driven budget process.
- The Company has adopted a whistle-blower policy.

12.1.5 Corporate Governance

The Company is committed to exercising good corporate governance at all times and the Board of Directors will regularly assess rules, policies, and practices according to the Corporate Governance Recommendations. Nasdaq Copenhagen has incorporated the Corporate Governance Recommendations in the Nasdaq Issuer Rules. Accordingly, as a company with shares admitted to trading and official listing on Nasdaq Copenhagen, the Company will be required to comply with or explain deviations from the Corporate Governance Recommendations as also required pursuant to Section 107b of the Danish Financial Statements Act.

In connection with the Offering and with effect from the Admission, the Board of Directors has prepared a statutory statement on corporate governance that reflects the compliance of the Company with each of the Corporate Governance Recommendations.

The Company intends to comply in all material respects with 38 out of the 40 Corporate Governance Recommendations, except for the following:

- *Recommendation 1.1.3* regarding publication of quarterly reports. The Company is expected to deviate from this recommendation as the Company does not expect to publish quarterly reports. The Company expects to publish trading statements for the three months period ending 31 March and nine month period ending 30 September. The Company believes that trading statements will provide investors and other stakeholders with sufficient information on the financials of the Company.
- *Recommendation 4.1.2* on share-based incentive schemes for the Board of Directors and the Executive Management. The Company is expected to deviate from this recommendation as the share-based remuneration may be non-revolving. The remuneration of the Board of Directors and the Executive Management is by the Company deemed customary among comparable listed companies and advantageous in order to attract and retain high-performing members of the Board of Directors and Executive Management with the ability to implement the Company's strategy, operate in the global biotech environment and deliver long-term shareholder value.

The Company's corporate governance practices are also accounted for in the statutory statement on corporate governance, which is available on the Company's website www.gubra.dk/corporate-governance. Information included on the Company's website does not form part of and is not incorporated by reference into this Prospectus, unless otherwise specifically stated herein.

12.2 Audit

The Company's independent auditors are appointed for a term of one year by the shareholders at the Company's annual general meeting upon recommendation from the Board of Directors. The Board of Directors assesses the independence and competencies and other matters pertaining to the auditors. The framework for the auditors' compensation and duties, including audit and non-audit tasks, is agreed annually between the Board of Directors and the Company's auditors, and will going forward be based on recommendation from the Audit Committee. The Company has regular dialogue and exchange of information with its auditors.

13. Ownership structure and shareholders

13.1 Overview

As at the date of this Prospectus, the Company's share capital has a nominal value of DKK 11,804,248, divided into 11,804,248 shares of nominally DKK 1 each or multiples thereof. All Shares are issued and fully paid-up.

As at 31 December 2021, the Company had 132,632 outstanding Shares compared to 132,632 Shares outstanding as at 31 December 2022.

As at the date of this Prospectus, the Shares are not divided into share classes, and all Shares have the same rights and rank *pari passu* in respect of voting rights, pre-emption rights, redemption, conversion and restrictions or limitations according to the Articles of Associations or eligibility to receive dividend or proceeds in the event of dissolution and liquidation. No Shares carry special rights, restrictions, or limitations pursuant to the Articles of Association.

Each Share of nominal value DKK 1 gives the holder the right to one vote at the Company's general meetings.

The Company has not issued any securities that are convertible, exchangeable nor has warrants attached to them.

As of the date of this Prospectus, JJ 081008 Holding ApS (Joensuuvej 156, Himmelev, DK-4000 Roskilde, Denmark) and NV 2008 Holding ApS (Taarbækdalsvej 8, st., 2930 Klampenborg, Denmark) which are controlled by the two founders Jacob Jelsing and Niels Vrang, respectively, who are current members of the Board of Directors and the Executive Management, respectively, holds 5,186,030 Shares each, corresponding to 43.93% each of the share capital of the Company and in total approximately 87.87% of the share capital and voting rights.

The remaining Shares (approximately 12.13%) are held by the Executive Management, employees of the Company and consultants, in each case holding less than 5% of the Company's current share capital and voting rights as at the date of this Prospectus.

The Company does not have knowledge of any arrangements, the operations of which may result in a change of control of the Company.

Following completion of the Offering, the Company's registered share capital will have a nominal value of DKK 16,349,703 divided into 16,349,703 Shares of a nominal value of DKK 1 each, which will all be issued and fully paid up and denominated in DKK assuming that all New Shares are subscribed for.

13.2 Major shareholders

Other than the Founders, the Company is not aware of any person who, directly or indirectly, owns or controls an interest in the Company's share capital or voting rights that is notifiable under Danish law.

13.3 Cornerstone Investor Commitments

The Company has received irrevocable commitments from the following Cornerstone Investors to subscribe for Cornerstone Shares in connection with the Offering:

Cornerstone Commitment

Cornerstone Investor	Amount (DKK)	Number of shares at the Offer Price
Arbejdsmarkedets Tillægspension (ATP)	149,999,960	1,363,636
Danica Pension, Livsforsikringsaktieselskab	59,999,940	545,454
Danske Invest Management A/S	79,999,920	727,272
Spar Nord Bank A/S	39,999,960	363,636

13.4 Shares Outstanding after the Offering

In connection with the Offering, the Company contemplates to issue up to 4,545,455 New Shares. As a result hereof, the Company's registered share capital as of completion of the Offering will amount to up to nominally DKK 16,349,703 divided into 16,349,703 Shares with a nominal value of DKK 1 each assuming that all New Shares are subscribed for (excluding any shares issued as a result of exercise of the Over-allotment Option).

13.5 Shareholders

The following table sets forth information regarding the Company's ownership structure (i) as at the date of this Prospectus, and (ii) immediately following the completion of the Offering assuming (a) maximum number of Offer Shares subscribed for or sold and full exercise of the Over-allotment Option, or (b) all of the New Offer Shares are subscribed for and no exercise of the Over-allotment Option.

	Shares owned as at the date hereof		**Shares owned after completion of the Offering (assuming full exercise of the Over-allotment Option)**		**Shares owned after completion of the Offering (assuming no exercise of the Over-allotment Option)**	
Shareholder	**Number of Shares**	**%**	**Number of Shares**	**%**	**Number of Shares**	**%**
Niels Vrang through NV 2008 Holding ApS	5,186,030	43.93	4,845,121	29.63	5,186,030	31.72
Jacob Jelsing through JJ 081008 Holding ApS	5,186,030	43.93	4,845,121	29.63	5,186,030	31.72
Treasury Shares held by the Company	32,040	0.27	32,040	0.20	32,040	0.20
Other shareholders	1,400,148	11.86	1,404,874	8.59	1,404,874	8.59
Total	**11,804,248**	**100.00**	**11,127,156**	**68.06**	**11,808,974**	**72.23**
New shareholders	**N/A**	**N/A**	**5,222,547**	**31.49**	**4,540,729**	**27.77**
Total	**11,804,248**	**100.00**	**16,349,703**	**100.00**	**16,349,703**	**100.00**
Board of Directors						
Alexander Thomas Martensen-Larsen	-	-	4,545	0.03	4,545	0.03
Arndt Schottelius	-	-	681	>0.00	681	>0.00
Henriette Dræbye Rosenquist	-	-	2,272	0.01	2,272	0.01
Executive Management						
Henrik Blou[1]	506,499	4.29	506,499	3.10	506,499	3.10
Kristian Borbos	-	-	454	0.00	454	0.00

	Shares owned as at the date hereof		Shares owned after completion of the Offering (assuming full exercise of the Over-allotment Option)		Shares owned after completion of the Offering (assuming no exercise of the Over-allotment Option)	
Shareholder	**Number of Shares**	**%**	**Number of Shares**	**%**	**Number of Shares**	**%**
Key Employees						
Trine Hamann	17,088	0.14	19,815	0.12	19,815	0.12
Kristoffer Rigbolt	14,685	0.12	14,866	0.09	14,866	0.09
Helle Erichsen	40,050	0.34	40,050	0.24	40,050	0.24
Mads Axelsen	2,670	0,02	4,488	0.03	4,488	0.03
Total Board of Directors, Executive Management and Key Employees (excluding Founders)	**580,992**	**4.92**	**593,670**	**3.63**	**593,670**	**3.63**

(1) Including Shares held through Selskabet af 2018 ApS

13.6 Agreements Related to the Ownership of the Company

Any employee of the Group holding Shares in the Company, including the members of the Executive Management and the Key Employees (the "**Employee Shareholders**") have entered into individual shareholders' agreements with the Founders (the "**Shareholders' Agreements**"). The Shareholders' Agreements will terminate upon completion of the Offering.

Further, former consultants of the Company holding Shares (directly or indirectly) in the Company have entered into a collective shareholders' agreement with the Founders. This shareholders' agreement between such former consultants and the Founders will terminate upon completion of the Offering.

The Employee Shareholders, the former consultants holding Shares and the Founders have on 5 October 2022 entered into an IPO process agreement (the "**IPO Process Agreement**") for the purpose of implementing the Offering. Pursuant to the terms and conditions set out in the IPO Process Agreement, the Employee Shareholders undertake to take certain specified actions required by each of them to effect the Offering and Admission. The IPO Process Agreement will terminate upon completion of the Offering.

14. Related Party Transactions

The members of the Board of Directors, the Executive Management and Key Employees as well as the Founders, including the Founders' shareholders, are considered to be related parties to the Company as they are directors and/or executives of the Company and/or exercise significant influence over the Company's operations. Related parties also include such persons' close family members, undertakings in which such persons have significant interest as well as other affiliates.

As of the date of this Prospectus, each of the Founders each hold 43.93% of the Company's share capital.

Except as set out below the Group has not during the periods covered by the historical financial information included in this Prospectus and until the date of this Prospectus undertaken any significant transactions with the Board of Directors, the Executive Management, Key Employees the Founders or other related parties.

In the past three financial years and until the date of this Prospectus, the Group has made the following transactions with related parties which were all carried out on arm's-length terms (in addition to remuneration as set out in 11 *"Part III–Remuneration and benefits"*:

- The Company has received architectural services from Nee Rentz-Petersen, MAA, the spouse of the Company's CSO and sole owner of one of the Founders, Niels Vrang. The cost related to such services constituted respectively DKK 0,6 million for the financial year ended 31 December 2022, DKK 1.2 million for the financial year ended 31 December 2021 and DKK 0.7 million for the financial year ended 31 December 2020.

- The Company has on 1 November 2022 sold the real property located Løkkeby Tværvej 1, DK-5953 Tranekær, Denmark, to the Company's CSO and sole owner of one of the Founders, Niels Vrang for an amount of DKK 6,393,393.

- The Company has on 31 December 2022 sold the real property located Stengadevej 29, DK-5953 Tranekær, Denmark, to one of the Company's Founders, NV 2008 Holding ApS, a company fully owned by the Company's CSO Niels Vrang for an amount of DKK 14,000,000.

- The Company has on several occasions (in 2018, 2019 and 2022) purchased a total of 9,460 Shares (prior to the Conversion) (corresponding to 4,730 Shares from each of the Founders prior to issuance of the bonus Shares) to carry out the Cost-Free Share Programmes for a total amount of DKK 11.8 million (corresponding to DKK 5.9 million from each Founder) as described in 11.4.1 *"Part III–Remuneration and benefits–Incentive programmes–Cost-Free Share Programme"*.

For the period since 1 January 2023, the Company has had no other transactions than the following with related parties other than remuneration paid to the Board of Directors, Executive Management and Key Employees:

- The Company has received architectural services from Nee Rentz-Petersen, MAA, the spouse of the Company's CSO and sole owner of one of the Founders, Niels Vrang.

15. Financial information concerning the Company's assets and liabilities, financial position, profits and losses and dividends

15.1 Historical Financial Statements

See "*General information–Presentation of financial statements and other information*" and the F-pages.

15.2 Pro forma selected financial information

No pro forma financial information has been included in this Prospectus.

15.3 Dividends and dividend policy

In the financial years ended 31 December 2022, 2021 and 2020, the Company has declared and paid to its shareholders DKK 68.5 million (equal to DKK 516 per share (prior to the issuance of bonus Shares)), DKK 66.3 million (equal to DKK 500 per share (prior to the issuance of bonus Shares)) and DKK 6.6 million (equal to DKK 50 per share (prior to the issuance of bonus Shares)) in dividends, respectively. The dividends paid out for the financial year ended 31 December 2022, was paid out as per previous practice regarding distribution of dividends and with a view to secure a desired capital structure following the Offering, e.g., resulting from excess cash from the sale of the Company's headquarters.

The Company currently intends to retain all available financial resources and any earnings generated by its operations for use of implementing its strategy, see 6.4 "*Part III–Business–Strategy*" and does not anticipate paying any dividends until such strategy is implemented. Following full implementation of the Company's strategy, the Company expects to revisit its dividend policy. Any future determination on the Company's dividend policy and the declaration of any dividends will be made at the discretion of the Board of Directors and will depend on a number of factors, including the Company's results of operations, financial condition, future prospects, contractual restrictions, restrictions imposed by applicable law and other factors the Board of Directors deems relevant. Any dividend payments must be approved by the Company's general meeting. Ordinary dividends, if any, are declared with respect to a financial year at the annual general meeting in the following year, at the same time as the statutory annual report, which includes the audited financial statements, for that financial year is approved. Further, the general meeting may resolve to distribute interim dividends, subject to the approval of the Board of Directors, the availability of sufficient distributable reserves and certain other conditions.

All Shares in the Company has the same rights and rank pari passu in respect of, inter alia, eligibility to receive dividends and participate in share buybacks. Upon the issuance and registration of the New Shares with the Danish Business Authority, the New Shares will be entitled to receive dividends to the extent any dividends are declared and payable with respect to the Shares.

16. Additional information

16.1 Registered share capital

As at the date of this Prospectus, the Company's share capital is DKK 11,804,248, divided into 11,804,248 Shares with a nominal value of DKK 1 each or multiples thereof. The Shares are denominated in Danish kroner. The Shares are not divided into share classes and all Shares rank *pari passu* in respect of voting rights, preemption rights, redemption, conversion and restrictions or limitations according to the Articles of Association of eligibility to receive dividend or proceeds in the event of dissolution and liquidation. No Shares carry special rights. All Shares are issued and fully paid up. Each Share entitles its holder to one vote at General Meetings.

Other than asset out in section 11.4.4 "*Part III–Remuneration and benefits–Inventive programmes–Long-term share-based incentive programmes*", the Company has not issued any securities that are convertible, exchangeable nor have warrants attached.

Immediately after completion of the Offering and registration of the capital increase with the Danish Business Authority, the Company's registered share capital will be DKK 16,349,703 divided into 16,349,703 Shares with a nominal value of DKK 1 each, provided that all New Shares are subscribed for.

16.2 Authorisation to increase share capital and issue warrants

The Board of Directors is pursuant to the Company's Articles of Association granted the following authorisations to increase the Company's share capital.

(i) In accordance with article 6.1 of the Articles of Association, the Board of Directors is, until 14 March 2028, authorised to increase the share capital for the Company in one or more issues of new Shares without pre-emption rights for the Company's existing shareholders by up to a nominal amount of DKK 3,269,940. The capital increase shall take place at or above market price and may be effected by cash payment, conversion of debt or by contribution of assets other than cash.

(ii) In accordance with article 6.2 of the Articles of Association, the Board of Directors is, until 14 March 2028, authorised to increase the share capital for the Company in one or more issues of new Shares with pre-emption rights for the Company's existing shareholders by up to a nominal amount of DKK 3,269,940. The capital increase shall be effected at a subscription price to be determined by the Board of Directors which may be below the market price and shall be effect by cash payment, by debt conversion or by contribution of assets other than cash.

(iii) In accordance with article 6.3 of the Articles of Association, the Board of Directors is, until 31 April 2023, authorised to increase the share capital of the Company in one or more issues without pre-emption rights for the existing shareholders of the Company by a nominal amount of DKK 5,000,000 in connection with issue of new Shares. The capital increase shall be effected by cash payment at a subscription price to be determined by the Board of Directors through a book-building process and which maybe below market price.

(iv) (iv)In accordance with article 7 of the Articles of Association, the Board of Directors is authorised to issue warrants one or several times in the period until 14 March 2028, which entitles the holders to subscribe for shares in the Company of an aggregate nominal amount of up to DKK 200,000. Further, the board of directors is authorised to adopt the related capital increases with an aggregate nominal amount of up to DKK 200,000, as well as carry out the consequential amendments of the articles of association of the Company. The issuance of warrants can be made without pre-emption rights for the existing shareholders and should be in favour of members of the Board of Directors, members of the Executive Management and employees and/or consultants of the Company and the Company's subsidiaries. Additional terms and conditions for warrants (including subscription price (for the avoidance of doubt the subscription price can be below market price) and allocation) shall be determined by the Board of Directors.

The total capital increase pursuant to item (i) and (ii) above, can maximum be up to a nominal amount of DKK 3,269,940.

Shares issued pursuant to the Board of Directors' authorisations shall be fully paid up, shall be issued in the name of the holder, shall be recorded in the holder's name in the Company's register of shareholders, shall be negotiable instruments and shall in every respect carry the same rights as the existing Shares. The Board of Directors is authorised to lay down the terms and conditions for capital increases pursuant to the above authorisations. The Board of Directors is also authorised to amend the Articles of Association as required in connection with the utilisation of the above authorisations. The authorisations listed above have been approved on a general meeting.

16.3 Authorisation to acquire treasury shares

As at the date of this Prospectus, the Board of Directors is authorised in the period until 16 March 2023 to approve the acquisition of Shares (treasury shares), on one or more occasions, with a total nominal value of up to 10% of the share capital of the Company from time to time, provided that the Company's holding of treasury shares after such acquisitions does not exceed 10% of the Company's share capital. The consideration paid for such Shares may not deviate more than 10% from the official price quoted on Nasdaq Copenhagen at the date of the acquisition or at the date the agreement as determined by the Board of Directors.

As of the date of the Prospectus, the Company holds 32,040 treasury shares, corresponding to 0.27% of the total share capital.

16.4 Development in Share capital

The table set forth below presents the development of the Company's share capital from 9 October 2008 to the date of this Prospectus.

Date of approval	Transaction type	Share capital before change (DKK)	Share capital change (DKK)	Share capital after change (DKK)	Price per share of nominal DKK 1
As a Danish private limited liability company					
9 October 2008	Incorporation of the Company by cash contribution	0	126,000	126,000	1.1905
1 June 2010	Cash contribution	126,000	6,632	132,632	6.7852
As a Danish public limited liability company					
7 March 2023	Conversion to a public limited liability company (by issuance of bonus Shares)	132,632	11,671,616	11,804,248	1

16.5 Object

Pursuant to article 2 of the Articles of Association, the object of the Company is to engage in research and supply of services to biotech and the pharmaceutical industry (in vivo and in vitro laboratory research), promote the green transition through passive investments in sustainable areas, consultancy and advisory services, rights trade and similar activities. The Company's object is further to hold shares in other companies and other related activities.

16.6 Provisions Concerning Members of the Board of Directors and the Executive Management

Reference is made to 10 "*Part III–Board of Directors, Executive Management and Key Employees*".

16.7 Registration of Shares

The Shares will be delivered in bookentry form through allocation to accounts with Euronext Securities through a Danish bank or other institution authorised as custodian. Investors that are not residents of Denmark may use a Euronext Securities member directly or their own bank's correspondent bank as their account-holding bank or arrange for registration and settlement through Euronext Securities. The Shares are issued in dematerialised form through Euronext Securities. The address of Euronext Securities, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen K, Denmark.

The Shares will be registered in the name of the holder in the Company's register of shareholders. The Company's register of shareholders is kept by Computershare A/S.

The Company's share issuing agent will be Euronext Securities.

17. Material contracts

See 6.16 "*Part III–Business–Material contracts entered into outside the ordinary course*".

18. Documents available

Copies of the following documents are available for inspection on the Company's website (subject to certain restrictions), investors.gubra.dk.

- the Consolidated Financial Statements;
- this Prospectus.

Copies of the following documents are available for inspection on the Company's website, www.gubra.dk/corporate-governance.

- the Company's memorandum of association;
- the Articles of Association;

The information on the Company's website does not form part of the Prospectus, is not incorporated by reference into this Prospectus, and has not been scrutinised or approved by the Danish FSA, unless otherwise specifically stated herein.

This Prospectus will remain publicly available on the Company's website for at least 10 years.

PART IV
- Terms of the Offering

19. Persons responsible, third party information, experts' reports and competent authority approval

19.1 Persons responsible and approval from competent authority

See "*Responsibility statement*" for more details.

19.1.1 Experts' reports and third-party information
This Prospectus does not contain any expert statements or expert reports, other than the statement of the auditors and financial reports included in the F-pages or incorporated by reference.

For details on information sourced from third parties, see "*General information–Third party information*".

20. Risk Factors

See 1 *"Part II–Risk factors"*.

21. Essential Information

21.1 Working Capital Statement

See 7.12 "*Part III–Operating and financial review–Working capital statement*".

21.2 Capitalisation and indebtedness

See 8.1 "*Part III–Capital resources–Capitalisation and indebtedness*".

21.3 Interest of natural or legal persons involved in the Offering

As described in 13 "*Part III–Ownership structure and shareholders*", certain members of the Board of Directors and the Executive Management and the Key Employees as well as certain other employees of the Company are shareholders, directly or indirectly, in the Company or hold economic interests therein and therefore have an interest in the Offering. Members of the Executive Management, the Key Employees and certain employees of the Company will participate in certain share-based inventive programmes as described in 11.4 "*Part III–Remuneration and benefits–Incentive programmes*" and therefore have a direct economic interest in the Offering.

Further, as described in 23.12 "*Part IV–Terms and conditions of the Offering–Over-allotment information*", in order to facilitate for settlement of any borrowed Shares under the Over-allotment Facility, the Managers have been provided with the Over-allotment Option to purchase from the Founders up to 681,818 existing shares of the Company in the aggregate at the Offer Price. Accordingly, if the Option Shares are sold, the profits from such sale will be transferred to the Founders, why the Founders will have an interest in the Offering if they sell their Shares as part of the Over-allotment Option.

SEB and ABG Sundal Collier (the "**Managers**") are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities related to or issued by the Company, its affiliates or other parties involved in or related to the Offering. The Managers have from time to time engaged in, and may in the future engage in, commercial banking, investment banking and financial advisory transactions and services in the ordinary course of their business with the Company or the Company's shareholders or any of the Company's or their respective related parties. With respect to certain of these transactions and services, the sharing of information is generally restricted for reasons of confidentiality, internal procedures or applicable rules and regulations. The Managers have received and will receive customary fees and commissions for these transactions and services and may come to have interests that may not be aligned or could potentially conflict with potential investors' and the Company's interests.

In addition, in the ordinary course of business, the Managers and their respective affiliates may make or hold a broad array of investments including serving as counterparties to certain derivative and hedging arrangements and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the Company. The Managers and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

The Company may, in its sole and absolute discretion pay the Underwriters a discretionary incentive fee. The amount of any discretionary fee and the allocation thereof among the Underwriters will be determined by the Company at its sole and absolute discretion. For the avoidance of doubt, such proportions may differ from their underwriting quotas and the Company reserves the right not to allocate any discretionary fee to the Underwriters. The Company acknowledges and agrees that any stabilisation and post-closing share price performance shall not be taken into account for the purposes of determining any discretionary fee.

The Company is not aware of any other potential interest of natural or legal persons involved in the Offering who may have a material interest in the Offering.

21.4 Reason for the Offering and use of proceeds

The Offering of the Offer Shares is intended to contribute to fund the execution of the Group's strategy. See also 6.4 "*Part III–Business–Strategy*". In addition, the Offering and Admission are expected to advance the Group's public and commercial profile and provide the Group with improved access to public capital markets and a diversified base of new Danish and international shareholders.

The Company will not receive any proceeds from the sale of the existing Option Shares sold by the Founders. For more information about the ownership in the Founders, please see 13.1 "*Part III–Ownership structure and shareholders–Overview*". Proceeds from the sale of Option Shares if the Over-allotment Option is exercised, will be received by the Founders on a pro rata basis.

The gross proceeds from the sale of New Shares will be up to DKK 500 million assuming that all New Shares part of the Offering are subscribed for. The net proceeds to the Company from the sale of the New Shares to be issued by the Company pursuant to the Offering is estimated to be up to DKK 466.2 million. The total deductions payable by the Company in connection with or as a result of the Offering taking the gross proceeds to net proceeds is estimated to be DKK 33.8 million corresponding to 7.3% of the net proceeds assuming that all New Shares part of the Offering are subscribed for. See also 24 "*Part IV–Expense of the Offering*".

The Company intends to allocate the net proceeds from the Offering of the New Shares together with its existing cash and cash equivalents and earnings generated by its operations until having implemented its strategy, see 6.4 "*Part III–Business–Strategy*" as follows:

- **Continued development of the Company's existing pipeline:** Approximately 30% of the net proceeds are intended to be allocated to the continued development of the Company's existing Pipeline Assets and future prospective pipeline, including, in particular developing the Amylin Pipeline Asset into the early clinical stage as mentioned in the Prospectus and no later than phase IIa, see 6.5.5.4 "*Part III–Business–Business model–Discovery & Partnership Segment–Non-partnership projects*" and 6.4.2 "*Part III–Business–Strategy–Strategies for the Discovery & Partnership Segment*";

- **Continued development of the Company's technologies and platform:** Approximately 10% of the net proceeds are intended to be allocated to organic expansion of the Company's technological solutions and platform, including the streaMLine Platform within the Discovery & Partnership Segment, see 6.4.2 "*Part III–Business–Strategy–Strategies for the Discovery & Partnership Segment*";

- **Geographic expansion of CRO sales:** Approximately 10% of the net proceeds are intended to be allocated to geographic expansion of the Company's operations and expansion of the Company's sales team and outreach capabilities within the CRO Segment, see 6.4.1 "*Part III–Business–Strategy–Strategies for the CRO Segment*";

- **M&A activities:** Approximately 50% of the net proceeds are intended to be allocated to consolidating M&A activities, potentially within both of the Company's segments, 6.4.3 "*Part III–Business–Strategy–Strategies for both segments*"; and

- **General corporate purposes:** any remaining part of the net proceeds and other available cash resources are intended to be allocated to fund corporate development and business development activities, working capital and for general corporate and administrative purposes, which may include the hiring of additional staff, capital expenditures, and the cost of operating as a public company.

The allocation and actual use of the cash proceeds from the Offering will take place for a prolonged period. Consequently, the Company is expected to carry excess liquidity during that period. To manage that, the Company intends to place its excess liquidity as cash deposits in a number of Nordic banks classified as systemically important financial institutions (SIFI) combined with placings in short-term Danish government bonds or similar low-risk financial instruments. The Company's expected use of the net proceeds from this Offering represents the Company's current intentions based upon the Company's present plans and business conditions. As of the date of this Prospectus, the Company cannot predict with certainty all the particulars of the net proceeds of this Offering or the amounts that the Company will actually spend on the uses set forth above. Actual expenditures may vary substantially from these

estimates and the Company may find it necessary or advisable to reallocate the net proceeds within the above-described categories or to use portions thereof for other purposes.

For the financial years ended 31 December 2022, 2021 and 2020, the Company had an aggregate profit of the year after tax DKK 84.9 million. The Company expects that the net proceeds from the Offering together with its existing cash and cash equivalents and future generated profit, are sufficient to fund the Company's implementation of its strategy and operations, see 6.4 "*Part III–Business–Strategy*". See 15.3 "*Part III–Financial information concerning the Company's assets and liabilities, financial position, profits and losses and dividends–Dividends and dividend policy*" for a description of the Company's dividend policy. Following full implementation of the Company's strategy the Company expect to revisit its dividend policy.

The amounts and actual timing of the use of net proceeds will vary based on numerous factors and the Company may in the future be or elect to pursue a strategy and/or opportunity which will require the Company to raise additional funds, including through an equity issuance or debt financing or through partnerships or other financing arrangements, in order to initiate new development activities. In this scenario, the Company could also choose to reallocate funds and potentially accelerate the use of proceeds from the Offering.

