CURRENT REPORT 22/2023
May 18th, 2023

Convening the Ordinary General Shareholders Meeting of Ryvu Therapeutics S.A.

The Management Board of Ryvu Therapeutics S.A. with its registered office in Krakow, Poland ("Company") entered into the register of entrepreneurs of the National Court Register kept by the District Court for Kraków Śródmieście in Krakow, XI Commercial Division of the National Court Register under the KRS number: 0000367359, acting pursuant to art. 399 § 1, art. 402^1 and art. 402^2 of the Commercial Companies Code, hereby gives a notice that Annual General Meeting of Shareholders will be held on June 14th, 2023, 11:30 AM, at ul. Leona Henryka Sternbacha 2 in Cracow.

Agenda:

1. Opening of the meeting.
2. Election of the Chairperson of the Meeting.
3. Determination by the Chairperson of the correctness of the Assembly's convening and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Assessment of the Supervisory Board's report for the 2022 fiscal year including the evaluation of the Company's financial statements for the 2022 fiscal year, the Management Board's report on the Company's activities for the 2022 fiscal year and the Management Board's proposal to cover the loss for the 2022 fiscal year.
6. Assessment and approval of the Management Board's report on the Company's activities for the 2022 fiscal year.
7. Assessment and approval of the Company's financial statements for the 2022 fiscal year.
8. Adoption of a resolution on covering the loss for the 2022 fiscal year.
9. Adoption of resolutions on granting discharge to members of the Company's Management Board and Supervisory Board.
10. Adoption of resolutions on the appointment of new members to the Supervisory Board of the Company.
11. Adoption of a resolution on expressing an opinion on the report on remuneration of members of the Company's Management Board and Supervisory Board for the 2022 financial year.
12. Adoption of a resolution on amending the remuneration of members of the Supervisory Board of the Company.
13. Adoption of a resolution on the issuance of subscription warrants, full deprivation of subscription rights to subscription warrants, conditional increase in the Company's share capital, full deprivation of subscription rights to shares and amendments to the Articles of Association of the Company

14. Adoption of a resolution on approval of amendments to the Regulations of the Company's Supervisory Board.
15. Closing of the meeting.

Further information is also available on the Company's website at:

https://ryvu.com/investors-media/reports/

Disclaimer: This English language translation has been prepared solely for the convenience of English speaking readers. Despite all the efforts devoted to this translation, certain discrepancies, omissions or approximations may exist. In case of any differences between the Polish and the English versions, the Polish version shall prevail. Ryvu Therapeutics S.A., its representatives and employees decline all responsibility in this regard.

Legal basis: Article 56.1.2 of the Act on Offerings

Representatives of the Issuer:

- Paweł Przewięźlikowski – President of the Management Board
- Krzysztof Brzózka – Vice President of the Management Board

Announcement of Annual General Meeting convened for June 14th, 2023.

1) Date, time and place of the General Meeting and detailed agenda:

The Management Board of Ryvu Therapeutics S.A., with its registered office in Kraków (the "**Company**"), registered in the Register of Entrepreneurs of the National Court Register under the number 0000367359, kept by the District Court for Kraków-Śródmieście in Kraków, XI Commercial Department of the National Court Register, acting on the basis of Article 399 § 1, Article 402^1 and Article 402^2 of the CCC, convenes for June 14th, 2023, at 11:30 a.m., the Ordinary General Meeting of the Company (the "**General Meeting**"), which shall be held in Krakow at 2 Leona Henryka Sternbacha Street.

Agenda:

1. Opening of the meeting.
2. Election of the Chairperson of the Meeting.
3. Determination by the Chairperson of the correctness of the Assembly's convening and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Assessment of the Supervisory Board's report for the 2022 fiscal year including the evaluation of the Company's financial statements for the 2022 fiscal year, the Management Board's report on the Company's activities for the 2022 fiscal year and the Management Board's proposal to cover the loss for the 2022 fiscal year.
6. Assessment and approval of the Management Board's report on the Company's activities for the 2022 fiscal year.
7. Assessment and approval of the Company's financial statements for the 2022 fiscal year.
8. Adoption of a resolution on covering the loss for the 2022 fiscal year.
9. Adoption of resolutions on granting discharge to members of the Company's Management Board and Supervisory Board.
10. Adoption of resolutions on the appointment of new members to the Supervisory Board of the Company.
11. Adoption of a resolution on expressing an opinion on the report on remuneration of members of the Company's Management Board and Supervisory Board for the 2022 financial year.
12. Adoption of a resolution on amending the remuneration of members of the Supervisory Board of the Company.
13. Adoption of a resolution on the issuance of subscription warrants, full deprivation of subscription rights to subscription warrants, conditional increase in the Company's share capital, full deprivation of subscription rights to shares and amendments to the Articles of Association of the Company
14. Adoption of a resolution on approval of amendments to the Regulations of the Company's Supervisory Board.
15. Closing of the meeting.

2) Description of procedures for attending the General Meeting and exercising voting rights

1. The right of a shareholder to request the inclusion of certain matters on the agenda of the General Meeting.

A shareholder or shareholders representing at least one-twentieth of the share capital of Ryvu Therapeutics S.A. may demand that certain matters be placed on the agenda of the next General Meeting. The demand should be submitted to the management board of Ryvu Therapeutics S.A. no later than twenty-one days before the scheduled date of the meeting. The demand should include a justification or a draft resolution regarding the proposed agenda item.

The request may be submitted electronically to the e-mail address: wza@ryvu.com. The Management Board is obliged to promptly, but no later than eighteen days prior to the scheduled date of the General Meeting, announce changes to the agenda, introduced at the request of shareholders. The announcement shall be made in the manner appropriate for convening the General Meeting.

2. The right of a shareholder to submit draft resolutions on matters placed on the agenda of the General Meeting or matters to be placed on the agenda before the date of the General Meeting.

A shareholder or shareholders of Ryvu Therapeutics S.A. representing at least one-twentieth of the share capital of Ryvu Therapeutics S.A. may, prior to the date of the General Meeting of Shareholders, submit to the Company in writing or by means of electronic communication (i.e. by sending to the e-mail address: wza@ryvu.com) drafts of resolutions concerning matters included in the agenda of the General Meeting of Shareholders or matters to be included in the agenda. The Company shall immediately announce the draft resolutions on its website. Shareholder(s) submitting draft resolutions should present documents confirming their identity and their authorization to submit draft resolutions.

3. Shareholder's right to submit draft resolutions on matters placed on the agenda at the General Meeting.

Each shareholder may, during the General Meeting, propose draft resolutions on the issues included in the agenda.

4. The manner of exercising voting rights by proxy, including in particular the forms to be used when voting by proxy, and the manner of notifying the Company by means of electronic communication of the appointment of a proxy.

A shareholder may participate in the General Meeting and exercise voting rights in person or by proxy. A proxy exercises all the rights of a shareholder at the General Meeting, unless the wording of the power of attorney indicates otherwise. A proxy may grant a further power of attorney if it follows from the wording of the power of attorney. A proxy may represent more than one shareholder and vote differently on each shareholder's shares. A shareholder with shares recorded in more than one securities account may appoint separate proxies to exercise rights from shares recorded in each account. The rules for the exercise of voting rights by a proxy shall apply to the exercise of voting rights by another representative.

A proxy to attend the General Meeting of Ryvu Therapeutics S.A. and exercise voting rights must be granted in writing or in electronic form. The granting of a proxy in electronic form does not require a secure electronic signature verified with a valid qualified certificate.

The granting of a power of attorney in electronic form and notice of the granting of this power of attorney should be sent to the e-mail address: wza@ryvu.com.

Before granting a proxy in electronic form, the shareholder is required to deliver in person or by registered mail sent to the address: Ryvu Therapeutics S.A., 2 Leona Henryka Sternbacha Street, 30-394 Krakow, a written statement indicating:

- e-mail address - through which the power of attorney will be granted electronically and notification of its granting will be sent,
- shareholder phone number,
- proxy phone number,
- copies of the identity document of the shareholder (if the shareholder is an individual) and the proxy or a current copy of the shareholder's relevant register (if the shareholder is an entity that is not an individual) or any other relevant document certifying that the persons granting the proxy are authorized to represent the shareholder (if the shareholder is a foreign legal entity).

The content of the power of attorney and the other documents indicated above should be attached in PDF format to the e-mail. Information on the granting of a power of attorney should also include its scope, i.e. indicate the number of shares from which the voting rights will be exercised and the date and name of the general meeting at which the rights will be exercised.

Upon receipt of a notice of electronic proxy appointment, the Company has the right to contact the shareholder by telephone, using the numbers indicated by the shareholder, or send a return e-mail message to verify that the shareholder in question has appointed an electronic proxy. The shareholder is obliged to respond to the Company's return e-mail.

Forms for exercising voting rights by proxy can be found on Ryvu Therapeutics S.A.'s website: www.ryvu.com.
The rules regarding the granting of a proxy and notification of the granting of a proxy shall apply mutatis mutandis to the revocation of a proxy.

A member of the Management Board and an employee of Ryvu Therapeutics S.A. may be a proxy at the General Meeting of Ryvu Therapeutics S.A. as a public company. If the proxy at the General Meeting is a member of the Management Board, a member of the Supervisory Board, a liquidator, an employee of the Company, or a member of the bodies or an employee of a company or cooperative subsidiary of the Company, the proxy may authorize representation at only one General Meeting of the Company. The proxy is required to disclose to the Shareholder the circumstances indicating the existence or possibility of a conflict of interest. The granting of a further proxy is excluded. The proxy referred to in this section shall vote in accordance with the instructions given by the shareholder.

5. the possibility and manner of participation in the General Meeting by means of electronic communication.

The Articles of Association of Ryvu Therapeutics S.A. do not provide for the possibility of participating in the General Meeting by means of electronic communication. The Management Board of Ryvu Therapeutics S.A. convening the General Meeting also does not allow for such a possibility.

6 The manner of speaking at the General Meeting by means of electronic communication.

The Articles of Association of Ryvu Therapeutics S.A. do not provide for the possibility of speaking at the General Meeting using electronic communications. The Management Board of Ryvu Therapeutics S.A. convening the General Meeting also does not allow for such a possibility.

7 The method of exercising voting rights by correspondence or by electronic communication.

The Regulations of the General Meeting do not provide for the exercise of voting rights by mail. The Articles of Association of Ryvu Therapeutics S.A. do not provide for the possibility of casting a vote at the General Meeting by means of electronic communication. The Management Board of Ryvu Therapeutics S.A. convening the General Meeting also does not allow for such a possibility.

3) The date of registration for the General Meeting is set for May 31st, 2023.

4) Only persons who are shareholders of the Company on the date of registration for the General Meeting have the right to participate in the General Meeting

Information about the right to participate in the General Meeting

Only persons who are shareholders of the Company on the date of registration for the General Meeting have the right to participate in the General Meeting.

Pledgees and users with voting rights have the right to attend the General Meeting if the establishment of a limited property right in their favor is registered in the securities account on the date of registration of attendance at the General Meeting.

At the request of a person authorized by the Company's shares and a pledgee or user with voting rights, submitted no earlier than after the announcement of the convening of the General Meeting and no later than on the first business day after the date of registration of participation in the General Meeting, the entity maintaining the securities account shall issue a registered certificate of the right to participate in the General Meeting.

The certificate includes:

1. the company (name), headquarters, address and seal of the issuer and the certificate number,
2. number of shares,
3. type and code of shares,
4. the company (name), headquarters and address of the public company that issued the shares,
5. the nominal value of the shares,
6. name and surname or firm (name) of the holder of shares, pledgee or user
7. registered office (place of residence) and address of the holder of shares, pledgee or user
8. the purpose of issuing the certificate,
9. mention to whom the right to vote on the shares is vested,
10. date and place of issuance of the certificate,
11. signature of the person authorized to issue the certificate.

At the request of the holder of the Company's shares, pledgee or user, the content of the certificate should indicate part or all of the shares registered in his securities account.

The list of those entitled to participate in the General Meeting of Shareholders, as well as pledgees and users with voting rights, shall be determined by the Company on the basis of the list prepared by the entity maintaining the securities depository.

The entity maintaining the securities depository prepares the list on the basis of lists submitted no later than twelve days before the date of the General Meeting by entities authorized in accordance with the regulations on trading in financial instruments. The basis for the preparation of the lists submitted to the entity maintaining the securities depository is the issued registered certificates of the right to participate in the General Meeting. The entity maintaining the securities depository shall make the list available to the Company, using electronic communication means, no later than one week before the date of the General Meeting. If, for technical reasons, the list cannot be made available in such a manner, the entity operating the securities depository shall issue it in the form of a document drawn up in writing no later than six days before the date of the General Meeting; the issuance shall take place at the seat of the entity's governing body.

The list of shareholders entitled to participate in the General Meeting will be displayed at the address: ul. Leona Henryka Sternbacha 2, 30-394 Kraków, for three business days prior to the General Meeting.

A shareholder of the Company may request that the list of shareholders be sent to him or her free of charge by e-mail, specifying the address to which the list should be sent.

A shareholder has the right to request a copy of motions on matters on the agenda within one week before the General Meeting.

If a pledgee or usufructuary is entitled to the right to vote on a share, this circumstance shall be noted on the list of shareholders at the request of the entitled party.

5) Indication of where and how a person entitled to participate in the General Meeting may obtain the full text of the documentation and draft resolutions

A person entitled to participate in the General Meeting may obtain the text of the documentation and draft resolutions at the Company's registered office at 2 Leona Henryka Sternbacha Street, 30-394 Kraków, as well as on the Ryvu Therapeutics S.A. website. (www.ryvu.com).

6) Indication of the website address where information regarding the General Meeting will be made available

Information regarding the General Meeting will be made available on the Ryvu Therapeutics S.A. website: www.ryvu.com.

7) Information about the total number of shares in the Company and the number of votes from these shares on the date of the announcement, and if the shares are of different types - also about the division of shares into different types and the number of votes from shares of each type

As of the date of publication of this notice of the General Meeting, the Company's share capital amounts to PLN 9,248,059.20 (nine million two hundred and forty-eight thousand fifty-nine, 60/100) and is divided into 23,120,148 (twenty-three million one hundred and twenty thousand one hundred and forty-eight) shares with a nominal value of PLN 0.40 (forty cents), including:

a) 4,050,000 (four million fifty thousand) series A registered preferred shares numbered from 0,000,001 to 4,050,000, carrying 8,100,000 (eight million one hundred thousand) votes at the General Meeting;

b) 1,329,500 (one million three hundred and twenty-nine thousand five hundred) series B ordinary bearer shares numbered from 0,000,001 to 1,329,500, carrying 1,329,500 (one million three hundred and twenty-nine thousand five hundred) votes at the General Meeting;

(c) 1,833,000 (one million eight hundred and thirty-three thousand) series C ordinary bearer shares numbered from 0,000,001 to 1,833,000, carrying 1,833,000 (one million eight hundred and thirty-three thousand) votes at the General Meeting;

d) 551,066 (five hundred and fifty-one thousand and sixty-six) series D ordinary bearer shares numbered from 0,000,001 to 551,066, carrying 551,066 (five hundred and fifty-one thousand and sixty-six) votes at the General Meeting;

e) 2,700,000 (two million seven hundred thousand) series E ordinary bearer shares numbered from 0,000,001 to 2,700,000, carrying 2,700,000 (two million seven hundred thousand) votes at the General Meeting;

(f) 2,651,891 (two million six hundred and fifty-one thousand eight hundred and ninety-one) series F ordinary bearer shares numbered from 0,000,001 to 2,651,891, carrying 2,651,891 (two million six hundred and fifty-one thousand eight hundred and ninety-one) votes at the General Meeting;

(g) 327,886 (three hundred and twenty-seven thousand eight hundred and eighty-six) series G1 ordinary bearer shares numbered from 000,001 to 327,886, carrying 327,886 (three hundred and twenty-seven thousand eight hundred and eighty-six) votes at the General Meeting;

h) 327,886 (three hundred and twenty-seven thousand eight hundred and eighty-six) series G2 ordinary bearer shares numbered from 000,001 to 327,886, carrying 327,886 (three hundred and twenty-seven thousand eight hundred and eighty-six votes at the General Meeting;

(i) 2,200,000 (two million two hundred thousand) series H ordinary bearer shares numbered from 0,000,001 to 2,200,000, carrying 2,200,000 (two million two hundred thousand) votes at the General Meeting;

j) 2,384,245 (two million three hundred and eighty-four thousand two hundred and forty-five) series I bearer shares numbered from 0,000,001 to 2,384,245;

(k) 4,764,674 (four million seven hundred and sixty-four thousand six hundred and seventy-four) series J bearer shares.

Series A shares are preferred shares such that each share of this series carries two votes at the General Meeting.

Total number of shares in the Company: 23,120,148 Total number of votes in the Company: 27 170 148**.**

8) Documentation to be presented to the General Meeting

- Draft resolutions of the General Meeting of the Company

- Report of the Supervisory Board for the financial year 2022, including an assessment of the Company's financial statements for the financial year 2022, the Management Board's report on the Company's activities for the financial year 2022, and the Management Board's proposal to cover the loss for 2022

- Report of the Management Board on the activities of the Company for the financial year 2022

- Company's financial statements for fiscal year 2022

- Auditor's report on the Company's financial statements for fiscal year 2022

- Report on the remuneration of members of the Management Board and Supervisory Board of the Company

- Report of the independent auditor on the performance of the service for the evaluation of the Report on Remuneration of the members of the Management Board and Supervisory Board

- Management Board's proposal on method of covering net loss for 2022

9) Forms

1. Form of proxy for a shareholder who is an individual.
2. Form of proxy for a shareholder who is a legal entity.
3. Proxy voting form.

10) Information on the processing of personal data

The administrator of the personal data processed in connection with the exercise by shareholders, their proxies, persons entitled under registered shares, temporary certificates and dematerialized bearer shares, as well as pledgees and users who have the right to vote (hereinafter: "**Entitled**") of their rights and obligations under generally applicable laws, including in connection with the participation of the Entitled in the General Meeting (hereinafter: "**Data**") is Ryvu Therapeutics S.A. with its registered office in Krakow, registered in the Register of Entrepreneurs of the National Court Register under number 0000367359 kept by the District Court for Krakow - Śródmieście in Krakow, XI Commercial Department of the National Court Register (hereinafter: "**Administrator**").

Your Data may have been made available to the Administrator by the relevant securities issue subscription taker, whose services you used for this purpose.

Any questions related to data protection can be directed to the following e-mail address: rodo@ryvu.com.

In connection with the status of Eligible Persons, the Administrator may process the following Data: identification data, contact details, issue details and other Data provided to the Company in connection with further cooperation or contact.

The Administrator processes Data for the purpose of:

1. Exercise by the Eligible Persons of their rights under the securities;
2. to carry out the Administrator's obligations under generally applicable laws, including, in particular, maintaining registers / lists of shareholders, other necessary documentation, maintaining correspondence in response to requests and inquiries addressed to the Company;
3. implementation of securities issues;
4. Redemption of securities or their redemption;
5. taxation and bookkeeping;
6. related to the potential for disputes.

The basis for the Administrator's processing of the Data is:

1. implementation of legal obligations imposed on the Administrator, resulting in particular from the provisions of the Commercial Companies Code Act, the Act on Public Offering and the Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies, as well as the Regulation of the European Parliament and of the Council (EU) on Market Abuse (MAR Regulation);
2. Necessity to perform a contract or take action prior to entering into a contract at the request of the data subject;
3. legitimate interest of the Administrator in the form of defense against potential claims.

Provision of Data is voluntary, but necessary for Eligible Persons to exercise their rights under generally applicable laws, including Eligible Persons' participation in the General Meeting.

Data may be transferred to entities that support the Administrator in the execution of contracts, provide support and operation of ICT tools and systems, provide ongoing legal services, conduct audits, provide document circulation services, etc., Internet payment operators or banks - in case of financial settlements.

The data may also be transferred to the National Securities Depository S.A., the Warsaw Stock Exchange S.A., as well as to the competent authorities, upon their request, in particular the Financial Supervision Commission.

The data will be processed by the Administrator for the period necessary to realize the rights of the Eligible Persons under the securities, for the period of issuance of the securities, or until you object to the processing based on the Administrator's legitimate interest, unless the law (e.g., regarding archiving, tax, accounting, regarding the issuance of securities) obliges the Company to process the data longer, or it will keep the data longer in case of potential claims, for the period of their statute of limitations specified by the law - whichever is longer.

If, in the future, there were to be a transfer of Data to third countries outside the EEA, the Administrator shall take appropriate steps to ensure the protection of the Data, in particular by:

1. use of certain contractual clauses called "standard contractual clauses" that have been approved by the European Commission, or
2. transfer to countries on which the European Commission has issued a decision finding an adequate degree of protection.

In such a case, you have the right to obtain information on safeguards, in particular by contacting about Data protection by e-mail - address: rodo@ryvu.com.

You have the right to access your Data, to request their rectification, erasure or restriction of processing, to object to their processing, to transfer them to another Administrator (unless the basis of their processing is the Administrator's legitimate interest), as well as the right to lodge a complaint with the President of the Office for Personal Data Protection. If the basis for the processing of the Data is your consent, you have the right to revoke it in any way, at any time, with the revocation of consent not affecting the lawfulness of data processing performed before the revocation of consent.

Publication date: May 18th, 2023.

Resolution 1
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the election of the chairman

The Annual General Meeting of Ryvu Therapeutics S.A., headquartered in Krakow, Poland, resolves as follows:

§ 1

_____ is hereby appointed as as the Chairperson of the General Meeting of Shareholders.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to the draft resolution No. 1:
The resolution is of a technical nature. The necessity to elect the Chairperson of the General Meeting after the opening of the General Meeting results from Article 409 § 1 of the Commercial Companies Code.

Resolution 2
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on approval of the agenda

The Annual General Meeting of Ryvu Therapeutics S.A., headquartered in Krakow, Poland, resolves as follows:

§ 1

The Annual General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow, hereby approves the following agenda:

1. Opening of the meeting.
2. Election of the Chairperson of the Meeting.
3. Determination by the Chairperson of the correctness of the Assembly's convening and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Assessment of the Supervisory Board's report for the 2022 fiscal year including the evaluation of the Company's financial statements for the 2022 fiscal year, the Management Board's report on the Company's activities for the 2022 fiscal year and the Management Board's proposal to cover the loss for the 2022 fiscal year.
6. Assessment and approval of the Management Board's report on the Company's activities for the 2022 fiscal year.
7. Assessment and approval of the Company's financial statements for the 2022 fiscal year.
8. Adoption of a resolution on covering the loss for the 2022 fiscal year.
9. Adoption of resolutions on granting discharge to members of the Company's Management Board and Supervisory Board.
10. Adoption of resolutions on the appointment of new members to the Supervisory Board of the Company.
11. Adoption of a resolution on expressing an opinion on the report on remuneration of members of the Company's Management Board and Supervisory Board for the 2022 financial year.
12. Adoption of a resolution on amending the remuneration of members of the Supervisory Board of the Company.
13. Adoption of a resolution on the issuance of subscription warrants, full deprivation of subscription rights to subscription warrants, conditional increase in the Company's share capital, full deprivation of subscription rights to shares and amendments to the Articles of Association of the Company
14. Adoption of a resolution on approval of amendments to the Regulations of the Company's Supervisory Board.
15. Closing of the meeting.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Board of Directors to the draft resolution No. 2:
The resolution is technical in nature and is required on basis of Article 404 of the Commercial Companies Code.

Resolution 3
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
On approval of the Management Board’s report on the activities of Ryvu Therapeutics S.A.

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, resolves as follows:

§ 1

After consideration, the report of the Management Board on the Company's activities for fiscal year 2022 covering the period 01.01.2022-31.12.2022 is approved.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft Resolution No. 3:
The legal basis for adopting the resolution derives from Article 395 § 2(1) of the Commercial Companies Code.

Resolution 4
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
On approval of the financial statements of Ryvu Therapeutics S.A.

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, resolves as follows:

§ 1

After consideration, the Company's financial statements for fiscal year 2022 covering the period 01.01.2022-31.12.2022 are approved.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft Resolution No. 4:
The legal basis for adopting the resolution derives from Article 395 § 2(1) of the Commercial Companies Code.

Resolution 5
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
On covering the loss for the financial year 2022

The Ordinary General Meeting of Ryvu Therapeutics S.A., with its seat in Cracow (the "Company"), acting pursuant to Article 395 § 2(2) of the Commercial Companies Code, resolves as follows:

§ 1

Cover the Company's net loss for 2022, covering the period 01.01.2022-31.12.2022, amounting to PLN 83,782,183.87, with profits from future years.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft Resolution No. 4:
The legal basis for the adoption of the resolution derives from Article 395 § 2(2) of the Commercial Companies Code. The motion to cover the loss for 2022 with profits from future years was submitted by the Company's Management Board and then received a positive opinion from the Company's Supervisory Board. Generating losses at this stage of the Company's portfolio development is not unusual, considering the scope of the Company’s business, based on development of innovative drugs.

Resolution 6
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The President of the Company's Management Board, Mr. Paweł Przewięźlikowski, is hereby granted discharge for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 6: The resolution is a typical resolution adopted by the Ordinary General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

Resolution 7
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The Vice President of the Company's Management Board, Mr. Krzysztof Brzózka, is hereby granted discharge for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 7: The resolution is a typical resolution adopted by the Ordinary General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

Resolution 8
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The Member of the Company's Management Board, Mr. Kamil Sitarz, is hereby granted discharge for the performance of his duties in the 2022 fiscal year for the period from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 8: The resolution is a typical resolution adopted by the Annual General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

Resolution 9
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The Member of the Company's Management Board, Mr. Kamil Sitarz, is hereby granted discharge for the performance of his duties in the 2021 fiscal year for the period from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to the draft resolution No. 9: The resolution is a typical resolution adopted by the Annual General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

Resolution 10

of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Discharge is granted to Mr. Hendrik Nogai, a member of the Company's Management Board, for the performance of his duties in the 2022 fiscal year from August 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 10: The resolution is a typical resolution adopted by the Annual General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

Resolution 11
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The Chairman of the Company's Supervisory Board, Mr. Piotr Romanowski, is hereby granted discharge for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 11: The resolution is a typical resolution adopted by the Annual General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

Resolution 12
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

The Vice-Chairman of the Company's Supervisory Board, Mr. Tadeusz Wesolowski, is hereby granted discharge for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 12: The resolution is a typical resolution adopted by the Annual General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

Resolution 13
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Mr. Rafal Chwast, Member of the Company's Supervisory Board, is hereby granted discharge for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 13: The resolution is a typical resolution adopted by the Ordinary General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

Resolution 14
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Discharge is granted to Mr. Axel Glasmacher, Member of the Company's Supervisory Board, for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 14: The resolution is a typical resolution adopted by the Annual General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

Resolution 15
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Discharge is granted to the Member of the Company's Supervisory Board, Mr. Colin Goddard, for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 15: The resolution is a typical resolution adopted by the Ordinary General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

Resolution 16
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Mr. Jarl Ulf Jungnelius, Member of the Company's Supervisory Board, is hereby granted discharge for the performance of his duties in the 2022 fiscal year for the period from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 16: The resolution is a typical resolution adopted by the Annual General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

Resolution 17
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
on the granting of discharge

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków, Poland (the "Company"), acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, resolves as follows:

§ 1

Discharge is granted to the Member of the Company's Supervisory Board, Mr. Thomas Turalski, for the performance of his duties in the 2022 fiscal year from January 1 to December 31, 2022.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 17: The resolution is a typical resolution adopted by the Annual General Meeting. The necessity of the resolution is based on Article 395 § 2 item 3 of the Commercial Companies Code.

Resolution 18
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
On appointment of a new Member of the Supervisory Board of the Company

The Ordinary General Meeting of Ryvu Therapeutics S.A., seated in Cracow, Poland (the "Company"), acting pursuant to Article 385 § 1 of the Commercial Companies Code in conjunction with § 20(2) of the Company's Articles of Association, resolves as follows:

§ 1

Mr. Scott Z. Fields is appointed to the Supervisory Board of the Company for the current term.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 18: In connection with the resignation of Mr. Colin Goddard from the Supervisory Board, and in view of the Company's desire to expand the composition of the Supervisory Board and the addition of a person with many years of experience in clinical drug development, the Company's Board of Directors recommended the appointment of Mr. Scott Z. Fields.

Dr. Scott Z. Fields is a medical oncologist/hematologist with more than 30 years of experience in clinical drug development. Dr. Fields currently serves as Chief Medical Officer at NeoTX Therapeutics.

Prior to joining NeoTX, Dr. Fields was the Global Head of Development for Oncology at Bayer Pharmaceuticals. In this role, he was responsible for early and late-stage development, including several novel oncology medicines across the platforms for targeted therapies/precision medicine, antibody-drug/alpha radiation conjugates and novel Immuno-Oncology agents, such as Darolutamide (Androgen Receptor inhibitor for prostate cancer), Larotrectinb (NTRK inhibitor - tissue agnostic), Xofigo (Radium223 – alpha particle emitter for prostate cancer), Copanlisib (PI3K inhibitor for lymphoma) and Regorafinib (multi-kinase inhibitor for liver, colon and GIST). Prior to his position at Bayer, Dr. Fields held senior positions at Vertex Pharmaceuticals, SmithKline Beecham, Amgen, Eisai, and Arno Therapeutics and helped bring over a dozen drugs to market. He also practiced oncology/hematology and transplant medicine in academic settings.

Dr. Fields received his medical degree from SUNY Downstate Medical Center in New York, followed by training in internal medicine and hematology, and oncology at Columbia University Medical Center.

Resolution 19
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
On appointment of a new Member of the Supervisory Board of the Company

The Ordinary General Meeting of Ryvu Therapeutics S.A., seated in Cracow, Poland (the "Company"), acting pursuant to Article 385 § 1 of the Commercial Companies Code in conjunction with § 20(2) of the Company's Articles of Association, resolves as follows:

§ 1

Mr. Peter Smith is appointed to the Supervisory Board of the Company for the current term.

§ 2

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to draft resolution No. 19: I In connection with the resignation of Mr. Colin Goddard from the Supervisory Board, and in view of the Company's desire to expand the composition of the Supervisory Board and the addition of a person with many years of experience in clinical drug development, the Company's Board of Directors recommended the appointment of Mr. Peter Smith.

Dr. Peter Smith is a pharmaceutical executive with over 20 years of experience in drug discovery and development. He has proven experience in company building and the discovery and development of new therapeutics for various diseases of unmet need. Dr. Smith is Co-Founder and currently Chief Executive Officer of Remix Therapeutics. He also serves as Entrepreneur-In-Residence at Atlas Venture, where he is Co-founder and Acting CSO of Amplify Medicine, as well as an advisor to other Atlas portfolio companies.
Previously, he served as CSO at H3 Biomedicine, where his team introduced three molecules into the clinic with precision medicine approaches to treat various cancers. Prior to H3 Biomedicine, he was at Millenium/Takeda, where he focused on oncology drug discovery and early clinical development.
Dr. Smith received his PhD from Newcastle University and completed post-doctoral training at Dana Farber Cancer Institute.

Resolution 20
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
On expressing an opinion on the Supervisory Board Report on Renumeration of Management Board and Supervisory Board of Ryvu Therapeutics S.A. for 2022

The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Kraków (the "Company"), acting pursuant to Article 90g (6) of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (Journal of Laws of 2020, item 623), resolves as follows:

§ 1
The Ordinary General Meeting resolves to give a positive opinion on Supervisory Board Report on Renumeration of Management Board and Supervisory Board of Ryvu Therapeutics S.A. for 2022.
§ 2
The resolution comes into force upon its adoption.

Justification of the Company's Management Board to the draft resolution No. 20: The necessity to adopt the resolution arises from Article 395 § 21 of the Commercial Companies Code in connection with Article 90g (6) of the Act of July 29, 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies.

Resolution 21
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
On changing the remuneration of members of the Supervisory Board of the Company
The Ordinary General Meeting of Ryvu Therapeutics S.A., headquartered in Cracow, Poland (the "Company"), acting pursuant to Article 392 § 1 (1) of the Commercial Companies Code and § 19 (1) (l) of the Company's Articles of Association, resolves as follows:

§ 1
The newly appointed members of the Company's Supervisory Board pursuant to Resolutions 18-19 above are granted remuneration for serving on the Company's Supervisory Board in the amount of EUR 3090 gross per month, as of June 1, 2023.
§ 2
The remuneration of the members of the Company's Supervisory Board for serving on the Company's Supervisory Board is amended so that it will amount to EUR 3090 gross per month as of June 1, 2023.