22. Information concerning the securities to be offered/admitted to trading

22.1 Type and class of the Shares

The Company only has one class of shares. Application has been made for the Temporary Purchased Certificates to be admitted to trading to Nasdaq Copenhagen under the temporary ISIN code DK0062266557 for the Shares to be admitted to trading and official listing on Nasdaq Copenhagen under the ISIN code DK0062266474.

22.2 Nasdaq Copenhagen

Nasdaq Copenhagen is a company incorporated and organised under the laws of Denmark. Trading on Nasdaq Copenhagen is conducted by authorised firms, which include major Danish banks and other securities brokers, as well as certain mortgage credit institutions and the Danish Central Bank (in Danish: *Danmarks Nationalbank*).

The trading system for equities trading in Denmark on Nasdaq Copenhagen operates between 9:00 a.m. and 4:55 p.m. (CET) on weekdays. After the end of the continuous trading there is a pre-closing call between 4:55 p.m. to 5:00 p.m. (CET). An after trade "post trade" session exists from 5:00 p.m. to 5:20 p.m. (CET). Before the continuous trading begins, there is a second after trade "pre-open" session from 8:00 a.m. to 9:00 a.m. (CET) and a morning call session from 8:45 a.m. to 9:00 a.m. (CET) for the purpose of establishing fair opening prices. After the opening prices have been presented, the continuous trading begins.

22.3 Governing law and jurisdiction

The Shares have been issued in accordance with Danish law.

This Prospectus has been prepared in compliance with the standards and requirements of Danish law.

Any dispute that may arise as a result of the Offering is subject to the exclusive jurisdiction of the Danish courts.

22.4 Registration

The Shares will be registered in book-entry form electronically with Euronext Securities, Nicolai Eigtveds Gade 8, 1402, Copenhagen, Denmark. All Shares are registered on accounts with account-holding banks in Euronext Securities. Investors that are not residents of Denmark may use a Euronext member directly or their own bank's correspondent bank as their account-holding bank or arrange for registration and settlement through Clearstream Banking, S.A. ("**Clearstream**"), 42 Avenue JF Kennedy, L-1855 Luxembourg, Luxembourg, or The Euroclear System operated by Euroclear Bank S.A./N.A. ("**Euroclear**"), 1, Boulevard du Roi Albert II, B-1210 Brussels, Belgium.

Registration of the New Shares issued by the Company with the Danish Business Authority will take place following completion of the Offering on the Settlement Date, which is expected to take place on 3 April 2023.

The Company's register of shareholders will be kept by Computershare A/S.

22.5 Nominees

An account may be kept on behalf of one or more owners, meaning that a shareholder may appoint a nominee.

A nominee shareholder is entitled to receive dividends and to exercise all subscription and other financial and administrative rights attached to the shares held in its name with Euronext Securities. The relationship between the nominee shareholder and the beneficial owner is regulated solely by an agreement between the parties. The nominee is not deemed to be a proxy representing the clients on whose behalf the nominee is acting in a professional capacity. The nominee is entitled to exercise on behalf of the clients the voting rights attaching to shares. The nominee warrants and is required at the company's request to prove as soon as possible that the nominee exercises the voting rights according to express authorisation and instructions from the owner of the share.

The right to appoint a nominee does not eliminate a shareholder's obligation to notify the Company and the Danish FSA of a major shareholding.

22.6 Settlement Process

Settlement in connection with trading on Nasdaq Copenhagen normally takes place on the second business day after effecting a sale or purchase transaction. The account-holding bank sends a statement to the name and address recorded in Euronext Securities, showing the amount of shares held in that name, which provides the holder with evidence of its rights. Settlement can also take place through the clearing facilities of Euroclear and Clearstream.

22.7 Currency

The Shares will be denominated in DKK.

22.8 Rights attached to the Shares

22.8.1 Dividend rights

Each Share entitles its holder to receive distributed dividends and will confer on the holder the right to receive dividends declared after the registration of the Shares with the Danish Business Authority expected to take place on 3 April 2023.

The Company's dividends, if declared, will be paid in DKK to the shareholders' accounts set up through Euronext Securities. No restrictions on dividends or special procedures apply to holders of Shares who are not residents of Denmark. See 22.16 "*Part IV–Information concerning the securities to be offered/admitted to trading–Taxation*" below for a description of the treatment of dividends under Danish tax law. The expected dividend policy of the Company is described in 15.3 "*Part III–Financial information concerning the Company's assets and liabilities, financial position, profits and losses and dividends–Dividends and dividend policy*".

Dividends which have not been claimed by shareholders within three years from the time they are payable will be forfeited and will accrue to the Company. The Articles of Association do not contain provisions on cumulative payments of dividends.

22.8.2 Voting rights

All Shares in the Company will rank pari passu, including with respect to voting rights and pre-emption rights. All Shares will then carry one vote per Share of a nominal value of DKK 1.

The right of a shareholder to attend a general meeting and to vote is determined by the shares held by the shareholder at the record date. The record date is one week before the general meeting is held. The shares held by each shareholder are determined at the record date based on the number of shares held by that shareholder as registered in the Company's register of shareholders and any notification of ownership received by the Company for the purpose of registration in its register of shareholders, but which have not yet been registered.

22.8.3 Liquidation rights

In case of the dissolution or winding-up of the Company, the Shares will be entitled to a proportionate part of the Company's assets after payment of the Company's creditors. The Articles of Association do not contain any provisions on redemption or exchange of Shares.

22.8.4 Preemptive rights

If the shareholders of the Company at a general meeting resolve to increase the share capital of the Company by a cash contribution, shareholders have a pre-emptive right to subscribe for new shares in proportion to their existing shareholdings (section 162 of the Danish Companies Act). However, the pre-emptive right may be derogated from by a majority comprising at least two-thirds of the votes cast, as well as at least two-thirds of the share capital represented at the general meeting, provided the share capital increase takes place at market price or nine-tenths of the votes cast, as well as at least nine-tenths of the share capital represented at the general meeting if the share capital increase takes place below market price, unless (i) such capital increase is directed at certain but not all shareholders (in which case all shareholders must consent); or (ii) such capital increase is directed at the Company's employees whereby a majority comprising at least two-thirds of the votes cast, as well as at least two-thirds of the share capital represented at the general meeting is required. Further, the pre-emptive rights may be derogated from by an exercise of the board of directors of a valid authorisation in the Company's Articles of Association, provided that the share capital increase takes place at or above market price.

The exercise of pre-emption rights may be restricted for shareholders resident in certain jurisdictions, including but not limited to the United States, Canada, Japan, and Australia.

The Company intends to evaluate at the time of any issuance of Shares subject to pre-emption rights or in a rights offering, as the case may be, the cost and potential liabilities associated with complying with any local requirements, as well as the indirect benefits to the Company of enabling the exercise of non-Danish shareholders of their pre-emption rights to Shares or participation in any rights offer, as the case may be, and any other factors considered appropriate at the time, and then to make a decision as to whether to comply with any local requirements. No assurances are given by the Company that local requirements will be complied with so as to enable the exercise of such shareholders' pre-emption rights or participation in any rights offer.

22.8.5 Redemption and conversion provisions

None of the Shares, including the Offer Shares, carry any redemption or conversion rights or any other special rights, but the Shares, including the Offer Shares, may be subject to compulsory redemption pursuant to the Danish Companies Act, see 22.13 "*Part IV–Information concerning the securities to be offered/admitted to trading–Mandatory redemption of shares*" below.

22.9 Resolutions, authorisations and approvals of the Offering

The New Shares will be issued pursuant to an authorisation granted to the Board of Directors on the extraordinary general meeting of the Company held on 16 March 2023.

On 20 March 2023, the Board of Directors exercised the authorisation granted in article 6.5 of the Articles of Association and resolved to increase the Company's share capital in a nominal amount of up to DKK 5,000,000 by issue of up to 5,000,000 New Shares with a nominal value of DKK 1 each. The New Shares are issued without Pre-emptive Rights for the Company's existing shareholders and will rank pari passu with the other existing Shares.

The share capital increase related to the Offering will be registered upon completion of the Offering, following which the Company's registered share capital will amount to DKK 16,349,703 divided into 16,349,703 Shares with a nominal value of DKK 1 each, assuming subscription for all New Shares.

22.10 Negotiability and transferability of the Shares

The Shares, including the Offer Shares, will be negotiable instruments and no restrictions under Danish law will apply to the transferability of the Shares.

The Company's Articles of Association do not contain any transfer restrictions.

However, see 23.16 "*Part IV–Terms and conditions of the Offering–Jurisdictions in which the Offering will be announced and restrictions applicable to the Offering*" and 23.15 "*Part IV–Terms and conditions of the Offering–Lock-up*" for certain restrictions applicable to the Offer Shares.

22.11 Mandatory takeover offers

The Danish consolidated act no. 41 of 13 January 2023 on capital markets as amended (the "**Danish Capital Markets Act**") (Part 8) and the Danish Executive Order no. 636 of 15 May 2020 on takeover offers include rules concerning public offers for the acquisition of shares admitted to trading on a regulated market (including Nasdaq Copenhagen).

If a shareholding is transferred, directly or indirectly, in a company with one or more share classes admitted to trading on a regulated market, to an acquirer or to persons acting in concert with such acquirer, the acquirer and the persons acting in concert with such acquirer, if applicable, shall give all shareholders of the Company the option to dispose of their shares on identical terms, if the acquirer or the persons acting in concert with such acquirer gains control over the company as a result of the transfer.

Control as mentioned above exists if the acquirer or persons acting in concert with such acquirer, directly or indirectly, holds at least one-third of the voting rights in the company, unless it can be clearly proven in special cases that such ownership does not constitute control. An acquirer or persons acting in concert with such acquirer who does not hold at least one-third of the voting rights in a company, nevertheless has control when the acquirer has or persons acting in concert with such acquirer have:

- the right to control at least one-third of the voting rights in the company according to an agreement with other investors; or
- the right to appoint or dismiss a majority of the members of the central governing body.
- any warrants, call options and other potential voting rights, which may currently be exercised or converted, must be taken into account in the assessment of whether the acquirer holds a controlling interest. Voting rights attached to treasury shares shall be included in the calculation of voting rights.

The Danish Capital Markets Act contains specific exemptions from the obligation to submit a mandatory takeover offer, including transfers of shares by inheritance or transfer within the same group and as a result of a creditor's debt enforcement proceedings. Exemptions from the mandatory tender offer rules may be granted under special circumstances by the Danish FSA.

22.12 Short Selling

The Short Selling Regulation (236/2012/EU) as amended by Commission Delegated Regulation (EU) 2022/27 of September 27, 2021, includes certain notification requirements in connection with short selling and imposes restrictions on uncovered short selling of shares admitted to trading on a trading venue (including Nasdaq Copenhagen).

When a natural or legal person reaches a net, short position in relation to the issued share capital of a company that has shares admitted to trading on a trading venue and that net short position reaches or falls below the notification threshold of 0.1% of the issued share capital of a company, such person shall make a notification to the relevant competent authority, which in Denmark is the Danish FSA. Following a notice to the Danish FSA, the natural or legal person is then obligated to report changes to the net short position for every 0.1%-point above such threshold until it goes below the 0.1% threshold. As a result, the natural or legal person shall notify the Danish FSA every time its net short position reaches or crosses 0.1%, 0.2%, 0.3% etc. of the issuers share capital. In addition, once such natural or legal person's net short position reaches or falls below the publication threshold of 0.5% of the issued share capital of a company, such person shall make a public notification of its net short position via the Danish FSA. Subsequent

changes of 0.1% to the net short position must also be published as long as the net short position is at or above 0.5%. The obligation to make the net short position available to the public is automatically fulfilled when the net short position is reported to the Danish FSA, since parts of the short selling notification will be publicly available through the Danish FSA's reporting system. The notification requirements apply to both physical and synthetic short positions. In addition uncovered short selling (naked short selling) of shares admitted to trading on a trading venue is prohibited.

A natural or legal person is prohibited from entering into a short sale of shares admitted to trading on a trading venue unless one of the following conditions is satisfied: (i) the natural or legal person has borrowed the share or has made alternative provisions resulting in a similar legal effect; (ii) the natural or legal person has entered into an agreement to borrow the share or has another absolutely enforceable claim under contract or property law to be transferred ownership of a corresponding number of securities of the same class so that settlement can be effected when it is due; or (iii) the natural or legal person has an arrangement with a third party under which that third party has confirmed that the share has been located and has taken measures vis-à-vis third parties necessary for the natural or legal person to have a reasonable expectation that settlement can be effected when it is due. Certain exemptions apply to the prohibition, such as in the case of market-makers or in connection with stabilisation in accordance with the Commission Delegated Regulation (EU) 2016/1052.

22.13 Mandatory redemption of shares

Where a shareholder holds more than nine-tenths of the shares in a company and a corresponding proportion of the voting rights, such shareholder may, pursuant to the Danish Companies Act, Section 70, demand that the other shareholders have their shares redeemed by that shareholder. In this case, the other shareholders must be requested, under the rules governing notices for general meeting, to transfer their shares to the shareholder within four weeks after the request to transfer their shares. In addition, the other shareholders shall through the Danish Business Authority's IT system be requested to transfer their shares within the same four-week period. Specific requirements apply to the contents of the notices to the other shareholders regarding the redemption. If the redemption price cannot be agreed upon, the redemption price must be determined by an independent expert appointed by the court in the jurisdiction of the company's registered office in accordance with the provisions of the Danish Companies Act. However, the redemption price will be deemed fair under any circumstances, provided that (i) the redemption price is equal to the consideration paid by the bidder in connection with a voluntary tender offer by which the bidder obtained at least 90% of the voting rights or (ii) the redemption price is equal to the consideration paid by the bidder in connection with a mandatory tender offer. To the extent any minority shareholders have not transferred their shares to the acquiring shareholder before the expiry of the four-week period, the redeeming shareholder shall pay the redemption price to the remaining minority shareholders through the securities deposit. Upon such payment through the securities deposit, the minority shareholders will have been redeemed and the minority shareholders shall in such case through the Danish Business Authority's IT system be notified that the right to require determination of the redemption price by the independent expert expires at the end of a period, which cannot be less than three months pursuant to the Danish Companies Act, Section 72.

Furthermore, where a shareholder holds more than nine-tenths of the shares in a company and a corresponding proportion of the voting rights, the other shareholders may require such shareholder to acquire their shares pursuant to Section 73 of the Danish Companies Act. If the redemption price cannot be agreed upon, the redemption price must be determined by an independent expert appointed by the court in the jurisdiction of the company's registered office in accordance with the provisions of the Danish Companies Act. Expenses relating to the determination of the redemption price must be paid by the shareholder requesting such determination. If the expert's valuation is higher than the price offered by the redeeming shareholder, the court may order the redeeming shareholder to pay the expenses relating to determination of the redemption price in full or in part.

22.14 Major Shareholdings

Shareholders in Danish companies with shares admitted to trading and official listing on Nasdaq Copenhagen are, pursuant to Section 38 of the Danish Capital Markets Act, required to give simultaneous notice to the company and the Danish FSA, of the shareholding in the company, when the shareholding reaches, exceeds or falls below thresholds of 5%, 10%, 15%, 20%, 25%, 50% or 90% and limits of one-third or two-thirds of the voting rights or nominal value of the total share capital.

A shareholder in a company means a natural or legal person who, directly or indirectly, holds: (i) shares in the company on behalf of itself and for its own account; (ii) shares in the company on behalf of itself, but for the account of another natural or legal person; or (iii) depository receipts, where such holder is considered a shareholder in relation to the underlying shares represented by the depository receipts.

The duty to notify set forth above further applies to natural and legal persons who are entitled to acquire, sell or exercise voting rights which are:

- held by a third party with whom that natural or legal person has concluded an agreement, which obliges them to adopt, by concerted exercise of the voting rights they hold, a lasting common policy towards the management of the issuer in question (common duty to inform for all parties to the agreement);
- held by a third party under an agreement concluded with that natural or legal person providing for the temporary transfer of the voting rights in question in return for consideration;
- attached to shares which are lodged as collateral for that natural or legal person, provided the person controls the voting rights and declares an intention of exercising them;
- attached to shares in which that natural or legal person has a lifelong right of disposal;
- held, or may be exercised within the meaning of (i) to (iv), by an undertaking controlled by that person or entity;
- attached to shares deposited with that natural or legal person and which the person can exercise at its own discretion in the absence of specific instructions from the shareholders;
- held by a third party in its own name on behalf of that person; or
- exercisable by that person through a proxy where that person may exercise the voting rights at its discretion in the absence of specific instructions of the shareholder.

The duty to notify set forth above also applies to anyone, who directly or indirectly holds (a) financial instruments that afford the holder either an unconditional right to acquire or the discretion as to its right to acquire existing shares (e.g., share options); and/or (b) financial instruments based on existing shares and with an economic effect equal to that of the financial instruments mentioned in (a), regardless of them not affording the right to purchase existing shares (e.g., under the circumstances, cash-settled derivatives linked to the value of the Shares). Holding these kinds of financial instruments counts towards the thresholds mentioned above and may thus trigger a duty to notify by themselves or when accumulated with a holding of shares. The Danish FSA will in certain cases publish information concerning sanctions imposed, including, as a general rule, the name of the shareholder in question, as a consequence of non-compliance with the above rules.

The notification shall be made promptly, but not later than four weekdays after the shareholder was aware or should have become aware of the completion of the transaction, and in accordance with the provisions of Danish Executive Order on Major Shareholders. The shareholder is deemed to have become aware of the completion of the transaction no later than two weekdays after the completion of the transaction. The shareholder shall disclose the change in voting rights and shares, including the number of voting rights (and the division of voting rights between share classes, if applicable) and shares held directly or indirectly by the shareholder following the transaction. The notification shall further state the transaction date on which the threshold was reached or no longer reached and the identity of the shareholder as well as the identity of any natural or legal person with the right to vote on behalf of the shareholder and in the case of a group structure, the chain of controlled undertakings through which voting rights are effectively held. The information shall be notified to the company and simultaneously submitted electronically to the Danish FSA. Failure to comply with the notification requirements is punishable by fine or suspension of voting rights in instances of gross or repeated non-compliance.

When an obligation to notify rests on more than one natural or legal person, the notification may be made through a joint notification. However, use of a joint notification does not exempt the individual shareholders or natural or legal persons from their responsibilities in connection with the obligation to notify or the contents of the notification.

After receipt of the notification, but not later than three weekdays thereafter, the company shall publish the contents of the notification.

A similar duty, as set forth above, also applies to a Company's holding of treasury shares. A Danish company with shares admitted to trading and official listing on Nasdaq Copenhagen is required to promptly, but not later than four weekdays thereafter, publish an announcement specifying the Company's, direct or indirect, holding of treasury shares, when the holding reaches, exceeds or falls below the thresholds of 5% or 10% of the voting rights or the nominal value of the share capital. This duty applies regardless of whether the company holds the treasury shares itself or through a person acting in his/her/its own name but on the Company's behalf.

Furthermore, the general duty of notification under Section 55 of the Danish Companies Act in respect of notification of significant holdings (similar to the thresholds set out in the Danish Capital Markets Act Section 38) applies, including when the limit of 100% of the share capital's voting rights or nominal value of the company is reached or are no longer reached. Section 58 of the Danish Companies Act provides that a company shall publish information related to major shareholdings received pursuant to Section 55 of the Danish Companies Act in an electronic public register of shareholders which is kept by the Danish Business Authority.

22.15 Takeover bids

No takeover offers have been made by any third party in respect of the Company's shares during the past or current financial year. The Company's Articles of Association do not contain provisions that are likely to have the effect of delaying, deferring or preventing a change in control of the Company.

22.16 Taxation

The following is a summary of certain Danish income tax considerations relating to an investment in the Shares. The Danish tax legislation as well as the tax legislation of investors' EU member states may have an impact on the income received from the Shares.

The summary is for general information only and does not purport to constitute tax or legal advice. It is specifically noted that the summary does not address all possible tax consequences relating to an investment in the Shares. The summary is based solely upon the tax laws of Denmark in effect on the date of this Prospectus. Danish tax laws may be subject to change, possibly with retroactive effect.

The summary does not cover investors to whom special tax rules apply and, therefore, may not be relevant, for example, to investors subject to the Danish Pension Yield Tax Act (in Danish: *pensionsafkastbeskatningsloven*), including not limited pension funds, life insurance companies and individual pension savings, insurance companies, and investors trading in securities, including banks and stockbrokers. Further, the summary only sets out general considerations of the tax position of the direct owners of the Shares and assumes that the direct investors are the beneficial owners of the Shares and any income derived thereon such as defined by the Danish Tax Authorities. Sales are assumed to be sales to a third-party.

Potential investors in the Shares are advised to consult their tax advisers regarding the applicable tax consequences of acquiring, holding, and disposing of the Shares based on their particular circumstances. Investors who may be affected by the tax laws of other jurisdictions should consult their tax advisers with respect to the tax consequences applicable to their particular circumstances, as such consequences may differ significantly from those described herein.

22.16.1 Taxation of Danish tax resident shareholders

22.16.1.1 Sale of shares–individuals

For the calendar year 2023, gains from the sale of shares are taxed as share income at a rate of 27% on the first DKK 58,900 (for cohabiting spouses, a total of DKK 117,800) and at a rate of 42% on share income exceeding such threshold. Such amounts are subject to annual adjustments and include all share income (i.e. all capital gains and dividends derived by the individual or cohabiting spouses, respectively).

Gains and losses on the sale of shares admitted to trading on a regulated market are calculated as the difference between the purchase price and the sales price. The purchase price is generally determined using the average method, which means that each share is considered acquired at a price equivalent to the average acquisition price of all the shareholder's shares in the issuing company.

Losses incurred in relation to the sale of shares admitted to trading on a regulated market can only be offset against other share income deriving from shares admitted to trading on a regulated market (i.e. received dividends and capital gains on the sale of shares admitted to trading on a regulated market). Excess losses will be offset against a cohabiting spouse's share income deriving from shares admitted to trading on a regulated market. Any remaining losses after the above deduction can be carried forward indefinitely and offset against future share income deriving from shares admitted to trading on a regulated market.

Losses on shares admitted to trading on a regulated market can only be set off against other share income derived from other shares admitted to trading on a regulated market as outlined above if the Danish Tax Agency (in Danish: Skattestyrelsen) has received certain information concerning the ownership of the shares before expiry of the tax return filing deadline for the income year in which the shares were acquired. This information is normally provided to the Danish Tax Agency by the securities dealer or custodian if the securities dealer or custodian is resident in Denmark.

22.16.1.2 Individuals investing through an investment savings account
Gains and losses on shares owned through an investment savings account (in Danish: *Aktiesparekonto*) are calculated using the mark-to-market principle, i.e., as the difference between the market value of the assets in the account at the beginning of the tax year (1 January) and the market value of the shares at the end of the tax year (31 December) adjusted for further deposits on the account and adjusted for withdrawals from the account.

Taxation will take place on an accrual basis even if no shares have been disposed of and no gains or losses have been realised. If the shares owned through an investment savings account are sold or otherwise disposed of before the end of the tax year, the taxable income of that tax year equals the difference between the value of the shares at the beginning of the tax year and the realisation sum. If the shares owned through an investment savings account are acquired and realised in the same tax year, the taxable income equals the difference between the acquisition sum and the realisation sum. If the shares are acquired in the tax year and not realised in the same income year, the taxable income equals the difference between the acquisition sum and the value of the shares at the end of the income year.

Any annual gain will be subject to 17% taxation, and any loss may be carried forward. In 2023, the account is limited to a deposit of DKK 106,600. Tax is settled by the account institute.

22.16.1.3 Sale of shares–companies
Tax on the sale of shares by companies is subject to different regimes depending on whether the shares are considered as Subsidiary Shares, Group Shares, Tax-Exempt Portfolio Shares or Taxable Portfolio Shares defined as follows:

"**Subsidiary Shares**" are generally defined as shares owned by a company shareholder holding at least 10% of the nominal share capital of the issuing company.

"**Group Shares**" are generally defined as shares in a company in which the company shareholder of the company and the issuing company are subject to Danish joint taxation or fulfil the requirements for international joint taxation under Danish law.

"**Tax-Exempt Portfolio Shares**" are generally defined as shares not admitted to trading on a regulated market owned by a company shareholder holding less than 10% of the nominal share capital in the issuing company. Tax-Exempt Portfolio Shares are not relevant in respect of this Offering and will not be described in further detail.

"**Taxable Portfolio Shares**" are shares that do not qualify as Subsidiary Shares, Group Shares or Tax-Exempt Portfolio Shares, i.e., listed shares in companies in which a company shareholder holds less than 10% of the equity.

Gains or losses on disposals of Subsidiary Shares, Group Shares and Tax-Exempt Portfolio Shares are not included in the taxable income of the company shareholder.

Special rules apply with respect to Subsidiary Shares and Group Shares in order to prevent circumvention of the 10% ownership requirement through pooling of shareholdings in a holding company, just as other anti-avoidance rules may apply under Danish law. These rules will not be described in further detail.

Capital gains from the sale of Taxable Portfolio Shares are taxable at the current corporate income tax rate of 22%. Losses on such shares are generally deductible.

Gains and losses on Taxable Portfolio Shares are, as a general rule, calculated in accordance with the mark-to-market principle. It is not possible for the company to elect taxation on a realisation basis for listed shares. If the company has already made such election with respect to taxation of other Taxable Portfolio Shares (that are not listed shares) held by the company, the Shares will not be covered by that election. According to the mark-to-market principle, each year's taxable gain or loss is calculated as the difference between the market value of the shares at the beginning of the tax year and the value of the shares at the end of the tax year. If the tax year follows the calendar year, the taxable gain or loss will thus be the difference in value between 1 January and 31 December. Thus, taxation will take place on an accrual basis even if no shares have been disposed of and no gains or losses have been realised. If the Taxable Portfolio Shares are sold or otherwise disposed of before the end of the tax year, the taxable income of that tax year equals the difference between the value of the Taxable Portfolio Shares at the beginning of the tax year and the value of the Taxable Portfolio Shares at realisation. If the Taxable Portfolio Shares have been acquired and realised in the same tax year, the taxable income equals the difference between the acquisition sum and the realisation sum. If the Taxable Portfolio Shares are acquired in the tax year and not realised in the same tax year, the taxable income equals the difference between the acquisition sum and the value of the Shares at the end of the tax year. A change of status from Subsidiary Shares, Group Shares or Tax-Exempt Portfolio Shares to Taxable Portfolio Shares (or vice versa) is for tax purposes deemed to be a disposal of the shares and a reacquisition of the shares at market value at the time of change of status.

22.16.1.4 Dividends–individuals
For the calendar year 2023, dividends received by individuals are taxed as share income. Share income is taxed at a rate of 27% on the first DKK58,900 (for cohabiting spouses, a total of DKK 117,800) and at a rate of 42% on share income exceeding such threshold. Such amounts are subject to annual adjustments and include all share income (i.e. all capital gains and dividends derived by the individual or cohabiting spouses, respectively).

Dividends paid to individuals are generally subject to withholding tax currently at a rate of 27%, whereas filing of a remaining taxation will be the obligation of each individual.

22.16.1.5 Dividends for individuals investing through an investment savings account (Aktiesparekonto)
Dividends from Shares invested through an investment savings account will be part of the return received and subject to the general tax principles for the account as described above. No taxes should be withheld on dividends from Shares held through an investment saving account.

22.16.1.6 Dividends–companies
Dividends received on Taxable Portfolio Shares are subject to the standard corporate tax rate of currently 22% irrespective of ownership period.

The general withholding tax rate is 27%, however a 22% tax rate applies to dividends distributed to Danish resident companies. Should the distributing company withhold at the higher rate, the shareholder can claim a refund of the excess tax paid. A claim for repayment must be filed within two months from the date of the decision to distribute the dividend; otherwise the excess tax will be treated as a tax paid on account and credited in the corporate income tax for the year.