§ 3
The resolution comes into force upon its adoption.

Justification of the Company's Management Board to the draft resolution No. 20: The proposal to increase the remuneration of the Supervisory Board is due to the need to update the level of remuneration of members of the Supervisory Board related to changes in the scale of the Company's operations, and changes in the market environment, with particular attention to the level of inflation.
The existing remuneration of Supervisory Board members has been set at €2,630 gross in 2019 and has not been changed since. Taking into account inflation in the Eurozone (CPI, Consumer Price Index) in the period from 2019 to 2023, with an average annual rate of 4.1%, the remuneration for the preservation of purchasing power should be EUR 3090 gross.

Resolution 22
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023

on
the issuance of subscription warrants, full exclusion of subscription warrants, conditional increase in the share capital of the Company, full exclusion of subscription rights to shares and amendments to the Articles of Association of the Company

Acting pursuant to Art. 393 § 5, Art. 430 § 1, Art. 453, Art. 448, Art. 449 § 1, Art. 433 § 2 and § 6 of the Commercial Companies Code ("**CCC**") and pursuant to § 19.1(h) of the Company's Articles of Association, the Ordinary General Meeting of the Company resolves as follows:

§ 1 WARRANTS

1. No more than 592,825 (five hundred and ninety-two thousand, eight hundred and twenty-five) series K registered subscription warrants ("**Subscription Warrants**") shall be issued, carrying the right to subscribe for series K ordinary bearer shares, designated from No. K000001 to No. K592825, with a nominal value of PLN 0.40 (forty cents) each (**"Series K Shares**").

2. One Subscription Warrant shall entitle to take up 1 (one) Series K Share at the issue price set forth in § 2 section 6 of the Resolution.
3. The Subscription Warrants shall be issued free of charge.
4. The only person entitled to take up the Subscription Warrants shall be the European Investment Bank, Luxembourg ("**EIB**"). The subscription of the Subscription Warrants, by private placement, shall be effected by addressing to the EIB an offer to subscribe for a number of Subscription Warrants specified by the Management Board and the acceptance by the EIB of the offer to subscribe.
5. The Subscription Warrants will be in non-documentary form and will be dematerialised. The Subscription Warrants shall be registered in the securities depository maintained by the National Depository for Securities in Warsaw S.A. ("**NDS**").

6. The rights to subscribe for the Series K Shares attached to the Subscription Warrants may be exercised within 10 years from the date of this Resolution, i.e. until June 14th, 2033, upon each request of the holder of the Subscription Warrants.
7. The Subscription Warrants shall be transferable.
8. The Subscription Warrants in respect of which the right to take up the Series K Shares is not exercised within the time limit specified in passage 6 of the Resolution shall expire.
9. It is agreed that the Company may purchase its own Subscription Warrants for cancellation.

§ 2 CONDITIONAL SHARE CAPITAL INCREASE

1. It is resolved to conditionally increase the Company's share capital by an amount not exceeding PLN 237,130.00 (two hundred and thirty-seven thousand one hundred and thirty zloty) through the issuance of no more than 592,825 (five hundred and ninety-two thousand eight hundred and twenty-five) Series K Shares with a nominal value of PLN 0.40 (forty grosz) each, designated from No. K000001 to No. K592825, and a total nominal value of PLN 237,130.00 (two hundred and thirty-seven thousand one hundred and thirty zloty).
2. The purpose of the conditional capital increase is to grant rights to subscribe for Series K Shares to holders of Subscription Warrants.
3. Only the holders of the Subscription Warrants shall be entitled to take up the Series K Shares.
4. The Series K Shares shall be taken up as a result of the exercise of the rights arising from the Subscription Warrants, within the period indicated in § 1, passage 6 of the Resolution, and payment of the issue price of the Series K Shares specified in passage 6.
5. The Series K Shares shall be taken up exclusively by holders of the Subscription Warrants who deliver a written representation on taking up the Series K Shares in exercise of the rights from the Subscription Warrants, in exchange for cash contributions.

6. The issue price of the Series K Shares shall be equal to the nominal value of the Series K Shares and shall be PLN 0.40 (forty groszy) per Series K Share. In the event that the nominal value of the Company's shares ("Amended Nominal Value") is changed within the time limit set forth in Par. 1.6 of the Resolution, the issue price of Series K Shares shall be equal to the Amended Nominal Value.
7. Series K Shares shall participate in dividends as follows:
   1) Shares first credited to the securities account no later than the dividend record date set forth in the resolution of the General Meeting of the Company on the distribution of profit shall participate in dividends starting from the profit for the previous financial year, i.e. from 1 January of the financial year immediately preceding the year in which Series K Shares were first credited to the securities account;
   2) Series K Shares recorded for the first time in the securities account on a date after the dividend date established in the resolution of the General Meeting of the Company on the distribution of profit shall participate in the dividend starting from the profit for the financial year in which Series K Shares were recorded for the first time in the securities account, i.e. from 1 January of that financial year.
8. Series K Shares shall be in non-documentary form and shall be dematerialised in accordance with the Act on Trading in Financial Instruments of 29 July 2005.
9. the Company will apply for admission and introduction to trading on the regulated market of the Warsaw Stock Exchange S.A. ("WSE") no more than 592,825 (five hundred and ninety-two thousand eight hundred and twenty-five) Series K Shares.

§ 3 EXCLUSION OF PRE-EMPTIVE RIGHTS

1. In the interest of the Company, the existing shareholders of the Company shall be entirely deprived of the pre-emptive right to Subscription Warrants and Series K Shares.
2. The written opinion of the Management Board of the Company justifying the reasons for the exclusion of the pre-emptive right to the Subscription Warrants and the Shares, the proposal to issue the Subscription Warrants free of charge and the proposed issue price for the Shares (art. 433 § 2 and § 6 in connection with art. 453 § 1 CCC) is acknowledged.

§ 4 AUTHORISATION OF THE MANAGEMENT BOARD

1. The Management Board of the Company is authorised to take all actions in connection with the issue and issuance of the Subscription Warrants to the EIB, including:
   1) to determine the number of Subscription Warrants to be offered for subscription by EBI;
   2) to offer to the EBI to take up the Subscription Warrants, including to offer to the EBI a smaller number than the maximum number of the issued Subscription Warrants indicated in this Resolution;
   3) to determine specific dates for taking up the Subscription Warrants and other terms and conditions of their issue as the Management Board of the Company deems appropriate;
   4) take all factual and legal actions related to the issue and delivery of the Subscription Warrants;
   5) to undertake all factual and legal actions necessary for the registration of the Subscription Warrants in the securities depository maintained by the NDS.
2. The Management Board of the Company shall be authorised to:
   1) undertake all factual and legal actions related to the issue of the Series K Shares to the holders of the Subscription Warrants;
   2) undertake all factual and legal actions necessary to register the Series K Shares in the securities depository maintained by NDS;
   3) Undertake all factual and legal actions necessary for the Conditional Increase in Share Capital;

4) undertake all factual and legal actions necessary for the admission and introduction of the Series K Shares to trading on the regulated market of the Warsaw Stock Exchange, including in particular the submission of an application for the admission and introduction of the Series K Shares to trading on the regulated market of the Warsaw Stock Exchange.

§ 5 AMENDMENT TO THE ARTICLES OF ASSOCIATION

In connection with the conditional increase in the Company's share capital made pursuant to this Resolution, the Extraordinary General Meeting of the Company resolves to amend the Company's Articles of Association by adding a new § 7c after § 7b of the Articles of Association, with the following wording:

"§ 7c

1. *The Company's share capital is conditionally increased by no more than PLN 237,130.00 (two hundred and thirty-seven thousand one hundred and thirty zloty) through the issue of no more than 592,825 (five hundred and ninety-two thousand eight hundred and twenty-five) series K ordinary bearer shares with a nominal value of PLN 0.40 (forty groszy) each.*

2. *The purpose of the conditional capital increase is to grant rights to subscribe for Series K Shares to holders of Series K subscription warrants issued by the Company pursuant to Resolution No. 22 of the Ordinary General Meeting of the Company dated June 14th, 2023 regarding the issue of subscription warrants, the full waiver of the pre-emptive right to subscribe for subscription warrants, a conditional share capital increase of the Company, the full waiver of the pre-emptive right to subscribe for shares and amendment to the Articles of Association of the Company (the "Resolution").*

3. *The right to subscribe for series K shares may be exercised no later than June 14th, 2033.*

4. *Series K shares shall be covered by cash contributions*."

§ 6 FINAL PROVISIONS

The Resolution shall come into force upon its adoption.

Justification of the Company's Management Board to the draft resolution No. 22: The primary purpose of the issuance of subscription warrants and conditional increase of the Company's share capital is to fulfill the obligations incumbent upon the Company in connection with the following agreements concluded with the European Investment Bank: the financing agreement dated August 16, 2022, the conclusion of which the Company reported in current report No. 14/2022 dated August 17, 2022, and the warrant agreement concluded on May 4, 2023, the conclusion of which the Company reported in current report No. 19/2023 dated May 6, 2023. 2 The issuance of the Subscription Warrants to the EIB is one of the conditions for the disbursement of the first tranche of financing by the EIB under the financing agreement entered into with the Company. The issuance of the Warrants to EIB is part of the compensation to EIB for providing financing under the Financing Agreement. The Management Board's intention is for the Company to use this debt instrument to efficiently obtain financing. 3. the deprivation of existing shareholders' subscription rights to warrants and shares in full is a requirement under the agreements concluded with the EIB. 4. in the opinion of the Management Board, the stipulated form of the agreements concluded with EIB I as a consequence of the issuance of subscription warrants with exclusion of pre-emptive rights coincides with the interests of the shareholders and the Company itself, as their purpose is to support the long-term development of the Company by securing the financial resources necessary for its implementation. Depriving existing shareholders of subscription rights, conditions the possibility of paying the first tranche of financing provided for in the agreement concluded with the EIB.

Resolution 23
of the Ordinary General Meeting of Shareholders
of Ryvu Therapeutics S.A., headquartered in Krakow, Poland
of June 14th, 2023
On approval of amendments to the Regulations of the Supervisory Board

The Ordinary General Meeting of Ryvu Therapeutics S.A., seated in Cracow, Poland (the "Company"), acting pursuant to Article 391 § 3 of the Commercial Companies Code and § 19 (1) (k) of the Company's Articles of Association, resolves as follows:

§ 1

The following amendments to the Regulations of the Company's Supervisory Board are hereby approved:

a) To change the existing wording of § 4.4:

“Minutes of meetings of the Supervisory Board are signed by all Members of the Supervisory Board present at the meeting, but not later than at the next meeting of the Board.”

to the following:

"*The minutes of the Board meeting shall be signed by at least the Board Member conducting the meeting or managing the voting*.";

b) To change the existing wording of § 7 (3):

“Members of the Supervisory Board may participate in its meetings and vote through means of direct remote communication, and in particular they can participate in meetings of the Board via teleconferences or video-conferences. Votes are cast in this procedure by a clear statement of the position of the voting person. Any doubts are resolved by the Chairman of the Supervisory Board.”

to the following:

"*Members of the Board may participate in its meetings and vote by means of direct communication at a distance, and, in particular, participation in Board meetings by means of teleconferencing and videoconferencing is permitted. Casting a vote in these modes shall be done by clearly stating the position of the voter. Doubts are decided by the Chairman of the Board. It is also permissible to adopt resolutions in a mixed mode, i.e. when some of the Board Members participate in the Board meeting in person and at least one Board Member participates in the meeting using means of direct remote communication. Adoption of a resolution using means of direct communication at a distance shall be approved by the Chairman of the Board, who shall take votes from the other Members of the Board.";*

c) To change the existing designation of § 11 to § 12;

d) To add a new § 11 with the following wording:

"§ 11

Form of transmission of information

1.It is permissible to perform the information obligations specified in Article 380[1] § 1 of the Commercial Companies Code in any form, including: electronic, documentary, oral, by means of direct communication at a distance."

§ 2

The Regulations of the Supervisory Board of the Company incorporating the amendments referred to in § 1 are attached hereto.

§ 3

The resolution comes into force upon its adoption.

Justification of the Company's Management Board to the draft resolution No. 23: The need to adopt the resolution is justified by the amendments to the Commercial Companies Code, which came into force on October 13, 2022. The proposed amendments include, in particular, the manner in which Supervisory Board meetings are held, taking into account modern means of remote communication, as well as issues related to the new information obligations of the Company's Management Board to the Supervisory Board.

Appendix to Resolution No. 23

BYLAWS OF THE SUPERVISORY BOARD
of Ryvu Therapeutics S.A. with its registered office in Kraków (“Company”)

§ 1
General provisions

1. The Supervisory Board, hereinafter referred to as the Supervisory Board, exercises constant supervision over the Company's activities in all areas of its activity. The scope of the Supervisory Board's competence is determined by the provisions of the Commercial Companies Code, the provisions of the Company's Articles of Association and the provisions of these Regulations.

2. The composition of the Supervisory Board, the method of its selection, as well as the rights and obligations of the Supervisory Board and its individual members are specified in relevant legal provisions, in particular the provisions of the Commercial Companies Code and the provisions of the Company's Articles of Association.

§ 2
Procedure for convening meetings of the Supervisory Board

1. The Company’s Supervisory Board holds meetings at least once a quarter during the financial year.
2. Meetings of the Supervisory Board are held in the Company’s registered office, in Warsaw, or in another location specified by the Chair of the Supervisory Board.
3. Meetings of the Supervisory Board are convened by the Chairman of the Supervisory Board.
4. A meeting of the Supervisory Board can be convened by the Chairman at the request of any member of the Supervisory Board or at the request of the Company’s Management Board – submitted to the Chairman of the Supervisory Board in the form of a written request specifying the proposed agenda. If the Chairman fails to convene a meeting at the request of a member of the Supervisory Board or the Management Board within two weeks from the request being made, the requesting person is entitled to convene the meeting of the Supervisory Board.
5. The Chairman of the Supervisory Board convenes meetings by sending invitations to all members of the Board by registered mail or in another way with acknowledgement of receipt. A member of the Supervisory Board may also be notified using other technical means, such as e-mail, telephone, fax, to numbers (addresses) provided to the Chairman of the Supervisory Board.
6. Meetings of the Supervisory Board are regarded as correctly called, if the Chairman of the Board notifies all members of the Board of the date and time of the meeting during previous meeting, however in such case, the absent members of the Board are invited in accordance with §2 (5) of these Rules.
7. A meeting of the Supervisory Board may also take place without being formally convened, if all members of the Supervisory Board are present and nobody opposes its being held or any specific points of the agenda.
8. An invitation to a meeting of the Supervisory Board should specify the location and time of starting the meeting and the meeting’s agenda. With regard to matters requiring additional materials, they should be supplied together with the notice.
9. An invitation to a meeting of the Supervisory Board should be delivered to all members of the Supervisory Board at least 3 (three) days before the planned date of the meeting. In the event of important matters, the Chairman may shorten this deadline.

§ 3
Agenda for the meeting of the Supervisory Board

1. The agenda of the meeting is announced by the Chairman at the beginning of each meeting of the Supervisory Board.
2. In particularly justified cases, each member of the Supervisory Board is entitled to request the addition of additional points to the meeting’s agenda, after the meeting is opened by the Chairman. Such requests are voted by the Supervisory Board.

§ 4
Manner of meetings of the Supervisory Board

1. Meetings are held in accordance with the agenda adopted by the Board.
2. Minutes are taken of all meetings of the Supervisory Board. The Chairman of the Supervisory Board should attach a list of attendance to the minutes.
3. The Company's Management Board, individual members of the Management Board and other people may participate in meetings of the Supervisory Board, if invited, except for matters which are related to them personally. Invitations are issued by the Chairman of the Supervisory Board.
4. The Minutes of the Supervisory Board meeting shall be signed by at least the Chairman of the Board or a Supervisory Board Member designated by the Chairman.
5. Minutes of the Supervisory Board's meetings are kept in the Company's registered office. Each member of the Board is entitled to receive a copy of the minutes accepted by the Board.

§ 5
Chairman of the Supervisory Board

1. Meetings of the Supervisory Board are chaired by the Chairman of the Supervisory Board.
2. During the Supervisory Board meeting, the Chairman of the Supervisory Board performs, in particular, the following activities:
a) gives the floor to participants in the debate;
b) participates, if required, in editing the text of motions subject to voting;
c) orders voting, informs members of the Supervisory Board of voting rules and the procedure for passing resolutions, and announces results of voting;
d) ensures to a person opposing a resolution the ability to briefly justify his/her dissent;
e) enables entering in the minutes written statements of members of the Supervisory Board who so request;
f) in justified cases, announces short breaks in the session which do not constitute the adjournment of the meeting;
g) makes decisions of a procedural nature;
h) closes the meeting of the Supervisory Board after all the items on the agenda have been discussed.

§ 6
Adoption of the resolutions

1. Resolutions of the Supervisory Board are valid provided that all members of the Board have been invited. The Supervisory Board passes resolutions, if at least half of its members are present at the meeting, including members who participate in the meeting through means of direct remote communication.
2. Votes are cast in an open ballot. A secret ballot is arranged for elections and in respect of requests for dismissing members of the Company's Management Board or its liquidators, holding liable, or in personal matters, and on request of at least one member of the Board.
3. Resolutions of the Supervisory Board are passed by an absolute majority of votes. In the case of equal numbers of votes, the Chairman has a casting vote.

§ 7
Adoption of the resolutions in special modes

1. Members of the Supervisory Board can pass resolutions in writing or by using means of direct remote communication.
2. A vote in a written ballot is cast by delivering by registered mail, courier mail, fax or personally to the Company's address a message specifying the stance of the Supervisory Board member, within the deadline for casting the vote. No reply within the deadline is treated as a vote "against" cast by the Supervisory Board member.
3. Members of the Supervisory Board may participate in its meetings and vote through means of direct remote communication, and in particular they can participate in meetings of the Board via teleconferences or video-conferences. Votes are cast in this procedure by a clear statement of the position of the voting person. Any doubts are resolved by the Chairman of the Supervisory Board. It is also permissible to adopt resolutions in a mixed mode, i.e. when some of the Board Members participate in the Board meeting in person and at least one Board Member participates in the meeting using means of direct remote communication. Adoption of a resolution using means of direct remote communication is approved by the Chairman of the Board, who takes

votes from the other Board Members.

4. The resolution adopted pursuant to § 7 is valid when all members of the Supervisory Board have been notified of the contents of the proposed resolution.

5. The Supervisory Board may adopt resolutions in writing or by using means of direct remote communication also in matters for which the Company's statute or these Regulations provide a secret ballot, provided that no Member of the Supervisory Board raises an objection.

§ 8
Voting through another member of the Supervisory Board

1. Resolutions of the Supervisory Board can be adopted by voting in writing through another member of the Board.
2. A member of the Supervisory Board who intends to cast a vote in writing through another member of the Supervisory Board, provides his/her vote in writing to the other member of the Board stating clearly his/her stance. A sole signature placed under a resolution is treated as a vote “for” cast by the Supervisory Board member.
3. A vote may not be cast in writing in matters added to the agenda at the meeting of the Supervisory Board.

§ 9
Audit Committee

1. The Supervisory Board appoints members of the Audit Committee, including its Chairman.
2. Members of the Audit Committee are appointed among the members of the Supervisory Board.
3. The Audit Committee consists of at least three members.
4. Most members of the Audit Committee, including its chairman, meet the criterion of independence, in particular within the meaning of Art. 129 section 3 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Oversight (Journal of Laws of 2017, item 1089), and at least one member of the Audit Committee, shall meet the knowledge and skills criteria specified in art. 129.1.5 of the abovementioned Act.
5. The tasks of the Audit Committee include in particular:
    1) monitoring of:
        a) the financial reporting process;
        b) effectiveness of internal control systems and risk management systems as well as the internal audit, also in respect of financial reporting;
        c) carrying out financial audit activities, in particular audits carried out by an audit company, taking into account all the conclusions and findings of the Audit Supervision Commission which result from an inspection carried out in the audit company;
    2) controlling and monitoring the independent status of the auditor and the audit company, in particular when other, non-audit services are provided to the public interest company by the audit firm;
    3) informing the supervisory board or another supervisory or controlling body of the public interest entity of the results of the audit and explaining how the audit contributed to the reliability of the financial reporting in the public interest entity, and the role of the audit Committee in the auditing process;
    4) reviewing the independence of the auditor and giving consent to permitted non-audit services provided by him to the public interest entity;
    5) drawing up a policy for selecting an audit company to be charged with the audit of the company;
    6) drawing up a policy for providing permitted non-audit services by the audit company which conducts the audit, its related entities, and by a member of the audit company’s network;
    7) determining the procedure for the public interest entity selecting an audit company;
    8) presenting the supervisory board or another supervisory or controlling body, or the body referred to in Art. 66 (4) of the Accounting Act of 29 September 1994, the recommendations referred to in Art. 16 (2) of Regulation 537/2014, in accordance with the policies referred to in points and 6;
    9) submitting recommendations aimed at ensuring the reliability of the financial reporting process in the public interest entity.
6. The principles of the Supervisory Board's operation, i.e. in particular holding meetings and adopting resolutions by the Supervisory Board shall apply accordingly to the functioning of the Audit Committee, unless the Audit Committee decides otherwise.

§ 10
Remuneration Committee

1. The Supervisory Board appoints and dismissed members of the Remuneration Committee, including its Chairman.
2. Members of the Remuneration Committee, including its Chairman, are appointed among the Supervisory Board Members.
3. The Remuneration Committee consists of at least three Members.
4. In particular, the competencies of the Supervisory Board comprise:
    1) Regarding the remuneration of members of the Company's Management Board:
        a) assessing the basic salary, bonuses and share-based compensation received by members of the Company's Management Board in relation to the scope of duties of members of the Company's Management Board and the manner of their performance, as well as market conditions,
        b) presenting proposals to the Supervisory Board regarding appropriate forms of contracts with members of the Company's Management Board and the amount of their remuneration,
    2) Regarding directors and senior employees' remuneration:
        a) making a general assessment of the correctness of the Company's policy regarding remuneration of the directors and senior employees,
        b) issuing general recommendations to the Company's Management Board regarding the level and of remuneration for directors and senior employees,
        c) monitoring the level and structure of remuneration for directors and senior employees based on relevant information provided by the Company's Management Board,
    3) Regarding share-based compensation that can be granted to members of the Management Board and employees of the Company:
        a) discussing the general principles for implementing equity incentive programs based on shares, share options, subscription warrants,
        b) presenting proposals to the Supervisory Board in this respect,
        c) presenting proposals to the Supervisory Board regarding equity incentive programs.
5. The principles of the Supervisory Board's operation, in particular holding of meetings and the adoption of resolutions by the Supervisory Board shall apply accordingly to the Remuneration Committee, unless the Remuneration Committee decides otherwise.

§ 11
Form of providing information

1. It is permissible to perform the information obligations specified in Article 3801 § 1 of the Commercial Companies Code in any form, including: electronic, documentary, oral, by means of direct communication at a distance.

§ 12
Final Provisions

1. The costs of the Supervisory Board's activities shall be borne by the Company.
2. Any amendment to these Regulations requires a resolution of the Company's Supervisory Board. The amendment to the Regulations comes into force upon the approval of such a resolution of the Supervisory Board by way of a resolution of the General Meeting.
3. These Regulations shall enter into force upon its approval by way of a resolution of the General Meeting.

RYVU THERAPEUTICS S.A.

ANNUAL REPORT

2022

TABLE OF CONTENTS

1 ECONOMIC AND FINANCIAL HIGHLIGHTS

1.1 Financial Results Obtained in the Reporting Period

Financial Statements of Ryvu Therapeutics S.A. ("Company", "Issuer", "Ryvu") for the period from January 1, 2022 to December 31, 2022 are prepared in accordance with the International Financial Reporting Standards.

Selected balance sheet data are as follows:

Ryvu Therapeutics S.A.	Data in PLN thousand		Data in EUR thousand	
Item	**31.12.2022**	31.12.2021	**31.12.2022**	31.12.2021
Total assets	**474,977**	228,813	**101,277**	49,748
Short-term receivables	**16,931**	11,741	**3,610**	2,553
Share issue receivables	**242,962**	0	**51,805**	0
Cash and cash equivalents	**101,917**	83,236	**21,731**	18,097
Other financial assets	**528**	4,994	**113**	1,086
Total liabilities	**131,586**	67,512	**28,057**	14,678
Long-term liabilities	**86,772**	31,312	**18,502**	6,808
Short-term liabilities	**44,814**	36,200	**9,555**	7,871
Total equity	**343,390**	161,302	**73,219**	35,070
Share capital	**7,342**	7,342	**1,565**	1,596

Selected income statement data are as follows:

Ryvu Therapeutics S.A.	Data in PLN thousand				Data in EUR thousand			
Item	**From 01.01.2022 to 31.12.2022**	From 01.01.2021 to 31.12.2021	**From 01.10.2022 to 31.12.2022**	From 01.10.2021 to 31.12.2021	**From 01.01.2022 to 31.12.2022**	From 01.01.2021 to 31.12.2021	**From 01.10.2022 to 31.12.2022**	From 01.10.2021 to 31.12.2021
Revenues from sales	**142**	828	**40**	273	**30**	181	**9**	59
Revenues from subsidies	**29,491**	24,226	**9,997**	6,033	**6,290**	5,292	**2,132**	1,302
Revenues from R&D projects	**38,804**	10,358	**24,579**	10,358	**8,277**	2,263	**5,242**	2,235
Other operating revenues	**2,054**	723	**406**	189	**438**	158	**87**	41
Revenues from operating activities	**70,490**	36,135	**35,022**	16,853	**15,036**	7,894	**7,469**	3,636
Operating expenses	**-148,913**	-114,734	**-35,706**	-35,160	**-31,763**	-25,065	**-7,615**	-7,587
Operating expenses without Incentive Scheme and valuation of Nodthera shares	**-117,800**	-92,021	**-32,335**	-26,122	**-25,126**	-20,103	**-6,896**	-5,636
Depreciation	**-12,900**	-12,561	**- 2,926**	-3,445	**-2,752**	-2,744	**-624**	-743
Valuation of Incentive Scheme	**-22,184**	-22,999	**-2,244**	-8,004	**-4,732**	-5,024	**-479**	-1,727
Profit/loss from operating activities (EBIT)	**-78,422**	-78,599	**-684**	-18,307	**-16,727**	-17,171	**-146**	-3,950
Profit/loss from operating activities (EBIT) without Incentive Scheme and valuation of Nodthera shares	**-47,309**	-55,886	**2,687**	-9,269	**-10,091**	-12,209	**573**	-2,000
Profit/loss before income tax	**-79,195**	-78,599	**-2,425**	-18,342	**-16,892**	-17,171	**-517**	-3,958
Net profit/loss	**-83,782**	-79,078	**-8,525**	-18,453	**-17,871**	-17,275	**-1,818**	-3,982
Net profit/loss without Incentive Scheme	**-61,598**	-56,079	**-6,281**	-10,449	**-13,139**	-12,251	**-1,339**	-2,255
EBITDA	**-65,522**	-66,038	**2,242**	-14,862	**-13,976**	-14,427	**478**	-3,207
EBITDA without Incentive Scheme and valuation of Nodthera shares	**-34,409**	-43,325	**5,613**	-5,824	**-7,339**	-9,465	**1,197**	-1,257
Net cash flows from operating activities	**21,319**	-58,886	**59,923**	-723	**4.547**	-12,864	**12,779**	-156
Net cash flows from investing activities	**690**	8,055	**137**	2,941	**147**	1,760	**29**	635
Net cash flows from financing activities	**-2,455**	-2,152	**-770**	-2	**-524**	-470	**-164**	0
Total net cash flow	**19,554**	-52,983	**59,290**	2,216	**4,171**	-11,575	**12,644**	478
Number of shares (weighted average)	**18,355,474**	18,355,474	**18,355,474**	18,355,474	**18,355,474**	18,355,474	**18,355,474**	18,355,474
Profit (loss) per share (in PLN)	**-4.56**	-4.31	**-1.09**	-1.01	**-0.97**	-0.94	**-0.23**	-0.22
Diluted profit (loss) per share (in PLN)	**-4.56**	-4.31	**-1.09**	-1.01	**-0.97**	-0.94	**-0.23**	-0.22
Book value per share (in PLN)	**18.71**	9.23	**18.71**	9.23	**3,99**	2.01	**3,99**	2.01
Diluted book value per share (in PLN)	**18.71**	9.23	**18.71**	9.23	**3,99**	2.01	**3,99**	2.01
Declared or paid dividend per share (in PLN)	**-**	**-**	**-**	**-**	-	-	-	-

Selected financial data presented in the annual report were converted to Euro as follows:

1. Items relating to the profit and loss statement and the cash flow statement were converted using the exchange rate constituting the arithmetic average of the exchange rates, applicable as of the last day of every month in the given period, based on the information published by the National Bank of Poland (NBP):
   - for the period from 01/01/2022 – 31/12/2022: PLN 4.6883;
   - for the period from 01/01/2021 – 31/12/2021: PLN 4.5775;
2. Balance sheet items were converted using the average exchange rate announced by the NBP applicable as at the balance sheet date; which were:
   - as of 31 December 2022: PLN 4.6899;
   - as of 31 December 2021: PLN 4.5994.

1.2 Management Board comments to the financial results

Ryvu Therapeutics S.A. has only one operating segment, i.e. innovative segment.

In 2022, Ryvu Therapeutics S.A. recognized the total operating revenue of PLN 70,490 thousand, which constitutes a 95% increase compared to the corresponding period in 2021, when the total operating revenue amounted to PLN 36,135 thousand. This results from both the increase in revenues from R&D projects (increase of PLN 28,446 thousand) and increase in revenues from subsidies (increase of PLN 5,265 thousand) compared to the corresponding period in 2021.

Revenues from R&D projects in 2022 resulted from the following transactions:

- The exclusive license agreement with Exelixis Inc. The agreement combines Ryvu's proprietary small molecule STING agonists and STING biology knowhow with Exelixis' network of expertise and resources in antibody engineering, antibody-drug conjugate (ADC) technologies, and oncology therapeutics development and commercialization experience. Under the terms of the agreement, Exelixis paid Ryvu an upfront fee of USD 3 million in July 2022.
- The exclusive research collaboration and license agreement with BioNTech SE. Under the terms of the License Agreement, BioNTech paid Ryvu an upfront fee (less withholding tax) of EUR 20 million (PLN 93.6 million converted at the average exchange rate of the NBP for November 29, 2022, EUR 1 = PLN 4.6813) in exchange for the global, exclusive license to develop and commercialize Ryvu's STING agonist portfolio as standalone small molecules, including as monotherapy and in therapeutic combinations, and for the right to license on an exclusive basis multiple small molecule programs ("BioNTech Exclusive Targets") as part of multi-target research collaboration. In accordance with the accounting policy of Ryvu and IFRS 15, in 2022 Ryvu recognized only part of the upfront revenues in the amount of EUR 5 million (PLN 23.4 million). The remaining amount of upfront payment (EUR 15 million (PLN 70.3 million)) together with the impact of the settlement of the investment agreement regarding BioNTech's participation in December's share issuance (PLN 1,1 million – the difference between the price fixed for investors during the issue and the price specified in the BioNTech's investment agreement) will be recognized equally in each period for the next 5 years.

In 2022, Ryvu reported a net loss as well as an operating loss. The net and operating losses are the result of the fact that the Company focuses on increasing the value of the ongoing projects, that will be commercialized at a later stage of development.

The Company's net loss for period ended December 31, 2022, amounted to PLN 83,782 thousand in comparison to the net loss of PLN 79,078 thousand in the corresponding period of 2021. The slightly bigger loss in 2022 is related to the fact that not all of the upfront from BioNTech is recognized in revenue in 2022 (described above). Additionally bigger loss in 2022 is related to higher expenditure incurred on research and clinical projects and to negative impact on the valuation of NodThera shares in the amount of PLN 8,929 thousand.

Valuation of shares in NodThera Inc.

Valuation of shares

As of December 31, 2022, four types of shares existed in NodThera Inc.: ordinary stock and preferred stock (Junior Preferred Stock, Series A1 and A2 Preferred Stock, Series B Preferred Stock and Series C Preferred Stock). Ryvu is a holder of the Junior Preferred Stock.

Associated with the Series A, B and C Preferred Stock is the right to receive dividends in the form of cash or the issuance of shares of the same class and also the non-dilution right. The payment of dividends and execution of the anti-dilution right may be made only in cases specified in the investment agreement, in particular in the event of a sale of the company or the admission of its shares to trading on a stock exchange. The shares held by Ryvu, i.e. Junior Preferred Stock, do not have the aforementioned right to pay dividends or the non-dilution right.

Series C Preferred Stock was issued by NodThera Inc. on September 20, 2022. The issue comprised of 8,698,375 shares at a price of USD 2.8741 per share. As a result of this issue, NodThera received financing in the total amount of USD 25,000,002.47. The issue was addressed only to existing investors. Ryvu did not participate in the issue.

Thanks to the receipt of funds raised from the Series C share issue, according to information obtained from NodThera Inc., NodThera has the necessary financial resources to fully implement the projects currently underway. In addition, the proceeds will provide enough cash for the company to operate smoothly until the end of 2023 and to seek additional capital for development in 2024 and the following years.

The Management Board of Ryvu has decided to include in the valuation of the shares held by Ryvu in NodThera, a 15.23% discount (reflecting no right to dividend and non-dilution right) to the price at which they were subscribed under the last share capital increase, i.e. issuance of series C on September 20, 2022, and the above approach was applied as of December 31, 2022.

Therefore, a share valuation of GBP 2.4363/share (share price from the last financing round from September 20, 2022, including a discount corresponding to the class of shares held by the Issuer) should be used as a basis for the calculations. As of 31.12.2022 Ryvu held 3.18% shares in NodThera on a fully diluted basis and the total valuation of the Issuer's shares in NodThera Inc. amounts to PLN 20,475,200 (at the average NBP exchange rate of 4,4018 PLN/USD).

Valuation of shares in NodThera Inc. according to fair value:

new share issue price (in USD)	2.4363
average NBP exchange rate from December 31, 2022	4.4018
new share issue price (in PLN)	10.72
number of the Company's shares in NodThera Inc.	1,910,000
value of shares in the balance sheet as of December 31, 2022	20,475,200
value of shares in the balance sheet as of December 31, 2021	29,403,922
change in valuation – gross impact on the valuation of shares	**-8,928,722**
value of shares in the balance sheet as of September 30, 2022	21,602,100
gross impact on valuation of shares	-1,126,900

Incentive Scheme

On May 17, 2021, the General Shareholders Meeting adopted the non-dilutive Stock Grant Program for 2021-2024 for all employees in the form of the right to acquire shares of the Company. The Stock Grant Program is comprised of 1,247,720 ordinary shares of the Company that have been donated to the Company free of charge by Mr. Paweł Przewięźlikowski – founder, President of the Management Board and Company's largest shareholder, constituting a total of 25% of the Company's shares held by Mr. Paweł Przewięźlikowski. The Stock Grant Program provides employees with the right to acquire shares at a preferential price of PLN 0.19 per share, covering the Company's administrative costs incurred to execute the Stock Grant Program. The fair value of the shares granted is determined as of the grant date and recognized over the vesting period in remuneration costs in correspondence with the capital increase at the time of vesting by employees during the program. For the period ending December, 2022 the Company recognized the non-cash cost of valuation of this incentive program of PLN 22,184 thousand – more details are described in note 32 to the financial statements.

Issue of Series "J" Shares

In Q4 2022, the Company also carried out a successful issue of Series "J" Shares, as a result of which the Company secured over PLN 242.5 million net. See Section 2.7.A below for more details.

1.3 The Company's Assets and the Structure of Assets and Liabilities

As of December 31, 2022, the value of the Company's assets was PLN 474,977 thousand and increased by PLN 246,164 thousand compared to the end of 2021 (PLN 228,813 thousand), mainly due to the issue of series "J" shares and cash inflow from BioNTech and Exelixis license agreements, partially compensated by expenditures on R&D projects. At the end of December 2022, the largest component of the current assets are share issue receivables in the amount of PLN 242,962 thousand (at the end of 2021 it was none). Ryvu was eligible to receive the funds from the issue after the registration of the capital increase, which took place in January 2023. Therefore, as of December 31, 2022, in assets the "Share issue receivable" and in the equity "Share premium paid up but not registered as at the balance sheet date" were recognized. The second largest component of the current assets was cash which amounted to PLN 101,917 thousand (at the end of 2021 it was PLN 83,236 thousand). The increase in cash resulted from the aforementioned cash inflow from BioNTech and Exelixis license agreements, partially compensated by spending incurred on R&D projects and Polish corporate income

tax payment for converting shares held in NodThera Ltd. into NodThera Inc. in the amount of PLN 5,458 thousand. Fixed assets are mainly CBR and laboratory equipment and the valuation of NodThera of PLN 20,475 thousand. The value of non-current assets decreased compared to December 31, 2021, by PLN 17,518 thousand. The decrease consists mainly of the negative impact from the valuation of NodThera shares (described above) and depreciation of fixed assets partially compensated by expenditures on the new lab equipment.

The main item in Ryvu's equity and liabilities is equity, which amounted to PLN 343,390 thousand as of December 31, 2022, and increased by PLN 182,088 thousand compared to December 31, 2021. The increase in equity is mainly a result of the share's issue compensated by net loss recognized for the period. The other source of assets funding are long-term liabilities which amounted to PLN 86,772 thousand at the end of December 2022. Long-term liabilities mainly related to deferred income related mainly to the deferred revenue from BioNTech agreement and the infrastructure subsidy for CBR.

The asset structure demonstrates the Company's high financial liquidity, which is confirmed by the following ratios:

	31.12.2022	31.12.2021
Current ratio current assets/current liabilities including short-term provisions and accruals (excl. deferred revenues)	8.82	3.83
Quick ratio (current assets-inventory)/current liabilities including short-term provisions and accruals (excl. deferred revenues)	8.77	3.75

Cash surpluses, not used in the operating activities, are deposited in the low-risk financial instruments like short-term bank deposits.

1.4 Current and Projected Financial Condition

The Company's financial position as of the report date is very good taking into account the current cash position and expected financing from the EIB. As of December 31, 2022, the value of the Company's cash amounted to PLN 101,917 thousand and as of March 17, 2023, it was PLN 320,589 thousand. The increase in cash mainly results from the receipt of funds from the issue of series "J" shares carried out in December 2022.

On August 16, 2022 the Company signed a financing agreement with EIB for a loan of EUR 22 million to support the development of the Company's pipeline. For more information, please refer to Section 2.7.A of this Report.

The Company meets its obligations in a timely manner and maintains sustainable cash levels ensuring its financial liquidity. Cash inflow from previous share issues, funds obtained from subsidies from EU funds supporting R&D projects and cash generated from the commercialization of projects allow the Company to execute its planned investments, in particular, the development of the ongoing

and new innovative projects and expansion of laboratory infrastructure. Future Company's revenue depends strongly on the ability to commercialize the research projects.

1.5 Significant off-balance sheet items

Significant off-balance sheet items are described in Note 34 to the financial statements.

1.6 Financial forecasts

The issuer did not publish financial forecasts for 2022.

1.7 Principles of preparation of annual financial statement

These principles were described in Issuer's financial statement.

1.8 Unusual factors and events having impact on activities results

Coronavirus (COVID-19)

The Coronavirus (COVID-19) pandemic continued during the reporting period. Its impact on the operations and results of the Issuer is presented below in section 2.8.

1.9 Data regarding agreement with entity authorized to audit financial statements

The agreement with an entity authorized to audit financial statements, i.e. PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt sp. k. to audit the financial statements of Ryvu Therapeutics S.A. was concluded on September 19, 2022 for the period of 2022-2024.

The remuneration of the entity authorized to audit financial statements together with the classification of particular types of services is described in the financial statements.

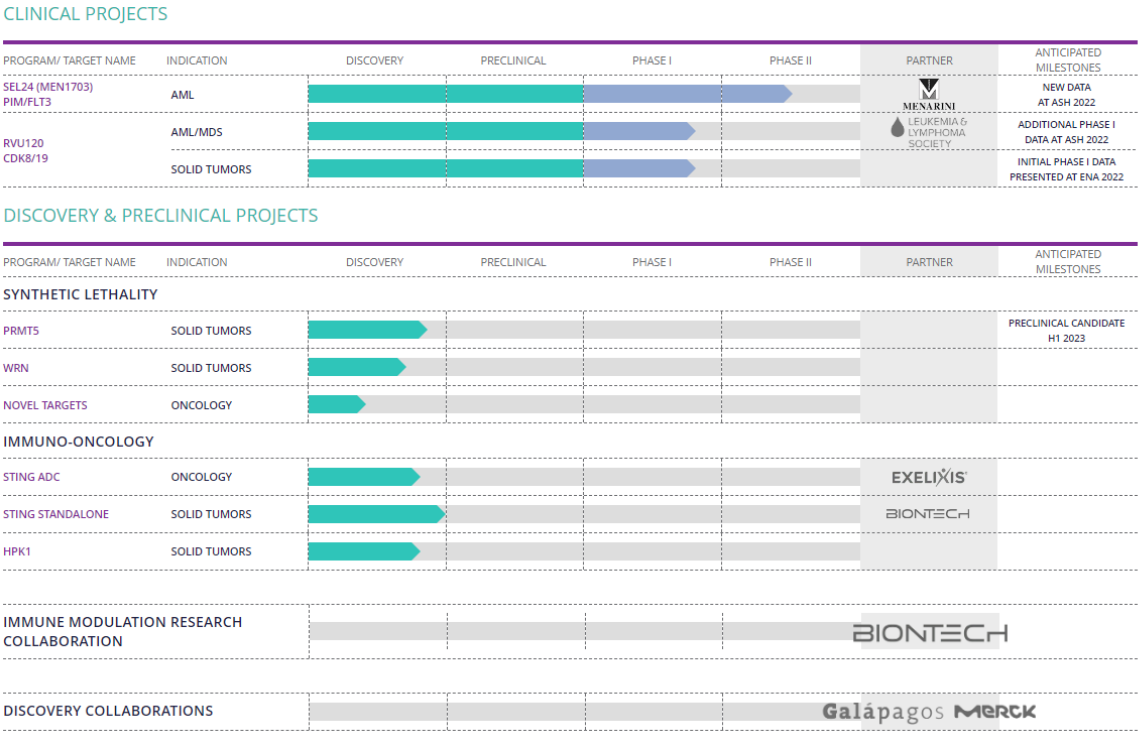
2 INFORMATION ON ISSUER'S ACTIVITIES

2.1 The pipeline

Ryvu Therapeutics is advancing a broad pipeline addressing emerging targets in oncology.

Ryvu's pipeline includes candidates with differentiated therapeutic mechanisms, including programs directed at kinase, synthetic lethality and immuno-oncology pathways.

These research and development projects are represented below.



Source: Company's own data.

SEL24 (MEN1703)

SEL24 (also known as MEN1703) is a selective, small molecule, dual inhibitor of PIM and FLT3 kinases, two enzymes that are strongly implicated in malignant transformation of hematopoietic cells. The compound has been discovered by Ryvu and is currently in development in collaboration with Menarini Group as a therapeutic option for cancers including acute myeloid leukemia (AML). The licensing contract with Menarini was executed in March 2017, and currently, Menarini is the sole sponsor of the ongoing phase I/II clinical study. Details of this study can be found at ClinicalTrials.gov under the identifier NCT03008187. Ryvu has also been assisting in translational research on the project.

The data that have been generated in the SEL24 Cohort Expansion part of the study were presented in June 2021 during the American Society of Clinical Oncology (ASCO) and European Hematology Association (EHA) Virtual Congresses. Data reported in the posters confirmed the manageable safety profile of the drug at the recommended dose and showed preliminary single agent efficacy in relapsed/refractory AML, particularly in patients with IDH mutant disease either naïve or previously exposed to IDH inhibitors.

In the above-mentioned posters, a total of four objective responses across the dose escalation (n=25) and cohort expansion (n=23) in patients with AML were reported, with 3 of those 4 responders harboring an IDH mutation. Notably, three out of five patients with IDH mutations treated at doses of 75-125 mg achieved a CR/CRi, including a patient that previously relapsed on the IDH-inhibitor enasidenib. Furthermore, one patient with an IDH1 mutation achieved a CRi and underwent allogeneic-HSCT.

Menarini stated that these results warrant further investigation of SEL24 in AML, with a potential to focus on the IDH-subset. A subsequent study in this patient population started in July 2021.

On November 4, 2021, Menarini announced that the U.S. Food and Drug Administration (FDA) has granted orphan drug designation (ODD) to SEL24 for the treatment of AML.

In June 2022 during the ASCO Annual Meeting and at the EHA Hybrid Congress 2022 Menarini presented a poster entitled: “Phase 1/2 study of SEL24/MEN1703, a first-in-class dual PIM/FLT3 kinase inhibitor, in patients with IDH1/2-mutated acute myeloid leukemia: The DIAMOND-01 trial”.

As of 21 April 2022 (cut-off date), 25 patients were enrolled in the IDHm cohort. Fourteen patients had IDH2, 1 had IDH1/2, and 9 had IDH1 mutations. Concomitant mutations in FLT3-ITD were detected in 4 patients. The median duration of treatment was 2 cycles. In total, 15 patients completed ≥1 treatment cycle and were efficacy evaluable. The ORR was 13%. One patient with IDH2 and NPM1 mutations had a partial remission at cycle 4 and achieved a CR at cycle 13. One patient with an IDH1 mutation achieved a CRh at cycle 3 and underwent hematopoietic stem cell transplant. These preliminary results in the IDHm cohort confirm that SEL24/MEN1703, has a manageable safety profile and single-agent activity in patients with R/R IDHm AML.

During the ASH Annual Meeting & Exposition in December 2022, Menarini and its collaborators presented translational data on SEL24 (MEN1703). There were four posters on combination therapy of SEL24 (MEN1703) with gilteritinib and SEL24 (MEN1703)-induced PIM inhibition and mechanism of action demonstrated *in vitro* in multiple myeloma (MM), classical Hodgkin lymphoma-tumor-associated macrophages (cHL-TAMs), and diffuse large B-cell lymphoma (DLBCL) models showing the potential of SEL24 (MEN1703) in these malignancies.

Ryvu receives information on the study progress from Menarini during periodic technical and joint steering committee meetings. Based on information received by Ryvu in March 2023, Menarini is considering additional clinical trials in order to better explore the potential of SEL24 (MEN1703) in various disease settings, however as of the date of the report no further clinical development plans have yet been approved by the Menarini management.

RVU120 (SEL120)

RVU120 (also known as SEL120) is a clinical stage, selective, first-in-class dual inhibitor of CDK8 and CDK19 kinases. RVU120 has demonstrated efficacy in a number of solid tumors and hematologic

malignancies in in vitro and in vivo models. CDK8 and its paralog CDK19 are kinase submodules of the mediator complex, involved in both transcriptional activation and repression, having central roles in the maintenance of cancer cell viability and undifferentiated state for a variety of tumor types (Dannappel et al. 2019; Rzymski et al. 2015; Philip et al. 2018). CDK8/19-mediator complex integrates basal transcriptional machinery with the activity of oncogenic transcriptional and epigenetic factors. Inhibition of CDK8/19 can repress key oncogenic transcriptional programs and induce lineage commitment genes in AML. CDK8 and CDK19 are preclinically validated novel targets for the treatment of breast and prostate cancers. Targeting CDK8 and CDK19 using RVU120, may be an effective treatment for both hematologic malignancies and solid tumors with deregulated transcription.

RVU120 has been internally discovered by Ryvu and has received support from the Leukemia & Lymphoma Society Therapy Acceleration Program® (TAP), a strategic initiative to partner directly with innovative biotechnology companies and leading research institutions to accelerate the development of promising new therapies for blood cancers.

On March 25, 2020, the U.S. Food and Drug Administration (FDA) granted an orphan drug designation (ODD) to RVU120 for the treatment of patients with AML.

At present, Ryvu is conducting two clinical studies with RVU120: (i) Phase Ib in patients with AML/HR-MDS (NCT04021368) and (ii) Phase I/II in relapsed/refractory metastatic or advanced solid tumors (NCT05052255). Additionally, multiple translational research activities are underway, aimed at further confirmation of RVU120 mechanism of action, defining the target patient population and potential combination partners, as well as validating RVU120 in other hemato-oncology as well as solid tumor indications.

The primary aim of the ongoing first-in-human (FIH) Phase Ib study with RVU120 in relapsed or refractory AML or high-risk MDS (CLI120-001 [RIVER-51], NCT04021368) is to evaluate the safety and tolerability of RVU120 as well as to determine the recommended dose for Phase II (RP2D). The secondary endpoints include measurements of pharmacokinetic (PK) properties and an assessment of signs of clinical activity. Response to RVU120 will be evaluated by individual response criteria per each disease predefined in the study protocol. In addition, the exploratory objective of the study is the investigation of the relevant pharmacodynamic (PD) response by studying biomarkers of target engagement in patient samples, such as STAT5 phosphorylation, and identification of molecular markers that might point to a better response to treatment with RVU120.

The first patient in the RIVER-51 clinical trial was dosed in September 2019. The study is currently enrolling at seven investigational sites in the US and Poland. Ryvu presented updated data on the safety and efficacy of RVU120 at doses between 75 mg and 110 mg of this ongoing study at the ASH Annual Meeting & Exposition in December 2022. As of November 11, 2022, 19 patients have been treated with RVU120. Nine of 16 evaluable patients showed clinical benefit: one patient with AML had a complete response, four patients had hematologic improvement and four patients had blast reductions. Importantly, RVU120 demonstrated a favorable safety profile. Additionally, a dose- and exposure-dependent inhibition of pSTAT5 as a marker of target engagement has been observed in patients treated with RVU120. As of March 3, 2023,enrollment was ongoing at the dose of 135 mg EOD.

The other ongoing clinical study with RVU120 (RVU120-SOL-021 [AMNYS-51], NCT05052255) is a Phase I/II study aiming to investigate the safety and efficacy of RVU120 in patients with relapsed/refractory metastatic or advanced solid tumors. The study is designed in two parts. Part 1 of the study (Phase I)

is a dose escalation part according to a standard 3+3 design and is aimed at the enrollment of adult patients with solid malignancies who have failed available standard therapies. The primary objective of the Phase I part is to determine safety, tolerability and the RP2D. The secondary objectives include the determination of the pharmacokinetic (PK), pharmacodynamic (PD), and preliminary anti-tumor activity of RVU120 as a single agent. Part 2 (Phase II) is aimed both at safety and efficacy expansion. Part 2 will enroll patients with specific tumor types, either as a single agent or in combination with standard anticancer medicinal agents. Additional translational and biomarker studies are currently ongoing to confirm which target patient populations will be selected. The study is currently enrolling at five investigational sites in Poland and Spain. Preliminary data of the dose escalation part were presented as a poster at the 34th EORTC-NCI-AACR Symposium in October 2022. After the data cut-off for that conference, a biomarker inhibition of >70% has been achieved in a patient dosed at the 135mg cohort. Based on preclinical assumptions, this threshold is sufficient to obtain high efficacy in selected patient groups with hematologic malignancies. As of March 3, 2023, enrollment was ongoing at the dose of 375 mg EOD.

Key achievements in RVU120 clinical development:

- Poster presentation at the European Hematology Association Congress in Vienna in June 2022, Ryvu presented data from RIVER-51, the ongoing Phase Ib dose-escalation study of RVU120 in patients with AML or high-risk myelodysplastic syndromes (HR-MDS). At the cut-off date of May 26th, 16 patients had been dosed in 7 cohorts. Preliminary data demonstrated a favorable safety profile of RVU120. No DLT and no drug-related SAE have occurred. Meaningful pharmacodynamic changes of STAT5 phosphorylation have been observed with a maximum of approximately 50% target inhibition. Clinically meaningful benefit of RVU120 monotherapy has been observed, with one CR and disease stabilizations with blast reductions in several ongoing patients who failed multiple prior lines of therapy. Dose escalation will continue.
- Poster presentation at the 34th EORTC-NCI-AACR Symposium in Barcelona in October 2022, Preliminary data from the ongoing dose escalation part of AMNYS-51 patients with relapsed/refractory metastatic or advanced solid tumors were presented. As of the cut-off date, 17 patients had been treated with RVU120 at doses between 75 mg and 175 mg. The adverse event profile was favorable with mild or moderate gastrointestinal events as the most frequent. There were no drug-related serious adverse events (SAEs), no dose-limiting toxicities (DLTs), and no adverse event was leading to drug discontinuation. A dose-dependent increase of RVU120 exposure was observed with expected variability. pSTAT5 inhibition as a marker of target engagement correlated with exposure and a more than 60% inhibition was observed at a dose of 135 mg. Disease stabilization was achieved in 4 out of 11 evaluable patients, of which 3 lasted for more than 4 months.
- Poster presentation at the ASH Annual Meeting & Exposition in December 2022, updated safety and efficacy data were presented of a total of 19 patients (16 patients with AML, 3 patients with HR-MDS). Nine of 16 evaluable patients showed clinical benefit: One patient with AML had a complete response, four patients had hematologic improvement and four patients had blast reductions. RVU120 demonstrated a favorable safety profile. A meaningful inhibition of pSTAT5 of >70% has been observed in patients treated with RVU120 in a dose- and exposure-dependent manner.

In the opinion of Ryvu's Management Board, the data warrant continuation of dose escalation and collection of additional clinical data.

Further translational research showed that patient-derived AML cells with DNMT3A and NPM1 mutations are more sensitive to RVU120 treatment both *in vitro* and *in vivo*. This observation is consistent with the clinical responses to RVU120 in CLI120-001 (RIVER_51) study in two patients that harbored DNMT3A and NPM1 mutations. Anti-cancer efficacy of RVU120 was associated with transcriptomic reprogramming and lineage commitment.

PRECLINICAL AND DISCOVERY STAGE PROJECTS

Synthetic lethality projects

Ryvu is carrying out several discovery stage projects in the area of synthetic lethality. Ryvu's most advanced project in the field of synthetic lethality focuses on cancers with a deletion of the metabolic gene MTAP, which occurs in 10 to 15% of all human tumors. MTAP deletion results in massive accumulation of methylotioadenosine (MTA) in cells. MTA at high concentrations is a very selective inhibitor of PRMT5 methyltransferase, competitive for the substrate: S-adenosylmethionine (SAM). Accumulation of MTA in cells with MTAP deletion causes a partial inhibition of the methylation activity of PRMT5, which in turn reduces the level of symmetric arginine dimethylation of the whole proteome, and thus an increased sensitivity of cells to modulation of methylosome activity. The Company's strategy is to develop MTA-cooperative PRMT5 inhibitors, which will selectively inhibit the growth of MTAP-deleted cancer cells.

The work carried out in year 2022 focused on the expansion of the main chemical series into a lead series with the key aim to demonstrate in vivo proof of concept, which would then allow for the nomination of a preclinical candidate in 2023. Experimental works on improving the properties of the chemical series were continued with respect to potency, selectivity measured by the inhibition of SDMA in MTAP-deleted versus MTAP WT cells, and particularly PK parameters in rodent species (necessary for pharmacological and toxicological characterization). Ryvu compounds selectively inhibit growth of MTAP-deleted cancer cells in prolonged 3D culture, which strongly correlates with inhibition of PRMT5-dependent protein symmetric dimethylation (SDMA) in those cells. Selectivity between effects observed in MTAP-deleted and WT cells exceeds 100-fold both for SDMA and growth inhibition. This optimization allows for selection of new improved, orally bioavailable derivatives for larger scale synthesis and efficacy studies in animal models, which are planned in H1 2023.

Results on the development of MTA-cooperative PRMT5 inhibitors were presented at the two international conferences: (i) first one, the annual AACR (American Association for Cancer Research) conference in New Orleans, United States in April 2022, and (ii) a second one, with a summary of optimization progress and an early lead compound profile, together with *in vivo* results in a mouse model showing tumor growth inhibition and pharmacodynamic biomarkers in MTAP-deleted tumors at the annual ENA (EORTC-NCI-AACR) symposium in Barcelona, Spain in October 2022.

The goal of the second disclosed project from synthetic lethality portfolio is to identify and develop first-in-class, small molecule, chemical inhibitors of the Werner syndrome helicase (WRN), which plays an important role in cell proliferation, the replication stress response, and DNA repair. Loss of DNA mismatch repair is a common initiating event in cancer development and it is responsible for 10-30% of endometrial, colorectal, ovarian and gastric cancers. Scientific data reveals promising synthetic

lethal interaction between inactivation/inhibition of the WRN helicase and tumors with microsatellite instability (MSI) - a phenotype that arises from DNA mismatch repair deficiency. These studies have highlighted the therapeutic potential of WRN inhibitors and holds promise for patients bearing tumors with MSI.

Ryvu's WRN project was initiated by several high-throughput screening campaigns that provided a number of small-molecule WRN-inhibiting actives, characterized by different scaffolds. Several most promising chemotypes were selected for further development. In 2022 major research efforts were focused on optimization of key physicochemical properties and expansion around the main chemical series, as well as validation and exploration of the inhibitor mode of action.

In addition to the two disclosed projects, Ryvu is currently running a number of internal initiatives focused on identifying and validating new targets in the field of synthetic lethality, with potential for first-in-class drug discovery. Work is currently underway to validate several therapeutic targets identified so far. High-throughput screening campaigns and alternative approaches are ongoing to identify active compounds for two of the selected molecular targets. At the end of H2 2022, both targets were in the hit validation stage, where the desired biological activity and specificity are confirmed using orthogonal biochemical and biophysical methods.

Since the beginning of 2022, work has been underway to implement Ryvu's own innovative target discovery platform based on genome-wide screening in cancer cells with defined genotype. The methodology enables the detection of new biological targets that meet the definition of synthetic lethality and other candidates for targeted therapies (e.g. disease specific, actionable oncogenic drivers). These therapies will target genetically stratified patient populations in which the tumor genotype significantly increases the chances of a clinical response. The Ryvu platform enables modeling the influence of the tumor microenvironment (stress conditions and 3D culture) and the use of cells directly isolated from patients' tumors (primary cells) in high-throughput screening. The Ryvu platform is currently used for genomic alterations (mutations or deletions of genes) with the biggest unmet medical need.

Collaboration with BioNTech on Immunotherapy and STING

On November 29, 2022, BioNTech and Ryvu entered into a multi-target research collaboration for several small molecule immunotherapy programs as well as an exclusive license agreement for Ryvu's STING agonist portfolio as standalone small molecules. BioNTech received a global, exclusive license to develop and commercialize Ryvu's STING agonist portfolio as standalone small molecules, including as monotherapy and in therapeutic combinations. In addition, BioNTech and Ryvu will jointly undertake drug discovery and research projects to develop multiple small molecule programs directed at exclusive targets selected by BioNTech, primarily focused on immune modulation within oncology, with potential applications in other disease areas. BioNTech has the option to license global development and commercialization rights to these programs at the development candidate stage. Multiple research programs are underway jointly but remain confidential.

Collaboration with Exelixis on STING ADCs

On July 7, 2022, Exelixis and Ryvu entered into an exclusive license agreement focused on the development of novel targeted therapies utilizing Ryvu's STING technology. As part of the optimization of the STING agonists developed by Ryvu, the company identified active compounds with a variety of chemical groups that allow easy combination with a reactive chemical group. This modification allows

for further development of agonists in the form of antibody-drug conjugates (ADC), where the antibody enables targeted delivery of the active STING agonist. Under the terms of agreement, Exelixis will develop antibody-drug conjugates leveraging Ryvu's STING agonist portfolio.

In January 2023, the first milestone within the collaboration was achieved, which, in line with the agreement, made Ryvu entitled to a payment of USD 1 million. Further project progress remains confidential.

Collaboration with Galapagos on Inflammation

On April 16, 2020, Galapagos and Ryvu entered into a collaboration focused on the discovery and development of novel small molecule drugs in inflammation. On December 14, 2021, the companies announced that Galapagos exercised its exclusive option for the program. The joint research collaboration is focused on the discovery and development of novel small molecule drugs in inflammation. In November 2022, Galapagos announced a strategy to focus its R&D investment in the areas of immunology and oncology, and so a further update on progress and prioritization is expected with high risk of terminating the collaboration with Ryvu.

OTHER PROJECTS

Ryvu is also developing small molecule modulators of HPK1 (MAP4K1), a hematopoietic cell-restricted member of Ste 20 serine/threonine kinases. HPK1 is known as a negative regulator of TCR signaling. Inhibition of HPK1 leads to TCR-induced phosphorylation of SLP-76, which undergoes phosphorylation-dependent ubiquitination and results in its degradation, thereby blocking signal transduction - required for immune system activation and elimination of cancer cells. The results of the project so far are compounds with high selectivity for HPK1 kinase, metabolic stability and in vivo activity in a mouse model for selective pharmacodynamic biomarkers. At the same time, the main chemical series and the lead compound require further improvement of the safety parameters related to the potential risk of cardiotoxicity and an increase of the therapeutic window.

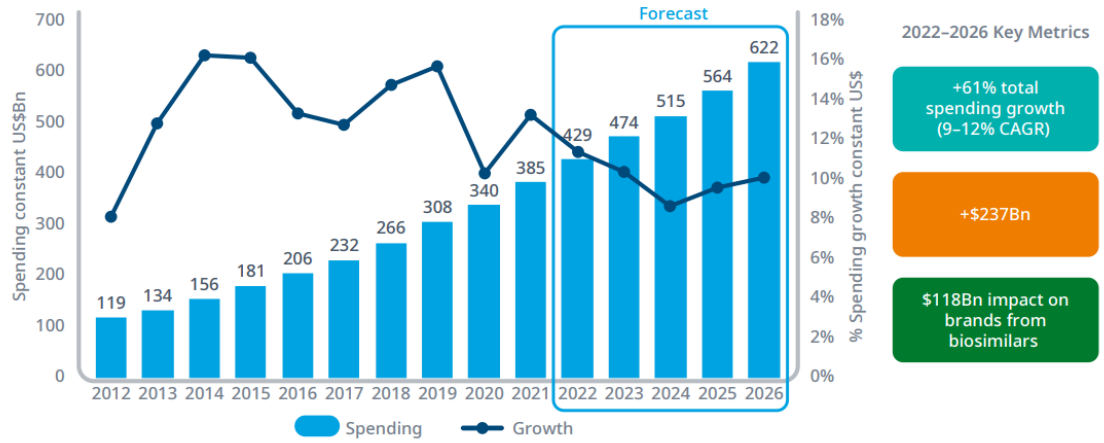
2.2 Characteristics of the biotechnology industry

The life science industry is one of the most globalized sectors of the economy. Compounds with therapeutic potential developed in one country are protected by international patents and commercialized as drugs all over the world. Their creation often involves many subcontractors operating in different countries on different continents. It is a truly global marketplace where the discovery and development of projects in one part of the world has a direct impact on the industry in other parts of the world. For this reason, the assessment of the competitive environment for innovative companies in the pharmaceutical industry makes sense only in a global context.

According to IQVIA, the global pharmaceutical market will reach $ 1.8 trillion in 2026, growing at a rate of 3-6% CAGR annually through 2026. The main growth leaders will likely be the US market and emerging markets (including China, Bangladesh, Brazil, Chile, Russia, India, Algeria and the Philippines), where the annual growth rate is up to 3% and 5-8%, respectively. IQVIA analysts predict that developed countries will see growth of 2-5% through 2026. The largest emerging market is expected to be China where revenue is estimated to exceed $205 billion in 2026 with growth of 2.5-5.5%.

The research and development portfolios of companies in the industry are constantly growing, while at the same time the success rates in drug development are at historic highs. It is expected that this will result in an increasing number of new products that will be commercialized over the next five years. Over the next five years, more than 250 new active substances are expected to launch in the U.S., with an aggregate total of more than $22 billion in new brand spending per year. Globally, product launches of new active substances launches are projected to average 54-63 launches per year, totaling 290-315 launches total in 2022-2026.

Exhibit 38: Global biotech spending and growth



Source: IQVIA Institute, Nov 2021

In addition to the above-mentioned statistical figures, a characteristic feature of the biotechnology market is also that the commercialization of the final drug product is preceded by several formal stages, which often take many years to be completed and are characterized by various degrees of probability of success.