Dividends received on Subsidiary Shares and Group Shares are not subject to taxation irrespective of ownership period, subject, however, to certain anti-avoidance rules that will not be described in further detail.

22.16.2 Taxation of shareholders tax resident outside Denmark

22.16.2.1 Sale of shares–individuals and companies
Denmark does not tax non-resident shareholders on capital gains realised on the sale of shares, irrespective of the ownership period. If an investor holds the shares in connection with a trade or business conducted from a permanent establishment in Denmark and the shares are allocated to that permanent establishment, gains on shares may be included in the taxable income of such activities pursuant to the rules applicable to Danish tax residents as described above.

22.16.2.2 Dividends–individuals
Under Danish law, dividends paid in respect of shares are generally subject to Danish withholding tax at a rate of 27%. A request for a refund of Danish withholding tax may, however, be made by the shareholder in the following situations:

(a) Double Taxation Treaty

In the event that the dividend receiving individual is a tax resident of a state having a double taxation treaty with Denmark, the shareholder may claim a refund from the Danish Tax Agency of the tax amount exceeding the treaty rate through certain application procedures. Denmark has executed double taxation treaties with approximately 85 countries, including almost all members of the EU. The double taxation treaties generally provide for a 15% tax rate. The refund is sought by completing an online claim form and filing it with the Danish Tax Agency. The form can be completed and filed from the Danish Tax Agency's website.

When claiming such refund the shareholder must be able to document, *inter alia*, (i) that the shareholder is subject to limited or no tax liability to Denmark, (ii) that a withholding tax on the Danish dividend tax has actually been withheld, (iii) that the shareholder was the beneficial owner of the shares when the dividend distribution was approved and (iv) that the tax withheld exceeds the final tax payable according to an applicable double taxation treaty or the final tax payable according to current Danish law.

The documentation requirements can be found on the website of the Danish Tax Agency. According to these requirements it will be amongst others necessary to provide a tax residence certificate certified by the tax authorities in the jurisdiction of the claimant.

(b) Relief under Danish tax law

In addition, if the individual shareholder holds less than 10% of the nominal share capital of the company and the shareholder is a tax resident in a jurisdiction which has a double taxation treaty or an international agreement, convention or other administrative agreement on assistance in tax matters according to which the competent authority in the state of the shareholder is obliged to exchange information with Denmark, dividends are generally subject to tax at a reduced rate of 15%. If the shareholder is an individual tax resident outside the EU, it is an additional requirement for eligibility for the 15% tax rate that the shareholder together with related shareholders holds less than 10% of the nominal share capital of the company. Note that the reduced tax rate does not reduce the withholding liability. Thus, the shareholder must also in this situation claim a refund as described above in order to benefit from the reduced rate.

Where a non-resident of Denmark holds shares, which can be attributed to a permanent establishment in Denmark, dividends are taxable pursuant to the rules applicable to Danish tax residents described above. See 22.16.1 "*Part IV–Information concerning the securities to be offered/admitted to trading–Taxation–Taxation of Danish tax resident shareholders*".

22.16.3 Dividends for individuals investing through an investment savings account (Aktiesparekonto)

Individuals with tax residency outside Denmark will be subject to 15% taxation on any dividend on shares owned through an investment savings account. In 2023, the account is limited to a deposit of DKK 106,600. An investment savings account can only be established by individuals tax resident in Denmark, implying that this section is only of relevance to individuals that used to be tax resident in Denmark and established an investment savings account before moving from Denmark.

For shareholders residing outside Denmark, only dividends paid in respect of shares in Danish companies are included in the 15% taxation.

22.16.3.1 Dividends–companies

Dividends received on Subsidiary Shares are exempt from Danish withholding tax provided the taxation of the dividends is to be waived or reduced in accordance with the Parent Subsidiary Directive (2011/96/EU as amended by 2015/121/EU) or in accordance with a double taxation treaty with the jurisdiction in which the company investor is resident.

Dividends received on Group Shares are exempt from Danish withholding tax provided the company investor is a resident of the EU or the EEA and the taxation of dividends should have been waived or reduced in accordance with the Parent Subsidiary Directive (2011/96/EU as amended by 2015/121/EU) or in accordance with a double taxation treaty with the country in which the company investor is resident had the shares been Subsidiary Shares.

Denmark applies a withholding tax at the statutory rate of 27% on all dividend distributions on Portfolio Shares (Taxable as well as Tax Exempt). Holders of Subsidiary Shares and Group Shares can be exempt from withholding by registering their holding percentage with the distributing company. The withholding tax applies irrespective of ownership period. It should be noted that Denmark applies a beneficial owner approach and participation exemption as

well as the reductions available under treaties and domestic Danish law (described below) are therefore subject to Danish anti-avoidance rules.

A request for a refund of Danish withholding tax can be made by the shareholder in the following situations:

(1) All foreign corporate shareholders
All foreign corporate shareholders (not being resident in a "blacklisted country", cf. below) can claim a refund from the Danish tax authorities of the tax amount exceeding 22%, subject to applicable anti-avoidance rules.

(2) Double Taxation Treaty
In the event that the dividend receiving company is a resident of a state with which Denmark has entered into a double taxation treaty, the shareholder may claim a refund from the Danish Tax Agency of the tax amount exceeding the treaty rate, through certain certification procedures. Denmark has executed double taxation treaties with approximately 85 countries, including almost all members of the EU. Most double taxation treaties generally provide for a 15% tax rate. The refund is sought by completing an online claim form and filing it with the Danish Tax Agency. The form can be completed and filed from the Danish Tax Agency's website.

When claiming such refund the shareholder must be able to document, *inter alia*, (i) that the shareholder is subject to limited or no tax liability to Denmark, (ii) that a withholding tax on the Danish dividend tax has actually been withheld, (iii) that the shareholder was the beneficial owner of the shares when the dividend distribution was approved and (iv) that the tax withheld exceeds the final tax payable according to an applicable double taxation treaty or the final tax payable according to current Danish law.

The documentation requirements can be found on the website of the Danish Tax Agency. According to these requirements, it will be amongst others necessary to provide a tax residence certificate certified by the tax authorities in the jurisdiction of the claimant.

(3) Relief under Danish tax law
In addition, if the shareholder holds less than 10% of the nominal share capital of the company and the shareholder is a tax resident in a jurisdiction which has a double taxation treaty or an international agreement, convention or other administrative agreement on assistance in tax matters according to which the competent authority in the state of the shareholder is obliged to exchange information with Denmark, dividends on portfolio shares (taxable as well as non-taxable) are generally subject to tax at a reduced rate of 15%. If the shareholder is a tax resident outside the EU, it is an additional requirement for eligibility for the 15% tax rate that the shareholder together with related shareholders holds less than 10% of the nominal share capital of the company. Note that the reduced tax rate does not affect the withholding rate. Thus, the shareholder must also in this situation claim a refund as described above in order to benefit from the reduced rate.

Where a non-resident of Denmark holds shares, which can be attributed to a permanent establishment in Denmark, dividends are taxable pursuant to the rules applicable to Danish tax residents described above, see 22.16.1 "*Part IV–Information concerning the securities to be offered/admitted to trading–Taxation–Taxation of Danish tax resident shareholders*".

22.16.4 Increased Danish Source Taxation on Dividend Paid to Affiliated Shareholders Resident in certain countries

As per 4 October 2022 a 44% Danish withholding taxation/source taxation of dividends paid to affiliated individual shareholders and affiliated corporate shareholders if the relevant shareholder is tax resident in a country which is "blacklisted" by EU (i.e. at present American Samoa, Anguilla, Bahamas, the Republic of Fiji, Guam, Republic of Palau, Panama, Republic of Seychelles, Republic of Trinidad and Tobago, Turks and Caicos Islands, the Republic of Vanuatu and the U.S. Virgin Islands).

22.16.5 Share transfer tax and stamp duties

No Danish share transfer tax or stamp duties are payable on transfer of the shares.

22.16.6 Withholding tax obligations

As issuer of the Shares, the Company is obligated to withhold the taxes described above.

23. Terms and conditions of the Offering

23.1 Conditions, offer statistics, expected timetable and action required to apply for the Offering

23.1.1 Terms and conditions of the Offering

The Offering consists of (i) a public offering to retail and institutional investors in Denmark and (ii) private placements to institutional investors and, potentially, a limited number of other investors in the rest of the world outside the United States in compliance with Regulation S.

The Company is offering up to 4,545,455 New Shares in order to raise gross proceeds of up to DKK 500 million. Assuming completion of the Offering, the Company's registered share capital will increase by up to a nominal value of DKK 4,545,455 as a result of the issue of New Shares assuming that all New Shares part of the Offering are subscribed for. The offer price will be DKK 110 (the "**Offer Price**") per Offer Share. The exact number of Offer Shares to be sold in the Offering will be determined by the Board of Directors in consultation with the Global Coordinator based on a book-building process.

As part of the Offering, the Founders have granted the Over-allotment Facility to the Managers to cover over-allotments or short positions, if any, incurred in connection with the Offering by way of a share lending arrangement of up to 681,818 additional existing Shares of the Company. In order to facilitate for settlement of any borrowed Shares under the over-allotment facility the Over-allotment Option has been provided by the Founders to the Managers to purchase the Option Shares comprising (as the case may be), up to 681,818 existing shares of the Company in the aggregate at the Offer Price (as defined below), exercisable, in whole or in part, from the date of Admission (as defined herein) until 30 calendar days thereafter, solely to cover over-allotments or short positions, if any, incurred in connection with the Offering. If the Over-allotment Facility is utilised in full, the number of Offer Shares placed in the Offering may amount to a maximum of 5,227,273 Offer Shares.

In connection with the Offering, the Company has received undertakings subject to certain conditions from the following Cornerstone Investors to subscribe for Offer Shares at the Offer Price for an aggregate amount of DKK 330 million, corresponding to 66.0% of the Offer Shares (excluding the Option Shares). The undertakings of the Cornerstone Investors are divided as follows: Arbejdsmarkedets Tillægspension (ATP) will invest DKK 150 million, Danica Pension, Livsforsikringsaktieselskab will invest DKK 60 million, Danske Invest Management A/S will invest DKK 80 million and Spar Nord Bank A/S will invest DKK 40 million. The Cornerstone Investors will receive full allocation of their commitments.

23.1.2 Expected timetable for the Offering

Below is the expected timetable for the Offering

Publication of Prospectus	20 March 2023
Offer Period starts	21 March 2023 at 00:01 a.m. (CET)
Offer Period will not be closed in whole or in part before	28 March 2023 at 11:59 p.m. (CET)
Offer Period expires for retail investors	28 March 2023 at 11:59 p.m. (CET)
Offer Period expires	29 March 2023 at 5:00 p.m. (CET)
Publication of the results of the Offering, including number of Offer Shares subscribed for and sold	30 March 2023 no later than 7:30 a.m. (CET)
First day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen under the temporary ISIN (subject to the Offering not being terminated or withdrawn)	30 March 2023 at 9:00 a.m. (CET)
Completion of the Offering, including settlement of the New Shares by way of delivery of Temporary Purchase Certificates	3 April 2023
Registration of the share capital increase regarding the New Shares to be issued by the Company pursuant to the Offering with the Danish Business Authority	3 April 2023
Last day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen under the temporary ISIN	3 April 2023
First day of trading and official listing of the Shares representing the Temporary Purchase Certificates on Nasdaq Copenhagen under the permanent ISIN	4 April 2023
Automatic exchange of the Temporary Purchase Certificates for Shares in Euronext Securities	5 April 2023

The above timetable is subject to change. Any changes will be announced via Nasdaq Copenhagen. Until the publication by the Company of the announcement that the Offering has completed, expected on 3 April 2023, the admission of the Shares to trading and official listing on Nasdaq Copenhagen will remain conditional.

Trading on Nasdaq Copenhagen will commence before specific conditions to the Admission are met and will be suspended if the Offering is not completed. Consequently, all dealings in the Offer Shares or Temporary Purchase Certificates prior to settlement of the Offering, and the Company making an announcement to that effect, will be conditional on the Offering not being withdrawn prior to settlement of the Offering, and the Company making an announcement to that effect, and any such dealings will be for the account of, and at the sole risk of, the parties concerned. For a description of such conditions, see 23.4 "*Part IV–Terms and conditions of the Offering–Withdrawal of the Offering*".

22.1.3 Offer Period

The offer period will commence on 21 March 2023 and will close no later than 29 March 2023 at 5:00 p.m. (CET) (the "**Offer Period**"). The Offer Period may be closed prior to 29 March 2023; however, the Offer Period will not be closed in whole or in part before 28 March 2023 at 11:59 p.m. (CET). If the Offer Period is closed before 29 March 2023, the first day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen and the date of payment and settlement will be moved forward accordingly, subject to agreement with Nasdaq Copenhagen.

The Offer Period in respect of applications for purchase or subscriptions for amounts up to, and including, DKK 3 million may be closed before the remainder of the Offering is closed at the discretion of the Managers, if the Managers deem the orders received sufficient to close the bookbuilding process. Any such earlier closing, in whole or in part, will be announced through Nasdaq Copenhagen.

22.1.4 Submission of bids

22.1.4.1 Applications to purchase or subscribe for amounts of up to and including DKK 3 million
Applications by Danish investors to purchase or subscribe for amounts of up to and including DKK 3 million should be made by submitting the application form enclosed in the Prospectus to one of the Retail Banks (as defined herein) during the Offer Period or such shorter period as may be announced through Nasdaq Copenhagen. Applications are binding and cannot be altered or cancelled.

All applications made at a price equivalent to the Offer Price will be settled at the Offer Price following allotment, if any. Applications should be made for a number of Temporary Purchase Certificates representing Offer Shares or for an aggregate amount rounded to the nearest Danish kroner amount or with the maximum of two decimals.

Only one application will be accepted from each account in Euronext Securities. For binding orders, the application form must be submitted to one of the Retail Banks in complete and executed form in due time to allow such Retail Bank to process and forward the application to ensure that it is in the possession of SEB, no later than 5:00 p.m. (CET) on 29 March 2023, or such earlier time at which the Offering is closed.

22.1.4.2 Applications to purchase or subscribe for amounts of more than DKK 3 million
Investors who wish to apply to purchase or subscribe for amounts of more than DKK 3 million can indicate their interest to the Managers during the Offer Period. During the Offer Period, such investors can continuously change or withdraw their declarations of interest, but these declarations of interest become binding applications at the end of the Offer Period.

Immediately following the result announcement, investors will be allocated a number of Temporary Purchase Certificates representing the Offer Shares at the Offer Price within the limits of the investor's most recently submitted or adjusted declaration of interest. All applications made at a price equivalent to the Offer Price will be settled at the Offer Price following allotment, if any.

23.2 Reductions of order applications

In the event that the total number of Shares applied for in the Offering exceeds the number of Offer Shares, reductions will be made as follows:

- With respect to applications for amounts of up to and including DKK 3 million, reductions will be made mathematically and may entail that no allocations will be made to certain investors, except that orders by the members of our Board of Directors, members of Executive Management and Key Employees of the Company will be fully allocated.

- With respect to applications for amounts of more than DKK 3 million, individual allocations will be made. The Managers will allocate the Offer Shares after agreement upon such allocations with the Board of Directors.

- 2,999,998 New Shares (corresponding to 57.39% of the Offer Shares assuming full exercise of the Over-allotment Facility) will be reserved for allocation to the Cornerstone Investors. Please see 13.3 "*Part III–Ownership structure and shareholders–Cornerstone Investor Commitments*".

- Up to 97,576 Offer Shares (corresponding to 1.87% of the Offer Shares) will be reserved for allocation to any orders received from members of the Board of Directors, Executive Management, Key Employees and the Company's remaining employees. See also 23.11.1 "*Part IV–Terms and conditions of the Offering–Plan of distribution and allotments–Intentions of existing shareholders and members of the Board of Directors, the Executive Management and Key Employees to participate in the Offering*". For the remaining employees alone, 84,898 New Shares have been reserved for each of the employees (equal to 545 New Shares per employee), corresponding to a total of 1.62% of the Offer Shares assuming all employees exercises such option. The Company has no knowledge of the expected exercise of such option by the remaining employees.

It is expected that the basis of the allocation will be announced through Nasdaq Copenhagen no later than 7:30 a.m. (CET) on 30 March 2023. If the Offer Period is closed before 29 March 2023, the announcement of the allocation will be brought forward accordingly.

Following the expiration of the Offer Period, investors will receive a statement indicating the number of Temporary Purchase Certificates representing Shares allocated, if any, and the equivalent value at the Offer Price unless otherwise agreed between the investor and the relevant account-holding bank.

Orders and indications of interest may not result in an allocation of Offer Shares.

If the total applications in the Offering exceed the number of Offer Shares, a reduction will be made. In such event, the Managers reserve the right to require documentation to verify that each application relates to a single account in Euronext Securities. Further, the Managers reserve the right to require documentation to verify the authenticity of all orders, to demand the name of each purchaser or subscriber, to pass on such information to the Company and the Founders, and to make individual allocations if there are several orders that are determined to have originated from the same investor. To the extent several orders are determined to have originated from the same investor, only the largest order in DKK will be taken into consideration and all other orders will be rejected.

23.3 Minimum and/or maximum applications amounts

The minimum subscription or purchase amount is one Offer Share. No maximum subscription or purchase amount applies to the Offering. However, the number of shares is limited to the number of Offer Shares in the Offering.

23.4 Withdrawal of the Offering

Completion of the Offering is conditional upon Nasdaq Copenhagen's approval of the distribution of the Offer Shares representing at least 25% of the share capital and amongst at least 500 qualified investors each holding Shares with a value of at least EUR 500, the Offering not being withdrawn prior to settlement of the Offering, including registration of the capital increase with respect to the New Shares with the Danish Business Authority, and the Company making an announcement to that effect. The Offering may be withdrawn by the Company at any time before pricing and allocation of the Offering and first day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen take place. The Offering may also be withdrawn if Nasdaq Copenhagen is not satisfied that there will be a sufficiently broad distribution of the Shares to investors or if, for other reasons, the Temporary Purchase Certificates or the Shares cannot be admitted for trading and official listing on Nasdaq Copenhagen.

The Underwriting Agreement (as defined herein) contains a provision entitling the Managers (acting jointly, in good faith and reasonably and after having consulted with the Company) to terminate the Offering (and the arrangements associated with it) after Admission of the Temporary Purchase Certificates to trading on Nasdaq Copenhagen and prior to settlement of the Offering by delivery and payment of the Temporary Purchase Certificates representing the Offer Shares at any time prior to announcing the result of the Offering expected on or around 30 March 2023. Such termination rights may only be exercised in certain circumstances, including force majeure non-compliance with the Company's obligations, representations and warranties under the Underwriting Agreement including, inter alia, material changes or prospective material changes in the financial condition of the Company's business. Such termination rights will lapse upon settlement of the Offering, except in respect of the Option Shares. The termination rights of the parties to the Underwriting Agreement will lapse, in respect of the Option Shares, upon settlement of the sale of the Option Shares, if the Over-allotment Option is exercised.

The Underwriting Agreement contains closing conditions which the Company believes are customary for offerings such as the Offering. In addition, the Company and the Founders have given customary representations and warranties to the Managers. The completion of the Offering is dependent on compliance with all of the closing conditions set forth in the Underwriting Agreement. If one or more closing conditions are not met, the Managers may, at its discretion, withdraw the Offering. Nasdaq Copenhagen's approval of the Admission is subject to completion and settlement of the Offering after announcement of the results of the Offering.

If the Offering is not completed, no Offer Shares will be delivered to investors. Consequently, any trades in the Shares effected on or off the market before settlement of the Offering may subject investors to liability for not being able to deliver the Shares sold and investors who have sold or acquired Shares on or off the market may incur a loss. Any such dealings will be at the sole risk of the parties concerned. If the Offering is terminated or withdrawn, the Offering and any associated arrangements will lapse, all submitted orders will be automatically cancelled, any money received in respect of the Offering will be returned to the investors without interest (less any transaction costs) and admission to trading and official listing of the Shares on Nasdaq Copenhagen will be cancelled. Consequently, any trades in the Temporary Purchase Certificates or the Shares effected on or off the market before settlement of the

Offering may subject investors to liability for not being able to deliver the Temporary Purchase Certificates or the Shares sold, and investors who have sold or acquired Temporary Purchase Certificates or Shares on or off the market may incur a loss. All dealings in the Temporary Purchase Certificates or the Offer Shares prior to settlement of the Offering are for the account of, and at the sole risk of, the parties concerned.

Any withdrawal of the Offering will be announced immediately through Nasdaq Copenhagen.

23.5 Investor's withdrawal rights

In the event that the Company is required to publish a supplement to this Prospectus, between the date of publication of this Prospectus and Admission, investors who have submitted orders to purchase or subscribe for Offer Shares in the Offering before the supplement is published shall have two trading days following the publication of the relevant supplement within which the investors can withdraw their offer to purchase or subscribe for Offer Shares in the Offering in its entirety. The right to withdraw an application to purchase or subscribe for Offer Shares in the Offering in these circumstances will be available to all investors in the Offering provided the obligation to publish a supplement to this Prospectus was triggered before completion of the Offering and provided no Offer Shares have been delivered. If the order is not withdrawn within the stipulated two trading days any order to purchase or subscribe for Offer Shares in the Offering will remain valid and binding.

The supplement will contain a prominent statement concerning the right of withdrawal, which clearly states:

(a) that a right of withdrawal is only granted to those investors who had already agreed to purchase or subscribe for the securities before the supplement was published and where the securities had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted;

(b) the period in which investors can exercise their right of withdrawal (and whether the Offer Period will be extended); and

(c) whom investors may contact should they wish to exercise the right of withdrawal.

For withdrawal rights outside of situations where a supplement to this Prospectus has been published, see 23.4 "*Part IV–Terms and conditions of the Offering–Withdrawal of the Offering*".

23.6 Selling agents

Skandinaviska Enskilda Banken, Danmark, filial af Skandinaviska Enskilda Banken AB (publ), Sverige
Bernstorffsgade 50
DK-1577 Copenhagen V
Denmark

ABG Sundal Collier Denmark, filial af ABG Sundal Collier ASA, Norge
Forbindelsesvej 12, st.
DK-2100 Copenhagen OE
Denmark

Retail banks for the Offering in Denmark
Orders of up to and including DKK 3 million may only be submitted through the following account-holding banks:

Nordnet Bank, filial af Nordnet Bank AB, Sverige
Havneholmen 25, 7.
DK-1561 Copenhagen V
Denmark

Ringkjøbing Landbobank A/S
Torvet 1
DK-6950 Ringkøbing
Denmark

Danske Bank A/S
Holmens Kanal 2 - 12
DK-1060 Copenhagen
Denmark

Nordea Danmark, Filial af Nordea Bank Abp, Finland
C/O Postboks 850, DK-0900 Copenhagen
Grønjordsvej 10
DK-2300 Copenhagen S
Denmark

Nykredit A/S
Kalvebod Brygge 1 - 3
DK-1560 Copenhagen V
Denmark

Spar Nord Bank A/S
Skelagervej 15
DK-9000 Aalborg
Denmark

Sparekassen Danmark
Østergade 15
DK-9760 Vrå
Denmark

Jyske Bank A/S
Vestergade 8 - 16
DK-8600 Silkeborg
Denmark

Maj Bank A/S
Gammeltorv 18
DK-1457 Copenhagen K
Denmark

Sydbank A/S
Peberlyk 4
DK-6200 Aabenraa
Denmark

Sparekassen Kronjylland
Tronholmen 1
DK-8960 Randers SØ
Denmark

Vestjysk Bank A/S
Industrivej Syd 13C
Birk
DK-7400 Herning
Denmark

Lån & Spar Bank A/S
Højbro Plads 9 - 11
Postboks 2117
DK-1200 Copenhagen K
Denmark

and

FormueFyn Fondsmæglerselskab A/S
Langesøvej 153
Langesø
DK-5462 Morud
Denmark

(together, the "**Retail Banks**" and each a "**Retail Bank**")

A request for copies of the Prospectus may be submitted by persons who satisfy the requirements of the applicable selling restrictions (see 23.16 "*Part IV–Terms and conditions of the Offering–Jurisdictions in which the Offering will be announced and restrictions applicable to the Offering*") from:

Skandinaviska Enskilda Banken, Danmark, filial af Skandinaviska Enskilda Banken AB (publ), Sverige
Email: prospectus_gubra@seb.dk

In addition, the Prospectus is available, subject to certain restrictions, on the Company's website at www.gubra.dk.

The distribution of this Prospectus and the offer or sale of the Offer Shares in certain jurisdictions is restricted by law. Persons possessing this Prospectus are required by the Company and the Managers to inform themselves about and to observe any restrictions. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Offer Shares in any jurisdiction to any person to whom it would be unlawful to make such an offer in such jurisdiction.

23.7 Payment and settlement

The Shares and Temporary Purchase Certificates will be registered in bookentry form electronically with Euronext Securities. All Temporary Purchase Certificates and Shares are registered on accounts with account-holding banks in Euronext Securities. Investors that are not residents of Denmark may use a Danish bank directly or their own bank's correspondent Danish bank as their account-holding bank or arrange for registration and settlement through Clearstream, 42 Avenue JF Kennedy, L-1855 Luxembourg, Luxembourg, or Euroclear, 1, Boulevard du Roi Albert II, B-1210 Brussels, Belgium.

Payment and settlement is expected to take place two business days after the announcement of the allocation (i.e., "**Settlement Date**") by way of delivering Temporary Purchase Certificates under the temporary ISIN DK0062266557. The account-holding bank will normally send a statement to the name and address registered in Euronext Securities showing the number of Temporary Purchase Certificates representing the number of Offer Shares subscribed for or purchased by the investor unless otherwise agreed between the investor and the relevant account-holding bank. This statement also constitutes evidence of the investor's holding.

Upon completion of the Offering and after payment for the Temporary Purchase Certificates representing Shares, the capital increase relating to the New Shares will be registered with the Danish Business Authority, which is expected to take place on the Settlement Date. Subject to completion of the Offering and registration of the New Shares with the Danish Business Authority, the Temporary Purchase Certificates will automatically be exchanged in Euronext Securities for a corresponding number of Shares, which are expected to be delivered two business days after the Settlement Date under the permanent ISIN DK0062266474 in book-entry form to the holders of the Temporary Purchase Certificates' respective accounts with Euronext Securities and through the facilities of Euroclear and Clearstream.

If the Offering is closed before 29 March 2023 (i.e., the closing of the Offer Period), the delivery of Temporary Purchase Certificates, the automatic exchange of Temporary Purchase Certificates for Shares and the first day of trading and official listing of the Shares on Nasdaq Copenhagen may be moved forward accordingly, subject to agreement with Nasdaq Copenhagen.

The Offer Shares are expected to be delivered in book-entry form through the facilities of Euronext Securities, Euroclear and Clearstream on or around 30 March 2023 against payment in immediately available funds in Danish kroner. If pricing and allocation of the Offering takes place before 29 March 2023, the first date of trading in and official listing of the Shares on Nasdaq Copenhagen and the date of payment and settlement may be brought forward accordingly.

All dealings in the Shares or the Temporary Purchase Certificates prior to settlement will be for the account of and at the sole risk of the parties involved.

Investors will not receive specific allocation information from the Company or the Founders.

23.8 Publication of the result of the Offering

The result of the Offering will be announced through Nasdaq Copenhagen on or around 30 March 2023 at 7:30 a.m. (CET).

23.9 Pre-allotment information

See 23.2 "*Part IV–Terms and conditions of the Offering–Reductions of order applications*".

23.10 The Offer Price

The Offer Price is set at DKK 110 per Offer Share.

Neither the Company nor the Managers will charge expenses to investors. Investors will have to bear customary transaction and handling fees charged by their account-holding banks.