These stages can be described as follows:

1) drug discovery stage,

2) preclinical studies (in vitro and in vivo)

3) clinical trials (which typically include three phases)

4) regulatory evaluation and approval

5) commercialization of an approved drug

A key characteristic of the biotechnology market is that only a small percentage of substances that were analyzed at the drug discovery stage will be approved by the relevant authorities and consequently commercialized as an actual drug. An important element is that at each of the above-mentioned stages, it may turn out that company will be unable to advance the project to the next phase. It is also possible that the company, despite the project's transition to the next stage, will be forced to return to an earlier stage in order to conduct additional research or development activities (for example, due to a requirement of the relevant authorities or due to new circumstances).

In connection with the above, a characteristic feature of the biotechnology market is also that projects can span many years, and the probability of success can be extremely difficult to estimate.

Oncology drugs market

According to GLOBOCAN, 19.3 million people in the world were diagnosed with cancer in 2020 (in 2012 it was 14.1 million people, so the number of cases increased by 37% compared to 2012). Furthermore 9.95 million patients died, which is 21% more than in 2012, when 8.2 million fatalities were reported (source: http://gco.iarc.fr/). The current data and forecasts for Poland show that in 2015-2024 cancer will be second in the rankings of the most common causes of mortality (comprising 20% of deaths), and this phenomenon reflects the global trend ("Strategy for Fighting Cancer" http://www.walkazrakiem.pl/).

According to estimates by Allied Market Research, the global market for oncology drugs market was worth USD 135,494 million in 2020 and is expected to reach USD 274,400 million in 2030, growing at a rate of 7.5% (CAGR) from 2021 to 2030. The key drivers of the global oncology/cancer drugs market are a surge in the geriatric population, surge in prevalence of cancer, higher rate of early screening for cancer, and higher number of R&D activities to develop cancer therapeutics. Promising drugs in late stage development in emerging economies are further expected to provide lucrative opportunities for market expansion. However, adverse effects related to cancer drugs impede the oncology drugs market growth.

In recent years, a record number of anticancer drugs have been released to the market, offering much needed new therapeutic options for cancer patients. In the US alone over the past 5 years, there were 62 unique new cancer medicines launched with many approved for more than one indication. More than half of these new therapies are for oral administration, have the status of a rare disease drug, or are for use in the presence of a specific biomarker. Of the cancer types accounting for the majority of spending in developed countries, kidney cancer, non-small cell lung cancer, chronic lymphocytic leukemia, melanoma, and multiple myeloma saw a 20% or higher increase in annual spending since 2017, reflecting new treatment options with new mechanisms, improved diagnosis rates and longer treatment durations.

Therapeutic guidelines have also changed to maximize the benefit that patients can achieve. Unfortunately, despite the high R&D activity, oncology remains the area of the greatest unmet medical needs and, at the same time, the greatest research and development challenge.

Oncology trial starts in 2020 reached historic high levels, 60% higher than started in 2015, reflecting strong momentum in this area.

According to the data provided by IQVIA, global spending on oncology drugs reached $164 billion in 2020 and has increased at a compound annual growth rate of 14.3%, driven by the surge in innovative treatments, expanded access and a strong focus across health systems to increase early-stage diagnosis and treatment of patients.

IQVIA also predicts that R&D spending in the oncology area will grow at a rate of 3% by 2024, compared to 4.2% in 2010-2018. This decrease can be attributed to drug development strategies focused on increasingly narrower therapeutic indications (i.e. biomarker driven), where the cost of clinical trials is often lower.

Oncology drugs reached record high proportions of drug development, accounting for more than 40% of early-stage and more than 30% of late-stage pipeline development. Half of the late-stage oncology pipeline is in development for rare cancers and includes a wide range of next-generation and targeted therapies. Growth in the pipeline of next-generation biotherapeutics stalled in 2020 after almost

doubling in the prior two years, but further growth may be expected in the areas of cell and gene therapy and RNA therapeutics, for example.

By therapeutic area, oncology and immuno-modulatory drugs were the most expensive to develop, coming in at a median of $2.8 billion, according to estimates published by JAMA in 2020.

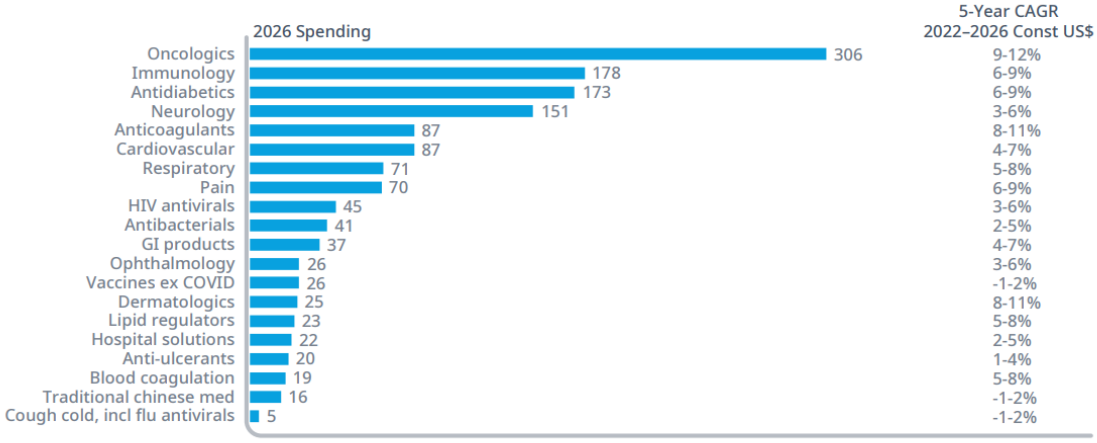
Oncology partnering

For the Issuer's innovative projects, a key strategic element is the market of partnering agreements (licensing and collaboration agreements) concluded between companies within the biotechnology and pharmaceutical industry. The growing importance of partnering is related to the prevailing model of innovation in the pharmaceutical industry where there are several key players with distinct but often overlapping focuses: 1) academic institutions, generally conducting basic research, 2) biotechnology companies, generally conducting early stage research and development, 3) and pharmaceutical companies, generally involved in advanced clinical research and global drug commercialization. Almost half of the revenues of large pharmaceutical companies are from drugs that have been developed outside their laboratories. This model creates an extensive market of projects, purchased by large pharma/biotech companies from other pharma/biotech companies across the spectrum of development from discovery through commercial stages.

Investments in oncology far exceed those in other therapeutic areas, and partnering is a key strategy for these investments. In the years 2016-2020, the cumulative value of contracts in oncology totaled $331 billion, according to Clarivate Analytics.

The two leading global therapy areas — oncology and immunology — are forecast to grow 9–12% and 6–9% CAGR through 2026, lifted by significant increases in new treatments and medicine use and offset by losses of exclusivity, including biosimilars. Oncology is projected to add 100 new treatments over five years, contributing nearly $120 billion in new spending and bringing the total market to more than $300 billion in 2026.

Exhibit 42: Top 20 therapy areas in 2026 in terms of global spending with forecast 5-year CAGRs, const $US



Source: IQVIA Institute, Nov 2021

Immuno-oncology is a significant subsegment of oncology drug development, both in terms of investment in research and development and partnering. It is estimated that by 2025 the total immuno-oncology market will be worth around USD $93 billion at a compound annual growth rate (CAGR) of 10%. This increase will also be associated with significant changes in the way cancer patients

are treated, which are expected to occur over the next decade (according to GlobalData, a research and consulting company).

2.3 Significant contractors

The Issuer's operations require the use of services necessary for R&D work. The contractors providing services to the Issuer is relatively well diversified. The share of contractors (service providers) that have reached at least 10% of total sales revenues is moderate. The key contractors shown below are not related to the Issuer.

	Financial year ended 31/12/2021 [net value] PLN
Contractor A	**7,668,042.70**
Contractor B	**4,639,317.59**

The main customers are presented in the financial statements in the Note 6.

The transactions with related companies are presented in the financial statements in the Note 29.1.

2.4 Changes in the basic principles of managing the Issuer's enterprise

There were no such changes in the 2022 financial year.

2.5 Employment data

At the end of 2022 Ryvu Therapeutics S.A. was employing 215 people.

	As of 31.12.2022	As of 31.12.2021	As of 31.12.2020
Ryvu Therapeutics S.A.	**215**	**190**	**161**

2.6 Sponsoring and charitable activities

Charitable activities are essential to Ryvu's commitment to social responsibility and community engagement. Throughout 2022, the company undertook various initiatives to support and uplift the communities it operates in.

Ryvu Therapeutics intends to build long-term relationships with charity organizations as part of its Corporate Social Responsibility. The Company supports UNICORN Charitable Association in Krakow, a charitable organization established in 1999 which supports oncology patients and their families. The association runs the first Polish psycho-oncology centre, where cancer patients receive professional psychological help to support them through the diagnosis and treatment.

Ryvu Therapeutics also participated in a Krakow charity run organized by Poland Business Run Foundation, supporting people with mobility impairment in overcoming social barriers. Also, the foundation promotes awareness of disabilities and tries to change the social perception of disabled people.

Furthermore, in 2022, Ryvu started working with “Dom Ukraiński” Foundation, a non-governmental organization located in Poland that aims to promote Ukrainian culture and integrate the Ukrainian community into Polish society. During times of war, the Foundation focuses on providing humanitarian aid and support to affected Ukrainian people.

Charitable donations by Ryvu Therapeutics in 2022 amounted to over 42 thousand PLN.

2.7 Significant events in 2022

DURING THE REPORTING PERIOD

Delivery of a lawsuit for payment in connection with the construction of the Research and Development Center

On January 19, 2022 Issuer informed about having been served with a lawsuit for payment filed to the Regional Court in Kraków by the Contractor in connection with the performance of the general contractor agreement for the project entitled: "Construction of the Research and Development Center for Innovative Drugs Selvita S.A.". In the lawsuit, the Contractor is claiming damages for the costs incurred in connection with the prolonged performance of the Contract, the unpaid portion of the lump sum fee as well as supplementary remuneration for additional, replacement, and omitted works (PLN 5.391.425,63) as well as damages resulting from the Company's unauthorized - in the Contractor's opinion - application of the performance bond and removal of the defects and faults (PLN 2.063.507,56). With the statutory interests, the Contractor demands from the Company a total amount of PLN 7.671.285.

The Company disputes the validity of the claims indicated in the Contractor's statement of claim both in principle and in amount. The Company will take appropriate legal steps in order to protect its interests in connection with the claims made by the Contractor.

Earlier, on September 24, 2021 Ryvu filed a lawsuit against Mota-Engil Central Europe S.A. in connection with construction of the Research and Development Center for the payment of PLN 13.756.717,07. The total value of the Contract was PLN 68,783,585.34 including VAT.

Appointment of the new Chief Medical Officer

Effective February 1st, 2022 Mr. Hendrik Nogai, M.D. has been appointed to the role of Chief Medical Officer. Dr. Nogai will lead medical, clinical, and regulatory functions to support and guide the development of the company's pipeline. Dr. Nogai is a board-certified medical doctor in Hematology/Oncology and Internal Medicine, with almost 10 years of experience in patient care and basic research in different academic settings, including Charité – University Medicine Berlin, University Hospital Grosshadern in Munich, and Zentralklinikum Augsburg. Besides his clinical expertise, Dr. Nogai brings 17 years of industry experience including business consulting at Mercer Management Consulting/ Oliver Wyman, Medical Advisor role at Nordic Biotech Capital ApS, and positions of increasing responsibility at Bayer AG, with his most recent role of Vice President, Global Development Leader NTRK program.

AACR 2022 ANNUAL MEETING

During the American Association of Cancer Research (AACR) Annual Meeting 2022, April 8-13 2022, Company presented the latest data of its oncology projects: RVU120 (SEL120), a program developing

a selective CDK8/19 kinase inhibitor as an effective therapy for the treatment of hematologic malignancies and solid tumors, as well as a project developing MTA - cooperative inhibitors of PRMT5 - as a synthetically lethal therapy for the treatment of tumors with MTAP gene deletion.

Poster details:

- **Title**: *RVU120, a selective CDK8/CDK19 inhibitor, demonstrates efficacy against hormone independent breast cancer cells in vitro and in vivo*
  Abstract number: 2647
- **Title**: *Discovery of novel MTA-cooperative PRMT5 inhibitors as a targeted therapeutic for MTAP deleted cancers*
  Abstract number: 1117
- **Title**: *Trials in Progress – RVU120 SOL-021: An open-label, single agent, Phase I/II trial of RVU120 (SEL120) in patients with relapsed/refractory metastatic or advanced solid tumors*
  Abstract number: 8023

ASCO 2022 Annual Meeting

During the American Association of Clinical Oncology Research (ASCO) Annual Meeting 2022, June 3-7 2022, Company featured its oncology projects: RVU120 (SEL120), a program developing a selective CDK8/19 kinase inhibitor as an effective therapy for the treatment of hematologic malignancies and solid tumors (abstract book), as well as a selective PIM/FLT3 inhibitor SEL24 (MEN1703), currently under development by Menarini Group (poster presentation).

Details of abstracts:

- **Title**: *Phase 1/2 study of SEL24/MEN1703, a first-in-class dual PIM/FLT3 kinase inhibitor, in patients with IDH1/2-mutated acute myeloid leukemia: The DIAMOND-01 trial*
  Session Title: Hematologic Malignancies—Leukemia, Myelodysplastic Syndromes, and Allotransplant
  Abstract number: 7024
- **Title:** *Phase I/II trial of RVU120 (SEL120), a CDK8/CDK19 inhibitor in patients with relapsed/refractory metastatic or advanced solid tumors*
  Abstract Number (online publication only): e15091

NodThera announces clinical progress for lead NLRP3 Inflammasome inhibitors and candidate selection of novel brain-penetrant compound

On May 10th, 2022, NodThera announced several key advancements across its portfolio. NodThera's lead candidate, NT-0796, demonstrated positive interim results from its Phase 1 single-ascending dose (SAD) study. Additionally, the company has commenced first-in-human dosing in the Phase 1 study of its second lead candidate, NT-0249, and announced the selection of its third pipeline candidate, NT-0527 – a brain-penetrant NLRP3 inflammasome inhibitor from a novel chemotype.

The positive interim results from the SAD portion of the Phase 1 trial with NT-0796 represent early clinical proof of mechanism for NT-0796 as a potent NLRP3 inflammasome inhibitor. Across all dosing cohorts, NT-0796 was safe and well tolerated and shown to be orally bioavailable with a dose-proportional pharmacokinetic (PK) profile. This portion of the study also showed a dose-dependent pharmacodynamic (PD) effect through the ability to lower IL-1β and IL-18 levels in an ex vivo NLRP3-

stimulation assay. These results confirm the criteria to advance NT-0796 further in development and continue the ongoing multiple-ascending dose (MAD) portion of the Phase 1 study to assess brain exposure through cerebrospinal fluid (CSF) sampling.

New data from RVU120 and SEL24 (MEN1703) programs presented at the EHA Hybrid Congress 2022

On June 10th the Company presented three abstracts demonstrating data from the Phase 1b dose-escalation study of RVU120 (SEL120) in patients with AML or high-risk myelodysplastic syndromes (HR-MDS) and the Phase 1/2 study of SEL24(MEN1703) in Patients with IDH1/2-Mutated AML at the Annual European Hematology Association (EHA) 2022 Hybrid Congress in Vienna, Austria and on-line.

In the opinion of the Ryvu Management Board, the clinical data presented at EHA 2022 confirm the single drug efficacy of RVU120 and durable benefits for patients with very few treatment options as well as the responder hypothesis in a molecularly defined subset of patients with DNMT3A and NPM1 mutations. Based on the encouraging data, the Company plans to continue dose escalation and further advance the clinical development of RVU120 in both biomarker-selected AML patients and the unselected broader AML population. The data presented by Menarini on SEL24 and the additional communication received from Menarini in project meetings has confirmed the single-agent activity of SEL24 and its potential for further development in different disease settings.

Details of abstracts:

RVU120: orally available CDK8/19 inhibitor

- Abstract Title: *Preclinical and Clinical Signs of RVU120 Efficacy, a Specific CDK8/19 Inhibitor in DNMT3A Mutation Positive AML and HR-MDS*
  Abstract number: #P450

Preliminary results were presented from the first seven cohorts, demonstrating a favorable safety and a predictable pharmacokinetic (PK) profile for RVU120.

As of the data cutoff date of May 26, 2022, 16 patients with AML or HR-MDS have been dosed (5 ongoing) with a median of three prior lines of therapy.

Clinically meaningful benefit of RVU120 monotherapy has been observed at doses that resulted in less than complete target engagement, with one complete remission (CR) and stable diseases with blast reductions in several ongoing patients who failed multiple prior lines of therapy and presented with a very poor prognosis:

- Complete remission in an AML patient with FLT3/DNMT3A/NPM1 mutations;

- Stable disease with a duration of therapy of more than 18 months in a high-risk MDS patient with DNMT3A mutations; significant reductions in red blood cells (RBC) transfusions at various time points;

- Three additional patients ongoing with stable disease and blast count reductions Dose escalation is ongoing, with active enrollment in the 100 mg dose cohort (NCT04021368).

- Abstract Title: *CLI120-001 Phase1b Dose Escalation Study of RVU120 in Patients with AML or High-Risk MDS Safety and Efficacy Data Update*
  Abstract Number: #P501

Preclinical data demonstrate that treatment with RVU120 demonstrated a pronounced anti-cancer effect in AML patient-derived cells with DNMT3A and NPM1 mutations. Preliminary evidence of clinical response to RVU120 has been shown in a r/r AML patient with DNMT3A and NPM1 mutations, who achieved a complete remission. Anti-cancer efficacy of RVU120 was associated with transcriptomic reprogramming involving lineage commitment and inhibition of homeobox genes. Repression of homeobox genes in the responder patient confirms the on-target activity of RVU120. Further molecular studies in a larger number of patients under RVU120 treatment are ongoing and are expected to provide additional evidence for predictive markers of response to RVU120 in AML.

SEL24 (MEN1703): orally available dual PIM/FLT3 inhibitor

- Abstract Title: *Phase 1/2 Study of SEL24/MEN1703, a First-In-Class Dual PIM/FLT3 Kinase Inhibitor, in Patients with IDH1/2-Mutated Acute Myeloid Leukemia: The DIAMOND-01 Trial*
  Abstract Number: #P520

Ryvu's partner Menarini Group reported the updated safety and efficacy results from an additional expansion cohort of the DIAMOND-01 trial, which enrolled patients with relapsed or refractory (R/R) IDHm AML, treated with the dual PIM/FLT3 inhibitor, SEL24 (MEN1703). As of the data cutoff of April 21, 2022, 25 patients were enrolled in the IDHm AML expansion cohort. SEL24 (MEN1703) was well tolerated, with no drug discontinuations or deaths due to treatment-related adverse events (TRAEs). Promising efficacy was observed, with overall response rates (ORR) Ryvu Therapeutics S.A. www.ryvu.com and complete remission (CR) / CR with incomplete hematologic recovery (CRi) / CR with partial hematologic recovery (CRh) of 13% for the IDHm cohort, which is similar to monotherapy activity of other drugs in R/R AML. Based on these data, SEL24/MEN1703 may be a feasible therapy in this difficult-to-treat population of patients with R/R AML who harbor IDH mutations. Clinical trials are planned in order to better explore the potential of SEL24/MEN1703 in different AML populations.

Execution of an exclusive license agreement with Exelixis, Inc. to develop novel STING agonist-based targeted cancer therapies

On July 6th, 2022 the Company entered into an exclusive license agreement ("Agreement") with Exelixis, Inc. with its registered office in Alameda, California ("Exelixis"). The aim of the collaboration is to develop novel therapies utilizing Ryvu's STING (STimulator of INterferon Genes) technology. The Agreement combines Ryvu's proprietary small molecule STING agonists and STING biology know-how with Exelixis' network of expertise and resources in antibody engineering, antibody-drug conjugate (ADC) technologies, and oncology therapeutics development and commercialization experience. Exelixis will seek to incorporate Ryvu's small molecule payloads into targeted biotherapeutics such as antibody-drug conjugates. Ryvu will also provide expert guidance and know-how during the early research phase of the collaboration, and upon selection of each development candidate, Exelixis will be responsible for all development and commercialization activities.

Ryvu retained all development and commercial rights to develop its STING agonist portfolio as standalone small molecules; these rights were subsequently licensed to BioNTech (see below). Under the terms of the Agreement, Exelixis paid to Ryvu an upfront fee of USD 3 million (PLN 14,038,800 at the average exchange rate of the National Bank of Poland as at July 6, 2022, 1 USD = 4.6796 PLN) in exchange for certain rights to Ryvu's STING agonist small molecules. Ryvu will also be eligible to receive research funding when the parties agree on a research plan, as well as an additional USD 3 million (PLN 14,038,800 at the average exchange rate 1 USD = 4.6796 PLN) in near-term research-based milestones, a double-digit milestone at the first development candidate selection, and additional development,

regulatory and commercialization milestone payments and tiered single-to-low double-digit royalties on the annual net sales of any products that will be successfully commercialized. In total, Ryvu is eligible to receive research, development, and commercial milestones of just over USD 400 million (PLN 1,871,840,000 at the average exchange rate 1 USD = 4.6796 PLN) for each potential product developed under this Agreement.

The amount of revenue the Company will actually receive under the Agreement will depend on the progress of scientific research and clinical trials, the success of the registration process, and the level of revenues from sales of the potential drug achieved by Exelixis or its partners.

Changes in Ryvu's Management Board

On July 25th, 2022 Ryvu's Supervisory Board appointed Mr. Vatnak Vat-Ho and Mr. Hendrik Nogai, M.D. to the Management Board of the Company, effective August 1st, 2022. Mr. Vatnak Vat-Ho has been Ryvu's Chief Business Officer since April, 2021. Mr. Vat-Ho has been responsible for a wide scope of corporate and business development activities at Ryvu including strategic positioning, partnering discussions, alliance management as well as investor interactions. Dr. Nogai has been appointed Ryvu's Chief Medical Officer in January 2022. Dr. Nogai has been leading medical, clinical, and regulatory functions to support and guide the development of the company's clinical pipeline.

Conclusion of a financing agreement with the European Investment Bank

On August 16th, 2022 the Company entered into a financing agreement (the "Agreement") with the European Investment Bank ("EIB" or "Bank") under the European Fund for Strategic Investments program, launched to provide financing for projects having high societal and economic value contributing to EU policy objectives. Under the Agreement, EIB agreed to provide the Company with credit at a maximum amount of EUR 22.000.000 (PLN 103.241.600 converted at the average exchange rate of the National Bank of Poland on August 16, 2022 1 EUR = 4,6928 PLN).

The aim of the Agreement is to support the development of selective, orally administered small molecule RVU120, Ryvu's lead drug candidate in AML/MDS and solid tumors (clinical Phase 2/3 trials), as well as early-stage pipeline. The investment will predominantly cover costs related to clinical trial expenses, the necessary activities to enable regulatory approvals, internal R&D related to drug discovery and intellectual property-related costs.

Funding will be disbursed in three tranches: Tranche A and B in the amount of EUR 8.000.000 each and Tranche C in the amount of EUR 6.000.000. Each tranche may be disbursed to the Company during a period of 36 months from the date of signing the Agreement. The Company is obliged to repay each tranche disbursed to it in a single installment after 5 years from its disbursement. The interest rate for Tranche A will be 3% per annum, for Tranche B 2.7% per annum and for Tranche C 2.4% per annum. Interest on each tranche will be payable annually.

The disbursement of each tranche is subject to the Company's fulfillment of the conditions set forth in the Agreement, primarily relating to the clinical development of RVU120. Disbursement of Tranche A is subject to the Company (a) providing evidence of the Phase II clinical trial approval consisting of the declaration of the recommended Phase II dose (RP2D) for RVU120 in the solid tumor study, for which no additional approval to initiate Phase II study is needed, or a Phase II approval in the AML/MDS study; and (b) issuance of warrants to the EIB in accordance with the terms and conditions set out in the warrant agreement that will be concluded by and between EIB and the Company. The conditions for payment of Tranche B are: (a) evidence of the successful initiation of Phase II clinical trials with

RVU120 in AML/MDS, including First Patient Dosed; (b) evidence of the advancement of at least one additional research project into IND-enabling studies or partnering of one of Company's research projects with a defined minimum deal value; and (c) evidence of the Company having received co-financing in readily available funds in an amount equal to the amount drawn under Tranche B, in the form of for example equity capital increase, or non-EU grants since 1 July 2022. Tranche C is contingent upon (a) progress of the Phase II clinical trials with RVU120 in AML/MDS, demonstrated by the enrolment of at least ten patients in Phase II RVU120 clinical studies, and (b) the Company obtaining additional funding of at least EUR 10 million in upfront payments, research funding and milestone payments under any current or future research collaboration or partnership agreements since 30 September 2021.

As additional remuneration for each Tranche A, Tranche B and Tranche C, the Company shall issue to the EIB subscription warrants which will be subscribed by the EIB free of charge, in total corresponding to 2.5% of the Company's fully-diluted share capital ("Warrants"). The Warrants shall have a life of 10 years and EIB will have the right to exercise the Warrants upon maturity of Tranche A, or a voluntary or mandatory prepayment event.

Ryvu Therapeutics' development plans for 2022-2024

On August 19th, 2022 Ryvu announced the adoption of the Company's development plans for 2022-2024 (the "Development Plans"). The key objectives of the Development Plans include:

- Completing the ongoing Phase I clinical studies for RVU120 in acute myeloid leukemia (AML), high-risk myelodysplastic syndrome (HR-MDS) and solid tumors;
- Advancing the clinical development of RVU120 as a monotherapy by executing Phase II studies in hematology – with a potential fast-to-market strategy in AML/HR-MDS – and selected solid tumor indications - with the primary focus on triple-negative breast cancer (TNBC);
- Expanding the therapeutic potential of RVU120 by initiating Phase I/II clinical development in combination regimens in AML/HR-MDS with synergistic drug partners and additional hematology and solid tumor indications;
- Supporting the continued clinical development of SEL24 (MEN1703) led by the Menarini Group;
- Completing preclinical development and advancing into Phase I clinical trials one program from the Company's early pipeline;
- Strengthening the Synthetic Lethality Platform to deliver first-in-class preclinical candidates and further expanding the therapeutic target discovery platform;
- Achieving financial milestones in the existing R&D collaborations and advancing selected programs by partnering with collaborators with synergistic competencies and resources, signing at least one new partnering agreement per year.

In the current total budget for the H2 2022-2024 period, the Company anticipates to spend approximately PLN 535m (USD 115m at the average exchange rate of National Bank of Poland as of August 18th, 2022: 1 USD = 4,6468 PLN), out of which:

- approximately PLN 297m (USD 64m) will be dedicated to: (i) broad clinical development of RVU120 in hematology and solid tumors, as well as (ii) initiation of Phase I study for one new candidate from the early pipeline;
- approximately PLN 174m (USD 37m) is planned for: (i) execution of preclinical development for at least one candidate from Ryvu's pipeline and (ii) further strengthening of the Synthetic Lethality Platform and expansion of proprietary target discovery activities;
- approximately PLN 64m (USD 14m) is planned to cover G&A costs.

The execution of the Development Plans for 2022-2024 is planned to be financed through:

- Existing cash (USD 9.6m, as of June 30, 2022),
- Venture debt from European Investment Bank (EUR 22.0m),
- Anticipated milestone payments from existing collaborations and secured grants (USD 10.6m),
- Assumed future grants (USD 6.5m),
- Other sources including proceeds from equity capital markets and new partnering deals (USD 66.1m).

The Company plans to secure funds for portfolio expansion from various sources, with the aim of reducing the risk to Shareholders and minimizing their possible dilution. At the same time, the Company has developed several alternative scenarios aimed at minimizing investment risks, for example, with regard to the broad development plan for the RVU120 program.

Extraordinary General Shareholders Meeting and amendment of Articles of Association

On September 19, 2022, the Company's Extraordinary General Meeting was held, during which the Company's shareholders resolved to authorize the Company's Management Board to increase the Company's authorized capital by no more than PLN 3,386,246 by issuing no more than 8,465,615 ordinary shares within the authorized capital, and to exclude, with the approval of the Supervisory Board, the pre-emptive rights of the Company's existing shareholders in whole or in part.

The primary purpose of authorizing the Management Board to increase the Company's authorized capital within the framework of authorized capital is to provide the Company with a flexible instrument that enables it to obtain financing relatively quickly and efficiently through the issue of new shares. The authorized capital shall enable the Company to issue and offer shares faster than under the ordinary procedure. This shall enable the Company's Management Board to efficiently obtain funds, which may be allocated to financing the further development of the Company, in accordance with the Ryvu Development Plans for 2022-2024.

In the opinion of the Management Board, the authorized capital adopted in the Company will serve as a tool to capitalise the Company at a convenient time, taking into account the Company's business prospects, the current market price and demand for the Company's shares, as well as the situation on the financial markets, in particular the situation in the biotechnology industry. Authorising the Management Board to increase the share capital within the authorized capital can give flexibility to size a given issue to the financial needs of the Company at a given moment and to obtain financing on terms that are optimal from the Company's and its Shareholders' perspective.

The amendments to the Company's Articles of Association resulting from the increase of its authorized capital have been registered by the registry court on October 3rd.

Resolution on issuance of shares within the framework of authorized capital and conclusion of lock-up agreements

On October 5, 2022, the Company's Management Board adopted a resolution on increasing the Company's share capital within the limits of authorized capital through the issuance of series J shares, excluding the pre-emptive rights of existing shareholders in full, and amending the Company's Articles of Association. The exclusion of pre-emptive rights was made with the approval of the Company's Supervisory Board. The Management Board's resolution provides for a priority right of existing shareholders to acquire series J shares. In accordance with the Management Board's resolution, the Company's share capital was increased by no more than PLN 1,905,869.60 through the issuance of no more than 4,764,674 new series J ordinary bearer shares with a par value of PLN 0.40.

At the same time, a lock-up agreement (the "Agreement") was concluded between Mr. Paweł Przewięźlikowski, President of the Company's Management Board Mr. Krzysztof Brzózka, Vice President of the Company's Management Board ("Shareholders"), and Trigon Dom Maklerski S.A., based in Warsaw. Pursuant to the Agreement, the Shareholders agreed that for a period of 12 months from the date of allotment of the Company's series J shares (the "Lock-Up Period"), they will not make any disposition of the Company's shares held by the Shareholders as of the date of the Agreement, as well as new shares of the Company, if any, to be acquired by the Shareholders during the Lock-Up Period.

New clinical and preclinical data presented for RVU120 program at 34th AACR-NCI-EORTC Molecular Targets and Cancer Therapeutics Symposium

On October 26, 2022 Ryvu presented updated data for RVU120 project showing the clinical and preclinical activity of the Company's lead oncology drug candidate for cancer therapy, at the 34th AACR-NCI-EORTC Molecular Targets and Cancer Therapeutics Symposium.

Poster presentations included:

- Updated clinical data for RVU120 program in relapsed/refractory metastatic or advanced solid tumors,
- Preclinical data indicating RVU120's potential to enhance antibody-driven NK cell-mediated cytotoxicity,
- Most recent results from the MTA-cooperative PRMT5 inhibitor program.

The most important conclusions, in the opinion of the Company's management board, from the presented posters are as follows:

- Updated data from the dose escalation phase of the phase I/II RVU120 study indicate disease stabilization in four patients with advanced solid tumors;
- RVU120's good tolerability was confirmed at all doses tested;
- Preclinical data indicate the potential of RVU120 in combination therapy with multiple therapeutic antibodies;
- Preclinical data for the MTA-co-operative PRMT5 inhibitor program indicate the compound's anti-tumor efficacy and target engagement in cancer cells with MTAP gene deletion.

Details of the poster presentations are as follows:

Abstract Title: "*Phase I/II trial of RVU120, a CDK8/CDK19 inhibitor in patients with relapsed/refractory metastatic or advanced solid tumors*"

Clinical data demonstrate a favourable safety profile of RVU120 at doses of 75 mg, 100 mg, and 125 mg in all 9 patients enrolled to date. None of the patients experienced dose- Ryvu Therapeutics S.A. www.ryvu.com limiting toxicity (DLT), drug-related serious adverse events (SAE), or drug-related AE of Grade three or higher after being dosed with RVU120. Disease stabilization was observed in two heavily pre-treated patients, one lasting 18 weeks in gastro-esophageal junction cancer, and another, ongoing after 33 weeks in adenoid cystic carcinoma. Two patients are awaiting their first assessment. The most common reason for treatment discontinuation was progressive disease (5 patients). One patient withdrew consent, and 3 patients are ongoing. In the Company's management board opinion, available data warrant continuation of dose escalation and collection of additional clinical data.

Abstract Title: "*RVU120, a small molecule inhibitor of CDK8/19 kinases, enhances rituximab-driven NK cells-mediated cytotoxicity both in vitro and in vivo*"

Preclinical data demonstrate that treatment with RVU120 in combination with an anti-CD20 antibody (rituximab) increases NK cell cytotoxicity against CD20-positive positive diffuse large B-cell lymphoma (DLBCL) cell lines in vitro and in vivo. The combined therapy of RVU120 with rituximab was well tolerated and resulted in complete tumor regressions in vivo. This study, in the opinion of the Company's management board, shows the potential of RVU120 in enhancing antibody-mediated ADCC and reinforces the rationale for the development of RVU120 combination therapies in blood cancer and solid tumors.

Abstract Title: "*Discovery of novel MTA-cooperative PRMT5 inhibitors as targeted therapeutics for MTAP deleted cancers"*

Ryvu has identified a series of MTA-cooperative PRMT5 inhibitors with drug-like physicochemical properties that block methyltransferase activity with nanomolar IC50 values. Structurally enabled hit generation and optimization allowed for a rapid expansion and delivery of several generations of compounds with novel IP, high target engagement in cells, and selective potency in MTAP-deleted cell lines. Ryvu compounds selectively inhibit the growth of MTAP-deleted cancer cells in prolonged 3D culture, and efficacy studies with the lead compound resulted in tumor growth inhibition in MTAP -/- model, accompanied by significant inhibition of target proximal PD biomarker.

Clinical and Translational Data of RVU120 and SEL24 (MEN1703) presented at the 2022 American Society of Hematology (ASH) Annual Meeting

On December 11, 2022 Company announced new data demonstrating clinical and preclinical activity of RVU120 and SEL24 (MEN1703) at the American Society of Hematology (ASH) Annual Meeting 2022 which is being held on December 10-13, 2022 in New Orleans, USA.

Presented data included updated clinical results for RVU120, a selective CDK8/19 inhibitor being developed for the treatment of hematological malignancies and solid tumors. RVU120 demonstrated single-agent activity with a Complete Response, 4 Blast Reductions, and 4 Erythroid and/or Platelet responses in patients with Relapsed/Refractory Acute Myeloid Leukemia (AML) or High-Risk Myelodysplastic Syndrome (HR-MDS).

Moreover, Ryvu's global partner Menarini Group, which is currently developing SEL24 (MEN1703) on the basis of an exclusive licence agreement concluded with the Company, presented new data on SEL24 (MEN1703), a first-in-class, oral, dual type I PIM/FLT3 inhibitor. Preclinical antitumor activity of SEL24 (MEN1703) was demonstrated in multiple myeloma (MM), Hodgkin's lymphoma (HL), and diffuse large B-cell lymphoma (DLBCL) as well as in AML in combination with gilteritinib.

RVU120

With a data cut-off of November 11, 2022, data highlights for Phase 1b Interim Efficacy and Safety Results on RVU120 include:

- 16 relapsed/refractory (R/R) acute myeloid leukemia (AML) and 3 high-risk myelodysplastic syndrome (HR-MDS) patients with a median of 3 prior lines of therapy have been treated with RVU120 at doses between 75 and 110 mg;
- Clinical activity was demonstrated in 9 out of 16 evaluable patients, all of them with molecular markers preclinically predicted to respond to CDK8 inhibition;
- One AML patient achieved a complete response;
- 4 patients demonstrated blast reductions;
- 4 patients showed erythroid and/or platelet responses;
- RVU120 was generally well tolerated at all doses;
- Most frequent adverse events were nausea/vomiting, worsening of thrombocytopenia grade 3 to 4, and febrile neutropenia;

After the data-cut-off for the poster, dose escalation has continued, and the 110 mg dose cohort has now been fully enrolled. In total, 22 patients have been enrolled in the study through December 7, 2022.

Additionally, the on-target activity of RVU120 was evaluated in AML and HR-MDS patient samples by measuring changes in pSTAT5 levels. As of the cut-off date, the inhibition of pSTAT5 reached >50% in some patients, a threshold that may be sufficient for robust efficacy in certain groups of super-responder patients. Combined results from the ongoing dose-escalation trials (in 10-135 mg dose range) in AML/HR-MDS and solid tumor patients indicate that pSTAT5 inhibition is dose-dependent.

SEL24 (MEN1703)

Ryvu licensee, Menarini Group, and academic collaborators presented new data on SEL24 (MEN1703), a first-in-class, oral, dual type I PIM/FLT3 inhibitor. Combination therapy of SEL24 (MEN1703) with gilteritinib, a highly potent and selective oral FLT3 inhibitor, induces strong tumor regression and complete responses in vivo, demonstrating the potential of concomitant FLT3 and PIM inhibition kinases in AML.

SEL24 (MEN1703)-induced PIM inhibition, and the mechanism of action was also demonstrated in vitro in multiple myeloma (MM), classical Hodgkin lymphoma-tumor-associated macrophages (cHL-TAMs), and diffuse large B-cell lymphoma (DLBCL) models. In multiple myeloma preclinical models, SEL24 (MEN1703) induces cytotoxicity of MM cell lines, disrupts MM endothelial cell vessel formation, and decreases the activity of several pathways essential for myeloma cell survival. This study demonstrates the promising therapeutic potential of SEL24 (MEN1703) in MM and reveals the underlying mechanism of PIM inhibition. PIM-dependent oncogenic signaling pathways were also inhibited following SEL24 (MEN1703) treatment of MM cells.

Details of the poster presentations are as follows:

- **CDK8/19 Kinase Inhibitor RVU120 in Patients with AML or Higher-Risk MDS: Safety and Efficacy Results from New Dose Escalation Cohorts** (Publication Number: 2771), Camille Abboud, MD (Washington University in Saint Louis/ Washington University School of Medicine) *et. al.*
    - Session name: 616. Acute Myeloid Leukemias: Investigational Therapies, Excluding Transplantation and Cellular Immunotherapies: Poster II
    - Date and time of the presentation: Sunday, December 11, 2022; 6:00 PM - 8:00 PM ET
- **Multiomics Analysis Confirms Effective Target Engagement for RVU120 – a First-in-class CDK8/19 Kinase Inhibitor in AML and MR-MDS Patients and Reveals the Mechanism of Action** (Publication Number: 2642), dr Tomasz Rzymski (Ryvu Therapeutics) *et. al.*
    - Session name: 604. Molecular Pharmacology and Drug Resistance: Myeloid Neoplasms: Poster II
    - Date and time of the presentation: Sunday, December 11, 2022; 6:00 PM - 8:00 PM ET
- **PIM Inhibition By SEL24/MEN1703 Combines Synergistically with Gilteritinib in FLT3-ITD Preclinical Models of Acute Myeloid Leukemia** (Publication Number: 1333), Daniela Bellarosa (Grupa Menarini) *et. al.*
    - Session name: 604. Molecular Pharmacology and Drug Resistance: Myeloid Neoplasms: Poster I
    - Date and time of the presentation: Saturday, December 10, 2022; 5:30 PM – 7:30 PM ET
- **Super-enhancer-driven PIM Kinase Upregulation in Multiple Myeloma Maintains the Plasma Cell-specific Oncogenic and Microenvironmental Circuits and Can Be Efficiently Targeted by the Pan-PIM Inhibitor MEN1703** (Publication Number: 1822), Filip Garbicz (Institute of Hematology and Transfusion Medicine, Warsaw, Poland) *et. al.*
    - Session name: 651. Multiple Myeloma and Plasma Cell Dyscrasias: Basic and Translational: Poster I
    - Date and time of the presentation: Saturday, December 10, 2022; 5:30 PM – 7:30 PM ET
- **PIM Kinases Regulate Super-Enhancer-Dependent Gene Expression In Diffuse Large B-Cell Lymphoma** (Publication Number: 1310), Sonia Debek (nstitute of Hematology and Transfusion Medicine, Warsaw, Poland) *et. al.*
    - Session name: 603. Lymphoid Oncogenesis: Basic: Poster I
    - Date and time of the presentation: Saturday, December 10, 2022; 5:30 PM – 7:30 PM ET
- **MEN1703-mediated PIM kinases inhibition impairs protumoral and immunosuppressive phenotype and functions of macrophages in classical Hodgkin Lymphoma** (Publication Number: 2867), Maciej Szydlowski (Instytut Hematologii i Transfuzjologii w Warszawie), *et. al.*
    - Session name: 622. Lymphomas: Translational–Non-Genetic: Poster II
    - Date and time of the presentation: Sunday, December 11, 2022; 6:00 PM - 8:00 PM ET

The ASH Conference ranks among the top scientific events, bringing together the scientific community as well as potential customers and business partners - biotech and pharmaceutical companies from around the world, as well as industry investors.

Execution of an exclusive Research Collaboration Option and Exclusive License Agreement and Equity Investment Agreement with BioNTech SE

On November 29, 2022 Ryvu entered into an exclusive research collaboration and license agreement ("License Agreement") and equity investment agreement ("Investment Agreement") (together "Agreements") with BioNTech SE with its registered office in Mainz, Germany ("BioNTech"). The multi-target research collaboration will comprise several small molecule immunotherapy programs, as well as an exclusive license for Ryvu's STING agonist portfolio as standalone small molecules. The initial collaboration term is five years and can be mutually prolonged by both parties.

Under the terms of the License Agreement, BioNTech paid Ryvu an upfront fee of EUR 20 million (PLN 93.626.000 converted at the average exchange rate of the NBP for November, 29 2022, EUR 1 = PLN 4,6813) in exchange for the global, exclusive license to develop and commercialize Ryvu's STING agonist portfolio as standalone small molecules, including as monotherapy and in therapeutic combinations; and for the right to license on an exclusive basis multiple small molecule programs ("BioNTech Exclusive Targets") as part of a multi-target research collaboration. The goal of the collaboration is generation of drug candidates to be further developed in pre-clinical studies and clinical trials, and eventually with the goal of producing an approved licensed product. BioNTech Exclusive Targets will be in the field of immunomodulation, and may be relevant for the treatment of oncology, immunology, or other disorders where modulation of immune cells could be therapeutically beneficial.

Moreover, until the fifth anniversary of the effective date of this Agreement or the selection of multiple BioNTech Exclusive Targets, whichever comes first, BioNTech will have the right of the first negotiation regarding any non-partnered, immune modulation target in Ryvu's portfolio.

Under the License Agreement BioNTech will fund all discovery, research and development activities under the multi-target research collaboration. Ryvu will be eligible to receive success-based development, regulatory and commercialization milestones, as well as low single-digit royalties on the annual net sales of any products that are successfully Ryvu Therapeutics S.A. www.ryvu.com commercialized and contain a stand-alone STING compound or any compound directed to a given BioNTech Exclusive Target that is developed under the Agreement. Ryvu will be eligible to receive potential maximum milestone payments of up to EUR 876,2 million (PLN 4.101.755.060 converted at the average exchange rate of NBP for 29, November 2022, EUR 1 = PLN 4,6813). The Management Board emphasizes that the above amount is the maximum amount possible to obtain (bio-euro value), while the amount of revenues that Ryvu will actually obtain from the Licence Agreement will depend on the progress of scientific research and clinical trials, the success of the registration process and the level of revenue from sales of the potential drugs achieved by BioNTech or its licensee. Moreover, the timeline for achieving the milestones and receiving the above potential payments are unknown at this time and not in the near future.

Under the Investment Agreement BioNTech has invested EUR 20 million by subscribing for new series J ordinary shares issued by the Company under the authorised capital and offered in a public offer, at a price of PLN 48.86.

BioNTech undertook not to dispose or acquire, directly or indirectly, shares or other securities convertible into shares from 29 November 2022 until the date falling 12 months after the admission and introduction of the series J shares to trading on the regulated market of the WSE, subject to exceptions provided in the Investment Agreement, including upon the Company's written consent to a transaction or upon termination of the License Agreement.

Public offering of J series shares

In December 2022 the Issuer conducted a public offering of series J shares, which offering was envisioned in Ryvu Development Plans for 2022-2024 as a way to obtain financing necessary for achieving Ryvu's goals.

1. Subscription opening and closing date:

Subscription opening and closing date for retail investors:
- Subscription opening: 8 December 2022 r.
- Subscription closing: 15 December 2022 r.

Subscription opening and closing for institutional investors:
- Subscription opening: 16 December 2022 r.
- Subscription closing: 20 December 2022 r.

Subscription opening and closing for BioNTech SE (the "**BioNTech Tranche**"):
- Subscription opening: 16 December 2022 r.
- Subscription closing: 21 December 2022 r.

2. Date of allotment of securities:

22 December 2022.

3. Number of securities the subscription applies to:

4,764,674 Series J Shares.

4. Rate of reduction in particular tranches:

The reduction rate of subscriptions submitted by retail investors without use of the priority right was 55,51 %. The reduction rate of subscriptions submitted by retail investors with the use of the priority right – none. The reduction rate for the institutional investors – none. The reduction rate in the BioNTech Tranche - none.

5. Number of securities for which subscriptions were submitted:

4,791,361 Series J Shares.

6. Number of securities allotted in the subscription:

4,764,674 Series J Shares.

7. Price at which securities were acquired (subscribed for):

Issue price of one Series J Share for retail and institutional investors: PLN 55.00.
Issue price of one Series J Share in the BioNTech Tranche: PLN 48.86.

8. The number of persons who subscribed for securities in particular tranches:

In the subscription for retail investors, 133 persons submitted subscriptions.
In the subscription for institutional investors, 93 investors submitted subscriptions.
In the BioNTech Tranche, 1 entity submitted a subscription.

9. **Number of persons to whom securities were allotted in the subscription in particular tranches**

As part of the allotment to individual and institutional investors, the Series J Shares were allotted to 226 persons.
In the BioNTech Tranche, the Series J Shares were allotted to 1 person.

10. **Name(s) of the underwriters who have taken up securities in the performance of underwriting agreements, stating the number of securities they have taken up, together with the actual price per unit of the security, being the issue or sale price, after deduction of the consideration for taking up a unit of the security, in the performance of the underwriting agreement, acquired by the underwriter:**

No underwriting agreements were concluded;

11. **The value of the conducted subscription, understood as the product of the number of securities covered by the offer and the issue price:**

The value of the conducted subscription amounted to PLN 250,284,006.82.

12. **The amount of the total costs which have been included in the costs of the issue, indicating the amount of the costs by their titles, divided at least into costs of:**

    a) preparation and conducting of the offering - PLN 352,628.97

    b) remuneration of the underwriters, for each separately - not applicable;

    c) preparation of a prospectus, including costs of advisory services - PLN 7,340,464.80

    d) promoting the offering - none

    The costs of issuing series J shares will reduce the Company's supplementary capital arising from the excess of the issue value of the issued shares over their par value. These costs will be recognized in the financial statements under the reserve capital item.

13. **Average cost of conducting the subscription per security unit being the subject of the subscription -** PLN 1.61
14. **The method of payment for the securities subscribed (acquired):**

All Series J Shares were paid in full in cash.

EVENTS OCCURRED BETWEEN THE END OF REPORTING PERIOD UNTIL THE APPROVAL OF FINANCIAL STATEMENT

Registration of amendment of the Company's Articles of Association concerning share capital

On January 17, 2023 the District Court for Kraków-Śródmieście in Kraków, XI Commercial Division of the National Court Register, registered an amendment to the Company's Articles of Association concerning increasing the Company's share capital from the amount of PLN 7,342,189.60 PLN (seven million three hundred forty-two thousand one hundred eighty-nine zlotys and sixty groszy) to the amount of 9,248,059.20 PLN (nine million two hundred forty-eight thousand fifty-nine zlotys and

twenty groszy), by way of issue of 4,764,674 (four million seven hundred sixty-four thousand six hundred seventy-four) new series J ordinary bearer shares with a nominal value of PLN 0.40 (forty groszy) each ("Series J Shares") within the authorised capital, made pursuant to Resolution No 1 of the Company's Management Board of 5 October 2022 on increasing the Company's share capital within the limits of the authorised capital through the issue of series J shares, excluding the pre-emptive rights of the existing shareholders in full and amending the Company's Articles of Association (the "Issue Resolution"), of which the Issuer informed in a current report No 22/2022 of 5 October 2022 (the " Registration of Amendments").

After the Registration of Amendments, the share capital of the Company equals PLN 9,248,059.20 and is divided into 23,120,148 shares with a nominal value of PLN 0.40 (forty groszy) each.

Admission and introduction of the series J shares of the Company to trading on the regulated market of the WSE

On January 20th, 2023 the Management Board of the Warsaw Stock Exchange S.A. adopted Resolution No. 51/2023 on the admission and the introduction to exchange trading on the main market of the WSE of series J ordinary bearer shares of the Company, pursuant to which the Management Board of the Warsaw Stock Exchange S.A. stated that 4,764,674 series J ordinary bearer shares of the Issuer with a nominal value of PLN 0.40 each with ISIN code PLSELVT00013 ("Series J Shares") are admitted to exchange trading on the main market. The WSE Management Board decided to introduce on January 25th, 2023 the Series J Shares to exchange trading on the main market, subject to the registration of the Series J Shares by the National Depository for Securities S.A. with the ISIN code PLSELVT00013 on January 25th, 2023.

2.8 Unusual events occurring in the reporting period

COVID-19

COVID-19 pandemic continued in the beginning of the reported period, and from May 16, 2022, the epidemic state was abolished by the authorities and the state of epidemic threat came into force. The Issuer has implemented recommendations given by the Chief Sanitary Inspectorate and other government institutions in connection with the epidemiological threat, including implementation of remote work and ensuring safe working conditions for the stationary employees. The Issuer used remote communication in its business contacts. Furthermore, the Issuer appointed a working team consisting of the representatives of various organizational units, whose task was to respond to the situation on an on-going basis and mitigate any adverse effects of the spread of the pandemic on the Issuer. The Company has also further developed its internal policy for preventing spread of the coronavirus and has been taking actions aimed at ensuring appropriate health and safety conditions at work, including access for Company’s employees to routine antigen testing. Internal policies are being constantly updated and adapted to the latest guidelines and changing conditions.

During the reported period, the pandemic affected progress of the two Issuer’s fully owned clinical trials: (i) RIVER-51 study and (ii) AMNYS-51 study, due to the fact that generally and globally, phase I, dose escalation cancer clinical trials, got impacted. Due to the onset of COVID-19 pandemic, clinical sites in both RVU120 studies have introduced additional safety measures and risk management processes which have impacted the possibilities for patients to participate in clinical studies. This has applied primarily to the relapsed/refractory AML patients who are frequently immunocompromised

and very ill. Some patients themselves decided to limit their contacts with various healthcare facilities to minimize the possibility of coronavirus exposure, while some were unable to enter the study due to an on-going coronavirus infection. As a result of that, enrollment in the study could have been impacted.

The Issuer's research and development laboratories operated in 2022 with close to normal capacity. Only a small proportion of the Issuer's office staff still worked remotely, which could however have had an adverse effect on the speed of the carried out projects. As of Q1 2023, the residual impact of COVID-19 on Ryvu operations is very limited.

Conflict in Ukraine

Due to the outbreak of the conflict in Ukraine, the Issuer's Management Board has analyzed the potential impact of the ongoing war on the Issuer's operations. In the opinion of the Management Board, apart from the currency risk described in Note 29 to the financial statements, the Management Board did not identify any other significant risks that could affect the Issuer's operations.

In particular, it should be noted that the Issuer does not have any assets in Ukraine and does not conduct business and operations in Ukraine and Russia. The share of entities from Ukraine or Russia as suppliers in the Issuer's structure remains insignificant and is mostly limited to the provision of compound libraries for discovery stage projects at their early stage.

Nevertheless, the Management Board of the Company analyzes the Issuer's situation on an ongoing basis. Any new circumstances having a significant impact on the financial results and business situation of the Issuer will be communicated to investors.

2.9 Planned development of the Issuer, including information about adopted development strategy

Issuer's development strategy and new initiatives

On August 19, 2022 the Issuer published its Development Plans for 2022-2024, with the aim to accelerate its mission.

The key objectives of the Development Plans include:

- Completing the ongoing Phase I clinical studies for RVU120 in acute myeloid leukemia (AML), high-risk myelodysplastic syndrome (HR-MDS) and solid tumors;
- Advancing the clinical development of RVU120 as a monotherapy by executing Phase II studies in hematology – with the potential fast-to-market strategy in AML/HR-MDS – and selected solid tumor indications – with the primary focus on triple-negative breast cancer (TNBC);
- Expanding the therapeutic potential of RVU120 by initiating Phase I/II clinical development in combination regimens in AML/HR-MDS with synergistic drug partners and additional hematology and solid tumor indications;
- Supporting the continued clinical development of SEL24 (MEN1703) led by the Menarini Group;
- Completing preclinical development and advancing into Phase I clinical trials one program from the Company's early pipeline;
- Strengthening the Synthetic Lethality Platform to deliver first-in-class preclinical candidates and further expanding the therapeutic target discovery platform;

- Achieving financial milestones in the existing R&D collaborations and advancing selected programs by partnering with collaborators with synergistic competencies and resources, signing at least one new partnering agreement per year.

In the total budget for 2022-2024 period, the Company anticipates to spend approximately PLN 535m (USD 115m at the average exchange rate of National Bank of Poland as of August 18th, 2022 1 USD = 4,6468 PLN), out of which:

- approximately PLN 297m (USD 64m) to be dedicated to: (i) broad clinical development of RVU120 in hematology and solid tumors, as well as (ii) initiation of Phase I study for one new candidate from the early pipeline;
- approximately PLN 174m (USD 37m) planned for: (i) execution of preclinical development for at least one candidate from Ryvu pipeline and (ii) further strengthening of the Synthetic Lethality Platform and expansion of proprietary target discovery activities;
- approximately PLN 64m (USD 14m) planned to cover G&A costs.

The Company plans to secure funds for portfolio expansion from various sources, with the aim of reducing the risk to Shareholders and minimizing their possible dilution. At the same time, the Company has developed several alternative scenarios aimed at minimizing investment risks, for example, with regard to the broad development plan for RVU120 program.

3 RISK FACTORS ASSOCIATED WITH ISSUER'S ACTIVITIES

The activities of the Issuer, its financial situation and operating results have been subject to and may be subject to negative changes in the future as a result of the occurrence of any of the risk factors described below. The occurrence of even some of the following risk factors may have a material adverse effect on the business, financial condition and financial results and may result in the loss of some or all of the invested capital. Risk factors and uncertainties other than those described below, including those which the Issuer is not aware of at present or which it considers to be insignificant, may also have a significant negative impact on the Issuer's operations, financial condition and results of operations and may result in the loss of some or all of invested capital.

3.1 Risk factors associated with the environment in which the Issuer operates

Risk associated with the access to financing and the possibility of loss of financial liquidity

The type of research and development activities carried out by the Issuer, incurs significant expenses. During research and development, Issuer's projects and activities do not generate sales revenues, and its potential value grows only with the progress of work and planned commercialization. Therefore, in the initial period of project implementation, the Company must rely on its own funds, obtained from grants or shares issuance. Despite the fact that the Company follows a disciplined cost policy, any extension of R&D works or studies including preclinical and clinical trials, may lead to the necessity of obtaining further financing rounds, which may turn out to be limited or impossible. Failure to obtain additional funds may, in such a situation, lead to the loss of financial liquidity by the Company. Due to the fact that the scale of the Issuer's financial needs is significant, and the time needed for signing and commercializing the conducted R&D works or implementing partnering agreements is estimated to be at least several years long, there is a risk that the Issuer will not be able to obtain the assumed level of financing for its activities, which would result in a reduction or, in extreme case, full cessation of the activity. The intention of the Company is to conduct a transparent information policy and maintain good relations with investors in order to reduce the risk associated with access to financing.

Risk associated with the receiving and settling of obtained subsidies

Co-financing of selected areas of the Issuer's activities or projects from public funds (EU, Polish Agency for Enterprise Development, Ministry of Science and Higher Education, etc.) is associated with the obligation of strict compliance with contracts and administrative, as well as legal regulations. The Issuer performs contracts with the utmost diligence, however, the risk of different interpretations of contract provisions by the funding institutions cannot be ruled out.

In addition, in the event of failure to meet the conditions set in the abovementioned regulations, improper implementation of projects or use of co-financing in a manner inconsistent with the intended use, there is a risk of the obligation to return some or all of the sum received by the Issuer together with interest. Such an event may adversely affect the economic situation of the Issuer. The company minimizes the risk in question through consultations with funding institutions and advisors specializing in the implementation of co-financed projects and the settlement of subsidy programs. The Issuer takes the utmost care to properly fulfill all of its obligations under the subsidy agreements.

Moreover, it should be pointed out that failure to obtain the planned further subsidies may result in the necessity to increase the involvement of Issuer's own equity, which may also have a negative impact on the operations, financial situation and strategy of the Issuer.

Risk associated with competition

The Issuer operates in the market of innovative therapeutic products and research services, which is competitive and significantly dispersed. Despite the fact that, in comparison to the entire pharmaceutical market, the market of innovative therapeutic products is characterized by relatively less competition, all of the commercial and academic activities in this area are dynamically developing, especially in the United States, the EU and Asian countries. Today, it is exactly this field of science that receives a lot of attention and large funding, especially in the areas of oncology and immunology, so those ones in which the Issuer is particularly involved in. The Issuer is not able to predict the strength and number of competitors, however, the emergence of greater competition is inevitable. Such situation creates the risk of limiting the ability to achieve the planned market share, e.g. the ability to obtain interesting molecules and the ability to sign partnering contracts.

Risk associated with the loss of managerial staff and key employees

The Issuer's activities and prospects for its further development largely depend on the competences, commitment, loyalty and experience of employees, including key managerial staff. Due to the fact that the biotechnology industry is competitive, there is a great demand on the market for experienced employees who constitute one of the Issuer's basic resources. On the one hand, this means the possible difficulties in recruitment of new employees, and on the other hand, the loss of existing employees through recruitment activities of the competition. Nevertheless. above-mentioned situation to the high extent does not apply to the Polish market, where the supply of jobs in the biotechnology industry is still relatively small. But surely it is clearly visible at the international level and in the case of employees with the highest qualifications.

Moreover, the competitiveness of the Issuer's labor market may pose a risk that in order to maintain attractive working conditions for its employees, it will be forced to increase labor costs above the previously planned level. Or, it may not be able to attract new or retain key employees in conditions that are economically acceptable.

This risk has been mitigated to a significant extent by the introduction of the Issuer's employee incentive program in 2021, which is designed to create incentives that will encourage, retain and motivate qualified individuals, key to the execution of the Company's strategy, to act in the interest of the Company and its shareholders by enabling such individuals to acquire shares in the Company.

3.2 Risk factors associated with the operational activity of the Issuer

Risk associated with the research process conducted by the Company

The development of a new molecule is a process involving several lengthy and costly stages with an uncertain end result, with the goal of demonstrating, among other things, safety of use and therapeutic benefit. Given that currently two of the molecules developed by the Issuer, i.e. SEL24 (MEN1703) and RVU120 (SEL120), are at the clinical trials stage, there may be risks characteristic of these stages. For example, there is a risk that the Issuer will encounter difficulties in concluding appropriate agreements with clinical centers, and thus it will be difficult to recruit the required number

of patients for clinical trials. Because patient recruitment is affected by factors often beyond the Issuer's control, such as the exodus of qualified personnel from clinical academic centers, the ability to prevent such risks may be limited. To minimize the above risks, the Issuer plans to significantly outsource the contracting and management of clinical centers to a clinical CRO (Contract Research Organization) experienced in this area, with ongoing monitoring of the effectiveness and quality of patient recruitment at all activated centers. In addition, the Issuer may not be able to demonstrate, for example, good tolerability, absence of side effects or efficacy of one or more of its molecules. Any failure in any of the phases of a molecule's design, manufacturing and testing could delay its commercialization and, in extreme cases, lead to the discontinuation of the project. As the SEL24 molecule (MEN1703) is being developed by the Issuer's licensee, the Menarini group, there is an additional risk of discontinuation associated with the potential periodic prioritization of Menarini's project portfolio. The Issuer cannot guarantee that the process of designing, manufacturing and testing of the molecule will proceed smoothly, on schedule in line with market needs. Any, even insignificant, errors or delays in the development of molecules may adversely affect the Issuer's business, market position, sales, financial results and growth prospects. Materialization of the risk may also lead to an increase in the necessary financial expenditures related to the research process. In such a situation, this will result in the need for prioritization within the Issuer's R&D projects, including postponement of some processes, as well as the need to obtain additional financing.

The Issuer assesses the significance of the above risk as high, because in case of its materialization the scale of the negative impact on the Issuer's financial situation could be significant. The Issuer assesses the probability of materialization of the above risk as medium in the case of RVU120, due to the specifics of the biotechnology industry, elevated in the case of SEL24, due to the lack of approval of plans for further clinical trials by Menarini's management board to date, and high in the case of cooperation with Galapagos, due to the partner's focus on the oncology area announced in 2022.

Risk associated with intellectual property rights

The issuer operates on the global biotechnology market, one of the most innovative sectors of the economy. Operating on such a market is inextricably linked to the imperfections of legal regulations and the lack of established practice in applying the law. This applies in particular to issues related to copyright and industrial property law, which are supposed to protect a number of solutions and works used by the Issuer. Such a situation creates a risk for the Issuer of issuance of unfavorable decisions by the authorities applying the law (in particular courts and tax authorities).

The risk associated with the breach of trade secrets and other confidential business information

The implementation of the Issuer's plans largely depends on the unique (including partially unpatented) technology, trade secrets, know-how and other data which are regarded by the Issuer as secrets. Their protection should be ensured by non-disclosure agreements concluded between the Issuer and its key employees, consultants, customers, suppliers, stipulating the need to maintain confidentiality. However, the Issuer cannot guarantee that these agreements will be followed. This could lead to a situation in which Issuers' competitors might come into possession of such data. On the other hand, there is also a possibility that some legal claims related to unauthorized disclosure or use of third party's trade secrets by the Issuer or its employees might be filed against the Issuer.

The risk of identifying serious or unacceptable side effects resulting from the use of therapies developed by the Issuer and the possibility of identifying the limited effectiveness of the selected

clinical candidates, what can lead to resignation from or limitation of further development works related to the development of one or more potential clinical candidates

Potential clinical candidates of the Issuer are currently at the pre-clinical stage. Thus, the risk of their failure is high. It is impossible to predict when or if any of the potential clinical candidates will prove to be effective and safe for human use or will be approved for commercialization. Therefore, if the Issuer's potential clinical candidates will be proven to have undesirable side effects or have features that are unexpected and difficult to predict, the Issuer may have to discontinue their development or limit it to specific applications or using them in particular subgroups of patients to whom the adverse effects or other features will be less widespread, milder, or more acceptable in terms of risk and benefit.

As a result of the occurrence of undesirable side effects which may be observed by the Issuer during its research, the Issuer, either directly or in cooperation with a strategic partner, may not be allowed to introduce any of the current potential clinical candidates to the market. Such situation may make obtaining of expected revenues from the sale of drugs (revenues from royalty title) impossible. The Issuer's research results may reveal unacceptably high severity and frequency of side effects. In such a case, the Issuer's research may be suspended or terminated. Moreover, the Office for Registration of Medicinal Products or its foreign equivalents may order the Company to stop further development or refuse to approve potential clinical candidates for one or all indications. Many compounds which are initially promising in early stage cancer or other disease treatment trials eventually cause side effects that prevent these compounds from being developed further.

Side effects may also affect patient recruitment, the ability of patients to complete studies, or result in potential compensation claims filed against Issuer. Moreover, the Issuer's reputation may be tattered.

The risk associated with failure to identify or discover additional potential clinical candidates

One of the key elements of the Issuer's strategy is the usage of the technology platform to develop innovative drugs. Discovery of new drugs (using Issuer's knowledge and know-how) may not be effective in identifying compounds that are useful in the treatment of cancer or other diseases. The Issuer's research programs may be initially promising in identifying potential clinical candidates but ultimately fail for a number of reasons, including:

- the methodology of the research used, which may not be effective in identifying potential clinical candidates;
- Potential clinical candidates may, in a further stage of the research, show adverse side effects or other characteristics that indicate that the drugs are unlikely to be approved by the regulator or achieve market recognition; or
- potential clinical candidates may not be effective in treating diseases, which were initially intended to be treated by potential clinical candidates

Research programs in identifying new clinical candidates require significant financial, technical and human resources. The issuer may focus its efforts and resources on the wrong potential clinical candidate that may ultimately be proven to be ineffective.