23.11 Plan of distribution and allotments

As of the date hereof, the Company, the Founders and the Managers have entered into the Underwriting Agreement setting out the terms on which the offering of the Offer Shares will be conducted. Subject to certain conditions set forth in the Underwriting Agreement and the execution of an allocation agreement, the Company and the Founders, severally but not jointly, will agree, respectively, to issue to or to sell to the subscribers and purchasers, as applicable, procured by the Managers or, failing which, to the Managers itself; and the Managers will agree to procure subscribers for and purchasers, as applicable, or failing such procurement, to subscribe for or purchase the total number of Offer Shares.

The Underwriting Agreement provides that the obligations of the Managers to procure subscribers for and purchasers, as applicable, or failing which, to purchase or subscribe itself for, the Offer Shares (excluding the Over-allotment Shares), are subject to: (i) (receipt of opinions on certain legal matters from counsels; and (ii) certain other conditions, including receipt of auditor letters and reports and officer certificates. The Company and the Founders have agreed to indemnify the Managers against certain losses and liabilities arising out of or in connection with the Offering.

The Underwriting Agreement provides that, upon the occurrence of certain events, such as the general suspension of all trading on Nasdaq Copenhagen, a material adverse change in the Group's business, results of operations or financial condition or in the financial markets and under certain other conditions, the Managers may (jointly) elect to terminate their several commitments and have the right to withdraw from the Offering before settlement of the Offering (i.e., payment for and settlement of the Offer Shares by way of delivery of Temporary Purchase Certificates under the temporary ISIN DK0062266557). If the Managers elect to terminate their several commitments, the Offering may be cancelled, and if it is cancelled, no Offer Shares will be delivered. All dealings in the Offer Shares or Temporary Purchase Certificates prior to delivery and settlement are at the sole risk of the parties concerned.

Up to 2,999,998 New Shares (corresponding to 57.39% of the Offer Shares assuming full exercise of the Over-allotment Facility) will be reserved for allocation to the Cornerstone Investors.

In connection with the Offering, the Managers and any affiliates acting as investors for their own account may take up the Shares and in that capacity may retain, purchase or sell the Shares, for their own account and may offer or sell such securities otherwise than in connection with the Offering, in each case, in accordance with applicable law. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

No action has been or will be taken in any jurisdiction other than Denmark that would permit a public offering of the Offer Shares, or the possession, circulation or distribution of this Prospectus or any other material relating to the Company or the Offer Shares, in any jurisdiction where action for that purpose is required. Accordingly, the Offer Shares may not be offered or sold, directly or indirectly, and neither this Prospectus nor any other offering material or advertisements in connection with the Offer Shares may be distributed or published, in or from any country or jurisdiction, except in compliance with any applicable rules and regulations of such country or jurisdiction.

23.11.1 Intentions of existing shareholders and members of the Board of Directors, the Executive Management and Key Employees to participate in the Offering

Certain members of the Board of Directors and the Executive Management and certain Key Employees have indicated that they intend to participate in the Offering by subscribing for Offer Shares for an aggregate of approximately DKK 1.4 million corresponding to 12,678 New Shares (equal to 0.28% of the total number of New Shares assuming that all New Shares part of the Offering are subscribed for).

23.12 Over-allotment information

In connection with the Offering, and pursuant to the Over-allotment Facility, the Managers may elect to overallot a number of Shares equalling up to 15% of the aggregate number of New Shares allocated in the Offering (amounting to up to 340,909 Over-allotment Shares from each of the two Founders), and the Founders have, under a share lending agreement for the purpose of facilitating the Over-allotment Facility (the "**Share Lending Agreement**"), granted the Managers a right to borrow a corresponding number of Shares in order to facilitate such overallotments.

If the Over-allotment Facility is utilised in full, the number of Shares placed in the Offering may amount to a maximum of 5,227,273 Offer Shares, assuming the maximum number of Offer Shares are subscribed for and sold.

In order to facilitate settlement of any borrowed Shares under the Share Lending Agreement, the Founders have granted the Managers a right, under the Over-allotment Option, to acquire a number of existing Shares amounting up to the number of Over-allotment Shares placed, at the Offer Price, exercisable in whole or in part, from the date of Admission until 30 calendar days thereafter (no effective change of control will take place). The maximum number of Option Shares that may be sold pursuant to the Over-allotment Option will equal the number of Over-allotment Shares.

To the extent that the Managers have overallotted Shares in the Offering, the Managers have created a short position in the Shares. SEB, as stabilising manager (the "**Stabilising Manager**"), may close out this short position by buying Shares in the open market through stabilisation activities and/or by exercising the Over-allotment Option.

The stock exchange announcement with information on the results of the Offering expected to be published or 30 March 2023, will include information on whether the Managers have overallotted Shares in connection with the Offering. Any exercise of the Over-allotment Option will be promptly announced in a stock exchange announcement through the information system of Nasdaq Copenhagen.

The Founders and the Managers and Stabilising Manager have agreed that of the net profit, if any, resulting from stabilisation activities conducted by the Stabilising Manager, will be for the account of the Founders on a pro rata basis.

23.13 Admission to trading

An application has been made for the Temporary Purchase Certificates to be admitted to trading on Nasdaq Copenhagen under the symbol "GUBRA TEMP" and for the Shares to be admitted to trading and official listing under the symbol "GUBRA" on Nasdaq Copenhagen, which is a regulated market in accordance with the Prospectus Regulation. The Admission is subject to, among other things, (i) Nasdaq Copenhagen's approval of the distribution of the Offer Shares representing at least 25% of the share capital and amongst at least 500 qualified investors each holding Shares with a value of at least EUR 500, (ii) the Offering not being withdrawn prior to the settlement of the Offering, and (iii) the Company making an announcement to that effect. Trading on Nasdaq Copenhagen of the Temporary Purchase Certificates will commence before the condition (ii) and (iii) are met and will be suspended if the Offering is not completed. Consequently, all dealings in the Offer Shares or the Temporary Purchase Certificates prior to settlement of the Offering, and the Company making an announcement to that effect, will be conditional on

the Offering not being withdrawn prior to settlement of the Offering, and the Company making an announcement to that effect, and any such dealings will be for the account of, and at the sole risk of, the parties concerned.

The first day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen is expected to be 30 March 2023 under the temporary ISIN, and the last day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen is expected to be 3 April 2023. The Shares are expected to be admitted to trading and official listing on Nasdaq Copenhagen under the permanent ISIN on 4 April 2023. If the Offering is closed before 29 March 2023, the Admission, the Settlement Date, the delivery of Temporary Purchase Certificates, the automatic exchange of Temporary Purchase Certificates for Shares and the first day of trading and official listing of the Shares on Nasdaq Copenhagen may be moved forward accordingly, subject to agreement with Nasdaq Copenhagen.

Subject to completion of the Offering and registration of the New Shares with the Danish Business Authority, the Temporary Purchase Certificates will automatically be exchanged in Euronext Securities for a corresponding number of Shares, which are expected to be delivered on 5 April 2023. In connection with the Temporary Purchase Certificates being automatically exchanged for Shares, the Temporary Purchase Certificates will cease to exist.

If the Offering is not completed, terminated or withdrawn, the Offering and any associated arrangements will lapse, all submitted orders will be automatically cancelled, any monies received in respect of the Offering will be returned to the investors without interest (less any transaction costs) and admission to trading and/or official listing of the Temporary Purchase Certificates and/or the Shares on Nasdaq Copenhagen will be cancelled and no Temporary Purchase Certificates or Offer Shares will be delivered to investors. Consequently, any trades in the Temporary Purchase Certificates and/or Shares effected on or off the market before settlement of the Offering may subject investors to liability for not being able to deliver the Temporary Purchase Certificates and/or Shares sold, and investors who have sold or acquired Temporary Purchase Certificates and/or Shares on or off the market may incur a loss. All dealings in the Temporary Purchase Certificates and/or the Offer Shares prior to settlement of the Offering are for the account of, and at the sole risk of, the parties concerned.

23.14 Stabilisation

In connection with the Offering, the Stabilising Manager, or its agents, on behalf of the Managers, may engage in transactions that stabilise, maintain or otherwise affect the price of the Shares for up to 30 calendar days from the commencement of trading in and official listing of the Shares on Nasdaq Copenhagen.

Specifically, the Managers may overallot Over-allotment Shares or effect transactions with a view to supporting the market price of the Shares at a level higher than that which might otherwise prevail. Accordingly, the Stabilising Manager may overallot Over-allotment Shares by accepting offers to purchase a greater number of Offer Shares than for which they are obligated to procure subscribers for and purchasers, as applicable, under the Underwriting Agreement, creating a short position. A short sale is covered if the short position is no greater than the number of Offer Shares available for purchase by the Stabilising Manager under the Over-allotment Option. The Managers can close out a covered short sale by exercising the Over-allotment Option or purchasing Shares in the open market. In determining the source of Shares to close out a covered short sale, the Managers will consider, among other things, the open market price of Shares compared to the price available under the Over-allotment Option. See 23.12 *"Part IV–Terms and conditions of the Offering–Over-allotment information"*.

The Stabilising Manager and its agents are not required to engage in any of these activities and, as such, there is no assurance that these activities will be undertaken. If undertaken, the Stabilising Manager or its agents may end any of these activities at any time and they must be brought to an end at the end of the 30 calendar days' period mentioned above.

Any stabilisation activities will be conducted in accordance with the rules asset out in art. 5(4) of the EU Market Abuse Regulation and chapter III of the supplemental rules set out in the Commission Delegated (EU) 2016/1052 of 8 March 2016 with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures. No later than the end of the seventh trading day following the date of execution of any stabilisation transactions, the Stabilisation manager shall ensure adequate public disclosure of the details of the stabilisation transactions taken. Following the expiry of the 30-day period of price stabilisation, the Stabilising Manager will publish information as to whether or not price stabilisation activities were undertaken. If stabilisation activities were undertaken, the statement will also include information about: (a) the total amount of Shares sold and purchased; (b) the dates on which the stabilisation period began and ended; (c) the price range between which stabilisation was carried out, as well as the highest, lowest and average price paid during the stabilisation period; and (d) the

date at which stabilisation activities last occurred. Save as required by law or regulation, the Stabilising Manager does not intend to disclose the extent of any stabilisation transactions under the Offering.

To the extent that there is stabilisation profits rendered as a result of stabilisation activity by the Stabilising Manager and any non-exercise or partial exercise of the Over-allotment Option, such profits shall be for the benefit of the Founders.

The Company has not entered into a market maker agreement in relation to the Offering.

23.15 Lock-up

The Company has agreed with the Managers that the Company will not, except as set forth below, for a period of 180 days from Admission, without the prior written consent of the Managers, (i) issue, offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of (or publicly announce such action), directly or indirectly, any of Shares or any securities convertible into or exercisable or exchangeable for Shares, (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Shares, whether any such transaction described in (i) or (ii) above is to be settled by delivery of Shares or such other securities, in cash or otherwise, or (iii) submit to the Company's shareholders a proposal to effect any of the foregoing. The foregoing shall not apply to (a) the issue of New Shares and (b) the grant and the transfer of Shares or share-based instruments in connection with the terms of the Company's Incentive Programmes described in this Prospectus.

The Founders and the members of the Board of Directors, Executive Management and the Key Employees have agreed with the Managers that the Founders and the members of the Board of Directors, Executive Management and the Key Employees will not, except as set forth below, for a period of 360 days from Admission, without the prior written consent of the Managers: (i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of (or publicly announce such action), directly or indirectly, any of the Shares, or any securities convertible into or exercisable or exchangeable for the Shares; (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Shares, whether any such transactions described in clause (i) or (ii) above are to be settled by delivery of the Shares or such other securities, in cash or otherwise; or (iii) propose any general meeting of the Company, or convene or take action to convene any general meeting for the purpose of proposing, any resolution of the Company authorising the issue of any shares or warrants to subscribe for shares, in each case, without the prior written consent of the Managers (such consent not to be unreasonably withheld or delayed).

The foregoing will not apply, among other exceptions, to (i) the lending of Shares under the share lending agreement and disposal of Shares in connection with exercise of the Over-allotment Option; (ii) the disposal of Shares to the direct or indirect shareholders or wholly-owned subsidiaries of the Founders in connection with or arising out of any dividend or other distributions, or any liquidation, dissolution, reorganisation or other similar event affecting the Founders or any of its affiliates; (iii) any disposal of Shares subscribed for in connection with the Offering or acquired on or after Admission; (iv) any sale of subscription rights received in connection with a rights issue or other pre-emptive share offering by the Company; (v) transfer of any Shares related to (a) an acceptance of a takeover offer for Shares in the Company; (b) the provision of an irrevocable undertaking to accept such an offer; or (c) an offer by or on behalf of the Company to repurchase Shares in connection with a general buy-back program; and (vi) the disposal of Shares in accordance with any order made by a court of competent jurisdiction or required by law or regulation.

23.16 Jurisdictions in which the Offering will be announced and restrictions applicable to the Offering

23.16.1 General

The Offering consist of (i) a public offering to retail and institutional investors in Denmark and (ii) private placements to institutional investors, and potentially a limited number of other investors in the rest of the world outside the United States in compliance with Regulation S.

No action has been or will be taken in any country or jurisdiction other than Denmark that would, or is intended to, permit a public offering of the Offer Shares, or the possession or distribution of this Prospectus or any other offering material, in any country or jurisdiction where action for that purpose is required.

Persons into whose hands this Prospectus comes are required by the Company and the Managers to comply with all applicable laws and regulations in each country or jurisdiction in or from which they purchase, offer, sell or deliver Offer Shares or have in their possession or distribute such offering material, in all cases at their own expense. Neither the Company nor the Managers accept any legal responsibility for any violation by any person, whether or not a prospective purchaser of any of the Offer Shares, of any such restrictions.

23.16.2 United States

The Offer Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Prospectus. Any representation to the contrary is a criminal offense in the United States.

The Offer Shares have not been and will not be registered under the U.S. Securities Act and are being offered and sold outside the United States in compliance with Regulation S.

23.16.3 European Economic Area restrictions

In relation to each Relevant Member State, no Offer Shares have been offered or will be offered pursuant to the Prospectus to the public in that Relevant Member State prior to the publication of a prospectus in relation to the Offer Shares which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Regulation, except that offers of the Offer Shares may be made to the public in that Relevant Member State at any time under the following exemptions under the Prospectus Regulation:

(d) to any legal entity which is a qualified investor as defined under the Prospectus Regulation;

(e) to fewer than 150 natural or legal persons (other than qualified investors as defined under the Prospectus Regulation), subject to obtaining the prior consent of the Managers for any such offer; or

(f) in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of the Offer Shares shall require the Company or the Managers to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression an "offer to the public" in relation to the Offer Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to subscribe for any Offer Shares, and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129, as amended.

23.16.4 United Kingdom restrictions

In relation to the United Kingdom, no Offer Shares have been offered or will be offered pursuant to the Prospectus to the public in the United Kingdom prior to the publication of a prospectus in relation to the Offer Shares which has been approved by the Financial Conduct Authority in the United Kingdom in accordance with the U.K. Prospectus Regulation and the FSMA, except that offers of the Offer Shares may be made to the public in the United Kingdom at any time under the following exemptions under the U.K. Prospectus Regulation and the FSMA:

(g) to any legal entity which is a qualified investor as defined under the Article 2 of the U.K. Prospectus Regulation;

(h) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the U.K. Prospectus Regulation), subject to obtaining the prior consent of the Managers for any such offer; or

(i) at any time in other circumstances falling within section 86 of the FSMA,

provided that no such offer of Offer Shares shall require the Company or the Managers to publish a prospectus pursuant to Section 85 of the FSMA or Article 3 of the U.K. Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the U.K. Prospectus Regulation.

For the purposes of this provision, the expression an "offer to the public" in relation to any Offer Shares in the U.K. means the communication in any form and by any means of sufficient information on the terms of the offer and any Offer Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Offer Shares.

In the United Kingdom, this Prospectus and any other material in relation to the Offer Shares described herein is for distribution only to, and is directed only at, and any investment or investment activity to which this Prospectus relates is available only to, and will be engaged in only with persons who: (i) are persons who have professional experience in matters relating to investments falling within the definition of "investment professionals" in Article 19(5) of the Order; (ii) are high net worth bodies corporate, unincorporated associations and partnerships and the trustees of high value trusts, as described in Article 49(2)(a) to (d) of the Order; and/or (iii) are other persons to whom they may otherwise lawfully be communicated all such persons, being Relevant Persons.

In the United Kingdom, this Prospectus is directed only at Relevant Persons and must not be acted on or relied on by anyone who is not a Relevant Person. In the United Kingdom, any investment or investment activity to which this Prospectus relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

23.16.5 General

No action has been or will be taken in any country or jurisdiction other than Denmark that would, or is intended to, permit a public offering of the Offer Shares, or the possession or distribution of this Prospectus or any other offering material, in any country or jurisdiction where action for that purpose is required.

Persons into whose hands this Prospectus comes are required by the Company and the Managers to comply with all applicable laws and regulations in each country or jurisdiction in or from which they purchase, offer, sell or deliver Offer Shares or have in their possession or distribute such offering material, in all cases at their own expense. Neither the Company nor the Managers accept any legal responsibility for any violation by any person, whether or not a prospective purchaser of any of the Offer Shares, of any such restrictions.

24. Expense of the Offering

The total expenses in relation to the Offering, including commissions and fees (fixed and discretionary) payable by the Company to the Managers and advisors, are estimated to be approximately DKK 33.8 million, assuming completion of the Offering regardless of whether the Over-allotment Option is exercised or not assuming that all New Shares part of the Offering are subscribed for. The total expenses represent 7.3% of the net proceeds assuming that all New Shares part of the Offering are subscribed for.

Further, the Company has agreed to pay a selling commission to account-holding banks (unless such account-holding bank is the Managers) equivalent to 0.25% of the Offer Price of the Offer Shares that are allocated in respect of orders of up to and including DKK 3 million submitted through the Retail Banks (except for the Managers) to be paid by the Company based on the number of Offer Shares that are sold.

When calculating the net proceeds of the Offering of up to DKK 466.2 million approximately DKK 33.8 million in total commissions, have been deducted from the gross proceeds of the Offering of up to DKK 500 million assuming that all New Shares part of the Offering are subscribed for.

Neither the Company nor the Managers will charge expenses to investors. Investors will have to bear customary transaction and handling fees charged by their account-holding banks.

25. Dilution

The Shares outstanding prior to the completion of the Offering will be diluted in connection with the Offering by the issuance of up to 4,545,455 New Shares in the Offering, corresponding to a nominal value of up to DKK 4,545,455. Following completion of the Offering, the Shares issued and outstanding as at the date of this Prospectus will represent 72.2% of the Company's share capital (assuming subscription for all New Shares offered in connection with the Offering).

As at 31 December 2022, the Company's net asset value was DKK 108.2 million or approximately DKK 9.17 per Share (following the Conversion). The net asset value per existing Share prior to the Offering is determined by dividing the net asset value by the total number of existing Shares prior to the Offering at the aforementioned date.

In addition, any future exercise of any warrants by the Company's employees in the context of possible future warrant programmes or the issuance of Shares to employees in the context of possible future employee stock participation programmes, could lead to a dilution of the economic and voting interests of existing shareholders.

26. Additional information

- Financial advisor to the Company and global coordinator and bookrunner of the Offering: Skandinaviska Enskilda Banken, Danmark, filial af Skandinaviska Enskilda Banken AB (publ), Sverige
- Joint bookrunner to the Offering ABG Sundal Collier Denmark, filial af ABG Sundal Collier ASA, Norge, Forbindelsesvej 12, st. DK-2100 Copenhagen OE, Denmark
- Legal advisor to the Company: Plesner Advokatpartnerselskab
- Auditors to the Company: PricewaterhouseCoopers, Statsautoriseret Revisionspartnerselskab
- Legal advisor to the Managers: Gorrissen Federspiel Advokatpartnerselskab

PART V – Glossary

"2017 BI Agreement"	The collaboration and license agreement between Boehringer Ingelheim and the Company entered into on 1 August 2017
"2017 BI License"	The license granted to Boehringer Ingelheim under the 2017 BI Agreement
"2019 BI Agreement"	The collaboration and license agreement between Boehringer Ingelheim and the Company entered into on 1 May 2019
"2021 BI Agreement"	The research and license agreement between Boehringer Ingelheim and the Company entered into on 1 March 2021
"ABG Sundal Collier"	ABG Sundal Collier Denmark, filial af ABG Sundal Collier ASA, Norge
"Admission"	The admission to trading of the Temporary Purchase Certificates on Nasdaq Copenhagen
"AI"	Artificial intelligence
"Amylin Pipeline Asset"	The Company's Amylin peptide lead asset for obesity
"Articles of Association"	The Company's articles of association
"Audit Committee"	The audit committee of the Company
"Bayer Agreement"	The research collaboration and license agreement entered into between Bayer and the Company on 16 September 2021
"Bayer"	Bayer AG
"BLA"	Biologics license application
"Board of Directors"	The Company's board of directors
"Boehringer Ingelheim"	Boehringer Ingelheim International GmbH
"CAGR"	Compounded annual growth rate
"Chair"	The chair of the Board of Directors
"Clearstream"	Clearstream Banking, S.A.
"CMC"	Chemistry, manufacturing and controls services
"Conversion"	The Company's issuance of bonus Shares as part of the conversion of the Company from a private limited liability company (ApS) to a public limited liability company (A/S) in the ratio of 1:89 (88 additional Shares received per one Share held prior to the conversion)
"CNS"	Central nervous system
"Company"	Gubra A/S registered under (CVR) no. 30 51 40 41
"Company's Industry"	The pre-clinical contract research services industry and the metabolic and fibrotic pharmaceutical and biotechnology industry

"Company IP"	Collectively the Company's proprietary know-how, software, compositions, processes, procedures, systems, technologies, algorithms, coding and intellectual property rights such as patent applications, patents and trademarks
"Cost-Free Shares"	Shares granted for free pursuant to the Cost-Free Share Programmes
"Cost-Free Share Programmes"	The Company's share-based programmes in the form of cost-free Shares
"Consolidated Financial Statements"	The audited consolidated financial statements of the Company as at and for the year ended 31 December 2022 with comparative parent company figures as at and for the financial years ended 31 December 2021 and 31 December 2020
"Cornerstone Investors"	Arbejdsmarkedets Tillægspension (ATP), Danica Pension, Livsforsikringsaktieselskab. Danske Asset Management A/S and Spar Nord Bank A/S
"Cornerstone Shares"	2,999,998 New Shares, equal to a total purchase prise amount of DKK 330 million
"Corporate Governance Recommendations"	The Recommendations on Corporate Governance of the Danish Committee on Corporate Governance issued on 2 December 2020
"CRO"	Contract research organisations
"CRO Segment"	The Company's segment focused on pre-clinical contract research and development services for the pharmaceutical and biotechnology industry, as further described in 6 "*Part III–Business*"
"CSR"	Corporate social responsibility
"Danish Capital Markets Act"	The Danish Consolidated Act no. 41 of 13 January 2023 on Capital Markets as amended
"Danish FSA"	The Danish Financial Supervisory Authority
"Danish GAAP"	The Danish Financial Statements Act (Danish Consolidated Act no. 1441 of 14 November 2022)
"Deputy Chair"	The deputy chair of the Board of Directors
"Discovery & Partnership Segment"	The Company's segment focused on internal drug discovery and further described in 6 "*Part IV–Business*"
"DKK"	Danish kroner, the lawful currency of Denmark
"EEA"	European Economic Area
"EMA"	European Medicines Agency
"Employee Incentive Programme"	The Company's long-term RSU-based incentive programme for employees of the Company (other than the Executive Management and Key Employees)
"Employee Shareholder"	Any employee of the Company holding Shares in the Company, including the members of the Executive Management and the Key Employees
"EP"	European Patent
"EPO"	European Patent Office
"ESG"	Environmental, social and governance
"EU"	European Union

"EU AI Regulation"	The European Commission's proposal for the regulation of Artificial Intelligence (COM(2021)206)
"EUR"	Euro, the lawful currency of the participating member states in the Third Stage of the European and Monetary Union of the Treaty Establishing the European Community
"Euroclear"	The Euroclear System operated by Euroclear Bank S.A./N.A.
"Euronext Securities"	Euronext Securities (Copenhagen), the official Danish central securities depository and designated securities settlement system operated by Euronext Securities (Legal name: VP Securities A/S) registered under (CVR) no. 21 59 93 36
"Executive Management"	The Company's executive management
"FDA"	U.S. Food and Drug Administration
"FRH"	Flexible research hours
"Founders"	JJ 081008 Holding ApS registered under (CVR) no. 30 52 99 87 and NV 2008 Holding ApS registered under (CVR) no. 30 53 00 71
"FSMA"	Financial Services and Markets Act 2000
"FTEs"	Full-time employees
"Geographical Focus Markets"	The CRO market in North America and Europe
"GHOST"	The Gubra Histopathological Objective Scoring Technology, see 6.5.4.4 *"Part III–Business–Business model–CRO Segment–Tissue research with AI pathology"*
"Global Coordinator"	SEB
"Group Shares"	Shares in a company in which the company shareholder of the company and the issuing company are subject to Danish joint taxation or fulfil the requirements for international joint taxation under Danish law
"Group"	The Company and its direct and indirect subsidiaries
"GLP"	Principles of Good Laboratory Practice
"GLP-1"	Glucagon like peptide 1
"Gubra Green"	Gubra Green ApS a fully owned subsidiary of the Company
"Gubra Green Segment"	Passive investments targeting assets promoting the green transition (which as of 1 January 2023 are made through Gubra Green ApS)
"Gubra Green Officer"	The CSR employee of the Company who act as the chief executive officer of Gubra Green.
"GubraView"	The Company's web-based solution for data sharing called GubraView
"IFRS"	International Financial Reporting Standards
"IPO Process Agreement"	The IPO process agreement entered into on 5 October 2022 by the Employee Shareholders of the Company, former consultants of the Company holding Shares (directly or indirectly) and the Founders
"Incentive Programmes"	Incentive programmes established by the Company for the Board of Directors, the Executive Management and other employees of the Company.
"IT"	Information technology

"IND"	Investigational new drug
"Joint Bookrunners"	SEB and ABG Sundal Collier
"Key Employees"	Trine Hamann, Kristoffer Rigbolt, Helle Erichsen and Mads Axelsen
"Landlord"	Hørsholm Kongevej 11B ApS, CVR no. 43 69 36 03
"Lease Agreement"	The lease agreement between the Company and the Landlord entered into on 20 December 2022, pursuant to which the Company leases the Property
"Lease Agreement Commencement Date"	The commencement date of the Lease Agreement on 20 December 2022
"MAA"	Marketing authorisation application
"Managers"	The Global Coordinator and Joint Bookrunners jointly
"Management Incentive Programme"	The Company's long-term warrant-based incentive programme for the Board of Directors, the Executive Management and Key Employees
"MiFID II Product Governance Requirements"	The requirements contained within (a) MiFID II; (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures, together
"MiFID II"	EU Directive 2014/65/EU on markets in financial instruments, as amended
"ML"	Machine learning
"Nasdaq Copenhagen"	Nasdaq Copenhagen A/S registered under (CVR no.) 19 04 26 77
"Nasdaq Issuer Rules"	The Nordic Main Market Rulebook for Issuers of Shares on Nasdaq Copenhagen dated 1 October 2021
"Negative Target Market"	Has the meaning set out in the section *"Notice to investors– Information to distributors"*
"Negative U.K. Target Market"	Has the meaning set out in the section *"Notice to investors– Information to distributors"*
"NDA"	New drug application
"New Facility"	The construction/development of a new facility on the Property of around 750 square meters
"New Shares"	The up to 4,545,455 new shares of DKK 1 nominal value each of the Company
"NIS Directive"	EU Directive 2016/1148/EU of the European Parliament and of the Council of 6 July 2016 on Security of Network and Information Systems
"NIS2 Directive"	EU Directive proposal of the European Parliament and of the Council on measures for a high common level of cybersecurity across the Union, repealing Directive (EU) 2016/1148
"Non-IFRS Financial Measures"	Certain financial measures that are not measures of performance specifically defined by IFRS
"Offer Period"	The period from 21 March 2023 at 00:01 a.m. (CET) to no later than 29 March 2023 at 5:00 p.m. (CET)
"Offer Price"	DKK 110 per share