If the Issuer is not able to identify the appropriate compounds for pre-clinical and clinical development, then it will not be able to obtain revenues from the sale of drugs in future periods, which will probably worsen the financial situation of the Issuer and adversely affect the valuation of its shares.

Risk associated with Covid-19

Risk associated with Covid-19 was described in section 2.8: ”Unusual events occurring in the reporting period”.

Other risks

Risks related to price, credit, equity, financial, market, currency, interest rate and liquidity risks are described in note 26.

4 STATEMENT REGARDING IMPLEMENTATION OF CORPORATE GOVERNENCE PRINCIPLES

4.1 Principles of corporate governance applying to the Issuer

The Issuer's Management Board hereby informs that in 2022 the Company complied with all the rules and recommendations of corporate governance contained in the document: "Best Practice for GPW Listed Companies 2021" (GPW – Warsaw Stock Exchange), with the exceptions described and appropriately justified below:

1.3. Companies integrate ESG factors in their business strategy, including in particular:

1.3.1. environmental factors, including measures and risks relating to climate change and sustainable development;

Explanation of the Issuer:

The Company is not subject to non-financial reporting on ESG. If an obligation to publish such information arises, the Company will implement an ESG strategy.

1.4. To ensure quality communications with stakeholders, as a part of the business strategy, companies publish on their website information concerning the framework of the strategy, measurable goals, including in particular long-term goals, planned activities and their status, defined by measures, both financial and non-financial. ESG information concerning the strategy should among others:

Explanation of the Issuer:

The Company is not subject to non-financial reporting on ESG. If an obligation to publish such information arises, the Company will implement an ESG strategy.

1.4.1. explain how the decision-making processes of the company and its group members integrate climate change, including the resulting risks;

Explanation of the Issuer:

The Company is not subject to non-financial reporting on ESG. If an obligation to publish such information arises, the Company will implement an ESG strategy.

1.4.2. present the equal pay index for employees, defined as the percentage difference between the average monthly pay (including bonuses, awards and other benefits) of women and men in the last year, and present information about actions taken to eliminate any pay gaps, including a presentation of related risks and the time horizon of the equality target.

Explanation of the Issuer:

The Company operates in a highly competitive industry. The diversity in Company's employees' remuneration results from the specific nature and type of positions held and the general dynamics of salary fluctuation in individual specializations. The Company follows the principle of equal remuneration for men and women employed in comparable positions/functions, and gender issues are not a factor affecting the terms and conditions of employment at the Company.

2.1. Companies should have in place a diversity policy applicable to the management board and the supervisory board, approved by the supervisory board and the general meeting, respectively. The diversity policy defines diversity goals and criteria, among others including gender, education, expertise, age, professional experience, and specifies the target dates and the monitoring systems for such goals. With regard to gender diversity of corporate bodies, the participation of the minority group in each body should be at least 30%.

Explanation of the Issuer:

The company has not established a formal diversity policy which covers the scope indicated in rule 2.1 and which is subsequently approved by the general meeting of shareholders. However, the Company seeks to select members of its corporate bodies based on experience and knowledge, and also considers gender diversity as a secondary factor. The company promotes equal opportunities for all employees and gender equality at all levels of the Company, and over the past several years has undertaken initiatives to promote equality and diversity.

2.2. Decisions to elect members of the management board or the supervisory board of companies should ensure that the composition of those bodies is diverse by appointing persons ensuring diversity, among others in order to achieve the target minimum participation of the minority group of at least 30% according to the goals of the established diversity policy referred to in principle 2.1.

Explanation of the Issuer:

Personal decisions on appointing members of the Company's Management Board or Supervisory Board are made by the Supervisory Board and the General Meeting of Shareholders, respectively, taking into account their qualifications to perform specific functions and their professional experience. Factors such as gender or age are not determinants justifying appointments to the Company's bodies.

2.11. In addition to its responsibilities laid down in the legislation, the supervisory board prepares and presents an annual report to the annual general meeting once per year. Such report includes at least the following:

2.11.5 assessment of the rationality of expenses referred to in rule 1.5;

Explanation of the Issuer:

The Board is informed annually of the expenditures referred to in Rule 1.5, but does not formally assess the rationality of such expenditures.

2.11.6. information regarding the degree of implementation of the diversity policy applicable to the management board and the supervisory board, including the achievement of goals referred to in principle 2.1

Explanation of the Issuer:

The Company has not implemented a formal diversity policy applicable to the Management and Supervisory Board.

3.3. Companies participating in the WIG20, mWIG40 or sWIG80 index appoint an internal auditor to head the internal audit function in compliance with generally accepted international standards for the professional practice of internal auditing. In other companies which do not appoint an internal auditor who meets such requirements, the audit committee (or the supervisory board if it

performs the functions of the audit committee) assesses on an annual basis whether such person should be appointed.

Explanation of the Issuer:

The Company has not appointed an internal auditor to head the internal audit function; however functions related to the internal audit are performed by the Company's employees within the finance and controlling department of the Shared Services Center (Centrum Usług Wspólnych) in a dispersed format.

4.1. Companies should enable their shareholders to participate in a general meeting by means of electronic communication (e-meeting) if justified by the expectations of shareholders notified to the company, provided that the company is in a position to provide the technical infrastructure necessary for such general meeting to proceed.

Explanation of the Issuer:

Currently, the Company does not enable shareholders to participate in a general meeting by means of electronic communication (e-meeting), due to the lack of interest in such a solution among the Company's shareholders and to avoid potential legal issues connected with such means of participation. If the Company's shareholders express their wish to participate in the general meeting by means of electronic communication (e-meeting) in the future, the Company will consider implementing such a solution and provide the necessary technical infrastructure.

4.3 Companies provide a public real-life broadcast of the general meeting.

Explanation of the Issuer:

The Issuer's shareholding structure does not justify broadcasting the General Meeting and real-time two-way communication and exercising the voting right by means of electronic communication.

4.7. The supervisory board issues opinions on draft resolutions put by the management board on the agenda of the general meeting.

Explanation of the Issuer:

The Supervisory Board issues opinions on draft resolutions put by the Management Board on the agenda of the General Meeting, at least with respect to resolutions of strategic importance for the Company.

4.2 Internal control and risk management systems

Internal control and risk management with regard to the process of preparing the Issuer's financial statements are carried out in accordance with the applicable internal procedures for the preparation and approval of financial statements. The Company maintains appropriate documentation describing the accounting principles adopted by it, which includes, inter alia, information on the method of valuation of assets and liabilities and determination of the financial result, the method of keeping accounting books, data and their collections protection system. Accounting of all economic occurrences is made using the eNova computerized accounting system, which is protected against unauthorized access and has functional access restrictions.

Financial statements are prepared by accounting department employees with the support of the controlling department, under the control of the Chief Accountant and the Financial Director, as part of providing shared services under the agreement for providing support services within the shared services centre with Selvita S.A. The financial statements are audited by an independent statutory auditor selected by the Supervisory Board of the Company (currently PwC). Semi-annual statements are also reviewed by an independent statutory auditor.

4.3 Managerial and supervisory bodies

Issuer's Management Board:

1) Paweł Przewięźlikowski – President of the Management Board
2) Krzysztof Brzózka – Vice President of the Management Board
3) Kamil Sitarz – Member of the Management Board
4) Vatnak Vat-Ho – Member of the Management Board
5) Hendrik Nogai – Member of the Management Board

During the reporting period, effective August 1, 2022 Mr. Vatnak Vat-Ho and Mr. Hendrik Nogai were appointed to the Management Board by the Supervisory Board.

Issuer's Supervisory Board :

1) Piotr Romanowski – Chairman of the Supervisory Board
2) Tadeusz Wesołowski – Vice Chairman of the Supervisory Board
3) Rafał Chwast – Supervisory Board Member
4) Axel Glasmacher – Supervisory Board Member
5) Jarl Ulf Jungnelius – Supervisory Board Member
6) Thomas Turalski – Supervisory Board Member
7) Colin Goddard – Supervisory Board Member*

**During the reporting period, effective December 31, 2022 Mr. Colin Goddard resigned from the position of a member of the Supervisory Board.*

Issuer's Audit Committee:

1) Rafał Chwast – Chairman of the Audit Committee
2) Piotr Romanowski – Member of the Audit Committee
3) Tadeusz Wesołowski – Member of the Audit Committee
4) Jarl Ulf Jungnelius – Member of the Audit Committee

The Company's Remuneration Committee:

1) Piotr Romanowski – Chairman of the Remuneration Committee
2) Axel Glasmacher – Member of the Remuneration Committee
3) Colin Goddard* - Member of the Remuneration Committee
4) Thomas Turalski – Member of the Remuneration Committee

*Mr. Colin Goddard resigned from the position of a member of the Supervisory Board effective December 31st, 2022.

Members of the Audit Committee in the indicated composition met the independence criteria and other requirements specified in Art. 129 sec. 1, 3, 5 and 6 of the Act of 11 May 2017 on statutory auditors, audit firms and public supervision.

Moreover, the Management Board of the Company indicates that in the scope of the Audit Committee operating within the Company:

1. Persons who meet the statutory criteria of independence are: Mr. Rafał Chwast, Mr. Piotr Romanowski and Mr. Jarl Jungnelius.
2. A person with knowledge and skills in accounting or auditing of financial statements is Mr. Rafał Chwast.
3. All Audit Committee's Members are persons with knowledge and skills in the industry in which the Issuer operates.

Main provisions of Issuer's policy for selecting an audit company which will the statutory audit of financial statements

1. The audit company which will carry out the statutory audit of the company's financial statements is selected by the Supervisory Board of the Company.
2. When selecting the entity authorized to audit, the Supervisory Board of the Company will get acquainted with the recommendations submitted by the Company's Audit Committee.
3. The Supervisory Board of the Company is in no way bound by the recommendations of the Company's Audit Committee indicated in par. 2 above. In particular, it may select an entity other than that proposed by the Audit Committee in its recommendations. Any contractual clauses in the agreements concluded by the Company that is limiting the possibility of selecting an audit company for the purpose of carrying out the statutory audit of financial statements by the Supervisory Board for example to the specific lists of audit companies or specific categories of such companies shall be deemed illegal and invalid.
4. When selecting an audit company which will conduct the audit of the Company, the following principles should be observed (in particular):
    a. the impartiality and independence of the audit company;
    b. the quality of the audit work performed;
    c. knowledge of the industry in which the Company operates;
    d. the previous experience of the audit company in auditing reports of public interest entities;
    e. professional qualifications and experience of persons directly providing services in the scope of the conducted research;
    f. the ability to provide the required scope of services;
    g. the territorial scope of the audit company and the international nature of the network in which it operates (operating in most countries in which the Company operates);
    h. the proposed price of the service provided.
5. The Audit Committee of the Company may request information, explanations and documents necessary to perform its tasks related to the selection of the audit company.
6. The Company's Audit Committee may submit recommendations aimed at ensuring the reliability of the audit company selection process.

The main goals of Issuer's policy on the permitted non-audit services provided by the audit company which conducts the statutory audit of the Company's financial statements or by the entities associated with this company and by a member of the audit company's network

1. Neither the statutory auditor or an audit company which carries out the statutory audit of the Issuer or an entity affiliated with this audit company, nor any of the members of the network to which the statutory auditor or the audit company belongs, shall not provide, directly or

indirectly, any prohibited non-audit services or financial audit activities to the Company or its affiliated entities (if any).

2. A detailed catalogue of prohibited services is specified in Article 5 of the Regulation of the European Parliament and of the Council (EU) No 537/2014 of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/
3. The prohibited services referred to in point 2 above are not the services indicated in art. 136 sec. 2 of the Act on statutory auditors and their self-government, entities authorized to audit financial statements and on public supervision ("Permitted non-audit services").
4. Providing of Permitted non-audit services is possible only to the extent unrelated to the tax policy of the Company, after the Audit Committee will assesses the threats and safeguards to auditors' independence.
5. Providing of services other than audit will be carried out in accordance with the independence requirements specified for such services in the rules of professional ethics and standards for performing such services.

The auditing company auditing the Issuer's financial statements, that is PwC, did not provide the Issuer with permitted non-audit services, review, other assurance service in the period covered by this report and in the period after the balance sheet date (statement made as of the date of this Report).

Shares held by members of the Management and Supervisory Board of Ryvu Therapeutics S.A. as of Annual report publication date*

Shareholder	Preferred shares**	Ordinary shares	Number of shares	% of Share Capital	Number of Votes	% of Votes at SM
The Management Board						
Paweł Przewięźlikowski	3 500 000	639 544	**4 139 544**	17,90%	**7 639 544**	28,12%
Krzysztof Brzózka		250 076	**267 321**	1,16%	**267 321**	0,98%
Kamil Sitarz		21 365	**21 365**	0,09%	**21 365**	0,08%
Vatnak Vat-Ho		18 500	**18 500**	0,08%	**18 500**	0,07%
Hendrik Nogai		9 000	**9 000**	0,04%	**9 000**	0,03%
The Supervisory Board						
Tadeusz Wesołowski (directly)		92 975	**92 975**	0,40%	**92 975**	0,34%
Tadeusz Wesołowski (indirectly through Augebit FIZ)* **		1 279 738	**1 279 738**	5,54%	**1 279 738**	4,71%
Piotr Romanowski		174 000	**174 000**	0,75%	**174 000**	0,64%
Rafał Chwast		121 115	**121 115**	0,52%	**121 115**	0,45%
Thomas Turalski		20 100	**20 100**	0,09%	**20 100**	0,07%

**After the reporting period, series J shares emission took place, which changed the total number of shares and votes in the Company. For more information, please refer to p. 31-33.*
***A single Series A share entitles to two votes at the Shareholder Meeting.*
****The beneficiary of Augebit FIZ is Tadeusz Wesołowski - Vice-Chairman of the Issuer's Supervisory Board.*

Shares held by members of the Management and Supervisory Board of Ryvu Therapeutics S.A. as of December 31st, 2022

Shareholder	Preferred shares*	Ordinary shares	Number of shares	% of Share Capital	Number of Votes	% of Votes at SM
The Management Board						
Paweł Przewięźlikowski	3 500 000	400 544	**3 900 544**	21.25%	**7 400 544**	33.03%
Krzysztof Brzózka		267 321	**267 321**	1.46%	**267 321**	1.19%
Kamil Sitarz		21 365	**21 365**	0.12%	**21 365**	0.10%
Vatnak Vat-Ho		18 500	**18 500**	0.11%	**18 500**	0.08%
Hendrik Nogai		9 000	**9 000**	0.05%	**9 000**	0.04%
The Supervisory Board						
Tadeusz Wesołowski (directly)		92 975	**92 975**	0,51%	**92 975**	0.41%
Tadeusz Wesołowski (indirectly through Augebit FIZ)**		1 039 738	**1 039 738**	5.66%	**1 039 738**	4.64%
Piotr Romanowski		331 000	**331 000**	1.80%	**331 000**	1.48%
Rafał Chwast		121 115	**121 115**	0.66%	**121 115**	0.54%
Thomas Turalski		20 100	**20 100**	0.11%	**20 100**	0.09%

**A single Series A share entitles to two votes at the Shareholder Meeting.*
***The beneficiary of Augebit FIZ is Tadeusz Wesołowski - Vice-Chairman of the Issuer's Supervisory Board.*

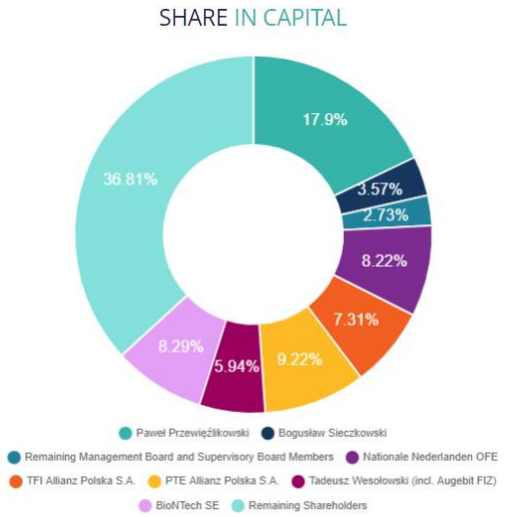
The Issuer is not aware of any contracts that could affect the proportions of the shares held by the existing shareholders. There are no other restrictions on the transfer of ownership of the Issuer's securities.

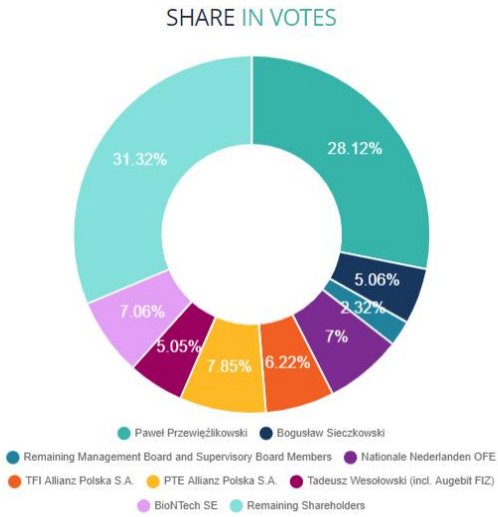
Shares held by significant shareholders of the Company

Shares held by significant shareholders of the Company as of Annual report publication date

Shareholder	Shares	% [Shares]	Votes	% [Votes]
Paweł Przewięźlikowski	4 139 544	17.90%	7 638 544	28.12%
Bogusław Sieczkowski	825 348	3.57%	1 375 348	5.06%
Tadeusz Wesołowski (with Augebit FIZ*)	1 372 713	5.94%	1 372 713	5.05%
Nationale Nederlanden OFE	1 900 980	8.22%	1 900 980	7.00%
PTE Allianz Polska S.A.	2 132 540	9.22%	2 132 540	7.85%
BioNTech SE	1 917 437	8.29%	1 917 437	7.06%

**The beneficiary of Augebit FIZ is Tadeusz Wesołowski - Vice-Chairman of the Issuer's Supervisory Board.*





Shares held by significant shareholders of the Company as of December 31st, 2022

Shareholder	Shares	% [Shares]	Votes	% [Votes]
Paweł Przewięźlikowski	3 900 544	21.25%	7 400 544	33.03%
Bogusław Sieczkowski	825 348	4.50%	1 375 348	6.14%
Tadeusz Wesołowski (with Augebit FIZ*)	1 132 713	6.17%	1 132 713	5.06%
Nationale Nederlanden OFE	1 530 980	8.34%	1 530 980	6.83%
Aviva OFE Santander	1 532 000	8.35%	1 532 000	6.84%

**The beneficiary of Augebit FIZ is Tadeusz Wesołowski - Vice-Chairman of the Issuer's Supervisory Board.*

Restrictions on the exercise of voting rights

Not applicable.

Restrictions on the transfer of ownership of the issuer's securities

Not applicable.

Description of the rules concerning the appointment and dismissal of managing persons and their rights, in particular the right to decide on the issue or buyback of shares

Pursuant to § 24 sec. 1 of Company's Articles of Association and § 2 sec.1. of Bylaws of the Management Board, Members of the Management Board are appointed and dismissed by Supervisory Board.

Pursuant to § 27 sec. 1 and 2 of Company's Articles of Association the Management Board manages the Company's business and represents the Company. The scope of activities of the Management Board comprises in particular all of the Company's matters that are not clearly reserved for the competencies of the General Meeting or the Supervisory Board. According to §3 of Bylaws of the Management Board, Management Board's responsibilities include in particular:

1. The Management Board manages the Company's activities, handles the Company's matters, manages the Company's property and represents the Company.
2. The Management Board looks after the transparency and effectiveness of the management system in the Company and handles its matters in accordance with the law and good practices.
3. The Management Board's responsibilities include all Company matters which are not reserved for the competence of the General Shareholders' Meeting or Supervisory Board, including, in particular:
    a) defining business goals and financial assumptions for the Company's activities;
    b) defining the Company's development strategy;
    c) handling the Company's matters;
    d) concluding contracts;
    e) shaping the Company's employment policy;
    f) compliance with information obligations of a public company;
    g) convening General Shareholders' Meetings within deadlines stipulated by the law or resulting from the Company's needs;
    h) preparing financial statements and written reports on the Company's operations (Directors' Reports) and providing them to the General Shareholders' Meeting and Supervisory Board;
    i) implementing and complying with corporate governance rules;
    j) reporting changes relating to the Company to the Register of Entrepreneurs of the National Court Register;
    k) ensuring the correct maintenance of the Company's documentation, including in particular the share register, book of resolutions of the Management Board, book of minutes of the General Shareholders' Meetings.

Description of the rules for changing the Issuer's Articles of Association

Pursuant to § 19 sec. 1 letter h of Company's Articles of Association, amendment of Company's Articles of Association is an exclusive competency of General Meeting.

The manner of operation of the general meeting and its basic competencies

Competencies of General Meeting are described in Company's Articles of Association

„General Meeting of Shareholders

§ 14

1. The General Meeting of Shareholders will be convened as an ordinary or extraordinary meeting.
2. The Ordinary General Shareholders Meeting will be convened by the Company's Management Board, at least once a year, but no later than six months after the end of each financial year.
3. The Extraordinary General Meeting of Shareholders will be convened by the Company's Management Board on its own initiative or at the written request of the Supervisory Board or of the shareholders representing at least one-twentieth of the share capital, no later than within two weeks of the date of submitting the respective application to the Management Board in writing or in electronic form.
4. The Supervisory Board may convene the Ordinary General Meeting of Shareholders if the Management Board does not convene it in the regulatory period referred to in section 2 and an Extraordinary General Meeting of Shareholders, if it considers it advisable.

§ 15

The General Meeting of Shareholders may be held in the Company's registered office, in Łódź, Katowice or in Warsaw.

§ 16

Resolutions of the General Meeting of Shareholders are passed by an absolute majority of votes, unless the Commercial Companies Code or these articles of Association stipulate otherwise.

§ 17

1. Voting at the General Meeting of Shareholders is by open ballot.
2. A secret ballot will be ordered in elections and in voting motions to dismiss members of the Company's bodies or liquidators, or to call them to account for their acts, and in personal matters.

§ 18

1. The General Meeting will be opened by the Chairman of the Supervisory Board or the Deputy Chairman, and subsequently, the Chairman will be elected from among the persons authorized to participate in the General Meeting. In the event of the absence of those persons, the General Meeting will be opened by the Chairman of the Management Board or a person appointed by the Management Board.
2. The General Meeting of Shareholders passes its rules that determine in detail the procedures for conducting the Meeting.

§ 19

1. Apart from the issues described in the legal regulations and in other provisions of the Articles of Association the General Meeting's competencies comprise:

a) purchasing and disposing of real estate, permanent usufruct or share in real estate or permanent usufruct;
b) reviewing and approving the Directors' Report and the financial statements for the prior financial year;
c) passing a resolution on profit appropriation or offset of loss;
d) discharging the members of the Company's bodies from liability;
e) taking decisions relating to claims to remedy any damage caused in the course of forming the Company or its management or supervision;
f) disposing of and leasing the enterprise or its organized part and placing restricted property rights upon them;
g) passing a resolution, in accordance with Article 394 of the Commercial Companies Code related to the conclusion of an agreement on the acquisition of any assets for the Company and for a subsidiary or cooperative subordinated to the Company for a price exceeding one-tenth of the paid-up share capital, from the Company's founder or shareholder, or for a company or cooperative subordinated to the Company's founder or shareholder, if the agreement is to be concluded before two years have passed since the date of the Company's registration;
h) amending the Company's Articles of Association;
i) increasing or reducing the share capital;
j) appointing and dismissing members of the Supervisory Board, in recognition of § 20 section 3;
k) approving the Rules of the Supervisory Board;
l) determining the principles for remunerating members of the Supervisory Board and the amount of the remuneration;
m) determining the amount of remuneration of members of the Supervisory Board delegated to perform constant individual supervisory functions;
n) setting up and reversing reserves;
o) merging the Company with other companies, transforming or demerging the Company;
p) dissolving the Company.

Description of the operation of the Issuer's management, supervisory or administrative bodies and their committees

Management Board

Manner of operation of Issuer's Management Board is described in Bylaws of the Management Board and Company's Articles of Association.

Bylaws of the Management Board

§ 2

Composition of the Management Board

1. Members of the Management Board are appointed and dismissed by the Supervisory Board.
2. The Management Board consists of 1 (one) to 7 (seven) people, including the President of the Management Board. In the case of the Management Board consisting of several people, a Vice President or Vice Presidents and Members of the Management Board can be appointed.

3. Both shareholders and non-shareholders may be appointed to the Management Board.
4. The term of office of the Management Board is five years. Members of the Management Board are appointed for a common term of office. The mandate of a Member of the Management Board appointed before the end of a given term of the Management Board expires upon the expiry of the mandates of the other members of the Management Board.
5. Any Member of the Management Board can be dismissed at any time.
6. Dismissal of a Member of the Management Board does not prejudice his/her claims under an employment agreement or another legal relationship related to his/her function as a Member of the Management Board.

Articles of the Association, §24 sec. 3

The number of members of the Management Board in each term of office will be determined by the Supervisory Board.

Bylaws of the Management Board

§ 5

Meetings of the Management Board

1. Meetings of the Management Board are convened and chaired by the President of the Management Board, and in the President's absence – by the Vice President of the Management Board or other Member of Management Board chosen by the President of the Management Board.
2. The President of the Management Board, and in the President's absence – the Vice President of the Management Board or other Member of Management Board chosen by the President of the Management Board – calls meetings of the Management Board on his/her initiative, at the request of a Member of the Management Board, or at the request of the Supervisory Board.
3. Meetings of the Management Board may be attended by people invited from outside the Management Board, after prior arrangement with the person convening the meeting. The invited people may not vote at the meetings.
4. The date and time of a meeting of the Management Board is notified to Members of the Management Board in writing, by fax, e-mail or in another agreed way, at least 1 (one) day before the date of the meeting.

§ 6

Adopting of the resolutions

1. Resolutions of the Management Board are adopted at meetings of the Management Board
2. Resolutions of the Management Board are passed by an absolute majority of votes. If voting results in a tie, the President has the casting vote.
3. Resolutions may be adopted if all members of the Management Board have been correctly notified of the meeting.
4. The appointment of a proxy requires the consent of all members of the Management Board. A proxy can be dismissed by any Member of the Management Board.

§ 7

Minutes of the meetings

1. Minutes are drawn up of all meetings of the Management Board.
2. The minutes of the meeting are taken by one of the members of the Management Board or a person from outside the Management Board appointed for this function.
3. The minutes should specify at least:
    a) the date of the meeting;
    b) names of Members of the Management Board and other people attending the meeting;
    c) agenda of the meeting;
    d) texts of resolutions passed and information about other matters which were not subject to resolutions;
    e) the number of votes cast for specific resolutions and dissenting opinions
4. The minutes are signed by Members of the Management Board present at the meeting and the person who took the minutes.

§ 8

Obligations of the Members of the Management Board

1. All members of the Management Board are obliged and entitled to handle jointly the Company's matters.
2. A Member of the Management Board in all his/her dealings is obliged to perform his/her duties with due care appropriate for the actions performed in business trading, in strict compliance with the law and the provisions of the Company's Articles of Association.
3. A Member of the Management Board may not, without the permission of the Supervisory Board, engage in competitive interests or participate in a competitive undertaking as a partner of a partnership or a member of a body of a corporate entity, or participate in another competitive legal entity as a member of its body. This ban also covers participation in a competitive company, if a Member of the Management Board holds at least 10% of shares or the right to appoint at least one Member of the Management Board.
4. In the event of a conflict of interest of the Company with the interest of a Member of the Management Board, his/her spouse, relatives or next of kin to the second degree and people with whom he/she is personally related. A Member of the Management Board should refrain from participation in the consideration of such matters and may request a respective mention in the minutes.

Supervisory Board

Manner of operation of Issuer's Management Board is described in Bylaws of the Supervisory Board and Company's Articles of Association.

Articles of Association

§ 20

1. The Supervisory Board comprises from 5 (five) to 10 (ten) persons.
2. Members of the Supervisory Board, including its Chairman, are appointed and dismissed by the General Meeting of Shareholders, in recognition of section 3.
3. (deleted)

4. Members of the Supervisory Board are appointed for a joint, five-year term of office.
5. In respect of the voting for members of the Supervisory Board in individual groups, the Chairman of the Supervisory Board is selected from among the members of a particular group.
6. If the mandate of a member of the Supervisory Board expires before the end of the term of office, the Management Board is required to immediately convene a General Meeting of Shareholders to complete the composition of the Supervisory Board.

§ 21

The Supervisory Board adopts the Rules that it submits to the General Meeting of Shareholders for approval.

§ 22

1. The Supervisory Board exercises continuous supervision over the Company's operations.
2. In particular, the competencies of the Supervisory Board comprise:
    a) assessing the Company's financial statements, the Directors' Report and the respective conclusions as to the appropriation of profit and offset of loss, and submitting the annual reports on the results of the assessments;
    b) appointing an independent statutory auditor to audit the Company's financial statements and the Group consolidated financial statements;
    c) appointing and dismissing members of the Company's Management Board;
    d) determining the principles for remunerating members of the Management Board and the amount of the remuneration;
    e) representing the Company in agreements and disputes between the Company and members of the Management Board unless the General Meeting appoints a plenipotentiary for this purpose;
    f) approving the Rules of the Management Board;
    g) approving the financial plan prepared by the Management Board;
    h) granting consent to members of the Management Board for engaging in activities competitive against the Company's or to participate in companies or ventures competitive against the Company.

§ 23

1. The Supervisory Board will hold meetings at least once a quarter.
2. The members of the Supervisory Board will exercise their rights and responsibilities in person. The Supervisory Board may delegate members to individually perform particular supervisory activities. Those members will receive separate remuneration, the amount of which will be decided by the General Meeting of Shareholders. Those members are required to meet non-competition obligations.

3. In order for the Supervisory Board's resolutions to be valid, it is necessary to invite all the Supervisory Board members to the meeting and to ensure that at least one-half of all Supervisory Board members are present at the meeting.

4. The resolutions of the Supervisory Board are passed by an absolute majority of votes of the Supervisory Board members. In the event of an equal number of votes, the Chairman of the Supervisory Board has the casting vote.

Audit Committee

Audit Committee is operating within the Supervisory Board. Description of operation of this Committee is described in Bylaws of Supervisory Board.

1. The Supervisory Board appoints members of the Audit Committee, including its Chairman.
2. Members of the Audit Committee are appointed among the members of the Supervisory Board.
3. The Audit Committee consists of at least three members.
4. Most members of the Audit Committee, including its chairman, meet the criterion of independence, in particular within the meaning of Art. 129 section 3 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Oversight (Journal of Laws of 2017, item 1089), and at least one member of the Audit Committee, shall meet the knowledge and skills criteria specified in art. 129.1.5 of the abovementioned Act.
5. The tasks of the Audit Committee include in particular:
    1) monitoring of:
        a) the financial reporting process;
        b) effectiveness of internal control systems and risk management systems as well as the internal audit, also in respect of financial reporting;
        c) carrying out financial audit activities, in particular audits carried out by an audit company, taking into account all the conclusions and findings of the Audit Supervision Commission which result from an inspection carried out in the audit company;
    2) controlling and monitoring the independent status of the auditor and the audit company, in particular when other, non-audit services are provided to the public interest company by the audit firm;
    3) informing the supervisory board or another supervisory or controlling body of the public interest entity of the results of the audit and explaining how the audit contributed to the reliability of the financial reporting in the public interest entity, and the role of the audit Committee in the auditing process;
    4) reviewing the independence of the auditor and giving consent to permitted non-audit services provided by him to the public interest entity;
    5) drawing up a policy for selecting an audit company to be charged with the audit of the company;
    6) drawing up a policy for providing permitted non-audit services by the audit company which conducts the audit, its related entities, and by a member of the audit company's network;
    7) determining the procedure for the public interest entity selecting an audit company;
    8) presenting the supervisory board or another supervisory or controlling body, or the body referred to in Art. 66 (4) of the Accounting Act of 29 September 1994, the recommendations referred to in Art. 16 (2) of Regulation 537/2014, in accordance with the policies referred to in points and 6;
    9) submitting recommendations aimed at ensuring the reliability of the financial reporting process in the public interest entity.
6. The principles of the Supervisory Board's operation, i.e. in particular holding meetings and adopting resolutions by the Supervisory Board shall apply accordingly to the functioning of the

Audit Committee, unless the Audit Committee decides otherwise.