"Offer Shares"	The New Shares and, if the Over-allotment Option is exercised, both the New Shares and the Over-allotment Shares
"Offering"	The initial public offering of up to 4,545,455 new shares of DKK 1 nominal value each of Gubra A/S
"Offering-Related Employee Bonus Programme"	Offering-related cash bonus programme for certain Key Employees
"Offering-Related Management Bonus Programme"	Offering-related cash and RSU bonus programme for the CEO and CFO
"Option Shares"	The options granted by the Founders to the Managers under the Over-allotment Option to purchase from the Founders up to 681,818 existing Shares of the Company in the aggregate at the Offer Price
"Order"	The Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended
"OECD"	Organisation for Economic Cooperation and Development
"Over-allotment Facility"	The facility granted by the Founders to the Managers to cover over-allotments or short positions, if any, incurred in connection with the Offering, by way of a share lending arrangement of up to 681,818 additional existing Shares of the Company
"Over-allotment Option"	The option granted provided by the Founders to the Managers in order to facilitate for settlement of any borrowed Shares under the Over-allotment Facility
"Over-allotment Shares"	Up to 681,818 additional existing Shares of the Company to cover over-allotments or short positions, if any, incurred in connection with the Offering by way of a share lending arrangement
"Partnering Agreements"	Collectively, the 2017 BI Agreement, the 2019 BI Agreement, the 2021 BI Agreement, the Bayer Agreement and the Silence Agreement.
"PK"	Pharmacokinetic
"Positive Target Market"	Has the meaning set out in the section *"Notice to investors– Information to distributors"*
"Positive U.K. Target Market"	Has the meaning set out in the section *"Notice to investors– Information to distributors"*
"PCT"	Patent Cooperation Treaty
"Pipeline Assets"	The Company's novel peptide-based candidates that has the potential to be or has been partnered
"Property"	The Company's headquarters located at Hørsholm Kongevej 11B, DK-2970 Hørsholm, Denmark
"Property APA"	The asset purchase agreement regarding the Landlord's acquisition of the Property
"Prospective Financial Information"	The management's prospective consolidated financial information for the financial year ending 31 December 2023
"Prospectus Regulation"	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended
"Prospectus"	This document relating to the Offering of the New Shares of the Company and the admission to trading and official listing on Nasdaq Copenahgen of the Company's Shares

"PwC"	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab registered under (CVR) no. 33 77 12 31
"Regulation S"	Regulation S under the U.S. Securities Act
"Relevant Member State"	Any member state of the EEA other than Denmark
"Relevant Persons"	Persons as defined in section "*Notice to investors–United Kingdom restrictions*"
"Remuneration and Nomination Committee"	The Company's remuneration and nomination committee
"Remuneration Policy"	The Company's remuneration policy
"Retail Banks"	Has the meaning set out in 23.6 "*Part IV–Terms and conditions of the Offering–Selling agents*"
"RSU"	Restricted stock unit
"RSU Vesting Period"	Has the meaning set out in 11.4.3.2 "*Part III–Remuneration and benefits–Incentive programmes–Offering-related bonus programmes–Offering-Related Management Bonus Programme*"
"Science Committee"	The Company's science committee
"SDGs"	Sustainable Development Goals
"SEB"	Skandinaviska Enskilda Banken, Danmark, filial af Skandinaviska Enskilda Banken AB (publ), Sverige
"Settlement Date"	The date of payment for and settlement of the Offer Shares by way of delivery of Temporary Purchase Certificates expected to take place on or around 3 April 2023
"Share Lending Agreement"	The share lending agreement for the purpose of facilitating the Over-allotment Facility
"Shareholders' Agreements"	The shareholders' agreements individually entered into by any Employee Shareholders of the Company and the Founders
"Shares"	All outstanding shares of the Company at any given time
"Silence Agreement"	A research and collaboration, target validation and option agreement with Silence entered into on 10 January 2022
"Silence"	Silence Therapeutics PLC
"Special Items"	Income or costs which is not a part of the Company's underlying operations and performance
"Stabilising Manager"	SEB
"streaMLine conClude platform"	The component of the streaMLine Platform comprising of the conClude drug discovery platform
"streaMLine Platform"	The Company's own proprietary target and drug discovery platform
"streaMLine preDict Platform"	The component of streaMLine Platform comprising of the preDict target discovery platform
"Subsidiary Shares"	Shares owned by a company shareholder holding at least 10% of the nominal share capital of the issuing company
"Target Market Assessment"	The Negative Target Market and the Positive Target Market
"Taxable Portfolio Shares"	Shares that do not qualify as Subsidiary Shares, Group Shares or Tax-Exempt Portfolio Shares
"Tax-Exempt Portfolio Shares"	Shares not admitted to trading on a regulated market owned by a company shareholder holding less than 10% of the nominal share capital in the issuing company

"Temporary Purchase Certificates"	Temporary purchase certificates under the temporary ISIN DK0062266557
"U.K. MiFIR Product Governance Rules"	The FCA Handbook Product Intervention and Product Governance Sourcebook
"U.K. MiFIR"	Regulation (EU) 600/2014
"U.K. Prospectus Regulation"	Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018
"U.K. Target Market Assessment"	The Negative U.K. Target Market and the Positive U.K. Target Market
"Underwriting Agreement"	The underwriting agreement between the Company, the Founders and the Managers, entered into 20 March 2023
"USD"	United States dollar, the lawful currency of the United States of America
"U.S. Securities Act"	U.S. Securities Act of 1933, as amended

FINANCIAL INFORMATION

Index of Financial Information

Consolidated financial statements as at and for the financial year ended 31 December 2022 with comparative figures as at and for the financial years ended 31 December 2021 and 2020 (the "Consolidated Financial Statements"):

Introduction

The financial information set out on pages F-3 to F-43 comprises:

Consolidated Financial Statements of Gubra ApS as at and for the financial year ended 31 December 2022 with comparative figures as at and for the financial years ended 31 December 2021 and 2020

The Consolidated Financial Statements as at and for the financial year ended 31 December 2022 with comparative figures as at and for the financial years ended 31 December 2021 and 2020 are prepared in accordance with the International Financial Reporting Standards as adopted by the European Union (IFRS) and as set out in pages F-3 to F-43. The Consolidated Financial Statements were authorised for approval by the Executive Management and the Board of Directors on 20 March 2023. The Consolidated Financial Statements have been audited, in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark, by PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab ("**PwC**"). Their report dated 20 March 2023 expressed an unmodified opinion on the Consolidated Financial Statements.

In preparing and reporting the comparative figures for the financial years ended 31 December 2021 and 2020 in the Consolidated Financial Statements, certain reclassifications and adjustments have been made compared to previously published company financial statements for the financial years ended 31 December 2021 and 2020 as included in the published annual reports for 2021 and 2020 in order to align them with the presentation and classification applied in the Consolidated Financial Statements for the financial year ended 31 December 2022. In the statement of comprehensive income for financial years ended 31 December 2021 and 2020, such reclassifications and adjustments include the recognition of share-based remuneration programmes and recognition of revenue related to customer contracts. The Company has further changed the presentation of costs in the income statement included in the Consolidated Financial Statements from a nature-based classification to a classification based on cost function within the Group. Further, the Company has also capitalised a number of development projects as intangible assets which is required according to IFRS but not Danish GAAP. Lastly, the Company has made segmentation of operating segments pursuant to the requirements of IFRS.

Statement of the Board of Directors and the Executive Management on the Financial Statements of Gubra A/S as at and for the financial year ended 31 December 2022, 2021 and 2020

The Board of Directors and the Executive Management have discussed and approved the financial statements of Gubra A/S for the financial years 1 January to 31 December 2022, 2021 and 2020.

The financial statements comprise statement of comprehensive income, balance sheet, cash flow statement, statement of changes in equity and notes, including a summary of significant accounting policies, for Gubra A/S. The financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and in accordance with IFRS as endorsed by the EU and further requirements in the Danish Financial Statements Act.

In our opinion, the accounting policies applied are appropriate, and the financial statements give a true and fair view of Gubra A/S' financial position at 31 December 2022, 2021 and 2020 and the results of Gubra A/S' operations and cash flows for the financial years 1 January – 31 December 2022, 2021 and 2020, respectively, in accordance with International Financial Reporting Standards as adopted by the EU and further requirements in the Danish Financial Statements Act.

Hørsholm, 20 March 2023

Gubra A/S

Board of Directors

Jacob Jelsing	Alexander Thomas Martensen-Larsen	Arndt Schottelius	Henriette Dræbye Rosenquist
Chair and co-founder	*Deputy Chair*	*Board Member*	*Board Member*

Executive Management

Henrik Blou	Kristian Borbos	Niels Vrang
CEO	*CFO*	*CSO and co-founder*

Independent Auditor's Report on the Financial Statements as at and for the Financial Years Ended 31 December 2022, 2021 and 2020

To the readers of this Prospectus

Opinion

In our opinion, the Consolidated Financial Statements give a true and fair view of the Group's financial position at 31 December 2022 and of the results of the Group's operations and cash flows for the financial year 1 January to 31 December 2022 in accordance with International Financial Reporting Standards as adopted by the EU and further requirements in the Danish Financial Statements Act.

Moreover, in our opinion, the Parent Company Financial Statements give a true and fair view of the Parent Company's financial position at 31 December 2021 and 2020, and of the results of the Parent Company's operations and cash flows for the financial year 1 January to 31 December 2021 and 2020, respectively, in accordance with International Financial Reporting Standards as adopted by the EU and further requirements in the Danish Financial Statements Act.

What we have audited

The Consolidated Financial Statements for the financial year 1 January - 31 December 2022 and the Parent Company Financial Statements for the financial year 1 January – 31 December 2021 and 2020, respectively, of Gubra A/S, which comprise statement of comprehensive income, balance sheet, cash flow statement, statement of changes in equity and notes, including a summary of significant accounting policies for the Group as well as for the Parent Company. Collectively referred to as the "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 Group 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.

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 International Financial Reporting Standards as adopted by the EU and further requirements in 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 Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Group 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 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 Group'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 and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Financial Statements. We are responsible for the direction, supervision and performance of the group audit. 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, 20 March 2023

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31

Torben Jensen
State Authorised Public Accountant
mne18651

Elife Savas
State Authorised Public Accountant
mne34453

Consolidated Financial Statements for the financial years 2022, 2021 and 2020

Consolidated Statement of Comprehensive Income

DKK'000	Notes	2022	2021	2020
Revenue	2,3	199,381	255,326	172,301
Cost of sales	4,5,7	(101,636)	(89,445)	(79,949)
Gross profit		**97,745**	**165,881**	**92,352**
Selling, general and administrative costs	4,5,7	(66,696)	(52,152)	(44,748)
Research and development costs	4,5,7	(56,841)	(27,059)	(34,186)
Other operating income	13	24,504	2,004	2,447
EBIT		**(1,288)**	**88,674**	**15,865**
Financial income	8	9,502	369	56
Financial expenses	8	(1,955)	(1,943)	(2,240)
Profit before tax		**6,259**	**87,100**	**13,681**
Tax	9,10	(1,949)	(19,161)	(989)
Net profit for the year		**4,310**	**67,938**	**12,692**
Other comprehensive income		-	-	-
Total comprehensive income for the period		**4,310**	**67,938**	**12,692**

DKK'000	Notes	2022	2021	2020
Basic earnings per share	22	32.6	517.5	97.6
Total diluted earnings per share	22	32.6	517.5	97.6

Consolidated Balance Sheet

DKK'000	Notes	31 December 2022	31 December 2021	31 December 2020	1 January 2020
Assets					
Non-current assets					
Intangible assets	11	7,330	3,706	1,264	191
Land and buildings	12	12,635	73,610	58,145	46,024
Equipment	12	5,094	11,006	7,912	6,967
Right-of-use assets	12, 13	38,007	6,702	10,645	14,885
Prepayments for property, plant & equipment		-	-	-	12,091
Deferred tax assets	10	3,759	-	-	-
Deposits		4,063	239	233	234
Total non-current assets		**70,888**	**95,263**	**78,199**	**80,392**
Current assets					
Trade receivables	14, 16	36,093	83,975	41,270	43,495
Contract work in progress	3	3,255	4,888	5,564	2,694
Income tax receivables		-	781	2,310	2,090
Prepayments		9,941	709	732	553
Other receivables		5,136	724	-	218
Other financial assets		65,664	-	-	-
Cash and cash equivalents		71,925	115,785	67,099	40,642
Total current assets		**192,014**	**206,862**	**116,975**	**89,692**
Total assets		**262,902**	**302,125**	**195,174**	**170,084**

Consolidated Balance Sheet

DKK'000	Notes	31 December 2022	31 December 2021	31 December 2020	1 January 2020
Equity and liabilities					
Equity					
Share capital	18	133	133	133	133
Retained earnings		108,074	151,330	79,876	63,592
Total equity		**108,207**	**151,463**	**80,009**	**63,725**
Non-current liabilities					
Borrowings	14	-	42,295	44,457	39,528
Lease liabilities	13	60,962	3,605	7,229	10,789
Deferred tax liabilities	10	-	553	910	620
Other payables		-	-	-	3,220
Total non-current liabilities		**60,962**	**46,453**	**52,596**	**54,157**
Current liabilities					
Borrowings	14	-	2,161	2,143	1,945
Lease liabilities	13	8,441	4,380	4,725	5,425
Share-based payments	6	19,043	8,779	6,193	3,676
Deferred income		3,171	2,558	2,602	3,489
Trade payables		10,592	5,377	4,470	3,773
Contract liability	3	31,851	74,194	20,649	25,123
Tax payables		4,437	-	-	-
Other liabilities	14	16,198	6,760	21,787	8,771
Total current liabilities		**93,733**	**104,209**	**62,569**	**52,202**
Total liabilities		**154,695**	**150,662**	**115,165**	**106,359**
Total equity and liabilities		**262,902**	**302,125**	**195,174**	**170,084**

Consolidated Cash Flow Statement

DKK'000	Notes	2022	2021	2020
Cash flows from operating activities				
Net profit for the year		4,310	67,938	12,692
Adjustments for non-cash items	17	12,574	43,583	18,674
Changes in net working capital	17	8,794	(3,435)	4,716
Interest received		204	369	56
Interest paid		(1,399)	(1,942)	(2,240)
Income taxes paid/received		(143)	(18,000)	(911)
Net cash inflow (outflow) from operating activities		**24,340**	**88,513**	**32,987**
Cash flow from investing activities				
Purchase of property, plant & equipment	12	(9,542)	(27,173)	(7,199)
Payments for development costs	11	(4,613)	-	-
Proceeds from sale of property, plant & equipment	12	29,950	-	-
Proceeds from sale of property related to sale and lease back transaction	12, 13	28,259	-	-
Deposits		-	(6)	-
Net cash inflow (outflow) from investing activities		**44,054**	**(27,179)**	**(7,199)**
Cash flow from financing activities				
Repayment of borrowings		(35,866)	(2,056)	(2,026)
Proceeds from borrowings		-	-	7,200
Principal elements of lease payments		(4,863)	(3,960)	(4,269)
Dividends paid to company's shareholders		(66,013)	(6,632)	-
Acquisition of treasury shares		(5,512)	-	-
Net cash inflow (outflow) from financing activities		**(112,254)**	**(12,648)**	**905**
Net increase (decrease) in cash and cash equivalents		**(43,860)**	**48,686**	**26,693**
Cash and cash equivalents at the beginning of the financial year		115,785	67,099	40,406
Cash and cash equivalents at end of year		**71,925**	**115,785**	**67,099**

Consolidated Statements of Changes in Equity

DKK'000	Notes	Share capital	Retained earnings	Total
Equity at 1 January 2020		**133**	**63,592**	**63,725**
Net profit for the year		-	12,692	12,692
Other comprehensive income		-	-	-
Total comprehensive income		**-**	**12,692**	**12,692**
Transactions with owners:				
Dividend paid		-	-	-
Share-based payments		-	3,592	3,592
Equity at 31 December 2020		**133**	**79,877**	**80,009**
Equity at 1 January 2021		**133**	**79,877**	**80,009**
Net profit for the year		-	67,938	67,938
Other comprehensive income		-	-	-
Total comprehensive income		**-**	**67,938**	**67,938**
Transactions with owners:				
Dividends paid		-	(6,632)	(6,632)
Share-based payments		-	10,147	10,147
Equity at 31 December 2021		**133**	**151,330**	**151,463**
Equity at 1 January 2022		**133**	**151,330**	**151,463**
Net profit for the year		-	4,310	4,310
Other comprehensive income		-	-	-
Total comprehensive income		**-**	**4,310**	**4,310**
Transactions with owners:				
Dividends paid		-	(66,013)	(66,013)
Acquisition of treasury shares		-	(4,478)	(4,478)
Share-based payments		-	22,925	22,925
Equity at 31 December 2022		**133**	**108,074**	**108,207**

Notes summary

Notes to the audited Consolidated Financial Statements

1. General accounting policies

The consolidated financial statements for Gubra ApS (subsequently converted into Gubra A/S) and its subsidiary (jointly, the "**Group**") for the financial year ended 31 December 2022, were authorised for issue in accordance with a resolution of the Board of Directors and Executive Management on 27 February 2023. This note provides a list of general accounting policies adopted in the preparation of these financial statements. Significant accounting policies related to each accounting area are provided in the disclosures to which the specific policy relates. All accounting policies have been consistently applied to all the years presented.

Basis for preparation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU as well as additional the Danish disclosure requirements applying to entities of reporting class C for medium-sized enterprises with additions of certain provisions for reporting class C enterprises, cf. the Danish Executive Order on Adoption of IFRSs ("IFRS-bekendtgørelsen") issued in accordance with the Danish Financial Statements Act.

The consolidated financial statements have been prepared on a historical cost basis.

The consolidated financial statements are presented in Danish Kroner (DKK) and all values are rounded to the nearest thousand (DKK '000) except when otherwise indicated.

First-time adoption of IFRS

These consolidated financial statements are the first consolidated financial statements that are presented in accordance with IFRS. The Group's transition date to IFRS is 1 January 2020.

The comparative figures for the financial years 2021 and 2020 in the income statement and the balance sheet items as at 31 December 2021, 31 December 2020 and 1 January 2020 were restated in accordance with IFRS. The accounting policies applied are based on the standards and interpretations effective for the financial year ended 31 December 2022. No standards or interpretations which are not yet effective have been adopted.

Refer to note 25 for information on how the Group adopted IFRS.

New standards and interpretations not yet adopted

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 December 2022 reporting periods and have not been early adopted by the Group. These standards, amendments or interpretations are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

Principles of consolidation

Subsidiaries

Subsidiaries are all entities over which the Group has control.

The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency').

The consolidated financial statements are presented in Danish Kroner (DKK), which is Gubra ApS' functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates, are generally recognised in profit or loss.

Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

Some areas involve a higher degree of judgement or complexity, and within those areas, some items are more likely to be materially adjusted due to estimates and assumptions turning out to be wrong. The areas involving a higher degree of judgement or complexity include recognition of revenue from contracts with customers, recognition of share-based payment and capitalisation of development projects as intangible assets.

Detailed information about each of these estimates and judgements is included in the respective notes together with information about the basis of calculation for each affected line item in the financial statements.

See the following notes:

- Note 3 - Revenue from contracts with customers
- Note 6 - Share-based payments
- Note 11 - Intangible assets

Other accounting areas

Other operating income

Other operating income comprise items of a secondary nature to the main activities of the Group, including government grants, gains and losses on the sale of intangible assets and property, plant and equipment (including sale-and-leaseback transactions).

Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received, and the Group will comply with all attached conditions. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

Other receivables

Other receivables consist of government grants that will be received for which the Group will comply with any conditions attached to the grant.

Deferred income
Deferred income relates to received government grants.

Other financial assets
Other financial assets relate to a receivable recorded in the balance sheet as a result of an unpaid amount related to a sale-and-leaseback transaction (refer to Note 14).

Impairment of assets
Development projects in progress are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-current assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Prepayments
Prepayments comprise prepaid expenses concerning the next financial year.

Pensions
For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Transaction costs related to equity issuance
Qualifying transaction costs incurred in connection with issuance of equity instruments are deducted from equity. Transaction costs incurred in anticipation of an issuance of equity instruments are recognised in the balance sheet. If the equity instruments are not subsequently issued, the transaction costs will be recognised as an expense. Where the qualifying transaction costs relate to listing of existing and new shares, the part of the total transaction costs deducted from equity are based on management's estimate of the transaction costs' relevance for new shares compared to existing shares.

Financial ratios
The financial ratios have been calculated in accordance with the recommendations of the Association of Danish Financial Analysts.

2. Segment information

The Group's strategic steering committee, consisting of the chief executive officer, the chief financial officer and the chief science officer, examines the Group's performance both from a product and geographic perspective and has identified three reportable segments of its business.

The steering committee is the Chief Operating Decision Maker (the "CODM") and monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. The steering committee primarily uses a measure of earnings before interest and tax (EBIT) before special items to assess the performance of the operating segments. There are no transactions between the segments. Business areas are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

Special items are disclosed separately in the segment information where it is necessary to do so to provide further understanding of the financial performance of the Group. They are material items of income or expense that have been shown separately due to the significance of their nature or amount, e.g. share-based payments, cost for IPO preparations and gain on sale of assets.

Pre-clinical contract research (CRO)

The CRO Segment comprises pre-clinical contract research and development services within metabolic and fibrotic diseases to customers in the pharmaceutical and biotechnology industry (business areas).

Discovery & Partnership (D&P)

The Discovery & Partnership Segment comprises a portfolio strategy with an aim to generate revenue through early partnering of the Company's potential drug candidates in the form of upfront payments, research payments, milestone payments and royalties (business area).

Gubra Green

The Gubra Green Segment comprises investments targeting assets promoting the green transition made through Gubra Green ApS.

DKK'000	CRO	D&P	Gubra Green	Total
2022				
Revenue (external)	130,620	68,761	-	199,381
Total segment revenue	**130,620**	**68,761**	**-**	**199,381**
Depreciation and amortisation	**(3,443)**	**(3,443)**	**-**	**(6,885)**
EBIT excluding Gubra Green and special items	**35,928**	**(17,416)**	**-**	**18,512**
EBIT margin excluding Gubra Green and special items	**27.5%**	**(25.3%)**	**-**	**9.3%**
Special items	(10,378)	(6,449)	-	(16,827)
EBIT including special items	**25,550**	**(23,865)**	**(2,973)**	**(1,288)**

DKK'000	CRO	D&P	Gubra Green	Total
2021				
Revenue (external)	155,025	100,301	-	255,326
Total segment revenue	**155,025**	**100,301**	**-**	**255,326**
Depreciation and amortisation	**(4,975)**	**(4,975)**	**(165)**	**(10,115)**
EBIT excluding Gubra Green and special items	**70,181**	**37,840**	**-**	**108,021**
EBIT margin Gubra Green and excluding special items	**45.3%**	**37.7%**	**-**	**42.3%**
Special items	(6,769)	(6,769)	-	(13,538)
EBIT after special items	**63,412**	**31,071**	**(5,809)**	**88,674**

DKK'000	CRO	D&P	Gubra Green	Total
2020				
Revenue (external)	148,222	24,079	-	172,301
Total segment revenue	**148,222**	**24,079**	**-**	**172,301**
Depreciation and amortisation	**(4,624)**	**(4,624)**	**(91)**	**(9,340)**
EBIT excluding Gubra Green and special items	**67,025**	**(39,318)**	**-**	**27,707**
EBIT margin excluding Gubra Green and special items	**45.2%**	**(163.3%)**	**-**	**16.1%**
Special items	(4,699)	(4,699)	-	(9,398)
EBIT after special items	**62,326**	**(44,017)**	**(2,444)**	**15,865**

The Group is domiciled in Denmark. The amount of its revenue from external customers, broken down by geographical region of the customers is disclosed in note 3.

In 2022, revenue from a single external customer amounted to 23% of the Group's total revenue (2021: 38% from a single external customer; 2020: 15% and 12%, respectively, from two external customers). This revenue is reported in the D&P segment.

All non-current assets are placed in Denmark.

3. Revenue from contracts with customers

The following tables disaggregates the Group's revenue into geographical regions. The revenue is further disaggregated into the following research service categories: pre-clinical contract research (CRO Segment) services and drug discovery programs (Discovery & Partnership Segment).

In the year ending 31 December 2022 Denmark, being the domicile country, contributed to the total revenue with DKK 15 million (2021: DKK 28 million and 2020: DKK 19 million).

Germany as well as U.S. are the largest single countries contributing to more than 10% each of the total revenue with DKK 77 million (2021: DKK 109 million and 2020: DKK 36 million) and DKK 67 million (2021: DKK 66 million and 2020: DKK 75 million) respectively.

DKK'000	Europe	North America	Other	Total
2022				
Discovery & Partnership Segment	68,761	-	-	68,761
CRO Segment	53,370	72,932	4,318	130,620
Total segment revenue	**122,131**	**72,932**	**4,318**	**199,381**

DKK'000	Europe	North America	Other	Total
2021				
Discovery & Partnership Segment	100,301	-	-	100,301
CRO Segment	76,141	69,740	9,144	155,025
Total segment revenue	**176,442**	**69,740**	**9,144**	**255,326**

DKK'000	Europe	North America	Other	Total
2020				
Discovery & Partnership Segment	24,079	-	-	24,079
CRO Segment	65,160	76,272	6,790	148,222
Total segment revenue	**89,239**	**76,272**	**6,790**	**172,301**

Assets and liabilities related to contracts with customers

The Group has recognised the following assets and liabilities related to contracts with customers:

DKK'000	**2022**	2021	2020	As at 1 January
Assets				
Contract work in progress	3,255	4,888	5,564	2,694
Liabilities				
Contract Liabilities	31,851	74,194	20,649	25,123

Significant changes in assets and liabilities related to contracts with customers

Contract work in progress has decreased as the Group has provided fewer services ahead of the agreed payment schedules.

Contract liabilities have decreased as revenue related to upfront payments from partnership contracts have been recognised. The increase in 2021 was due to larger upfront payments from partnership contracts.

Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities:

DKK'000	**2022**	2021	2020
Revenue recognised that was included in contract liabilities at the beginning of the period	45,208	7,224	13,418

Unsatisfied contracts

The following table shows unsatisfied performance obligations resulting from long-term contracts in the Discovery & Partnership Segment:

DKK'000	**2022**	2021	2020
Aggregate amount of the transaction price allocated to long-term Discovery & Partnership Segment contracts that are partially or fully unsatisfied as at 31 December	24,075	56,950	6,225

The amount disclosed above does not include variable consideration which is constrained (e.g. milestone payments).

Management expects that the transaction price allocated to unsatisfied performance obligations as of 31 December 2022 will be recognised as revenue in 2023.

Accounting policies

The Group provides research services to the biotech and pharma industry with proprietary research and collaboration programmes.

Revenue is recognised when customers obtain control of promised goods or services, in an amount that reflects the consideration that the Group expects to receive in exchange for those goods or services.

For the purposes of recognising revenue, the Group distinguishes between study-by-study arrangements, flexible research hours arrangements (jointly, CRO Segment) and partner programmes (Discovery & Partnership Segment).

Study-by-study

Study-by-study contracts are for preclinical studies in a wide variety of rodent models, which can be adapted according to the specific scientific question in focus.

Study-by-study contracts comprise a single performance obligation (i.e. research services). The transaction price is fixed and does not include any forms of variable consideration.

The consideration is received in accordance with a payment schedule. Usually 50% of the transaction price is received at contract inception. The contracts have a credit term of 30 days.

Revenue is recognised over time based on an input method of cost incurred relative to the total expected cost of the study (i.e. cost to cost). Management considers this measure of progress to be most representative of the services performed, as the effort is consistent with the related costs incurred.

Flexible research hours

Under contracts for flexible research hours, the Group provides a fixed number of research hours at a fixed price.

Contracts for flexible research hours comprise a single performance obligation (i.e. a fixed number of research hours). The transaction price is fixed and does not include any forms of variable consideration.

Payments are received on a monthly basis.

Revenue is recognised over time based on the number of hours delivered relative to the total number of hours to be delivered. Management has determined that this method most appropriately depicts the Group's performance as all work in process for which control has transferred to the customer would be captured in this measure of progress.

Partnership programmes

Under partnership programme contracts, the Group enters into an arrangement with a counterparty to identify and perform discovery activities and identify compounds. Under the contracts, the Group will perform research activities.

Partnership programmes comprise a single performance obligation (i.e. research services). The Group receives as consideration a fixed non-refundable upfront fee, research payments, milestone payments, as well as sales-based royalties, if the compounds are commercialised. The contracts have a credit term of 30 days.

The consideration related to the non-refundable fee is received at contract inception. The consideration related to the milestone payments are received after the respective milestone is triggered through e.g. progression of the compound through development phases.

Revenue is recognised over time over the contract period on a straight-line basis as the Group's performance during the contract period is equivalent month to month. Management has determined that this method of measuring progress is the most representative of the services performed, as the Group's effort is linear throughout the contract period. This is because a fixed number of employees will work full time on the project throughout the contract term.

At contract inception, all milestone payments are constrained due to the high degree of uncertainty. Once the uncertainty related to a milestone payment is resolved, revenue is recognised on a cumulative catch-up basis. The amount related to the unsatisfied portion of the performance obligation is recognised as that portion is satisfied over the remaining contract term.

Revenue related to the sales-based royalties is recognised as revenue when the subsequent sales occur.

Contract balances

Contract work in progress
Contract work in progress is the Group's right to consideration in exchange for services that the Group has transferred to the customer. A contract asset becomes a receivable when the Group's right to consideration is unconditional, which is the case when only the passage of time is required before payment of the consideration is due.

Contract liabilities
Contract liabilities are recognised if a payment is received, or a payment is due (whichever is earlier) from a customer before the Group transfers the related services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e. transfers control of the related services to the customer).

Judgements

Measures of progress
The Group recognises revenue over time and in accordance with the Group's progress towards complete satisfaction of the specific performance obligation.

The purpose of measuring progress towards satisfaction of a performance obligation is to recognise revenue in a pattern that reflects the transfer of control of the promised service to the customer. Because there are various methods for measuring progress, Management should carefully consider which method that best depicts the transfer of control of services and apply that method consistently to similar performance obligations and in similar circumstances.

Depending on the nature of the contract, Management applies either a cost-to-cost, hours relative to total hours, or a straight-line method when measuring progress.

At the end of each reporting period, the Group remeasures its progress towards complete satisfaction of a performance obligation.

Partnership programmes
Evaluating the criteria for revenue recognition in relation to the partner programmes requires the following from Management:

- An assessment of whether the contract is for the sale of services that are an output of the Group's ordinary activities (i.e. whether the contract is included in the scope of IFRS 15).

- An assessment of the nature of performance obligations and whether they are distinct or should be combined with other performance obligations. An assessment of whether the achievement of milestone payments is highly probable.

Currently, the Group's counterparties for all partnership contracts are considered customers.

4. Breakdown of costs by nature

The following table breaks down costs by nature:

DKK'000	2022	2021	2020
Staff costs	149,010	110,947	106,364
Depreciation amortisation and impairments	6,885	10,115	9,340
Other operating expenses	69,278	47,594	43,179
Total	**225,173**	**168,656**	**158,883**
Included in cost of sales:			
Staff costs	73,616	64,941	57,380
Depreciation amortisation and impairments	2,780	3,151	3,032
Other operating expenses	25,240	21,353	19,537
Total	**101,636**	**89,445**	**79,949**
Included in selling, general and administrative costs:			
Staff costs	38,377	29,252	26,796
Depreciation amortisation and impairments	336	3,410	3,208
Other operating expenses	27,983	19,490	14,744
Total	**66,696**	**52,152**	**44,748**
Included in research and development costs:			
Staff costs	37,017	16,754	22,188
Depreciation amortisation and impairments	3,769	3,553	3,100
Other operating expenses	16,055	6,752	8,898
Total	**56,841**	**27,059**	**34,186**

Other operating expenses under cost of sales comprise materials directly associated with revenue generating projects and raw materials and consumables, such as mice, diets, chemicals, etc., that are consumed in the provision of the services.

Other operating expenses under selling, general and administrative costs comprise primarily costs related to conferences, campaigns, advertising and travel costs as well as costs related to facilities, human resources, information technology, procurement and logistics and other administrative functions and costs related to accounting and legal services.

Other operating expenses under research and development comprise primarily research and development consumables as well as external research and development costs as part of the Group's research and development for clinical activities are performed by third-party laboratories, medical centres or clinical research outsourcing partners.

Accounting policies

Cost of sales

Cost of sales include costs directly associated with fulfilling performance obligations. Cost of sales include direct materials, direct labour (including share-based payments), all direct overheads, including depreciation and impairment of property, plant and equipment, and indirect overheads that can reasonably be allocated to the production function.

Selling, general and administrative costs

Selling, general and administrative costs comprise expenses incurred for the Group's administrative functions, marketing costs, travel, wages and salaries and share-based payments for staff and Management, stationery and office supplies, and amortisation, depreciation and impairment losses for property, plant and equipment used for administration of the Group.

Research and development costs

Research and development costs comprise research costs, costs of development projects not qualifying for recognition in the balance sheet, wages and salaries and share-based payments for research and development staff, and amortisation and impairment losses relating to development projects.

5. Salaries and other remuneration

DKK'000	2022	2021	2020
Wages and salaries	103,700	88,170	86,096
Share-based payments*	34,223	13,463	9,398
Pension costs, defined contribution plans	14,004	11,432	11,402
Other social security costs	1,546	1,041	1,191
Total	**153,473**	**114,106**	**108,087**
Average number of employees	180	151	157

* Refers to recognised costs but not paid-out remuneration for active share-based incentive programmes

Key management personnel compensation

Key management personnel consist of the Executive Management and the Board of Directors. The compensation paid or payables to key management personnel for employee services is shown below:

Executive Management:

DKK'000	2022	2021	2020
Wages and salaries including. social security costs	3,855	2,702	2,855
Share-based payments*	20,650	7,256	4,398
Pension costs, defined contribution plans	342	158	147
Total	**24,847**	**10,116**	**7,399**

* Refers to recognised costs but not paid-out remuneration for active share-based incentive programmes

Board of Directors:

DKK'000	2022	2021	2020
Wages and salaries	492	-	-
Total	**492**	**-**	**-**
Total Executive Management and Board of Directors	**25,339**	**10,116**	**7,399**

6. Share-based payments

Incentive programme

The Group has an incentive programme under which participants are granted conditional shares in Gubra ApS, free of charge.

The incentive program is designed to provide long-term incentives for participants (Management and full-time employees) to deliver long-term shareholder returns. Further, the program is to be instrumental to retaining the participants in the Group.

The granting of the shares is conditional on the participants' ongoing employment with the Group. If a participant ceases employment, all shares are reacquired by the Group.

The reacquisition price for bad leavers is 70% and 100% for good leavers based on a predefined valuation that is updated annually. Good leaver means the involuntary termination of the employee's employment by the Group other than a termination for cause, the employee's resignation for good reason, or the employee's termination of employment due to death, disability, or a qualifying retirement. In all other situations where the employee leaves the Group, the employee will be regarded as a bad leaver.

The arrangement is accounted for as a compound instrument, comprising both a cash-settled component and an equity-settled component. The fair value of the compound instrument is the sum of the values of the cash alternative and the equity alternative.

The cash-settled component equals the fair value of the liability under the cash alternative, which is the cash payment that is guaranteed to any participant. The grant-date fair value of the cash-settled component, that would have to be forfeited in order to receive the equity alternative, is subtracted from the fair value of the total grant. Any positive difference equals the fair value of the equity-settled component.

Shares are granted once a year.

Set out below are summaries of shares granted under the incentive programme:

DKK'000	**2022**	2021	2020
Number of shares granted during the year	2,199	2,349	2,546
Outstanding number of shares granted at 31 December	9,433	7,234	5,132
Grant date fair value per share (in DKK)	8,987	8,821	6,066

DKK'000	**2022**	2021	2020
Costs arising from share-based payment transactions	34,223	13,463	9,398

DKK'000	**2022**	2021	2020	As at 1 January 2020
Carrying amount of share-based payment liability	19,043	8,779	6,193	3,676

Fair value measurement

The shares granted in the incentive programme should be valued at fair value. Since no listed share price for Gubra ApS is available at the grant date of such incentive programmes, the share price has been determined using an EV/EBITDA market multiple analysis using a normalised EBITDA. The EV/EBITDA multiple is based upon an analysis of a peer-group consisting of public companies with operational similarities to Gubra ApS.

Historical EV/EBITDA multiples have been estimated as at the end of the financial year in order to estimate the fair value of Gubra ApS.

Accounting policies

Share-based payments are provided to the participants of the Group's incentive program. The employee costs of the shares granted under the program are recognised in the income statement. For the equity-settled component of the incentive program the corresponding entry is in equity. For the cash-settled component of the incentive program, the corresponding entry is in liabilities.

The fair value of the arrangement is measured indirectly by reference to the fair value of the equity instruments granted as consideration (i.e. the shares). The cash-settled component corresponding to the ultimate cash payment

that is guaranteed to any participant is recognised as a liability at grant date. Any adjustment to the cash-settled component is recognised in the income statement. The total cost related to the equity component is recognised over the vesting period, which is the period over which all the specified vesting conditions are to be satisfied. For the cash-settled component, the fair value of the liability is re-measured at each reporting date and at the date of settlement.

The shares will only become fully vested upon the occurrence of an exit event such as an IPO. Consequently, the Group revises its estimate of the length of the expected vesting period until the actual outcome is known. Upon a change in estimate, the Group adjusts the recognised share-based payment cost on a cumulative basis in the period in which the estimate is revised.

Share-based payment liability

The share-based payment liability comprises the cash-settled component of the Group's incentive programme.

Judgements

Estimating fair value

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model.

In valuing the shares, Management has applied a valuation technique that focuses on the Group as a whole as a starting point and includes market multiples. The assumptions and models used for estimating the fair value of the incentive programme are disclosed above.

7. Depreciation and amortisation

DKK'000	**2022**	2021	2020
Depreciation and amortisation			
Depreciation of property, plant and equipment	5,896	9,713	9,271
Amortisation of intangible assets	989	402	69
Total	**6,885**	**10,115**	**9,340**

8. Financial income and expenses

DKK'000	**2022**	2021	2020
Financial income			
Financial income	204	6	2
Other financial income	8,829	-	-
Foreign exchange rate effects	469	363	54
Total financial income	**9,502**	**369**	**56**
Financial costs			
Interest costs on borrowings	1,240	1,481	1,050
Interest costs on lease liabilities	280	205	316
Other financial costs	269	52	119
Total interest costs related to financial liabilities not at fair value through profit or loss	**1,789**	**1,738**	**1,485**
Foreign exchange rate effects	166	205	755
Total financial costs	**1,955**	**1,943**	**2,240**

The amount for other financial income of DKK 8,829 thousand in 2022 primarily reflects gain from early redemption of loans in 2022 as the loans were redeemed below nominal value (all borrowings were repaid in 2022).

Accounting policies

Financial income and costs
Financial income and costs (net financial items) include interest income and expenses calculated in accordance with the effective interest method.

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

9. Income tax expense

DKK'000	2022	2021	2020
Current tax			
Current tax on profits for the year	6,260	19,528	699
Deferred income tax	(4,311)	(367)	290
Income tax expense	**1,949**	**19,161**	**989**

DKK'000	2022		2021		2020	
Reconciliation of effective tax rate	-	-	-	-	-	-
Tax at the Danish tax rate of 22%:	1,379	22%	19,161	22%	3,010	22%
Tax effects of amounts which are not deductible (taxable) in calculating taxable income:						
Non-deductible expenses	29	0.5%	9	0.0%	13	0.1%
Deduction for shares	(721)	(11.5)%	(330)	(0.4)%	(310)	(2.3)%
Share-based payments	7,529	120.1%	2,962	3.4%	2,068	15.1%
Deduction for research and development	(5,365)	(85.6)%	(2,641)	(3.0)%	(3,792)	(27.7)%
Other	(902)	(14.4)%	-	-	-	-
Income tax expense	**1,949**	**31.1%**	**19,161**	**22%**	**989**	**7.2%**

Accounting policies

The income tax expense or credit for the period is the tax payable on the current period's taxable income, based on the applicable income tax rate for each jurisdiction, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where Gubra ApS and its subsidiary operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment.

The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates

(and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

10. Deferred tax

DKK'000	2022	2021	2020
Deferred tax			
Deferred tax at the beginning of period	(553)	(910)	(620)
Deferred tax recognised in the statement of profit or loss	4,312	357	(290)
Deferred tax recognised in the statement of other comprehensive income			
Deferred tax at year end	**3,759**	**(553)**	**(910)**
Deferred tax relates to:			
Intangible assets	42	92	140
Property, plant and equipment	39,574	9,085	13,225
Right-of-use assets	(69,403)	(7,985)	(11,945)
Contract work in progress	5,413	5,282	3,884
Tax losses carried forward research and development	7,289	3,614	1,122
Other including IFRS15	-	(7,576)	(2,246)
Total	**(17,085)**	**2,512**	**4,180**
Deferred tax liability, recognised	(3,759)	553	910
Of which presented as deferred tax assets	(3,759)	-	-
Of which presented as deferred tax liabilities	-	553	910
Deferred tax asset not recognised in the balance sheet	-	-	-
Deferred tax at 31 December	**(3,759)**	**553**	**910**

In line with the requirements of IAS 12, the deferred tax assets and liabilities are offset as they have a legal right to set off and relate to income tax with the same taxation authority.

Accounting policies

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

11. Intangible assets

DKK'000	Acquired licenses	Development projects in progress	Completed development projects	Total
Cost:				
At 1 January 2020	250			250
Additions	-	1,141	-	1,141
Transfers	-	(200)	200	-
At 31 December 2020	**250**	**941**	**200**	**1,391**
Depreciation and impairment:				
At 1 January 2020	58	-	-	58
Amortisation charge	50	-	19	69
Impairment	-	-	-	-
At 31 December 2020	**108**	**-**	**19**	**127**
Carrying amount 31 December 2020	**142**	**941**	**181**	**1,264**
Additions	-	2,844	-	2,844
Transfers	-	(1,961)	1,961	-
At 31 December 2021	**-**	**883**	**1,961**	**2,844**
Depreciation and impairment:				
Amortisation charge	50	-	352	402
Impairment	-	-	-	-
At 31 December 2021	**50**	**-**	**352**	**402**
Carrying amount 31 December 2021	**92**	**1,824**	**1,790**	**3,706**
Additions	-	4,613	-	4,613
Transfers	-	(2,309)	2,309	-
At 31 December 2022	**-**	**2,304**	**2,309**	**4,613**
Depreciation and impairment:				
Amortisation charge	50	-	939	989
Impairment	-	-	-	-
At 31 December 2022	**50**	**-**	**939**	**989**
Carrying amount 31 December 2022	**42**	**4,128**	**3,160**	**7,330**

The intangible assets held by the Group increased primarily because of an increase in development projects in progress.

Development projects

A fundamental and critical component of the Group's business model is to continuously develop new technological and innovative solutions. As part of this, the Group develops in-house technology systems and software that are utilised by the Group and its support service offerings to customers (i.e. cost-reducing projects). Development costs that are directly attributable to the design and testing of identifiable of these solutions controlled by the Group are recognised as intangible assets where the criteria are met (see below).

The Group has incurred amortisation charges of DKK 940 thousand in 2022 (2021: DKK 352 thousand), which are included in research and development costs in the income statement.

Accounting policies

Separately acquired licences are shown at historical cost. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses. The licenses are amortised over the license period, however not exceeding 5 years.

Research expenditure and development expenditure that do not meet the criteria for capitalisation as development projects are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Development costs that are directly attributable to a project are capitalised where the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- Management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell
- the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software development projects include employee costs and an appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use. The amortisation period is 5 years.

Development projects in progress are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

Judgements

Capitalisation of development projects
Initial capitalisation of costs is based on Management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, Management makes assumptions regarding the expected future cash generation of the project and the expected period of benefits.

12. Property, plant and equipment

DKK'000	Land and buildings	Leasehold improve-ments	Other fix-tures, fittings and equip-ment	Total
Cost:				
At 1 January 2020	54,268	441	15,725	70,434
Additions	14,898	-	3,240	18,137
Disposals	-	-	-	-
At 31 December 2020	**69,166**	**441**	**18,965**	**88,571**
Depreciation and impairment:				
At 1 January 2020	8,244	441	8,758	17,443
Depreciation charge	2,777	-	2,295	5,072
Impairment	-	-	-	-
Disposals	-	-	-	-
At 31 December 2020	**11,021**	**441**	**11,053**	**22,515**
Carrying amount 31 December 2020	**58,145**	**-**	**7,912**	**66,056**
Cost:				
Additions	18,329	-	6,000	24,329
Transfers	-	-	-	-
Disposals	-	-	-	-
At 31 December 2021	**18,329**	**-**	**6,000**	**24,329**
Depreciation and impairment:				
Depreciation charge	2,864	-	2,906	5,770
Impairment	-	-	-	-
At 31 December 2021	**2,864**	**-**	**2,906**	**5,770**
Carrying amount 31 December 2021	**73,610**	**-**	**11,006**	**84,615**
Cost:				
Additions	3,986	-	5,521	9,507
Transfers	-	-	-	-
Disposals	(62,029)	-	(9,565)	(71,594)
At 31 December 2022	**(58,043)**	**-**	**(4,044)**	**(62,086)**
Depreciation and impairment:				
Depreciation charge	-	-	(1,868)	(1,868)
Impairment	(2,932)	-	-	(2,932)
At 31 December 2022	**(2,932)**	**-**	**(1,868)**	**(4,800)**
Carrying amount 31 December 2022	**12,635**	**-**	**5,094**	**17,729**

Accounting policies

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

Forest reserves

Gubra owns hectares of farmland characterised as a forest reserve. The forest reserve cannot be used by the Group in generating sales through a biological process and is thus accounted for in accordance with IAS 16 Property, plant and equipment. The Group accounts for the forest reserve using the cost model.

In 2021, a government grant was received to help the Group finance the acquisition of the forest reserve. In accounting for the transaction, the asset's carrying amount is deducted by the grant. Management considers the carrying amount of the forest reserve immaterial.

Depreciation methods and useful lives

Depreciation is calculated using the straight-line method to allocate the cost of the assets, net of their residual values, over their estimated useful lives as follows:

Land	Not depreciated
Buildings	10 - 50 years
Leasehold improvements	5 years
Other fixtures, fittings, tools and equipment	5 - 10 years

13. Leases

Amounts recognised in the balance sheet

The Group leases laboratory equipment and premises. The balance sheet shows the following amounts relating to leases:

DKK'000	2022	2021	2020	As at 1 January 2020
Right of use assets	38,007	6,702	10,645	14,885
Lease liabilities – Equipment				
Current	5,838	4,380	4,725	5,425
Non-current	9,650	3,605	7,229	10,789
Total	**15,488**	**7,985**	**11,954**	**16,214**
Lease liabilities – Premises				
Current	2,603	-	-	-
Non-current	51,312	-	-	-
Total	**53,915**	**-**	**-**	**-**

Maturities for lease liabilities are provided in note 15.

	2022	2021	2020
Additions to the right-of-use assets during the year	35,334	-	944
Disposals to the right-of-use assets during the year	-	-	(985)

The income statement shows the following recognised amounts relating to leases:

	2022	2021	2020
Depreciation charge of right-of-use assets	4,029	3,944	4,199
Interest expense on lease liabilities	280	205	316
Expense relating to short-term leases	647	859	826
Expense relating to leases of low-value assets	309	254	72
Cash outflow for leases	5,949	6,278	6,913

Sale-and-leaseback

On 20 December 2022, the Group entered into a sale-and-leaseback transaction for the Group's head office, in order to improve the Group's capital management.

The transfer of the asset qualifies for a sale in accordance with IFRS 15 and is thus accounted for as a sale-and-lease-back transaction in accordance with IFRS 16. In accounting for the transaction, the Group measures a right-of-use asset arising from the leaseback as the proportion of the previous carrying amount of the asset that relates to the right of use retained. The gain that the Group recognises is limited to the proportion of the total gain that relates to the rights transferred to the buyer-lessor.

The gain arising from the sale-and-leaseback transaction recognised as other operating income was DKK 28,143 thousand.

In relation to the sale-and-leaseback transaction, the Group is responsible for the construction of a new building. As a consequence, the Group has a future lease commitment of up to DKK 30 million that are not reflected in the measurement of lease liabilities.

Accounting policies

The Group's leasing activities and how these are accounted for
The Group leases its headquarters. The lease agreement was entered into by the Group and the purchaser (landlord) in connection with a sale and lease back transaction where the landlord acquired the headquarters from the Group. The Group leases its headquarters. The lease agreement was entered into by the Group and the purchaser (landlord) in connection with a sale and lease back transaction where the landlord acquired the headquarters from the Group. The lease agreement is non-terminable for both parties for a period of 12 years from the Lease Agreement Commencement Date (including termination notice of 18 months). The lease does not have any extension and termination options.

The Group also leases laboratory equipment. The leases are typically made for periods of 60 months. The leases do not have any extension and termination options.

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include the following:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the Group's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are depreciated over the lease term on a straight-line basis.
Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets primarily comprise e-bikes.

14. Financial assets and financial liabilities

The Group holds the following financial instruments:

DKK'000	2022	2021	2020	As at 1 January 2020
Financial assets at amortised cost:				
Trade receivables	36,093	83,975	41,270	43,495
Other financial assets	65,664	-	-	-
Cash and cash equivalents	71,925	115,785	67,099	40,642
Total	**173,682**	**199,760**	**108,369**	**84,137**
Financial liabilities at amortised cost:				
Trade payables	10,592	5,377	2,602	3,772
Borrowings	-	44,457	46,600	41,474
Lease liabilities	69,403	7,985	11,945	16,214
Other liabilities	74,700	92,843	54,018	44,899
Total	**154,695**	**150,662**	**115,165**	**106,359**

Other financial assets of DKK 65,664 thousand relate to a receivable recorded in the balance sheet as a result of an unpaid amount related to a sale-and-leaseback transaction. The payment of the amount was obtained in January 2023.

The Group's exposure to various risks associated with the financial instruments is discussed in note 15.

All the Group's borrowings were repaid in December 2022 and as such there is no outstanding borrowings as of 31 December 2022.

For the financial liabilities at amortised cost, the fair values are not materially different from their carrying amounts, since the interest payable on those liabilities is either close to current market rates or the liabilities are of a short-term nature.

Accounting policies

Financial assets

Trade receivables

Trade receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components when they are recognised at fair value. They are subsequently measured at amortised cost less loss allowance. The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss.

Trade and other payables

These amounts represent liabilities for services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

15. Financial risk management

The Group's principal financial liabilities, comprise mortgage debt, lease liabilities, trade and other payables, and other liabilities. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade receivables, and cash and cash equivalents.

The Group is exposed to market risk, credit risk and liquidity risk.

Market risk

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's borrowings have comprised mortgage loan facilities with fixed interest rates and thus Management considers the risk immaterial.

Foreign currency risk

Foreign currency risk is the risk that fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities. This arises when the Group enters into contracts with customers where the consideration is denominated in a foreign currency (i.e. revenue is denominated in a foreign currency). The Group is primarily exposed to fluctuations in EUR and USD. Due to the fixed DKK/EUR exchange rate policy, the exposure to foreign currency is primarily considered to arise from sales in USD.

The Group's exposure to the effect of significant fluctuations in exchange rates is estimated to be high. However, the Group assesses the risk of significant fluctuations in exchange rates to be moderate.

The depicted table demonstrates the sensitivity to a reasonably possible change in foreign exchange rates. With all other variables held constant, the Group's profit and equity are affected as follows:

2022

DKK'000	Hypothetical change in exchange rate	Hypothetical impact on profit or loss	Hypothetical impact on equity
USD/DKK	+5%	**403**	**403**
USD/DKK	-5%	**(403)**	**(403)**

2021

	Hypothetical change in exchange rate	Hypothetical impact on profit or loss	Hypothetical impact on equity
USD/DKK	+5%	**417**	**417**
USD/DKK	-5%	**(417)**	**(417)**

2020

	Hypothetical change in exchange rate	Hypothetical impact on profit or loss	Hypothetical impact on equity
USD/DKK	+5%	342	342
USD/DKK	-5%	(342)	(342)

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks.

Management has determined that the credit risk related to the Group's trade receivables is not significant. This is due to the high-quality nature of the Group's customers. As such, all material counterparties are considered creditworthy. Accordingly, the Group considers credit risk to be immaterial.

The credit risk on bank deposits is limited because the counter- parties, holding significant deposits, are banks with high credit-ratings (minimum A3/A-) assigned by international credit-rating agencies. The Group's policy is only to invest its cash deposits with highly rated financial institutions.

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding to meet obligations when due.

Management monitors rolling forecasts of the Group's and cash and cash equivalents on the basis of expected cash flows. In addition, the Group's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios.

Maturities of financial liabilities

The amounts disclosed in the following table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities **DKK'000**	< 1 year	1 - 5 years	> 5 years	Total contractual cash flows
At 31 December 2022				
Borrowings	-	-	-	-
Lease liabilities	8,441	22,644	38,318	69,403
Trade payables	10,592	-	-	10,592
Other payables	52,486	-	-	52,486
Total	**71,519**	**22,644**	**38,318**	**132,481**
At 31 December 2021				
Borrowings	2,161	8,826	33,470	44,457
Lease liabilities	4,380	3,605	-	7,985
Trade payables	5,377	-	-	5,377
Other payables	80,954	-	-	80,954
Total	**92,872**	**12,431**	**33,470**	**138,773**
At 31 December 2020				
Borrowings	2,143	8,753	35,704	46,600
Lease liabilities	4,725	7,220	-	11,945
Trade payables	4,470	-	-	4,470
Other payables	42,434	-	-	42,434
	53,772	**15,973**	**35,704**	**105,449**

16. Commitments and contingent liabilities

Asset pledges as security

DKK'000	2022	2021	2020	As at 1 January 2020
The carrying amounts of assets pledged as security for mortgage credit institutes:				
Land and buildings	-	73,610	58,145	46,024
The following assets have been placed as security for lease liabilities:				
Land and buildings	-	6,702	10,645	-
The following assets have been placed as security with group assets representing a nominal value of DKK 6.000.000:				
Other fixtures and fittings, tools and equipment	5,094	17,707	18,557	21,852
Trade receivables	36,093	83,975	41,270	43,495

Other contingent liabilities

The Group does not have any contingent liabilities.