Renumeration Committee

Renumeration Committee is operating within the Supervisory Board. Description of operation of this Committee is described in Bylaws of Supervisory Board.

1. The Supervisory Board appoints and dismissed members of the Remuneration Committee, including its Chairman.
2. Members of the Remuneration Committee, including its Chairman, are appointed among the Supervisory Board Members.
3. The Remuneration Committee consists of at least three Members.
4. In particular, the competencies of the Supervisory Board comprise:
    1) Regarding the remuneration of members of the Company's Management Board:
        a) assessing the basic salary, bonuses and share-based compensation received by members of the Company's Management Board in relation to the scope of duties of members of the Company's Management Board and the manner of their performance, as well as market conditions,
        b) presenting proposals to the Supervisory Board regarding appropriate forms of contracts with members of the Company's Management Board and the amount of their remuneration,
    2) Regarding directors and senior employees' remuneration:
        a) making a general assessment of the correctness of the Company's policy regarding remuneration of the directors and senior employees,
        b) issuing general recommendations to the Company's Management Board regarding the level and of remuneration for directors and senior employees,
        c) monitoring the level and structure of remuneration for directors and senior employees based on relevant information provided by the Company's Management Board,
    3) Regarding share-based compensation that can be granted to members of the Management Board and employees of the Company:
        a) discussing the general principles for implementing equity incentive programs based on shares, share options, subscription warrants,
        b) presenting proposals to the Supervisory Board in this respect,
        c) presenting proposals to the Supervisory Board regarding equity incentive programs.
5. The principles of the Supervisory Board's operation, in particular holding of meetings and the adoption of resolutions by the Supervisory Board shall apply accordingly to the Remuneration Committee, unless the Remuneration Committee decides otherwise.

Agreements signed between the Issuer and managing persons, providing for compensation in the event of their resignation or dismissal

The Issuer has not concluded any agreements with managing persons providing for compensation in the event of their resignation or dismissal from their position without valid reason.

Remuneration of the members of management and supervisory bodies

Remuneration of the members of the Management Board of Ryvu Therapeutics S.A. for period 1.01.2022-31.12.2022 [in PLN]*

Members of the Management Board	Remuneration for performing functions in the Management Board	Remuneration for employment contracts concluded with the Issuer	Remuneration for other contracts	Total remuneration in 2022
Paweł Przewięźlikowski	164 640	176 747.77	-	**341 387.77**
Krzysztof Brzózka	322 500	273 007.40	-	**595 507.40**
Nogai Hendrik	0.00	728 009.40		**728 009.40**
Kamil Sitarz	312 000	173 541.24	-	**485 541.24**
Vat-Ho Vatnak	0.00	935 104.00*	2 880 (civil contract)	**937 984.00**

**Mr. Vat-Ho's remuneration is paid by a third-party entity with its registered office in the US and then reinvoiced to Ryvu Therapeutics S.A. on a basis of an agreement between the two companies.*

Remuneration of the members of the Supervisory Board of Ryvu Therapeutics S.A. for period 1.01.2022-31.12.2022 [in PLN]

Members of the Board	Remuneration for performing functions in the Supervisory Board
Piotr Romanowski	150 477.48
Tadeusz Wesołowski	148 254.94
Rafał Chwast	150 477.48
Axel Glasmacher	148 255
Colin Goddard	148 255
Jarl Jungnelius	148 255
Thomas Turalski	148 255

Transactions concluded by the Issuer with affiliated entities in 2022

None.

System of control of employee share scheme

The incentive program based on the Company's shares donated by Mr. Pawel Przewieźlikowski, operating from 2021 to 2024, was approved by the General Meeting on May 17, 2021. Implementation of the program is directly supervised by the Supervisory Board and the Company's Management Board.

The diversity policy implemented by the Issuer with regard to its administrative, management and supervisory bodies

The aim of the diversity policy implemented by the Company is to build awareness and organizational culture open to diversity, which leads to increased work efficiency and prevents discrimination.

When selecting the Company's governing bodies and its key managers, the Company strives to ensure versatility and diversity, especially in the area of gender, education, age and professional experience. The basis of diversity management is to provide equal opportunities in access to professional development and promotion. Currently, the Management Board and Supervisory Board of the Company consists of only men. The decisive aspects are, above all, the qualifications and substantive preparation to perform a specific function.

5 STATEMENT OF THE MANAGEMENT BOARD REGARDING APPLICABLE ACCOUNTING PRINCIPLES

Management Board of Ryvu Therapeutics S.A. confirms that, to the best of its knowledge, the annual financial statements of Ryvu Therapeutics S.A. and comparative data have been prepared in accordance with the applicable accounting principles and reflect in a true, reliable and clear manner the property and financial situation of the Company and its financial result.

Report of the Management Board on the activities of Ryvu Therapeutics S.A. contains a true picture of the development and achievements as well as the Company's situation, including a description of the basic threats and risks.

6 STATEMENT OF THE MANAGEMENT BOARD TOGETHER WITH INFORMATION REGARDING CHOICE OF STATUTORY AUDITOR

Management Board of Ryvu Therapeutics S.A. declares that the entity authorized to audit financial statements auditing the annual financial statements for the financial year 2022 was selected in accordance to the provisions of law and that the entity and the statutory auditors auditing these statements met the conditions for expressing an impartial and independent opinion on the audit, pursuant to relevant provisions of national law and professional standards.

Management Board of Ryvu Therapeutics S.A. hereby informs that the selection of the audit company conducting the audit of the annual financial statements, i.e. Pricewathercooperhouse Polska spółka z ograniczoną odpowiedzialnością Audyt sp. k., was made in accordance with the applicable law, including those relating to the selection and selection procedure of an auditing company, and also:

a) the audit company and members of the team conducting the audit met the conditions for the preparation of an impartial and independent report from the audit of the annual financial statements in accordance with the applicable regulations, professional standards and professional ethics rules,
b) the Issuer complied with all of the applicable regulations regarding the rotation of the audit company and the key statutory auditor as well as the mandatory grace periods,
c) The issuer adopted a policy for the selection of an audit firm and a policy for additional non-audit services, including services conditionally exempt from prohibition of providing services by audit company, provided to the issuer by the audit company, entity affiliated to the audit company or a member of its network.

7 OTHER INFORMATION

Information on organizational or capital affiliations of the Issuer with other entities

The Issuer does not operate within Capital Group. As of the date of the Report, the Issuer holds 3.18% of shares, on a fully diluted basis, in NodThera Inc. with its registered office in the US.

Credits and Loans

On August 16th, 2022 the Company has entered into a financing agreement (the "Agreement") with the European Investment Bank ("EIB" or “Bank”) under the European Fund for Strategic Investments program, launched to provide financing for projects having high societal and economic value contributing to EU policy objectives. Under the Agreement, EIB agreed to provide the Company with credit at a maximum amount of EUR 22,000,000 (PLN 103,241,600 converted at the average exchange rate of the National Bank of Poland on August 16, 2022 1 EUR = 4.6928 PLN).

Structure of major capital deposits and investments

The structure of the main capital deposits and investments is presented in the financial statements.

Court Proceedings

Company has filed a lawsuit against Mota-Engil Central Europe S.A. in connection with construction of the Research and Development Center for the payment of PLN 13,756,717.07. With this lawsuit, the Company seeks claims related to the agreement for "Construction of the Research and Development Center of Innovative Drugs Selvita S.A.", the conclusion of which was announced by the Company in the current report No. 27/2018 of August 13, 2018. The total value of the Contract was PLN 68.783.585,34 including VAT.

Mota-Engil has filed a lawsuit for payment against to the Regional Court in Kraków in connection with the performance of the general contractor agreement for the project entitled: "Construction of the Research and Development Center for Innovative Drugs Selvita S.A.". In the lawsuit the Contractor is claiming damages for the costs incurred in connection with prolonged performance of the Contract, the unpaid portion of the lumpsum fee as well as supplementary remuneration for additional, replacement and omitted works (PLN 5,391,425.63) as well as damages resulting from the Company's unauthorized - in the Contractor's opinion - application of the performance bond and removal of the defects and faults (PLN 2,063,507.56). With the statutory interests, the Contractor demands from the Company a total amount of PLN 7,671,285.

Despite holding several mediation sessions, the parties ultimately failed to reach an agreement. The mediation officially ended on 16.06.2022.

Both proceedings are on the stage of a pre-trial hearing.

Assurances and guarantees

Event did not occur in 2022.

Purchase of own shares

As part of the incentive program, the Company acquires its own shares temporarily - see note 21.2 for details.

Information about owned branches (plants)

Company does not own any branches.

Information on risks arising from held financial instruments

Risks affiliated with held financial instruments were described above.

The annual report of Ryvu Therapeutics S.A. for the financial year
1 January 2022 - 31 December 2022 is hereby approved.

Krakow, March 22, 2023

Dokument
podpisany przez
Paweł Tadeusz
Przewięźlikowsk
i
Data: 2023.03.22
21:17:37 CET

Paweł Przewięźlikowski
President of the Management Board

Dokument
podpisany przez
Krzysztof Daniel
Brzózka
Data: 2023.03.22
22:33:03 CET

Krzysztof Brzózka
Vice-President of the Management Board

Dokument
podpisany przez
Kamil Sitarz
Data: 2023.03.22
20:52:49 CET

Kamil Sitarz
Member of the Management Board

Signed by /
Podpisano przez:

Franz Hendrik
Nogai

Date / Data:
2023-03-22 21:05

Hendrik Nogai
Member of the Management Board

Digitally signed by
Vatnak Vat-Ho
Date: 2023.03.22
14:50:59 MDT

Vatnak Vat-Ho
Member of the Management Board

CONTACT

RYVU THERAPEUTICS

2 Sternbacha Street

30-394 Krakow, Poland

P: +48 12 314 02 00

GENERAL INQUIRIES

ryvu@ryvu.com

RYVU THERAPEUTICS

FINANCIAL STATEMENTS RYVU THERAPEUTICS S.A.

prepared for the year
from 1 January 2022
to 31 December 2022

in accordance with International Financial Reporting Standards
as approved by the European Union

It is the translation of Polish original document

Table of Contents

Notes to the Financial Statements

STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD FROM 1 JANUARY 2022 TO 31 DECEMBER 2022

	Note	Period ended 31/12/2022	Period ended 31/12/2021 restated*
		000' PLN	000' PLN
Continuing operations			
Sales revenue	5.1	38,946	11,186
Grant income	5.2	29,491	24,226
Total operating revenue		**68,437**	**35,413**
Amortization and depreciation	5.4	-12,900	-12,561
Consumption of materials and supplies		-17,406	-13,725
External services	5.4	-41,500	-33,661
Employee benefit expense	5.4	-42,509	-30,329
Employee Capital Plans		-539	-362
Valuation of the incentive program	32	-22,184	-22,999
Other expenses		-2,021	-852
Taxes and charges		-838	-480
Total operating expenses		**-139,897**	**-114,968**
Valuation of shares in Nodthera	14	-8,929	286
Other operating revenue	7	2,053	722
Other operating expenses	7	-87	-52
Operating (Loss)		**-78,422**	**-78,599**
Financial revenue	8	1,145	79
Financial expenses	9	-1,918	-442
(Loss) before income tax		**-79,195**	**-78,962**
Income tax expense	10	-4,587	-116
Net (loss) on continuing operations		**-83,782**	**-79,078**
NET (LOSS)		**-83,782**	**-79,078**
TOTAL (LOSS) FOR THE PERIOD		**-83,782**	**-79,078**
(Loss)/gain per share			
(expressed in PLN per share)	11		
From continued operations:			
Basic		(4.6)	(4.3)
Diluted		(4.6)	(4.3)

**** adjusted described in note 38.1***

The accompanying notes form an integral part of these financial statements.

STATEMENT OF FINANCIAL POSITION
PREPARED AS AT 31 DECEMBER 2022

	Note	Balance as at 31/12/2022	Balance as at 31/12/2021 restated*	Balance as at 01/01/2021 restated*
		000' PLN	000' PLN	PLN
ASSETS				
Non-current assets				
Tangible fixed assets	12	80,346	87,876	86,672
Lease assets	20;12	1,873	3,307	4,490
Intangible fixed assets	13	4,276	3,044	2,319
Deferred tax asset	10	0	331	594
Financial assets-Shares in Nodthera	14	20,475	29,404	29,118
Other financial assets	17	76	604	85
Total non-current assets		**107,047**	**124,565**	**123,278**
Current assets				
Inventory	18	1,759	1,957	1,676
Short-term receivables	19	16,931	11,741	7,948
Cash from the issue on the account of the brokerage house	21.5	242,962	0	0
Other financial assets	17	528	4,994	24,969
Other non-financial assets	16	3,834	2,321	1,551
Cash and other monetary assets	30	101,917	83,236	136,218
Total current assets		367,930	104,248	172,362
Total assets		**474,977**	**228,813**	**295,640**
EQUITY AND LIABILITIES				
Equity				
Share capital	21	7,342	7,342	7,342
Reserve capital	21	279,063	279,063	279,063
Reserve capital paid up but not registered as at the balance sheet date	21.5	242,591	0	0
Own shares	21	0	0	0
Capital resulting from the split		-14,418	-14,418	-14,418
Capital resulting from the spin-off		-320,977	-320,977	-320,977
Other reserve capitals	21	57,688	34,408	11,172
Retained earnings / Accumulated losses		175,885	254,962	286,581
Net (Loss) for the period		-83,782	-79,078	-31,619
Total equity		**343,390**	**161,302**	**217,144**
Long-term liabilities				
Bank loans	22	0	742	1,552
Lease liabilities	20	865	1,576	2,775
Retirement provision	25	140	118	235
Long term finance liabilities	23	9,904	8,120	6,577
Deferred tax liability	10	0	438	6,042
Deferred income	28	21,307	20,257	27,503
Contract liabilities	28	54,496	0	0
Other liabilities	24	60	60	0
Total long-term liabilities		**86,772**	**31,312**	**44,684**
Short-term liabilities				
Trade and other liabilities	24	15,499	20,915	11,528
Bank loans	22	874	833	814
Lease liabilities	20	1,029	1,918	2,268
Retirement provision	27	10,703	3,587	4,643
Contract liabilities	28	13,624	0	0
Deferred income	28	3,085	8,946	14,559
Total short-term liabilities		**44,814**	**36,200**	**33,813**
Total liabilities		**131,586**	**67,512**	**78,497**
Total equity and liabilities		**474,977**	**228,813**	**295,640**

**** adjusted described in note 38.2***

The accompanying notes form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
FOR THE REPORTING PERIOD ENDED 31 DECEMBER 2022

	Note	Share capital	Share premium	Reserve capital paid up but not registered as at the balance sheet date	Own shares	Capital (fund) from the division	Capital created as a result of spin-off	Other reserve capitals	Retained earnings / Accumulated losses *	Net (Loss) for the period *	Total *
		000' PLN	000' PLN	000' PLN	000' PLN	000' PLN	000' PLN	000' PLN	000' PLN	000' PLN	000' PLN
Balance as at 1 January 2021		**7,342**	**279,063**	**0**	**0**	**-14,418**	**-320,977**	**11,172**	**293,227**	**-31,688**	**223,721**
Correction of an error regarding the agreement with LLC	38.2	0	0	0	0	0	0	0	-6,646	69	-6,577
Balance as at 1 January 2021 restated		**7,342**	**279,063**	**0**	**0**	**-14,418**	**-320,977**	**11,172**	**286,581**	**-31,619**	**217,144**
Net loss for the period		0	0	0	0	0	0	0	0	-79,078	-79,078
Payments for the transfer of shares to employees		0	0	0	0	0	0	237	0	0	237
Creation of reserve capital as part of the incentive program		0	0	0	0	0	0	22,999	0	0	22,999
Allocation of the result from previous year		0	0	0	0	0	0	0	-31,619	31,619	0
Balance as at 31 December 2021 restated		**7,342**	**279,063**	**0**	**0**	**-14,418**	**-320,977**	**34,408**	**254,962**	**-79,078**	**161,302**
Balance as at 1 January 2021		**7,342**	**279,063**	**0**	**0**	**-14,418**	**-320,977**	**34,408**	**261,539**	**-77,535**	**169,422**
Correction of an error regarding the agreement with LLC	38.2	0	0	0	0	0	0	0	-6,577	-1,543	-8,120
Balance as at 1 January 2021 restated		**7,342**	**279,063**	**0**	**0**	**-14,418**	**-320,977**	**34,408**	**254,962**	**-79,078**	**161,302**
Net loss for the period		0	0	0	0	0	0	0	0	-83,782	-83,782
Issue of shares	21.5	0	0	242,591	0	0	0	0	0	0	242,591
Creation of reserve capital as part of the incentive program	32	0	0	0	0	0	0	22,184	0	0	22,184
Valuation of options to purchase shares resulting from the investment agreement with BioNtech	21.3	0	0	0	0	0	0	1,096	0	0	1,096
Allocation of the result from previous year		0	0	0	0	0	0	0	-79,078	79,078	0
Balance as at 31 December 2022		**7,342**	**279,063**	**242,591**	**0**	**-14,418**	**-320,977**	**57,688**	**175,885**	**-83,782**	**343,390**

**** adjusted described in note 38.2***

The accompanying notes form an integral part of these financial statements.

STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM 1 JANUARY 2022 TO 31 DECEMBER 2022

	Note	Period ended 31/12/2022	Period ended 31/12/2021 restated*
		000' PLN	000' PLN
Cash flows from operating activities			
(Loss) for the period		**-83,782**	**-79,078**
Adjustments:			
Valuation of shares in Nodthera		8,929	-286
Amortization and depreciation and impairment losses on fixed assets		12,900	12,561
Interest and profit-sharing (dividends), net		315	-259
Change in receivables	37	-5,560	-3,793
Change in inventories		198	-281
Change in short-term liabilities and provision excluding credits and loans	37	-503	9,795
Change in deferred income	37	70,425	-13,914
Change in deferred tax	37	-438	-5,604
Change in other assets	37	2,109	-1,026
Valuation of the incentive program	32	22,184	22,999
Income tax paid		-5,458	0
Net cash flows from operating activities		**21,319**	**-58,886**
Cash flows from investing activities			
Purchase of tangible fixed assets and intangible assets	12;13	-6,253	-11,982
Purchase of subsidized fixed assets		4,737	0
Return of grants to fixed assets		-3,034	0
Purchase / (disposal) of other financial assets	17	-528	-4,994
Sale of other financial assets	17	4,994	24,969
Interest received		774	61
Net cash flows from investing activities		**690**	**8,055**
Cash flows from financing activities			
Proceeds from shares issue		0	237
Proceeds from LLS		1,146	1,018
Repayment of finance lease liabilities	20.1	-1,810	-2,419
Repayment of loans	37	-702	-791
Interest paid	9	-1,089	-197
Net cash flows from financing activities		**-2,455**	**-2,152**
Net increase / (decrease) in cash and cash equivalents		19,554	-52,983
Cash and cash equivalents at the beginning of the period		83,236	136,218
The impact of changes in exchange rates on the balance of cash in foreign currencies		-872	0
Cash and cash equivalents at the end of the period	30	**101,917**	**83,236**

**** adjusted described in note 38.2***

The accompanying notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
PREPARED AS AT 31 DECEMBER 2022

1. General information

1.1. The company

Ryvu Therapeutics S.A. was established as a result of the transformation of Selvita Spółka z o.o. in a joint-stock company based on the Notarial Deed of August 20, 2010 prepared at the notary's office A. Deflorian, D. Jastrzębska-Kwiecień Spółka Cywilna (Rep. No. 3222/2010). The registered office of the company is in Poland, Cracow, Bobrzyńskiego Street 4. Currently, the Company is registered in the Register of Entrepreneurs of the National Court Register at the District Court for the city of Kraków - Śródmieście - XI Economic Department under the KRS number 0000367359.

Composition of the management and supervisory bodies as at the date of these financial statements:

Management Board:		
Paweł Przewięźlikowski	-	President of the Management Board
Krzysztof Brzózka	-	Vice-President of the Management Board
Kamil Sitarz	-	Member of the Management Board
Hendrik Nogai	-	Member of the Management Board
Vatnak Vat-Ho	-	Member of the Management Board
Supervisory Board:		
Piotr Romanowski	-	Chairman
Tadeusz Wesołowski	-	Vice- Chairman
Rafał Chwast	-	Member
Axel Glasmacher	-	Member
Jarl Jungnelius	-	Member
Thomas Turalski	-	Member

As at December 31, 2022 the shareholder structure of the company is as follows:

	Registered office	Number of shares	Percentage interest in capital	Percentage share in voting rights
Paweł Przewięźlikowski	Poland	3,900,544	21.25%	33.03%
Bogusław Sieczkowski	Poland	825,348	4.50%	6.14%
Nationale -Nederlanden PTE S.A.	Poland	1,530,980	8.34%	6.83%
Tadeusz Wesołowski (with Augebit FIZ)	Poland	1,132,713	6.17%	5.06%
Aviva OFE Santander	Poland	1,532,000	8.35%	6.84%
Other shareholders (less than 5% of votes at the GM)		9,433,889	51.39%	42.10%
Total		**18,355,474**	**100.00%**	**100.00%**

As of December 31, 2021, the shareholding structure of the Company was as follows:

	Registered office	Number of shares	Percentage interest in capital	Percentage share in voting rights
Paweł Przewięźlikowski	Poland	3,949,517	21.52%	33.25%
Bogusław Sieczkowski	Poland	924,384	5.04%	6.58%
Nationale -Nederlanden PTE S.A.	Poland	1,771,000	9.65%	7.90%
Tadeusz Wesołowski (with Augebit FIZ)	Poland	1,132,713	6.17%	5.06%
Aviva OFE Santander	Poland	1,122,859	6.12%	5.01%
Other shareholders (less than 5% of votes at the GM)		9,455,001	51.50%	42.20%
Total		**18,355,474**	**100.00%**	**100.00%**

The duration of the Company is not fixed.

The calendar year is the financial year of the Company.

The core business of the Capital Company comprises research and development in biotechnology.

1.2. Going concern assumption

The Company's financial statements have been prepared on the assumption that the Company will continue as a going concern for at least 12 months after the date of signing of this financial statements.

Due to the outbreak of the armed conflict in Ukraine, the Company's Management Board analyzed the impact of the ongoing war on the Company's operations. In particular, it should be noted that the Company does not have any assets in Ukraine and does not conduct business in Ukraine and Russia. The participation of entities from Ukraine or Russia as suppliers in the Company's structure is insignificant and is mainly limited to providing libraries of compounds for discovery projects at their early stage. The Company also identifies currency risk. 90% of the Company's cash is denominated in PLN. The grants obtained are also denominated in PLN, while the costs of clinical trials and external research and development services are mostly denominated in foreign currencies. More information on the above subject can be found in note 35 of the financial statements.

In connection with the signing of the financing agreement with the European Investment Bank in the amount of EUR 22 million and the issue of series "J" shares in December 2022, the Management Board of the Company sees no threats related to the continuation of its operations and financing the development of its projects. More information on the above subject can be found in notes 25 and 39 of the financial statements.

The financial situation of the Company as at the moment of signing these financial statements is good, taking into account the current level of cash, the financing granted by the European Investment Bank and the issue of series "J" shares. As at December 31, 2022, the value of the Company's cash amounted to PLN 101,917 thousand, and as at March 17, 2023, the value of the Company's cash amounted to PLN 320.589 thousand. The increase in cash is mainly due to receipt of funds from the issue of series "J" shares carried out in December 2022.

1.3. Functional and reporting currency

These financial statements have been prepared in the Polish zloty (PLN). The Polish zloty is the functional and reporting currency of the Company. Figures in the financial statements are expressed **in thousand of Polish zlotys (PLN)** unless it is otherwise stated.

2. International Financial Reporting Standards

2.1. Statement of compliance

These financial statements have been prepared in accordance with the requirements of the International Accounting Standard endorsed by the EU ("IFRS EU").

These financial statements for the period from January 1, 2022 to December 31, 2022 are full financial statements containing disclosures in accordance with the requirements of the International Accounting Standards approved by the EU.

2.1.1. Reporting period and scope

The Company's financial statements cover the financial period from 1 January 2022 to 31 December 2022 and contain comparative data that constitute data for the financial period from 1 January 2021 to 31 December 2021. The statement of financial position and explanatory notes to this report also contain comparative data as at December 31, 2021.

Status of IFRS endorsement by the EU

2.2. The following standards and interpretations have been published by the International Accounting Standards Board, but they do not apply to these financial statements (i.e. for 12-months financial statements ended December 31, 2022)

a) IFRS 17 "Insurance Contracts" and amendments to IFRS 17
IFRS 17 "Insurance Contracts" was issued by the International Accounting Standards Board on May 18, 2017, and the amendments to IFRS 17 were published on June 25, 2020. The new revised standard is effective for annual periods beginning on or after January 1, 2023.
IFRS 17 Insurance Contracts will replace the current IFRS 4, which allows for a variety of practice in accounting for insurance contracts. IFRS 17 will fundamentally change the accounting of all entities that deal with insurance contracts and investment contracts.
b) Amendments to IAS 1 "Presentation of Financial Statements" and guidelines of the IFRS Board on disclosures about accounting policies in practice
The amendment to IAS 1 introduces the requirement to disclose significant information about the accounting principles defined in the standard. The amendment explains that information on accounting policies is material if, in the absence of such information, users of the financial statements would not be able to understand other material information included in the financial statements. In addition, the Board's guidance on applying the concept of materiality in practice has also been revised to provide guidance on how to apply the concept of materiality to accounting disclosures. The change is effective from January 1, 2023.
c) Amendments to IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors"
In February 2021, the Board published an amendment to IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors" regarding the definition of accounting estimates. The amendment to IAS 8 explains how entities should distinguish changes in accounting policies from changes in accounting estimates. The change is effective from January 1, 2023.
d) Amendments to IAS 12 "Income Taxes"
Amendments to IAS 12 clarify how to account for deferred tax on transactions such as leasing and decommissioning liabilities. Before the amendment to the standard, there were uncertainties as to whether the exemption from the recognition of deferred tax recognized for the first time applied to this type of transaction, i.e. where both deferred tax assets and liabilities are A33recognized. The amendments to IAS 12 clarify that the exemption does not apply and that entities are required to recognize deferred tax on such transactions. The amendments oblige companies to recognize deferred tax on transactions which, upon initial recognition, give rise to the same taxable and deductible temporary differences.
The amendment is effective for financial statements for periods beginning on or after January 1, 2023. As at the date of preparing these consolidated financial statements, these changes have not yet been approved by the European Union.
e) Amendments to IAS 1 "Presentation of Financial Statements"
The Board published amendments to IAS 1, which clarify the issue of presenting liabilities as long- and short-term. The published changes are effective for financial statements for periods beginning on or after January 1, 2023.
As at the date of preparing these consolidated financial statements, the change has not yet been approved by the European Union.

f) Amendment to IFRS 17 "Insurance Contracts"
The amendment concerns the transitional requirements in connection with the first-time application of IFRS 17 "Insurance Contracts" and IFRS 9 "Financial Instruments". The purpose of the amendment is to ensure the usefulness of financial information for investors in the period of the first application of the new standard by introducing certain simplifications with regard to the presentation of comparative data.
The amendment only applies to the application of the new standard by insurers and does not affect any other requirements of IFRS 17.
As at the date of preparing these consolidated financial statements, the change has not yet been approved by the European Union.
g) IFRS 14 "Regulatory Deferral Accounts"
This standard allows entities that prepare financial statements in accordance with IFRS for the first time (on or after 1 January 2016) to recognize amounts resulting from activities with regulated prices in accordance with the accounting principles applied so far. To improve comparability, with entities that already apply IFRS and do not report such amounts, in accordance with the published IFRS 14, amounts resulting from activities with regulated prices should be presented in a separate item both in the statement of financial position and in the profit and loss account and in the statement of financial position. other comprehensive income.
By the decision of the European Union, IFRS 14 will not be approved.
h) Amendments to IFRS 10 and IAS 28 regarding the sale or contribution of assets between an investor and its associates or joint ventures
The amendments solve the current inconsistency between IFRS 10 and IAS 28. The accounting treatment depends on whether the non-monetary assets sold or contributed to an associate or joint venture constitute a "business".
Where non-monetary assets constitute a "business", the investor shows a full profit or loss on the transaction. If the assets do not meet the definition of a business, the investor recognizes a gain or loss only to the extent of the part constituting the shares of other investors.
The changes were published on September 11, 2014. As at the date of preparation of these consolidated financial statements, the approval of this change is deferred by the European Union.

In the Company's opinion, the above-mentioned new standards and amendments to existing standards would not have an impact on the financial statements if they had been applied by the Company as at the balance sheet date.

3. Summary of significant accounting policies

3.1. Going concern

The financial statements have been prepared on the assumption that the company will continue as a going concern in the 12 months following the date of signing of this financial statements. The issue of going concern was presented in Note 1.2.

3.2. Basis of preparation

The financial statements have been prepared in accordance with the historical cost concept, except for shares in Nodthera, which are measured at fair value.

The key accounting principles used by the Company have been presented below.

3.3. Revenue recognition

3.3.1. Grants

Subsidies are recognized in accordance with IAS 20. Subsidies are not recognized until there is reasonable certainty that the Company will meet the necessary conditions and will receive such subsidies.

The fair value includes grants received in kind. Subsidies received in the form of cash are recognized in the amount of such cash.

Government subsidies for a given cost item are recognized as revenue from subsidies systematically, for each period in which the Company recognizes expenses as costs, the compensation of which is to be a subsidy.

If the subsidy relates to an asset, then its fair value is recognized as deferred income, and then gradually, through equal annual write-offs, recognized in the income from the subsidy over the estimated useful life of the related asset.

Two types of subsidy are awarded: research subsidies and infrastructure subsidies.
In research grants, eligible costs may be the remuneration of employees related to co-financed projects, external services, depreciation of equipment, etc. Revenue from subsidies is calculated in proportion to the eligible costs incurred, the co-financing ratio in accordance with the signed grant agreement. If, under the subsidy, the Company is entitled to a bonus, e.g. due to publication of the results of work, the Management Board of the Company each time assesses whether there is reasonable certainty that the conditions for obtaining the bonus are met, and if there is such justified certainty, it recognizes the revenue from the subsidy, taking into account the Company's right.
The purchase of fixed assets is co-financed in infrastructural subsidies. Revenue from subsidies is calculated in proportion to the depreciation costs, co-financing rate in accordance with the signed subsidy agreement where there is reasonable assurance that grants will be received. Accrued income from subsidies is refereed to other receivables (receivables from subsidies). Cash that flows into the bank account is referred to deferred income.

3.3.2. Sales of goods and services

Revenues, except for subsidies, are recognized in accordance with IFRS 15, the Company recognizes revenue in a manner that presents the transaction of transferring to the customer promised goods or services, in the amount reflecting the value of remuneration that the Company expects in exchange for these goods or services. In view of the above, it is crucial to correctly determine the moment and amount of revenue recognized by the Company.

The standard introduced the following unified 5-stage revenue recognition model:

- Stage 1: Identification of the contract with the client,

In its current cooperation agreements and license agreements, the Company licenses its intellectual property and the sale of its services to cooperating partner entities. Revenue is generated under these agreements in the form of licences, milestone payments based on clinical and regulatory criteria, R&D fees, and future sales-based milestones and sales-based royalties. In some cases, cooperation agreements and license agreements may also include a share subscription element. In such a case, the Company analyzes whether the criteria for combining contracts, in accordance with the rules set out in IFRS 15, are met.

- Stage 2: Identification of the performance obligations contained in the contract,

Depending on the type of contract, it may contain one or more separate performance obligations. The separation of performance obligations is based on the assessment of whether the promises contained in the contract can be separate and whether other promises to provide goods and/or services under the contract are separate from them.

- Stage 3: Determining the transaction price,

Our material ongoing collaboration and licensing agreements include license fees; milestone payments, the receipt of which is contingent upon the achievement of certain clinical, regulatory or commercial milestones; royalties on sales and fees for research and development services.

a) If a license to the Company's intellectual property is deemed separate from other performance obligations identified in the contract, the Company recognizes revenue from non-refundable upfront fees assigned to that license when the license is transferred to the customer and the customer obtains the right to use the license.

b) The milestone payment, being a variable consideration, is included in the transaction price only to the extent that it is highly probable that there will be no significant reversal in the amount of cumulative revenue recognition, when the uncertainty associated with the variable consideration is subsequently resolved. The Company estimates the amount to be included in the transaction price after reaching the milestone. The transaction price is then allocated to each performance obligation based on a separate selling price, for which the Company recognizes revenue when the performance obligations under the contract are satisfied. At the end of each reporting period, the Company re-evaluates the probability of reaching such milestones.

c) Research and development services are performed and satisfied over time, provided that the customer simultaneously receives and consumes the benefits provided.

d) Our material ongoing partnerships and licensing agreements include sales-based royalties, including commercial milestone payments based on sales level, and commercial milestone payments. The related revenue is recognized when the subsequent underlying sale occurs.