17. Cash flow information

Adjustments DKK'000	2022	2021	2020
Financial income	(9,502)	(369)	(56)
Financial expenses	1,955	1,943	2,240
Depreciation, amortisation and impairment charges	6,885	10,115	9,392
Income tax	1,949	19,161	989
Share-based payments	34,223	12,733	6,109
Gain from sale and lease back items and other non current assets	(22,472)	-	-
Other	(464)	-	-
	12,574	**43,583**	**18,674**

Changes in net working capital DKK'000			
(-)Increase/decrease			
Change in trade receivables	47,882	(42,705)	2,225
Change in contract work in progress	1,633	675	(2,869)
Change in prepayments	(9,231)	23	(179)
Change in other receivables	(4,414)	(723)	218
Change in trade payables	5,215	820	887
Change in contract liabilities	(42,342)	53,544	(4,474)
Change in other liabilities	9,438	(15,025)	9,795
Change in deferred income	613	(44)	(887)
	8,794	**(3,435)**	**4,716**

Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

DKK'000	2022	2021	2020	As at 1 January 2020
Cash and cash equivalents	71,925	115,785	67,099	40,642
Borrowings	-	(44,456)	(46,600)	(41,473)
Lease liabilities	(69,403)	(7,985)	(11,945)	(16,214)
Net debt	**2,522**	**63,344**	**8,554**	**(17,045)**

2022

			Non-cash changes			
	Opening	Cash flows	New borrowing	New leases	Other changes	Closing
Liabilities from financing activities						
Borrowings	44,457	(36,018)	-	-	(8,439)	-
Leases	7,985	(4,863)	-	66,281	-	69,403
	52,442	**(40,881)**	**-**	**66,281**	**(8,439)**	**69,403**

2021

			Non-cash changes			
	Opening	Cash flows	New borrowing	New leases	Other Changes	Closing
Liabilities from financing activities						
Borrowings	46,600	(2,143)	-	-	-	44,457
Leases	11,945	(3,960)	-	-	-	7,985
	58,545	**(6,103)**	**-**	**-**	**-**	**52,442**

2020

			Non-cash changes			
	Opening	Cash flows	New borrowing	New leases	Other Changes	Closing
Liabilities from financing activities						
Borrowings	41,474	(2,074)	7,200	-	-	46,600
Leases	16,214	(4,269)	-	-	-	11,945
	57,688	**(6,343)**	**7,200**	**47**	**-**	**58,545**

Other changes include non-cash movements, including accrued interest expense which will be presented as operating cash flows in the statement of cash flows when paid.

Accounting policies

The cash flow statement shows the Group's cash flows for the year broken down by operating, investing, and financing activities, changes for the year in cash and cash equivalents as well as the Group's cash and cash equivalents at the beginning and end of the year.

Cash flows from operating activities are calculated as the net profit/loss for the year adjusted for changes in working capital and non-cash operating items such as share-based payment expenses, depreciation, amortisation, and impairment losses. Working capital comprises current assets less short-term debt, excluding items included in cash and cash equivalents.

Cash flows from investing activities comprise cash flows from acquisitions and disposals of intangible assets, property, plant, and equipment as well as fixed asset investments.

Cash flows from financing activities comprise cash flows from the raising and repayment of long-term debt and principal element on lease payments as well as payments to and from shareholders.

Cash and cash equivalents

Cash and cash equivalents comprise cash and bank balances.

18. Share capital

	2022		2021		2020	
	Number of shares	Nominal value	Number of shares	Nominal value	Number of shares	Nominal value
The share capital comprise:						
Ordinary shares (fully paid)	132,632	132,632	132,632	132,632	132,632	132,632

There have been no changes to the share capital during 2022, 2021 and 2020.

All shares have a nominal value of DKK 1. All shares are fully paid. Each share carries one vote. No shares carry any special rights.

Treasury shares

Treasury shares are shares in Gubra ApS that are held by Gubra ApS for the purpose of issuing shares under the incentive programme.

	2022	2021	2020
Number of treasury shares	318	513	2,202
Proportion of share capital	0.24%	0.39%	1.66%

Dividends per share

	2022	2021	2020
	DKK per share		
Total dividend paid out for the year	500	50	-
Total dividend proposed for the year	516	500	50

Accounting policies

Share capital
Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Dividends
Dividend is recognised as a liability at the time of adoption at the general meeting. Proposed dividend for the financial year is disclosed as a separate item in equity. Extraordinary dividend adopted in the financial year is recognised directly in equity when distributed and disclosed as a separate item in Management's proposal for distribution of profit/loss.

19. Capital management

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that the Group can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group intends to apply all available financial resources for the purposes of current and future business development. The Company currently intends to retain all available financial resources and any earnings generated by its operations for use of implementing its strategy and does not anticipate paying any dividends until such strategy is implemented.

20. Related party transactions

The Group is jointly controlled by the following entities:

Ownership interests					
Name of entity	Type	Place of business	**2022**	2021	2020
NV 2008 HOLDING ApS	Joint control	Klampenborg, Denmark	43.9%	44.5%	44.5%
JJ 081008 HOLDING ApS	Joint control	Roskilde, Denmark	43.9%	44.5%	44.5%

The mentioned owners have received dividends for 2021 (paid-out in 2022) amounting to DKK 29,511 thousand for each owner. The corresponding amount for 2020 (paid-out in 2021) was DKK 2,951 thousand for each owner. In 2022, each owner sold shares to Gubra ApS (treasury shares) for a value of DKK 2,239 thousand for each owner. No shares were sold by the owners in 2021 and 2020.

Information about remuneration to key management personnel has been disclosed in note 5.

Interests in subsidiaries are set out in note 23.

Transactions with entities that have joint control over the Group:

DKK'000	2022	2021	2020
The following transactions occur:			
Purchases of treasury shares	4,478	-	-
Sale of property	14,000	-	-

Transactions with other related parties

DKK'000	2022	2021	2020
The following transactions occur with related parties:			
Purchases of architectural services	602	1,191	742
Sale of property	6,393	-	-

The Group acquired the services from close family members to key management personnel. The transactions were made on terms equivalent to those that prevail in arm's length transactions.

21. Fee to auditors appointed at the general meeting

DKK'000	2022	2021	2020
PricewaterhouseCoopers			
Audit fee	837	146	157
Other assurance services	47	31	25
Tax advisory service	142	18	23
Other services	1,966	57	2
Total	**2,992**	**252**	**207**

22. Earnings per share (DKK)

	2022	2021	2020
Basic earnings per share			
Total basic earnings per share attributable to the ordinary equity holders of the company	32.6	517.5	97.6
Diluted earnings per share			
Total diluted earnings per share attributable to the ordinary equity holders of the company	32.6	517.5	97.6
Reconciliations of earnings used in calculating earnings per share			
Profit for the year as presented in the income statement	4,310,146	67,938,343	12,691,732
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	132,216	131,274	130,077

Accounting policies

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Group, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- *the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and*
- *the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.*

23. Interest in other entities

The Group's principal subsidiaries at year end are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

		Ownership interest held by the Group		
Name of entity	Place of business	**2022**	2021	2020
Gubra Green ApS	Hørsholm, Denmark	100%	-	-

24. Subsequent events

No material subsequent events have occurred after 31 December 2022.

25. First time adoption of IFRS

The financial statements for the year ended 31 December 2022 are the first that the Group has prepared in accordance with IFRS. For periods up to and including the year ended 31 December 2019 the Group prepared its financial statements in accordance with The Danish Financial Statements Act ('Danish GAAP').

The Group has prepared financial statements that comply with IFRS applicable as at 31 December 2022, together with the comparative period information for the year ended 31 December 2021 and 31 December 2020.

In preparing these financial statements, the Group's opening statement of financial position was prepared as at 1 January 2020 (date of transition to IFRS).

The disclosures required by IFRS 1 First-time Adoption of IFRS explaining the principal adjustments made by the Group in restating Danish GAAP financial statements are provided below.

Notes to the reconciliation from Danish GAAP to IFRS

Share-based payments

Unlike Danish GAAP, IFRS 2 Share-based Payment requires the Group to recognise the services received in a share-based payment transaction.

The Group's incentive programme is classified as a compound instrument, giving rise to both an equity-settled and a cash- settled component. The Group recognises the fair value of the transaction as an expense. The cash-settled component of the transaction gives rise to a liability.

Exemptions applied

IFRS 2 has not been applied to equity instruments that vested before 1 January 2020. For cash-settled share-based payment transactions, the Group has not applied IFRS 2 to liabilities that were settled before 1 January 2020.

Revenue

Unlike Danish GAAP, IFRS 15 Revenue from Contracts with Customers includes detailed requirements related to the identification of performance obligations, adjustments to the transaction price and measures of progress.

Under Danish GAAP, revenue related to milestone payments from partner programmes were recognised as revenue once the milestone event was triggered. However, under IFRS, Management has determined that the partner programmes comprise a single performance obligation, which means that the milestone payments would be included in the transaction price (subject to the constraint on variable consideration) and recognised based on the single measure of progress determined for the entire period of performance of the services. As a result, the Group may only recognise a portion of the milestone payments as revenue, under IFRS, once the milestone event is triggered. The amount of milestone payments related to the unsatisfied portion of the performance obligation is recognised as that portion is satisfied over the remaining contract term.

Accordingly, the Group has made adjustments to recognised revenue.

Exemptions applied

The Group has not restated contracts that were completed before 1 January 2020. A completed contract is a contract for which the entity has transferred all of the goods or services identified in accordance with Danish GAAP.

Intangible assets

The Group has not previously capitalised any development costs. However, under IAS 38 Intangible Assets, the Group is required to capitalise development costs that meet the capitalisation criteria. As such, several development projects have been capitalised.

Change in expense classification

In connection with the Group's first-time adoption of IFRS, the Group has changed its analysis of expenses to a classification based on the expenses' function within the Group. The Group has previously presented an analysis of its expenses based on the nature of the expenses.

Management has determined that a 'by function' expense classification provides information that is reliable and more relevant and is also consistent with how peers in the Company's industry present their results.

Set out below is an analysis of how the expenses (by nature) have been allocated to the functions as presented in the financial statements:

Consolidated income statement for the financial year ended 31 December 2020 (Danish GAAP)

	Presentation 'by nature'			
DKK'000	Staff expenses	Depreciation, amortisation and impairments	Other operating expenses	**Total**
Presentation 'by function'				
Cost of sales	(52,634)	(3,031)	(19,537)	**(75,202)**
Selling, general and administrative costs	(21,952)	(3,208)	(14,744)	**(39,904)**
Research and development costs incl. contribution from other operating income	(21,073)	(3,082)	(8,899)	**(33,054)**
Total	**(95,659)**	**(9,321)**	**(43,180)**	**(148,160)**
Of which the nature of costs has been reclassified	**(4,977)**		**4,977**	
Total costs as presented in the financial statement for the financial year ended 31 December 2020	**(100,636)**	**(9,321)**	**(38,203)**	**(148,160)**

Consolidated income statement for the financial year ended 31 December 2021 (Danish GAAP)

	Presentation 'by nature'			
DKK'000	Staff expenses	Depreciation, amortisation and impairments	Other operating expenses	**Total**
Presentation 'by function'				
Cost of sales	(57,603)	(3,152)	(21,431)	**(82,186)**
Selling, general and administrative costs	(23,680)	(3,410)	(19,490)	**(46,580)**
Research and development costs incl. contribution from other operating income	(16,962)	(3,201)	(6,751)	**(26,914)**
Total	**(98,245)**	**(9,763)**	**(47,672)**	**(155,680)**
Of which the nature of costs has been reclassified	**(5,348)**		**5,348**	
Total costs as presented in the financial statement for the year ended 31 December 2021	**(103,593)**	**(9,763)**	**(42,324)**	**(155,680)**

Contents of the notes to the consolidated financial statements

Group reconciliation

Set out below is an analysis of the financial statements have been impacted by the transition to IFRS:

	As at 1 January 2020			For the financial year ended 31 December 2020	As at 31 December 2020		
DKK'000	Assets	Liabilities	Equity	Profit for the year	Assets	Liabilities	Equity
According to Danish GAAP	170,084	100,453	69,631	19,953	194,052	107,757	86,295
IFRS adjustments							
Revenue	-	2,858	(2,858)	1,617	-	1,241	(1,241)
Share-based remuneration	-	2,362	(2,362)	(9,398)	-	6,193	(6,193)
Intangible assets	-	-	-	1,122	1,122	-	1,122
Tax	-	(629)	629	(603)	-	(26)	26
Total	**-**	**4,591**	**(4,591)**	**(7,262)**	**1,122**	**7,408**	**(6,286)**
According to IFRS	**170,084**	**105,044**	**65,040**	**12,691**	**195,174**	**115,165**	**80,009**

				For the financial year ended 31 December 2021	As at 31 December 2021		
DKK'000				Profit for the year	Assets	Liabilities	Equity
According to Danish GAAP	-	-	-	83,653	298,511	135,924	162,587
IFRS adjustments							
Revenue	-	-	-	(5,379)	-	6,620	(6,620)
Share-based remuneration	-	-	-	(13,463)	-	8,779	(8,779)
Intangible assets	-	-	-	2,492	3,614	-	3,614
Tax	-	-	-	635	-	(661)	661
Total	**-**	**-**	**-**	**(15,715)**	**3,614**	**14,738**	**(11,124)**
According to IFRS	**-**	**-**	**-**	**67,938**	**302,125**	**150,662**	**151,463**

Annex A – Articles of association

VEDTÆGTER

Gubra A/S
(CVR-NR. 30 51 40 41)

1 NAVN

1.1 Selskabets navn er Gubra A/S.

2 FORMÅL

2.1 Selskabets formål er at beskæftige sig med forskning samt levering af serviceydelser til biotek og den farmaceutiske industri (in vivo og in vitro laboratorieundersøgelser), fremme den grønne omstilling gennem passive investeringer inden for bæredygtige områder, konsulentbistand, rådgivning, køb og salg af rettigheder og dermed beslægtet virksomhed. Selskabets formål er endvidere at eje kapitalandele i andre selskaber og dermed forbundne aktiviteter.

3 KONCERNSPROG

3.1 Selskabets koncernsprog er engelsk.

3.2 Selskabsmeddelelser udarbejdes på engelsk.

4 SELSKABETS KAPITAL

4.1 Selskabets kapital udgør nominelt DKK 11.804.248 fordelt på 11.804.248 kapitalandele med en nominel værdi på DKK 1 eller multipla deraf.

4.2 Kapitalen er fuldt indbetalt.

5 KAPITALANDELE OG EJERBOG

5.1 Aktierne er registreret hos og udstedt i dematerialiseret form gennem VP SECURITIES A/S, CVR-nr. 21 59 93 36. Rettigheder vedrørende aktierne skal anmeldes til VP SECURITIES A/S efter de herom gældende regler.

5.2 Aktierne er omsætningspapirer. Der gælder ingen indskrænkninger i aktiernes omsættelighed.

5.3 Ingen aktier har særlige rettigheder.

ARTICLES OF ASSOCIATION

Gubra A/S
(CVR-NR. 30 51 40 41)

1 NAME

The Company's name is Gubra A/S.

2 OBJECTS

The object of the Company is to engage in research and supply of services to biotech and the pharmaceutical industry (in vivo and in vitro laboratory research), promote the green transition through passive investments in sustainable areas, consultancy and advisory services, rights trade and similar activities. The Company's object is further to hold shares in other companies and other related activities.

3 CORPORATE LANGUAGE

The Company's corporate language is English.

Company announcements shall be prepared in English.

4 SHARE CAPITAL

The Company's share capital amounts to DKK 11,804,248, divided into 11,804,248 shares of DKK 1 each or any multiples thereof.

The share capital is fully paid up.

5 SHARES AND REGISTER OF SHAREHOLDERS

The shares are registered with and issued in dematerialised form through VP SECURITIES A/S, CVR no. 21 59 93 36. Rights concerning the shares shall be notified to VP SECURITIES A/S in accordance with applicable rules.

The shares are negotiable instruments. No restrictions shall apply as to the transferability of the shares.

No shares carry any special rights.

5.4 Ingen aktionær skal være forpligtet til at lade sine aktier indløse helt eller delvist.

No shareholder shall be obliged to have the shares redeemed fully or partly.

5.5 Aktierne udstedes på navn og skal noteres på navn i Selskabets ejerbog.

The shares shall be issued in the holder's name and shall be registered in the name of the holder in the Company's register of shareholders.

5.6 Selskabets ejerbog føres på vegne af Selskabet af Computershare A/S, CVR-nr. 27 08 88 99.

The register of shareholders is maintained by Computershare A/S, CVR no. 27 08 88 99, on behalf of the Company.

6 KAPITALFORHØJELSE

INCREASE OF SHARE CAPITAL

6.1 Bestyrelsen er i perioden indtil den 14. marts 2028 bemyndiget til uden fortegningsret for Selskabets eksisterende aktionærer at forhøje Selskabets aktiekapital ad én eller flere gange med op til i alt nominelt DKK 3.269.940. Forhøjelsen skal ske til eller over markedskurs og mod kontant betaling, apportindskud, konvertering af gæld eller ved fondsforhøjelse.

In the period until 14 March 2028, the board of directors is authorised to increase the Company's share capital in one or more issues without pre-emption rights for the Company's existing shareholders by up to a total nominal amount of DKK 3,269,940. The capital increase shall take place at or above market price and may be effected by cash payment, conversion of debt, contribution of assets other than cash (in kind), or by issuance of bonus shares.

6.2 Bestyrelsen er i perioden indtil den 14. marts 2028 bemyndiget til med fortegningsret for Selskabets eksisterende aktionærer at forhøje Selskabets aktiekapital ad én eller flere gange med op til i alt nominelt DKK 3.269.940. Forhøjelsen kan ske til en kurs fastsat af bestyrelsen, som kan være lavere end markedskurs og mod kontant betaling, apportindskud, konvertering af gæld eller ved fondsforhøjelse.

In the period until 14 March 2028, the board of directors is authorised to increase the Company's share capital in one or more issues with pre-emption rights for the Company's existing shareholders by up to a total nominal amount of DKK 3,269,940. The capital increase may take place at a subscription price set by the board of directors which may be below the market price and shall be effected by cash payment, contribution of assets other than cash (in kind), debt conversion, or by issuance of bonus shares.

6.3 De nye aktier udstedt i henhold til punkt 6.1, 6.2 og 6.5 skal være ligestillet med den bestående aktiekapital. De nye aktier skal være omsætningspapirer og navneaktier og skal noteres i Selskabets ejerbog. De udstedte aktier skal indbetales fuldt ud. Ingen aktionær skal være forpligtet til at lade sine aktier indløse helt eller delvist. De nye aktier skal give ret til udbytte og andre rettigheder i Selskabet fra det tidspunkt, som fastsættes af bestyrelsen i forhøjelsesbeslutningen.

The new shares issued pursuant to articles 6.1, 6.2 and 6.5 shall have the same rights as the existing shares of the Company. The new shares shall be negotiable instruments and issued in the holder's name and shall be registered in the Company's register of shareholders. The shares shall be fully paid up. No shareholder shall be obliged to have the shares redeemed fully or partly. The new shares shall give rights to dividends and other rights in the Company from the time which is determined by the board of directors in connection with the decision to increase the share capital.

6.4 Bestyrelsen er bemyndiget til at fastsætte de nærmere vilkår for kapitalforhøjelser i henhold til ovennævnte bemyndigelser. Bestyrelsen er endvidere bemyndiget til at foretage de ændringer i vedtægterne, som måtte være nødvendige som følge af bestyrelsens udnyttelse af ovenstående bemyndigelser. Den samlede kapitalforhøjelse, der kan foretages efter bemyndigelsen i punkt 6.1 og 6.2 kan maksimalt være op til nominelt DKK 3.269.940.

The board of directors is authorised to stipulate detailed terms and conditions governing capital increases under the authority given above. The board of directors is also authorised to amend these articles of association as required in connection with its use of such authority. The total capital increase pursuant to articles 6.1 and 6.2 can maximum be up to a nominal amount of DKK 3,269,940.

6.5 Bestyrelsen er i perioden indtil den 31. april 2023 bemyndiget til uden fortegningsret for Selskabets eksisterende aktionærer at forhøje Selskabets aktiekapital ad én eller flere gange med op til i alt nominelt DKK 5.000.000. Forhøjelsen kan ske til en kurs fastsat af bestyrelsen mod kontant betaling. Bestyrelsen er bemyndiget til at fastsætte de nærmere vilkår for kapitalforhøjelser i henhold denne bemyndigelse. Bestyrelsen er endvidere bemyndiget til at foretage de ændringer i vedtægterne, som måtte være nødvendige som følge af bestyrelsens udnyttelse af bemyndigelsen.

In the period until 31 April 2023, the board of directors is authorised to increase the Company's share capital in one or more issues without pre-emption rights for the Company's existing shareholders by up to a total nominal amount of DKK 5,000,000. The capital increase shall be effected by cash payment at a subscription price to be determined by the board of directors. The board of directors is authorised to stipulate detailed terms and conditions governing capital increases under this authorization. The board of directors is also authorised to amend these articles of association as required in connection with its use of this authority.

7 WARRANTS

WARRANTS

7.1 7.1 Generalforsamlingen har den14. marts 2023 besluttet at bemyndige bestyrelsen til at udstede warrants ad en eller flere omgange i perioden indtil den 14. marts 2028, der giver warrantindehaverne ret til tegning af kapitalandele i Selskabet for et samlet nominelt beløb på op til DKK 200.000. Bestyrelsen er endvidere bemyndiget til at træffe beslutning om de dertilhørende kapitalforhøjelser med et samlet nominelt beløb på op til DKK 200.000 samt foretage de deraf følgende konsekvensændringer i Selskabets vedtægter. Udstedelse af warrants kan ske til en kurs fastsat af bestyrelsen og uden fortegningsret for Selskabets eksisterende aktionærer til fordel for medlemmer af bestyrelsen, medlemmer af direktionen samt medarbejdere og/eller konsulenter i Selskabet og Selskabets datterselskaber.

Øvrige betingelser og vilkår for warrants fastsættes af bestyrelsen i forbindelse med bestyrelsens udnyttelse af bemyndigelsen.

On 14 March 2023, the general meeting decided to authorise the board of directors to issue warrants one or several times in the period until 14 March 2028, which entitles the warrant holders to subscribe for shares in the Company of an aggregate nominal amount of up to DKK 200,000. The board of directors is further authorised to adopt the hereto related capital increases with an aggregate nominal amount of up to DKK 200,000, as well as carry out the consequential amendments of the articles of association of the Company. The issuance of warrants can be made at a subscription price determined by the board of directors and without pre-emption rights for the Company's existing shareholders in favor of members of the board of directors, members of the executive board and employees and/or consultants of the Company and the Company's subsidiaries.

Additional terms and conditions for warrants shall be determined by the board of directors in connection with the board of directors' exercise of the authorisation.

7.2 De nye aktier tegnet i henhold til warrants udstedt i medfør af punkt 7.1 skal være ligestillet med den bestående aktiekapital. De nye aktier skal være omsætningspapirer og navneaktier og skal noteres i Selskabets ejerbog. De udstedte aktier skal indbetales fuldt ud. Ingen aktionær skal være forpligtet til at lade sine aktier indløse helt eller delvist, og de nye aktier skal ikke være underlagt indskrænkninger i fortegningsretten ved fremtidige kapitalforhøjelser. De nye aktier skal give ret til udbytte og andre rettigheder i Selskabet fra det tidspunkt, som fastsættes af bestyrelsen i forhøjelsesbeslutningen.

The new shares subscribed for pursuant to the warrants issued pursuant to article 7.1 shall have the same rights as the existing shares of the Company. The new shares shall be negotiable instruments and issued in the holder's name and shall be registered in the Company's register of shareholders. The shares shall be fully paid up. No shareholder shall be obliged to have their shares redeemed fully or partly, and the new shares shall not be subject to restrictions in pre-emptive rights in connection with future capital increases. The new shares shall give rights to dividends and other rights in the Company from the time which is determined by the board of directors in connection with the decision to increase the share capital.

7.3 Bestyrelsen kan efter de til enhver tid gældende regler i selskabsloven genanvende eller genudstede bortfaldne ikke-udnyttede warrants, forudsat at genanvendelsen eller genudstedelsen finder sted inden for de betingelser og vilkår og tidsmæssige begrænsninger, der fremgår af denne bemyndigelse. Ved genanvendelse forstås adgangen for bestyrelsen til at lade en anden aftalepart indtræde i en allerede bestående aftale om warrants. Ved genudstedelse forstås bestyrelsens mulighed for inden for samme bemyndigelse at genudstede nye warrants, hvis allerede udstedte warrants er bortfaldet.

Pursuant to the provisions of the Danish Companies Act, the board of directors may reapply or reissue any lapsed non-exercised warrants, provided that such reapplication or reissue is made under the terms and conditions and within the time limits specified under this authorisation. Reapplication means the right for the board of directors to let another contractual party become a party to an already existing agreement on warrants. Reissue means the possibility for the board of directors to reissue new warrants under the same authorisation if already issued warrants have lapsed.

8 ANVENDELSE AF OVERSKUD

APPROPRIATION OF PROFITS

8.1 Selskabet skal hvert år overføre 10 % af sit driftsresultat (EBIT) for det pågældende regnskabsår til Gubra Green ApS, CVR-nr. 43 72 01 04 (herefter "Gubra Green").

The Company shall each year transfer 10% of its earnings before interests and taxes (EBIT) for the respective financial year to Gubra Green ApS, CVR no. 43 72 01 04 (hereinafter "Gubra Green").

9 UDBYTTE

DIVIDEND

9.1 Udbytte betales til aktionærerne ved overførsel gennem VP SECURITIES A/S og indsættes på de i VP SECURITIES A/S registrerede udbyttekonti.

Dividend shall be paid out to shareholders by transfer through VP SECURITIES A/S and is deposited at the registered dividend accounts at VP SECURITIES A/S.

9.2 Udbytte, der ikke har været hævet inden tre år fra forfaldsdagen, tilfalder Selskabet.

Dividend that has not been claimed within three years of the due date shall accrue to the Company.

10 ELEKTRONISK KOMMUNIKATION

ELETRONIC COMMUNICATION

10.1 Al kommunikation fra Selskabet til de enkelte aktionærer kan ske elektronisk via offentliggørelse på Selskabets hjemmeside eller ved udsendelse via e-mail. Generelle meddelelser gøres tilgængelige på Selskabets hjemmeside og på en sådan måde, som måtte være foreskrevet i henhold til lov. Selskabet kan til enhver tid vælge i stedet at fremsende meddelelser mv. med almindelig post.

All communication from the Company to the individual shareholders may take place electronically by posting on the Company's website or by email. General notices shall be published on the Company's website and in such other manner as may be prescribed by applicable laws. The Company may as an alternative choose to send notices, etc., by ordinary post.

10.2 På Selskabets hjemmeside vil der tillige kunne findes oplysning om kravene til de anvendte systemer samt om fremgangsmåden i forbindelse med elektronisk kommunikation.

The Company's website shall also contain information about requirements to the systems used and the procedures applying to the use of electronic communication.

10.3 Selskabet er forpligtet til at bede navnenoterede aktionærer om en elektronisk adresse, hvortil meddelelser m.v. kan sendes, og det er den enkelte aktionærs ansvar at sikre, at Selskabet er i besiddelse af den korrekte elektroniske adresse. Selskabet er ikke forpligtet til at verificere eller søge oplysningerne berigtiget eller til at fremsende meddelelser på anden måde.

The Company must request name-registered shareholders for an electronic address to which notices can be sent, and it is the responsibility of each shareholder to ensure that the Company is in possession of a proper electronic address. The Company is not obliged to verify or correct such contact information or to send notices in any other way.

10.4 Kommunikation fra aktionærer til Selskabet kan ske ved e-mail eller almindelig post.

Communication from a shareholder to the Company may take place by email or by ordinary post.

11 GENERALFORSAMLING

11.1 Alle generalforsamlinger afholdes på Selskabets hjemsted eller i Storkøbenhavn.

11.2 Selskabets ordinære generalforsamling afholdes hvert år i så god tid, at den reviderede og godkendte årsrapport modtages rettidigt hos de relevante myndigheder i henhold til de lovpligtige tidsfrister. Selskabet skal ikke senere end otte uger før dagen for den påtænkte afholdelse af den ordinære generalforsamling offentliggøre datoen herfor samt fristen for fremsættelse af forslag til bestemte emners optagelse på dagsordenen.

11.3 Såfremt bestyrelsen anser det for hensigtsmæssigt og såfremt generalforsamlingen kan afvikles på betryggende vis, kan bestyrelsen bestemme, at generalforsamlingen skal afholdes fuldstændigt eller delvist elektronisk. Såfremt dette bestemmes, kan aktionærerne deltage, ytre sig samt stemme på generalforsamlingen elektronisk. Detaljerede oplysninger vedrørende tilmelding og procedurer for elektronisk deltagelse vil gøres tilgængelige på Selskabets hjemmeside og i indkaldelsen til de pågældende generalforsamlinger og de i Selskabets ejerbog noterede aktionærer vil modtage skriftlig meddelelse herom, såfremt de har fremsat begæring herom.

11.4 Ekstraordinær generalforsamling afholdes, når bestyrelsen eller revisor forlanger det. Ekstraordinær generalforsamling skal endvidere afholdes, når det forlanges af aktionærer, der besidder mindst fem procent af aktiekapitalen. Sådan begæring skal ske skriftligt til bestyrelsen og være ledsaget af et bestemt angivet forslag til dagsordenspunkt. Bestyrelsen indkalder til en ekstraordinær generalforsamling senest to uger efter, at det er forlangt.

11.5 Generalforsamlinger indkaldes af bestyrelsen med mindst tre ugers og højst fem ugers varsel. Indkaldelsen offentliggøres på Selskabets hjemmeside. Indkaldelse sendes endvidere til alle de i ejerbogen noterede aktionærer, som har fremsat begæring herom.

11.6 I en periode på tre uger før en generalforsamling, inklusive datoen for generalforsamlingens afholdelse, gøres følgende oplysninger tilgængelige på Selskabets hjemmeside:

(i) Indkaldelsen

(ii) Det samlede antal aktier og stemmerettigheder på datoen for indkaldelsen

GENERAL MEETINGS

All general meetings must be held at the Company's registered office or in Greater Copenhagen.

The annual general meeting of the Company shall be held each year in due time for the audited and approved annual report to be received by the relevant authorities before the applicable statutory time limit. The Company shall no later than eight weeks before the contemplated date of the annual general meeting publish the date of the general meeting and the deadline for submitting requests for specific proposals to be included on the agenda.

If the board of directors finds it appropriate, and if the general meeting can be conducted in a technically safe manner, the board of directors may decide that the general meeting shall be held fully or partially as an electronic general meeting. If so decided, shareholders will be able to attend, express their opinion and vote at the general meeting by electronic means. Detailed information on the procedures for electronic attendance and participation will be made available on the Company's website and in the relevant notices convening the general meetings, and written information on the subject will also be sent to shareholders registered in the Company's register of shareholders if so requested.

Extraordinary general meetings shall be held when determined by the board of directors or requested by the Company's auditor. Furthermore, an extraordinary general meeting shall be held when requested by shareholders possessing no less than five percent of the share capital. Such request shall be submitted in writing to the board of directors and be accompanied by a specific proposal for the business to be transacted. The board of directors convenes an extraordinary general meeting no later than two weeks after such request has been made.

General meetings shall be convened by the board of directors with at least three weeks' and not more than five weeks' notice. The notice shall be published on the Company's website. Furthermore, a notice of the general meeting shall be sent to all shareholders recorded in the Company's register of shareholders who have so requested.

For a period of three weeks prior to the general meeting, including the date of the general meeting, the following information shall be available on the Company's website:

(i) The notice convening the general meeting

(ii) The aggregate number of shares and voting rights as at the date of the notice

(iii) De dokumenter, der skal fremlægges på generalforsamlingen

(iv) Dagsordenen og de fuldstændige forslag samt, for den ordinære generalforsamlings vedkommende, tillige den reviderede årsrapport

(v) De formularer, der skal anvendes ved stemmeafgivelse pr. fuldmagt eller skriftligt ved brevstemme

(iii) The documents to be presented at the general meeting

(iv) The agenda and the complete proposals as well as, for annual general meetings, the audited annual report

(v) The forms to be used for voting by proxy or by postal vote

11.7 Generalforsamlinger afholdes på engelsk. Bestyrelsen kan beslutte at tilbyde simultantolkning på dansk. Dokumenter udarbejdet i forbindelse med eller efter generalforsamlingen udarbejdes på engelsk og i det omfang lovgivningen kræver det, eller hvis det besluttes af bestyrelsen, på dansk.

General meetings shall be held in English. The board of directors may decide to offer simultaneous interpretation into Danish. Documents prepared in connection with or following a general meeting shall be in English and to the extent required by law or if decided by the board of directors, in Danish.

11.8 Generalforsamlingen ledes af en af bestyrelsen valgt dirigent som sikrer, at generalforsamlingen forløber på en behørig og effektiv måde.

The general meeting shall be presided over by a chairman elected by the board of directors who shall ensure that the general meeting is conducted in a proper and efficient manner.

12 DAGSORDEN

AGENDA

12.1 Dagsordenen for den ordinære generalforsamling skal omfatte følgende:

The agenda of the annual general meeting must at least include the following items:

1. Bestyrelsens beretning om Selskabets virksomhed i det forløbne regnskabsår

2. Fremlæggelse af revideret årsrapport til godkendelse

3. Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport

4. Præsentation af og vejledende afstemning om vederlagsrapporten

5. Godkendelse af vederlag til bestyrelsen for indeværende regnskabsår

6. Valg af bestyrelse

8. Valg af revisor

8. Bemyndigelse til at erhverve egne aktier

9. Eventuelle forslag fra bestyrelsen eller kapitalejerne

10. Eventuelt

1. The board of directors' report on the company's activities during the past financial year

2. Presentation of the audited annual report for adoption

3. Resolution on the appropriation of profit or payment of loss in accordance with the adopted annual report

4. Presentation of and advisory vote on the remuneration report

5. Approval of remuneration of the board of directors for the current financial year

6. Election of members to the board of directors

7. Election of auditor

8. Authorisation to acquire treasury shares

9. Any proposals from the board of directors or the shareholders

10. Any other business

12.2 Enhver aktionær har ret til at få behandlet et bestemt emne på den ordinære generalforsamling. Begæring herom skal fremsættes skriftligt over for bestyrelsen senest seks uger før generalforsamlingens afholdelse.

Every shareholder shall be entitled to have a specific subject considered at the annual general meeting. Such proposals must be submitted in writing to the board of directors not later than six weeks prior to the annual general meeting.

13 STEMMERET OG REPRÆSENTATION

VOTING RIGHTS AND REPRESENTATION

13.1 En aktionærs ret til at deltage i en generalforsamling og til at afgive stemme fastsættes i forhold til de aktier, aktionæren besidder på registreringsdatoen. Registreringsdatoen ligger en uge før generalforsamlingen. De aktier, den enkelte aktionær besidder, opgøres på registreringsdatoen på baggrund af notering af aktionærens ejerforhold i ejerbogen samt eventuelle meddelelser om ejerforhold, som Selskabet har modtaget med henblik på indførsel i ejerbogen, men som endnu ikke er indført i ejerbogen.

The right of a shareholder to attend and vote at a general meeting is determined by the shares held by the shareholder at the record date. The record date is one week prior to the general meeting. The shares held by each shareholder at the record date are calculated based on the registration of the number of shares held by that shareholder in the Company's register of shareholders as well as any notification of ownership received by the Company for the purpose of registration in the Company's register of shareholders, but which have not yet been registered.

13.2 En aktionær, der er berettiget til at deltage i generalforsamlingen i henhold til punkt 13.1, og som ønsker at deltage i generalforsamlingen, skal anmelde sin deltagelse til Selskabet senest tre dage før afholdelse af generalforsamlingen.

A shareholder who is entitled to attend the general meeting pursuant to article 13.1 and who wants to attend the general meeting shall notify the Company of his/her attendance not later than three days prior to the date of the general meeting.

13.3 En aktionær kan møde personligt eller ved fuldmægtig, og både aktionæren og fuldmægtigen kan møde med en rådgiver.

A shareholder may attend in person or by proxy, and the shareholder or the proxy may attend together with an adviser.

13.4 Stemmeret kan udøves i henhold til skriftlig og dateret fuldmagt i overensstemmelse med den til enhver tid gældende lovgivning herom.

The right to vote may be exercised by a written and dated instrument of proxy in accordance with applicable laws.

13.5 En aktionær, der er berettiget til at deltage i en generalforsamling i henhold til punkt 13.1, kan endvidere stemme skriftligt ved brevstemme i overensstemmelse med selskabslovens regler herom. Brevstemmer skal være Selskabet i hænde senest hverdagen før generalforsamlingen. Brevstemmer kan ikke tilbagekaldes.

A shareholder who is entitled to participate in the general meeting pursuant to article 13.1 may vote by postal vote in accordance with the provisions of the Danish Companies Act. Such postal votes shall be received by the Company not later than the business day before the general meeting. Postal votes cannot be withdrawn.

13.6 Hver aktie á nominelt DKK 1 giver én stemme.

Each share of a nominal value of DKK 1 shall carry 1 vote.

13.7 De på generalforsamlingen behandlede anliggender afgøres ved simpelt stemmeflertal blandt afgivne stemmer, medmindre andet følger af lovgivningen eller disse vedtægter.

Resolutions by the general meeting shall be passed by a simple majority of votes cast unless otherwise prescribed by law or by these articles of association.

14 BESTYRELSE

14.1 Selskabet ledes af en generalforsamlingsvalgt bestyrelse på 4-9 medlemmer, der varetager Selskabets overordnede og strategiske ledelse. Bestyrelsen vælges for ét år ad gangen og afgår samlet på den ordinære generalforsamling. Fratrædende medlemmer kan genvælges.

14.2 Bestyrelsens formand og, såfremt besluttet af bestyrelsen, næstformand vælges af bestyrelsen. En direktør må ikke vælges til formand.

14.3 Eventuelle medarbejderrepræsentanter til bestyrelsen og deres suppleanter vælges i overensstemmelse med den til enhver tid gældende lovgivning herom.

14.4 Bestyrelsen er beslutningsdygtig, når over halvdelen af bestyrelsesmedlemmerne er repræsenteret. De i bestyrelsen behandlede emner afgøres ved simpelt stemmeflertal. I tilfælde af stemmelighed skal formandens eller, i hans/hendes fravær, næstformandens (såfremt valgt), stemme være udslagsgivende.

14.5 Referater af bestyrelsesmøderne skal indføres i en protokol, som skal underskrives af de medlemmer af bestyrelsen, som var til stede ved møderne.

14.6 Bestyrelsen træffer ved en forretningsorden nærmere bestemmelse om udførelsen af sit hverv.

BOARD OF DIRECTORS

The Company is managed by a board of directors which is composed of 4-9 members elected by the general meeting that is in charge of the general and strategic management of the Company. The board of directors is elected for a term of one year at a time and will resign collectively at the annual general meeting. Resigning members are eligible for re-election.

The chairman and, if decided by the board of directors, the deputy chairman of the board of directors is elected by the board of directors. A member of the executive board cannot be elected chairman of the board of directors.

Any employee representatives in the board of directors and their alternates, if any, are elected in accordance with applicable law thereon in force from time to time.

The board of directors is quorate when more than half of its members are represented. Resolutions by the board of directors are passed by a simple majority of votes. In case of an equality of votes, the chairman, or in her/his absence the deputy chairman, if so elected, shall have a casting vote.

The minutes of the board meetings must be entered in a minute book and signed by the members of the board of directors having attended the individual meetings.

The board of directors shall lay down its rules of procedure.

14.7 Beslutninger, der skal træffes af Selskabet som led i udøvelsen af Selskabets stemmeret på generalforsamlingen i Gubra Green træffes af Selskabets bestyrelse, idet beslutninger og forhold af særlig væsentlig betydning dog skal forelægges for generalforsamlingen i Selskabet til godkendelse. Dette omfatter, blandt andre, nedenstående væsentlige beslutninger og forhold i Gubra Green, der således skal forelægges for generalforsamlingen i Selskabet til godkendelse, forinden Selskabets bestyrelse på en generalforsamling i Gubra Green kan udøve Selskabets rettigheder og beføjelser i relation til følgende beslutninger:

a) ændringer, der indholdsmæssigt påvirker eller ændrer Gubra Greens formål,

b) beslutninger vedrørende Gubra Greens deltagelse i fusioner og/eller spaltninger i det omfang, Gubra Greens deltagelse heri påvirker Gubra Greens opfyldelse af sit formål,

c) salg, overdragelse og/eller pantsætning af Gubra Greens væsentlige aktiver, og/eller

d) Gubra Greens opløsning.

14.8 Enhver beslutning om at sælge, pantsætte, overdrage eller på nogen anden vis afhænde Selskabets beholdning af kapitalandele i Gubra Green helt eller delvist skal forelægges for generalforsamlingen i Selskabet til godkendelse.

Decisions that shall be made by the Company as part of the Company's exercise of its voting rights at the general meeting in Gubra Green is made by the Company's board of directors, however so that decisions and matters of particular significant importance shall be presented to the general meeting in the Company for approval. This applies, inter alia, to the below significant decisions and matters in Gubra Green that thus shall be presented to the general meeting in the Company for approval before the Company's board of directors can exercise the Company's rights and powers at a general meeting in Gubra Green in relation to the following decisions:

a) changes that substantially affect or change the Gubra Green's object,

b) decisions regarding Gubra Green's participation in mergers and/or demergers to the extent that the Gubra Green's participation herein affects the Gubra Green's fulfilment of its objects,

c) sale, transfer and/or pledge of the Gubra Green's essential assets, and/or

d) the dissolution of Gubra Green.

Any decision to sell, pledge, transfer or in any other way dispose of the Company's shares in Gubra Green wholly or in part shall be presented to the general meeting in the Company for approval.

15 DIREKTION

15.1 Bestyrelsen ansætter 2-5 direktører til at varetage den daglige ledelse af Selskabet. Hvis direktionen består af flere direktører, skal én af disse udnævnes til administrerende direktør.

EXECUTIVE BOARD

The board of directors will employ 2-5 members of the executive board to be in charge of the day-to-day management of the Company. Where more than one executive manager is employed, one of them shall be appointed managing director (CEO).

16 TEGNINGSREGEL

16.1 Selskabet tegnes af formanden og næstformanden for bestyrelsen i forening, af to direktører i forening, af formanden for bestyrelsen og den administrerende direktør i forening, eller af den samlede bestyrelse.

AUTHORITY TO SIGN FOR THE COMPANY

The Company shall be bound by the joint signatures of the chair and the deputy chair, by the joint signature of two members of the executive board, by the joint signatures of the chair and the CEO or by the entire board of directors.

17 SKADESLØSHOLDELSE

17.1 Selskabet skal, for at være i stand til at tiltrække og bibeholde kvalificerede medlemmer af bestyrelsen og direktionen, tegne og opretholde sædvanlig ledelsesansvarsforsikring (D&O forsikring), hvor det er passende, der dækker ethvert medlem af bestyrelsen og direktionen.

INDEMNIFICATION

To be able to attract and retain qualified members of the board of directors and the executive board, the Company shall take out and maintain customary directors' and officer liability insurance (D&O insurance), to the extent possible and appropriate, covering each member of the board of directors and the executive board.

17.2 Selskabet skal, såfremt og i det omfang, at D&O forsikringen ikke giver fuldt tilstrækkelig dækning og i den udstrækning, det er muligt efter gældende ret, acceptere at skadesløsholde et medlem af bestyrelsen eller af direktionen for ethvert yderligere ansvar, det pågældende medlem måtte ifalde personligt som led i varetagelsen af dette medlems forpligtelser. Enhver sådan skadesløsholdelse skal være sekundær til enhver D&O forsikring, Selskabet har tegnet fra tid til anden. Enhver skadesløsholdelse omfatter ikke krav rejst som følge af et medlem af bestyrelsens eller direktionens svig, forsætlig handling eller undladelse, grov uagtsomhed, strafbar adfærd eller sanktioner eller et sådant medlems overtrædelse af sine ledelsesmæssige eller lovbestemte forpligtelser.

If and to the extent that the D&O insurance does not provide full sufficient coverage, the Company shall, subject to applicable law, agree to indemnify and hold harmless a member of the board of directors or of the executive board from and against any additional liability that such member may personally incur in the discharge of the duties of such member. Any such indemnification will be secondary to any D&O insurance taken out by the Company from time to time. Any indemnification will not include claims raised due to a member of the board of directors' or the executive board fraud, wilful misconduct, gross negligence, criminal behaviour or sanctions or such member's breach of their fiduciary or statutory duties.

18 REGNSKABSÅR, REVISION OG ÅRSRAPPORT

FINANCIAL YEAR, AND ANNUAL REPORT

18.1 Selskabets regnskabsår løber fra 1. januar til 31. december.

The Company's financial year runs from 1 January to 31 December.

18.2 Selskabets årsrapport udarbejdes i overensstemmelse med årsregnskabsloven.

The Company's annual report must be prepared in accordance with the Danish Financial Statements Act.

18.3 Revision af Selskabets årsrapporter foretages af en generalforsamlingsvalgt statsautoriseret revisor. Revisor vælges for ét år ad gangen, men kan genvælges.

The Company's annual reports must be audited by a state-authorised public accountant appointed by the general meeting. The auditor is appointed for a term of one year and is eligible for re-appointment.

18.4 Selskabets årsrapport og delårsrapporter udarbejdes og aflægges på engelsk. Bestyrelsen kan beslutte, at Selskabets årsrapport og tillige delårsrapporter suppleres af en dansk oversættelse eller en sammenfatning heraf på dansk.

The Company's annual report and interim reports shall be prepared and submitted in English. The board of directors may resolve to supplement the annual report and interim reports of the Company with a Danish translation or a summary in Danish.

Vedtaget på Selskabets ekstraordinære generalforsamling den 16. marts 2023.

Adopted at the Company's extraordinary general meeting on 16 March 2023.

Annex B – Order Forms

Application form (only one form per custody account)	**Offering of up to 4,545,455 New Shares of DKK 1 nominal value each**

Application for subscription of Offer Shares in Gubra A/S, registration (CVR) no. 30 51 40 41

Selling agent:	Skandinaviska Enskilda Banken, Danmark, filial af Skandinaviska Enskilda Banken AB (publ), Sverige (SEB) Bernstorffsgade 50 DK-1577 Copenhagen V Denmark
Global Coordinator:	Skandinaviska Enskilda Banken, Danmark, filial af Skandinaviska Enskilda Banken AB (publ), Sverige
Bookrunners:	Skandinaviska Enskilda Banken, Danmark, filial af Skandinaviska Enskilda Banken AB (publ), Sverige and ABG Sundal Collier Denmark, filial af ABG Sundal Collier ASA, Norge
Offer Period:	21 March 2023 to 29 March 2023 at 5:00 p.m.
Offer Price:	DKK 110 per Offer Share
ISIN:	Permanent ISIN for the Shares: DK0062266474 Temporary ISIN for the Temporary Purchase Certificates: DK0062266557

The Prospectus dated 20 March 2023 includes, *inter alia*, the Articles of Association of Gubra A/S, the Consolidated Financial Statements, as well as the terms and conditions for the subscription for Offer Shares.

For binding orders up to and including DKK 3 million, the application form is submitted to the purchaser's/subscriber's own account-holding institution duly filled in and signed.

The application form shall be submitted within an appropriate amount of time for the Retail Banks (as defined in the Prospectus) to process and forward the application form so that the application form reaches SEB no later than 5:00 p.m. (CET) on 29 March 2023 or such earlier time as the Offering may be closed in whole or in part.

Expressions of interest to purchase/subscribe for Offer Shares for more than DKK 3 million can be submitted to the Bookrunners, e.g., by using this application form.

On the terms and conditions stated in the Prospectus dated 20 March 2023, including in 1 "*Part II–Risk factors*" and 23.16 "*Part IV–Terms and conditions of the Offering–Jurisdictions in which the Offering will be announced and restrictions applicable to the Offering*", I/we hereby submit an order application for the purchase/subscription of Offer Shares in Gubra A/S and simultaneously declare to have received a copy of the Prospectus; and that I/we have solely based my/our investment decision on the contents of the Prospectus. Only one application form per custody account with Euronext Securities (legal name: VP Securities A/S) will be accepted.

Application submitted as a binding application (for orders up to and including DKK 3 million)

I/we accept that the Bookrunners may demand information about my/our name(s), address(es) and application and are entitled to pass on such information to Gubra A/S and the Bookrunners. I/we undertake to pay the equivalent of the Offer Shares allocated at the Offer Price fixed.

Field (1) or (2) should be completed

(1) For DKK	(2) Number of Offer Shares

Expression of interest submitted pursuant to the book-building process (for orders above DKK 3 million)

I/we accept that the application form and information about my/our name(s) and address(es) are entitled to be passed on to Gubra A/S and the Bookrunners. I/we accept that I/we during the Offer Period can amend or revoke this expression of interest but that this expression of interest will automatically be converted into a binding purchase and/or subscription order upon expiry of the Offer Period.

Field (1) or (2) should be completed

(1) For DKK	(2) Number of Offer Shares

If the aggregate applications to subscribe for and expressions of interest exceeds the total number of Offer Shares, a reduction will be completed as further described in the Prospectus. See 23.11 "*Part IV–Terms and conditions of the Offering–Plan of distribution and allotments*". Neither submission of application orders nor submission of expressions of interest entitles one to any Offer Shares. Settlement of the Offering will be effected by way of registration of Temporary Purchase Certificates representing the allocated number of Offer Shares on your custody account with Euronext Securities against payment in DKK, which is expected to take place on or before 3 April 2023.

Information and signature

Name:	Euronext Securities custody account no.:	
Address:	Settlement account no.:	
Postal code and city:	Custodian bank:	
Telephone:		
Date:		
	This application form was submitted to (to be completed by account-holding institution): *Reg. no.:* *Date:*	*Participant ID no. (CD-ident.):* *Tel.:*
Signature	*Company stamp and signature*	

Please complete the form overleaf when opening a new Euronext Securities custody account.

Opening of new Euronext Securities custody account (This box should be filled in when opening a new Euronext Securities custody account and any related settlement account)

Civil registration (CPR) no./company registration (CVR) no.:
Name:
Address:
Postal code and city:
Tel.:
Position:
Existing account no. for settlement, if any:

Ordreblanket **(Kun én blanket pr. depot)**	**Udbud af op til 4.545.455 nye aktier à nom. DKK 1**

Ordre om køb/tegning af udbudte aktier i Gubra A/S, CVR-nr. 30 51 40 41

Salgssted:	Skandinaviska Enskilda Banken, Danmark, filial af Skandinaviska Enskilda Banken AB (publ), Sverige (SEB) Bernstorffsgade 50 DK-1577 København V Danmark
Global Coordinator:	Skandinaviska Enskilda Banken, Danmark, filial af Skandinaviska Enskilda Banken AB (publ), Sverige
Bookrunners:	Skandinaviska Enskilda Banken, Danmark, filial af Skandinaviska Enskilda Banken AB (publ), Sverige og ABG Sundal Collier Denmark, filial af ABG Sundal Collier ASA, Norge
Udbudsperiode:	21. marts 2023 til 29. marts 2023 kl. 17:00 dansk tid
Udbudskursinterval:	DKK 110 pr. udbudt aktie
ISIN kode:	Permanent ISIN for aktierne: DK0062266474 Midlertidig ISIN kode for de midlertidige aktiebeviser: DK0062266557

Prospektet dateret 20. marts 2023 indeholder blandt andet vedtægter for Gubra A/S, det konsoliderede årsregnskab for 31. december 2022 med sammenlignelige tal for regnskabsårene 31. december 2021 og 2020, samt vilkårene for køb/tegning af udbudte aktier.

For bindende ordrer til og med DKK 3 mio. indleveres ordreblanketten til ordregivers eget kontoførende institut i udfyldt og underskrevet stand.

Ordreblanketten skal indleveres i så god tid, at Retail Banks (som defineret i prospektet) har mulighed for at behandle og videresende ordren, således at den er SEB, i hænde senest den 29. marts 2023 kl. 17:00 dansk tid eller et sådant tidligere tidspunkt, hvor Udbuddet måtte blive lukket helt eller delvist.

Interessetilkendegivelser på mere end DKK 3 mio. skal afgives til en af emissionsbankerne evt. ved brug af denne ordreblanket.

På vilkår som anført i det Prospekt dateret den 20. marts 2023, herunder afsnittene 1 "*Part II–Risk factors*" og 23.16 "*Part IV–Terms and conditions of the Offering–Jurisdictions in which the Offering will be announced and restrictions applicable to the Offering*", afgiver jeg/vi hermed tilbud om køb/tegning af udbudte aktier i Gubra A/S og bekræfter samtidig at have fået udleveret et eksemplar af det prospekt, og at jeg/vi alene har baseret min/vores investeringsbeslutning på indholdet af det prospekt. Der kan kun afgives én ordreblanket pr. depot hos Euronext Securities A/S (juridiske navn er VP Securities A/S).

Ordre afgivet som bindende ordre (for ordrebeløb til og med DKK 3 mio.)

Jeg/vi accepterer, at emissionsbankerne kan kræve oplysninger om mit/vort navn, adresse og ordre, og er berettiget til at videregive denne information til, selskabet og emissionsbankerne. Jeg/vi forpligter mig/os hermed til at betale modværdien af tildelte udbudte aktier til den fastsatte udbudskurs.

Felt (1) eller (2) skal udfyldes

(1) For kroner (DKK):	(2) Antal Udbudte Aktier (stk.)

Interessetilkendegivelse afgivet efter bookbuilding-metoden (for ordrebeløb større end DKK 3 mio.)

Jeg/vi accepterer, at ordreblanketten samt navn og adresse videregives til Gubra A/S og emissionsbankerne. Jeg/vi accepterer, at jeg/vi i udbudsperioden løbende kan ændre eller tilbagekalde interessetilkendegivelsen, men at denne bliver til en bindende ordre ved lukning af udbuddet.

Felt (1) eller (2) skal udfyldes

(1) For kroner (DKK):	(2) Antal Udbudte Aktier (stk.)

Overstiger de samlede ordrer og interessetilkendegivelser det samlede antal udbudte aktier, vil der ske reduktion som anført i det prospekt, jf. 23.11 "*Part IV–Terms and conditions of the Offering–Plan of distribution and allotments*". Afgivelse af ordrer eller interessetilkendegivelser medfører ingen sikkerhed for hel eller delvis tildeling af udbudte aktier. Afvikling af udbuddet sker ved registrering af midlertidige aktiebeviser repræsenterende det antal tildelte udbudte aktier på deres depot i Euronext Securities mod kontant betaling i DKK, hvilket forventes at finde sted senest den 3. april 2023.

Oplysninger og underskrift

Navn:	Euronext Securities-depotnr.:	
Addresse:	Kontonr. Til afregning.:	
Postnr. og by:	Kontoførende institut:	
Telefon:		
Dato:		
	Ordren er indleveret hos (udfyldes af kontoførende institut):	
	Reg.nr.:	*CD-ident:*
	Dato:	*Telefon:*

Underskrift	*Firmastempel og underskrift*

Udfyld nedenfor ved oprettelse af et nyt Euronext Securities-depot.

Oprettelse af nyt Euronext Securities-depot
(Denne rubrik udfyldes i forbindelse med oprettelse af nyt Euronext Securities-depot og evt. tilhørende afregningskonto)

CPR/CVR-nr.:

Navn:

Adresse:

Postnr. og by:

Telefon:

Stilling:

Evt. eksisterende kontonr. til afregning:

THE COMPANY

GUBRA A/S

Hørsholm Kongevej 11B
DK- 2970 Hørsholm
Denmark

MANAGERS

Global Coordinator and Joint Bookrunner

Skandinaviska Enskilda Banken, Danmark,
filial af Skandinaviska Enskilda Banken AB (publ),
Sverige

Bernstorffsgade 50
DK-1577 Copenhagen V
Denmark

Joint Bookrunner

ABG Sundal Collier Denmark,
filial af ABG Sundal Collier ASA, Norge

Forbindelsesvej 12, st.
DK-2100 Copenhagen OE
Denmark

LEGAL ADVISER

To the Company:

Plesner Advokatpartnerselskab

Amerika Plads 37
DK-2100 Copenhagen OE
Denmark

To the Managers:

Gorrissen Federspiel Advokatpartnerselskab

Axel Towers
Axeltorv 2
DK-1609 Copenhagen V
Denmark

AUDITORS OF THE COMPANY

PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab

Strandvejen 44
DK-2900 Hellerup
Denmark