- Stage 4: Allocation of the transaction price to the performance obligations contained in the contract,

As a rule, the entity assigns the transaction price to each obligation to perform the benefit specified in the contract.

- Stage 5: Income recognition when the performance obligation is met (or being met).

In accordance with IFRS 15, the Company recognizes revenue when (or in the course of fulfilling) the performance obligation, i.e. when control over the goods or services being the subject of this obligation is transferred to the customer. Revenues are recognized as amounts equal to the transaction price that has been assigned to a given performance obligation.

The company transfers control over the good or service over time and thus meets the performance obligation and recognizes revenue over time if one of the following conditions is met:

- the customer simultaneously receives and enjoys the benefits of the service as it is performed,
- as a result of the performance of the service, an asset is created or improved, and control over this asset - as it is created or improved, is exercised by the customer,
- as a result of the performance, no component with an alternative use for the Company is created, and the Company has an enforceable right to payment for the performance performed so far.

To measure the degree of total fulfillment of the obligation to perform the performance met over time the Company uses a results-based method, i.e. it recognizes revenues on the basis of a direct measurement of the value for the client of goods and services that have so far been transferred to the client, in relation to the other goods or services promised in the contract, by assessing the results achieved and the stages.

For items in which the Company remains ready to provide services, revenue is settled on a straight-line basis over the period of standby.

When it is probable that total contract costs exceed total contract revenue, the expected loss is recognized immediately in costs and accounted for in accordance with IAS 37.

The amounts received before carrying out the works to which they relate are recognized in the statement of financial position in liabilities as liabilities under contracts. The amounts invoiced for completed works, but not yet paid by customers, are recognized in the statement of financial position in trade receivables and in net profit.

3.4. Interest and dividend income

Dividend income is recognized at the record date (provided that it is probable that the Company will derive economic benefits and the income may be measured reliably).

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have been impaired due to credit risk. In the case of credit-impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (net of the allowance for expected credit losses).

3.5. Leases

The Company as a lessee

Assets due to the right of use

The Company recognizes assets due to the right to use on the lease commencement date (ie the date when the underlying asset is available for use). Assets under the right to use are valued at cost, less total depreciation and impairment losses, adjusted for any revaluation of lease liabilities. The cost of assets due to the right to use includes the amount of lease liabilities recognized, initial direct costs incurred and any lease payments paid on or before the start date, less any leasing incentives received. Unless the Company has sufficient assurance that it will obtain ownership of the subject of the lease at the end of the lease period, the recognized rights under usufruct rights are amortized using the straight-line method over the shorter of the two periods: estimated useful life or lease period. Assets under the right to use are subject to impairment.

As a standard, the company signed lease agreements for a period of 5 years. 80% of signed contracts have extension options. The Company does not exercise these options. The discount rate in the range from 1.7 to 9.2% was adopted for the valuation of lease liabilities.

Right-of-use assets are depreciated as follows:
'- premises – 10 years;
- technical equipment and machines – 4-5 years;
- vehicles – 5 years;

Lease liabilities

At the start of the lease, the Company measures the lease liabilities in the amount of the current value of the lease payments remaining on that date. Leasing fees include fixed fees (including essentially fixed leasing fees) less any leasing incentives due, variable fees that depend on the index or rate, and amounts expected to be paid under the guaranteed final value. Lease payments also include the price of the call option if it can be assumed with sufficient certainty that the Company will exercise it and payment of fines for termination of the lease, if the lease conditions provide for the possibility of the lease being terminated by the Company and there is reasonable certainty that the Company will take advantage of the termination. Variable lease payments that do not depend on an index or rate are recognized as costs in the period in which the event or condition giving rise to the payment occurs.

When calculating the current value of lease payments, the Company uses the lessee's marginal interest rate on the day the lease starts, if the leasing interest rate cannot be easily determined. After the start date, the amount of the lease liability is increased to reflect interest and reduced by the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if the lease period changes, the lease payments change substantially or the judgment regarding the purchase of underlying assets changes.

Short-term leasing and leasing of low-value assets

The Company applies the exemption from recognizing short-term leases to its short-term lease contracts (i.e. contracts whose lease period is 12 months or less from the commencement date and does not include a call option). The Company also applies an exemption regarding the recognition of leases of low-value assets in relation to low-value leases i.e. up to USD 5 thousand. Leasing fees for short-term leasing and leasing of low-value assets are recognized as costs using the straight-line method over the duration of the lease.

Significant judgments and estimates were described in the Note 4.1.

The company as a lessor

Leasing agreements, under which the Company retains substantially all the risks and benefits arising from the ownership of the leased asset, are classified as operating lease agreements. The Company recognizes lease payments from operating leases as income using the straight-line method.

The Company presents the underlying assets covered by operating leases in its statement of financial position in accordance with the nature of the underlying asset.

3.6. Foreign currencies

Transactions in currencies other than the functional currency (foreign currency transactions) are presented at the exchange rate ruling at the transaction date. As at the end of the reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling as at that date. Non-monetary items measured at fair value and denominated in foreign currencies are measured at the exchange rate effective as at the date of fair value measurement. Non-monetary items are measured at historical cost.

Exchange differences on monetary items are recognized in profit or loss for the period when they occur, except exchange differences on assets under construction intended to be used for manufacturing purposes in the future, which increase the cost of such assets and are treated as adjustment to interest expense related to foreign currency loans.

	Balance as at 31/12/2022	Balance as at 31/12/2021
EUR / PLN	4.6899	4.5994
USD / PLN	4.4018	4.0600
GBP / PLN	5.2957	5.4846
CHF / PLN	4.7679	4.4484
JPY / PLN	0.0333	0.0353
SEK / PLN	0.4213	0.4486

3.7. Borrowing costs

Borrowing costs directly related to the acquisition or production of assets that require a longer time to bring them to use are included in the costs of producing such assets until they are generally ready for their intended use or sale. In the reporting period, the issue did not occur.

Revenue from investments obtained as a result of short-term investment of acquired external funds allocated directly to finance the purchase or production of assets reduce the value of borrowing costs subject to capitalization. In the reporting period, the issue did not occur.

All other borrowing costs are charged directly to the result in the period in which they were incurred.

3.8. Costs of employee benefits

Provisions for employee benefits, i.e. retirement benefits, are estimated at the end of each reporting period using simplified methods similar to actuarial ones.

3.9. Taxes

The entity's income taxes comprise current and deferred tax.

3.9.1. Current tax

The current tax liability is measured on the basis of the taxable profit or loss (tax base) for the reporting period. The taxable profit (loss) differs from the accounting profit (loss) due to elimination of revenue that is temporarily not taxable and temporarily non-deductible expenses as well as expenses and revenue which will never be subject to tax. The tax charge is determined using the tax rates effective in the financial year.

3.9.2. Deferred tax

Deferred tax is recognized with respect to temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base used for purposes of calculation of taxable profit, as well as unused tax losses and unused tax credits. As a rule, the deferred tax liability is recognized for all temporary taxable differences. A deferred tax asset is recognized with respect to all temporary deductible differences insofar as it is probable that the entity will generate taxable profit against which such differences may be offset. Such deferred tax asset and liability is not recognized if the temporary differences arise from goodwill or from initial recognition (except business combinations) of other assets and liabilities in a transaction which does not affect the tax or accounting profit.

The value of the deferred tax asset is reviewed at the end of each reporting period and if the expected future taxable profit is insufficient to realize the asset or its part, an impairment loss is recognized as appropriate.

Deferred tax is calculated using tax rates that will apply when the asset is realized or the liability becomes due. The valuation of deferred tax reserves and deferred tax assets reflects the tax consequences that will occur in line with the manner of implementation or settlement of balance sheet assets and liabilities as forecast by the Company. A significant part of the recognized deferred tax asset is expected to be realized over the next 12 months (as it relates to short-term provisions).

In the area of income tax, the Company is subject to general provisions in this area, these are basically the Polish provisions of the CIT Act and associated provisions. The company is not a tax capital Company. The tax and balance sheet years coincide with the calendar year.

The company recognizes a deferred tax asset that is used to carry over unused tax losses to the extent that it is probable that future taxable income will be available against which unused tax losses can be deducted. In assessing whether it is likely that the future taxable income available will be sufficient, the Company takes into account the nature, origin and timing of such income and ensures that convincing evidence is collected. The company assesses the realizability of the deferred tax asset as at each balance sheet date. This assessment requires the involvement of professional judgment and estimates, including regarding future tax results. An unrecognized deferred tax asset is subject to reassessment at each balance sheet date and is recognized up to the amount that reflects the probability of achieving taxable income in the future that will allow recovery of that asset.

Uncertainty associated with the recognition of income tax

Pursuant to IFRIC 23, if in the Company's opinion it is likely that the Company's approach to a tax issue or Company of tax issues will be accepted by the tax authority, the Company determines taxable income (tax loss), tax base, unused tax losses, unused tax credits and rates tax including the approach to taxation planned or used in your tax return. Assessing this probability, the Company assumes that the tax authorities authorized to inspect and challenge the tax treatment will carry out such an inspection and will have access to all information. If the Company determines that it is not probable that the tax authority will accept the Company's approach to a tax issue or Company of tax issues, then the Company reflects the effects of uncertainty in accounting terms of tax in the period in which it determined it. Therefore, the company recognizes an income tax liability using one of the following two methods, depending on which of them better reflects the way in which uncertainty can materialize:
- The company determines the most likely scenario - this is a single amount among the possible outcomes or
- The company recognizes the expected value - it is the sum of probability weighted amounts among the possible results.

3.9.3. Current and deferred tax for the period

The current and deferred tax is recognized in profit or loss, except for items recognized in other comprehensive income or directly in equity. In such a case, the current and deferred tax is also charged to other comprehensive income or equity, respectively. If the current or deferred tax results from initial recognition of a business combination, the tax effect is taken into consideration in the subsequent entries related to that business combination.

3.10. Property, plant and equipment

Fixed assets are measured at cost less depreciation and impairment losses.
Costs incurred after a fixed asset has been commissioned, such as costs of repairs, inspections or maintenance fees, are recognized in profit or loss for the period during which they were incurred. Expenditures incurred in subsequent periods are recognized in the carrying amount of an asset or recognized as a separate asset only when it is probable that the Group will obtain economic benefits related to a given item in the future and the amount can be reliably determined. When an item recognized as a separate asset is replaced, its carrying amount is no longer recognized. In the case of fixed assets purchased in a foreign currency, exchange differences do not increase the initial value.
Fixed assets under construction, except for the case when exchange differences are an adjustment of the cost of interest to be recognized in the carrying amount of a fixed asset in accordance with the accounting policy presented in Note 3.7, are measured at total cost related directly to their acquisition or manufacturing, including costs of external financing, less impairment losses. Fixed assets under construction include payments of patent fees related to research.

Fixed assets, except land and the right of perpetual usufruct of land, are depreciated on a straight-line basis over the period of their estimated useful life or the shorter of the useful life or the period of the right to use the assets, which is as follows:
- building, premises, civil and water engineering structures – from 10 to 40 years;
- technical equipment and machines – 3-10 years;
- vehicles – 5 years;
- other fixed assets – 3-5 years.

Machines and equipment are recognized at cost less depreciation and accumulated impairment losses.

Depreciation is recognized so as to reduce the cost or the measurement of an asset (other than land and fixed assets under construction) to its residual value using the straight-line method. The estimated useful lives, residual values and depreciation methods are reviewed at the end of each reporting period (with prospective application of all changes in estimates).

An item of property, plant and equipment is derecognized from the balance sheet upon its disposal or when it is expected that no further economic benefits will flow to the entity in relation to its use. Any gains or losses resulting from disposal of an item of property, plant and equipment or its decommissioning are charged to profit or loss for the period when the item was derecognized (calculated as the difference between proceeds from sale and the carrying amount of the asset).

3.11. Intangible assets

3.11.1. Intangible assets

Intangible assets with fixed useful life, purchased by the Company, are recognized at cost less amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over the estimated useful life. The estimated useful life and amortization method are reviewed at the end of each reporting period and the effects of changes in the estimates are accounted for prospectively. Intangible assets with indefinite useful life, purchased by the Company, are recognized at cost less accumulated impairment losses.

3.11.2. Intangible assets developed internally – R&D cost

R&D cost is recognized in profit or loss when incurred.

Intangible assets developed as a result of R&D work are recognized in the statement of financial position only if the Company has:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- knowledge of how the intangible asset will generate future economic benefits;
- access to adequate technical and financial resources to complete the development and to use or sell the intangible asset;
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The initial value of internally developed intangible assets is the total of expenses incurred from the date at which the asset satisfied the above recognition criteria for the first time. If internal R&D cost cannot be recognized on the balance sheet, it is charged to profit or loss for the period in which it was incurred.

After initial recognition, an intangible asset developed internally is carried at cost less accumulated amortization and accumulated impairment losses, in line with the principles applicable to intangible assets purchased by the entity.

3.11.3. Derecognition of intangible assets

An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Any gains or losses arising from derecognition of an intangible asset from the balance sheet (determined as the difference between proceeds from sale and the carrying amount of the asset) are recognized in profit or loss for the period when the asset was derecognized.

3.12. Impairment of property, plant and equipment and intangible assets, except goodwill

At the end of each reporting period, the Company reviews the carrying amounts of its property, plant and equipment and intangible assets in order to determine whether there are any indications of impairment. If such indications are identified, the recoverable amount of the asset is estimated in order to determine the value of the potential impairment loss. Where the recoverable amount of an asset may not be estimated, an analysis of the recoverable amount is performed for the cash generating unit which the asset has been allocated to. Where a reliable and consistent basis for allocation can be identified, the Company's non-current assets are allocated to individual cash generating units or to the smallest Companys of cash generating units for which a reliable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives or those which have not been commissioned yet are tested for impairment annually and additionally whenever indications of their impairment are identified.

The recoverable amount is determined as the higher of the fair value less costs to sell or the value in use. The value in use is the present value of the projected future cash flows discounted using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash generating unit) is lower than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss of the period in which impairment was identified.

Where an impairment loss is subsequently reversed, the net value of the asset (or a cash generating unit) is increased to the revised estimate of the recoverable amount, which, however, may not exceed the carrying amount of the asset which would have been determined had an impairment loss of the asset/cash generating unit not been recognized in previous years. Reversal of an impairment loss is recognized immediately in profit or loss.

3.13. Inventories

Inventories are measured at the lower of cost or realizable value. The cost of inventories is determined using the FIFO method. The realizable value is the estimated sale price of inventories less any estimated costs necessary to complete the manufacturing process/provide a service or to complete the sale transaction.

Purchased materials are recognized directly in operating expenses and measured at the end of the reporting period in line with the aforementioned principles based on a physical inventory.

The Company's inventories are reagents and laboratory materials used in research.

3.14. Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the amount required to fulfil the present obligation at the end of the reporting period, taking into account the risks and uncertainties related to the obligation. Where a provision is measured using the method of projected cash flows required to fulfil the present obligation, the carrying amount corresponds to the present value of such cash flows (if the effect of the time value of money is material).

When some or all of the economic benefits required to settle the provision are expected to be recovered from a third party, the amount due is recognized as an asset if it is almost certain that the amount will be recovered and it can be measured reliably.

3.14.1. Onerous contracts

Current liabilities under onerous contracts are recognized and measured as provisions. An onerous contract is a contract entered into by the Company, in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

3.15. Cash and cash equivalents

Cash and short-term deposits shown in the balance sheet include cash at bank and in hand, cash at bank on split payment account and short-term deposits with the original maturity of up to three months.
The balance of cash and cash equivalents disclosed in the statement of cash flows consists of the above-mentioned cash and cash equivalents.
The company has no balance on split payment accounts as at the balance sheet dates.

3.16. Financial instruments

3.16.1. Classification and initial recognition of financial instruments

The Company assigns financial instruments in accordance with the IFRS 9 to one of three categories:
• measured on the basis of the amortized cost,
• measured at fair value through other total income,
• measured at fair value through profit or loss.
The classification depends on the business model used by an entity with respect to financial asset management and on whether cash flows arising from the contracts include solely the payments of principal and interest ('SPPI').
• If a financial instrument is maintained in order to generate cash flow, it is classified as measured based on the amortised cost, provided that it meets the SPPI requirement.
• Debt instruments meeting the SPPI requirement, maintained both in order to generate contractual cash flows arising from assets and to sell assets, are classified as measured at fair value through other total income.
• All other debt instruments are measured at fair value, where the results of measurement are recognised in the financial result.
Financial liabilities and financial assets, excluding trade receivables which do not contain a significant financing component, are measured at fair value during the initial recognition.
Trade receivables that do not contain a significant financing component are measured at the transaction value during the initial recognition.

Cessation of recognition
Financial assets are excluded from the books of accounts when:
• the rights to obtain cash flows from financial assets have expired, or
• the rights to obtain cash flows from financial assets have been transferred and the Company has transferred substantially all risks and rewards of ownership.

Valuation after initial recognition
For the purpose of valuation after initial recognition, financial assets are classified into one of four categories:
• debt instruments measured at amortized cost,
• debt instruments measured at fair value through other comprehensive income,
• equity instruments measured at fair value through other comprehensive income,
• financial assets at fair value through profit or loss.

Financial assets measured at amortized cost

A financial asset is measured at amortized cost if both of the following conditions are met:
(a) the financial asset is held in accordance with a business model whose purpose is to hold financial assets for obtaining contractual cash flows, and
(b) the terms of the contract relating to the financial asset give rise to cash flows on certain dates that are only repayment of principal and interest on the principal amount outstanding.
The Company classifies into the category of financial assets measured at amortized cost:
• trade receivables,
• loans granted that meet the SPPI classification test and which, according to the business model, are shown as held to obtain cash flows,
• cash and cash equivalents,
• bonds issued by renowned Polish financial entities.

Trade and other receivables and other receivables

Receivables from sales of goods and services are recognized and disclosed according to the initially invoiced amounts, taking into account the write-down for expected credit losses in the entire lifetime.
If the effect of the time value of money is material, the value of receivables is determined by discounting the projected future cash flows to the present value using a discount rate that reflects current market assessments of the time value of money. If the discounting method was used, the increase in receivables due to the passage of time is recognized as financial income.

Other receivables include, in particular, advance payments for future purchases of property, plant and equipment, intangible assets and inventories. Advances are presented in accordance with the nature of the assets to which they relate - as fixed or current assets, respectively. Advances as non-monetary assets are not discounted.
Budget receivables are presented as other non-financial assets, with the exception of corporate income tax receivables, which constitute a separate item on the balance sheet.

Financial assets at fair value through other comprehensive income

A financial asset is measured at fair value through other comprehensive income, if both of the following conditions are met:
(a) the financial asset is held in accordance with a business model whose purpose is both to receive contractual cash flows and to sell financial assets; and
(b) the terms of the contract relating to the financial asset give rise to cash flows on certain dates that are only repayment of principal and interest on the principal amount outstanding.
Interest income, exchange rate differences and impairment gains and losses are recognized in profit or loss and calculated in the same way as for financial assets measured at amortized cost. Other changes in fair value are recognized in other comprehensive income. When the financial asset is discontinued, the total profit or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss.
The Company classifies listed debt instruments to the category of debt instruments valued at fair value through other comprehensive income.

Financial assets at fair value through other comprehensive income

At the time of initial recognition, the Company may make an irrevocable choice regarding the recognition in subsequent comprehensive income of subsequent changes in the fair value of an investment in an equity instrument that is not held for trading or is not a conditional consideration recognized by the acquirer in a business combination to which IFRS 3 applies. Such selection is made separately for each equity instrument. Accumulated gains or losses previously recognized in other comprehensive income are not reclassified to profit or loss. Dividends are recognized in the statement of comprehensive income when the entity's entitlement to receive dividends arises, unless those dividends are obviously recovering part of the investment costs.
The Company classifies unlisted equity instruments as equity instruments measured at fair value through other comprehensive income.

Financial assets at fair value through profit or loss

Financial assets that are not measured at amortized cost or at fair value through other comprehensive income are measured at fair value through profit or loss.
The Company classifies listed equity instruments as financial assets at fair value through profit or loss.
Profit or loss on the measurement of these assets at fair value is recognized in profit or loss.

Trade and other liabilities

Short-term liabilities due to deliveries and services are shown in the amount requiring payment and then measured at amortized cost using the effective interest rate method.
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities initially classified as at fair value through profit or loss. Financial liabilities are classified as held for trading if they were acquired for the purpose of sale in the near future. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are recognized as effective hedging instruments.

Financial liabilities measured at fair value through profit or loss are measured at fair value, taking into account their market value as at the balance sheet date, excluding sales transaction costs. Changes in the fair value of these instruments are recognized in profit or loss as financial costs or revenues, except for changes due to own credit risk for financial liabilities initially classified as at fair value through profit or loss, which is recognized in other comprehensive income.
Other financial liabilities that are not financial instruments at fair value through profit or loss are measured at amortized cost using the effective interest method.
The company excludes from its balance sheet a financial liability when the liability has expired - that is, when the obligation specified in the contract has been fulfilled, canceled or has expired.
Other non-financial liabilities include, in particular, liabilities to the tax office due to value added tax and liabilities due to advance payments received, which will be settled by the delivery of goods, services or fixed assets. Other non-financial liabilities are recognized at the amount requiring payment.

Interest-bearing bank loans, loans and debt securities

At initial recognition, all bank loans, borrowings and debt securities are recognized at fair value, less costs associated with obtaining the loan.

After initial recognition, interest-bearing loans, borrowings and debt securities are measured at amortized cost using the effective interest method.

When determining the amortized cost, account is taken of the costs associated with obtaining the loan or borrowing as well as discounts or premiums obtained in connection with the liability.

Income and expenses are recognized in profit or loss when the liability is removed from the balance sheet, as well as as a result of settlement using the effective interest rate method.

3.16.2. Impairment of financial instruments

At the end of each reporting period, the Company performs an analysis of financial instruments in order to determine their impairment and calculate a revaluation write-down.
For this purpose, the Company applies an impairment model based on expected credit losses, resulting in the recognition of a write-down before a credit loss is incurred. This model requires taking into account in the process of calculating expected credit losses both current conditions and reasonable and documentable information about the future, available without excessive costs and efforts.
Two approaches are used to estimate impairment losses on financial instruments:
• General approach – applies to financial assets measured at fair value through other comprehensive income and to financial assets measured at amortized cost, except for trade receivables.
• When determining the allowance for expected credit losses, the Company applies an approach based on a provision matrix. To do it, the entity uses its historical data on credit losses, adjusted where appropriate for the impact of information regarding the future (e.g. crisis in the sector, change in customer profile). In order to determine expected credit losses, trade receivables are grouped on the basis of similarity in credit risk characteristics.

3.17. Share-based payments

The accounting policy for share-based payments (IFRS 2) is described in Note 32.

3.18. Liability for funding received from LLS in relation to the research conducted

The company is obliged to pay cash to LLS in the event of an event beyond its control (i.e. leading to the start of the III clinical phase and then commercialization of RVU120 or its introduction to the market). This meets the definition of a financial liability. A financial liability is initially measured at fair value. After initial recognition, the liability is measured at amortized cost.
A change in estimates of expected future payments will result in a change in the carrying amount of the liability and recognition of the impact in profit or loss:
• in the case of success (ie leading to the start of the third clinical phase, commercialization of RVU120 or its introduction to the market), a loss will be recognized in the financial result due to changes in expected future cash flows,
• in the event of failure of the works carried out - the Company will derecognize the financial liability with the impact recognized in the financial result.

4. Significant accounting judgements and estimates

When applying the accounting policies adopted by the Company, the Management Board is obliged to make estimates, judgments and assumptions regarding measurement of individual assets and liabilities. Estimates and the related assumptions are based on past experience and other factors which are considered to be material. The actual figures may be different from the adopted estimates.
The estimates and the underlying assumptions are subject to ongoing review. Changes in estimates are recognized in the period of review if they apply to that period only, or in the current and future periods if the changes apply equally to such periods.

4.1. Professional judgment in accounting

The key judgments other than those related to estimates (see Note 4.2) made by the Management Board in the process of application of the entity's accounting policies, having the most significant effect on the amounts recognized in the financial statements, are presented below.

Recognition of grants

The Company recognizes subsidy revenues from the commencement of work related to a given subsidy agreement. Due to the opinion of the Management Board that there is sufficient certainty that the Company is able to meet all the conditions resulting from the grant agreements and will not be obliged to return the received grants, grant revenues are recognized over time during the period of performance of works related to the grant.

Recognition of patents

The Company capitalizes the costs of patents that serve to protect the rights used in the course of research (not generating revenues), as well as those that generate revenues from research and development cooperation agreements. During the periodic review of the project portfolio, the Management Board makes a significant judgment related to the possibility of generating economic benefits by certain patents in the future.

Leasing - the Company as a lessee

The Company applied the following judgments and estimates:

Lease period for contracts with extension options

The Company determines the lease term as an irrevocable lease period, including periods covered by the option to extend the lease, if it can be assumed with sufficient certainty that the option will be exercised, and periods covered by the option to terminate the lease, if it can be assumed with sufficient certainty that the option will not be exercised.
The Company has the option, under some lease contracts, to extend the duration of the asset lease. The Company applies a judgment when assessing whether there is sufficient certainty about using the extension option. This means that it takes into account all relevant facts and circumstances that constitute an economic incentive to extend it or an economic penalty for not extending it. After the commencement date, the Company reassess the lease period if there is a significant event or change in circumstances under its control and affects its ability to exercise (or not exercise) the extension option (e.g. change of business strategy).
The Company has included the extension period as part of the leasing period for the leasing of business premises and parking spaces due to the importance of these assets for operations.

Lease period for contracts of unlimited duration

The Company has lease contracts concluded for an indefinite period and contracts that have evolved into indefinite contracts in the situations provided for in the Civil Code, in which both parties have the option to terminate. When determining the leasing period, the Company determines the period of contract enforceability. Leasing ceases to be enforceable when both the lessee and the lessor have the right to terminate the contract without having to obtain permission from the other party without incurring more than insignificant penalties. The Company assesses the significance of broadly understood penalties, i.e. apart from strictly contractual or financial matters, it takes into account all other significant economic factors discouraging the termination of the contract (e.g. significant investments in leasing, availability of alternative solutions, relocation costs). If neither the Company as the lessee nor the lessor incurs a significant penalty for termination (broadly understood), leasing ceases to be enforceable and its period constitutes the notice period. However, in a situation where either party - in accordance with professional judgment - incurs a significant penalty for termination (broadly understood), the Company determines the leasing period as sufficiently reliable (i.e. the period for which it can be assumed with sufficient certainty that the contract will last).

Lessee's marginal interest rate

The Company is not able to easily determine the interest rate for leasing contracts, which is why it uses the lessee's marginal interest rate when measuring the leasing liability. This is the interest rate that the Company would have to pay to borrow for a similar period, in the same currency and with similar collateral, the funds necessary to purchase an asset with a similar value as the asset due to the right to use in a similar economic environment.

4.2. Uncertainty of estimates

Presented below are the main assumptions concerning the future and other uncertainties as at the end of the reporting period, which pose a considerable risk of material adjustments to the carrying amounts of assets and liabilities in the following financial year.

4.2.1. Provisions for bonuses

Provisions for bonuses are presented in Note 28. Provisions for bonuses are estimated in accordance with the bonus model adopted by the Company, based on individual and corporate target achievement indicators. The calculated ratios are the basis for making decisions by the Management Board on the expected value of the bonus to be paid out. The Management Board takes into account many factors, including the Company's current and anticipated property and financial standing. The bonus is discretionary.

4.2.2. Useful lives of property, plant and equipment

As described in Note 3.10 and in Note 3.11, the Company reviews the estimated useful lives of items of property, plant and equipment and intangible assets at the end of each annual reporting period. In the current financial year, the Management Board did not identify the necessity to reduce the value in use of any assets.

4.2.3. Deferred tax asset

The Company recognizes a deferred tax asset based on the assumption that a tax profit will be available in the future to allow its use. Deterioration of tax results in the future could cause that this assumption would become unjustified.
The Company carefully assesses the nature and extent of evidence justifying the conclusion that it is probable that future taxable income will be sufficient to deduct the unused tax losses, unused tax credits or other negative temporary differences.
When assessing whether it is probable that future taxable profit will be achieved (probability above 50%), the Company shall take into account all available evidence, both confirming the existence of probability and evidence of its absence.
Based on the forecasts for the following years, the Management Board of the Company makes a decision on calculating the deferred tax asset.

4.2.4. Tax settlements

Regulations regarding value added tax, corporate income tax and social security charges are subject to frequent changes. These frequent changes result in a lack of well-established benchmarks, inconsistent interpretations, and few precedents established that could apply. There are no explicit interventions clearly defining tax regulations and relations between both state authorities as well as state authorities and enterprises.

Tax settlements and other areas of activity may be subject to control by authorities that are entitled to impose penalties and fines, and any additional tax obligations resulting from the control must be paid together with interest. These conditions cause increased tax risk.

Consequently, the amounts presented and disclosed in the financial statements may change in the future as a result of the final decision of the tax inspection authority.
On July 15, 2016, the Tax Code was amended to take into account the provisions of the General Fraud Prevention Clause (GAAR). GAAR is to prevent the emergence and use of artificial legal structures created to avoid payment of tax in Poland. GAAR defines tax avoidance as an act performed primarily to achieve a tax benefit, which is in conflict with the subject and purpose of the provisions of the Tax Act. According to GAAR, this does not result in a tax benefit if the method of operation was artificial. Any occurrence of (i) unjustified division of operations, (ii) the involvement of intermediaries despite the lack of economic or economic justification, (iii) elements that mutually abolish or compensate each other, and (iv) other activities similar to those mentioned above, may be treated as a premise for existence artificial activities subject to GAAR. The new regulations will require much more judgment when assessing the tax consequences of individual transactions.

The GAAR clause should be applied to transactions made after its entry into force and to transactions that were carried out before the GAAR clause entered into force, but for which benefits were or are still being achieved after the date of entry into force of the clause. The implementation of the above provisions will enable Polish tax inspection authorities to question the legal arrangements and agreements implemented by taxpayers, such as the restructuring and reorganization of the Company.

The Company recognizes and measures current or deferred tax assets or liabilities using the requirements of IAS 12 Income tax based on profit (tax loss), tax base, unused tax losses, unused tax credits and tax rates, taking into account the uncertainty associated with settlements tax.

If, in the opinion of the Company, it is likely that the Company's approach to the tax issue or Company of tax issues will be accepted by the tax authority, the Company determines taxable income (tax loss), tax base, unused tax losses, unused tax credits and tax rates taking into account the approach to taxation planned or applied in your tax return. Assessing this probability, the Company assumes that the tax authorities authorized to audit and challenge the tax treatment will carry out such control and will have access to all information.

If the Company determines that it is not probable that the tax authority will accept the Company's approach to the tax issue or Company of tax issues, then the Company reflects the effects of uncertainty in accounting terms of tax during the period in which it determined it. The Company recognizes an income tax liability using one of the following two methods, depending on which of them better reflects the way in which uncertainty can materialize:
· The Company determines the most likely scenario - this is a single amount among the possible outcomes or
· The Company recognizes the expected value - it is the sum of probability weighted amounts among the possible results.

4.2.5. Fair value of financial instruments

The fair value of financial instruments for which there is no active market is determined using appropriate valuation techniques. When selecting the appropriate methods and assumptions, the Company is guided by professional judgment. The method of determining the fair value of individual financial instruments is presented in Note 15.

4.2.6. Impairment of trade receivables and contract assets

The company uses reserve matrices to value the write-down for expected credit losses in relation to trade receivables and assets under the contract. In order to determine the expected loan losses, trade receivables and contract assets were Companyed based on the similarity of the credit risk characteristics. The company uses its historical data on credit losses, adjusted, where appropriate, by the impact of future information. An increase or decrease in the adjustment regarding the impact of future factors used to estimate the expected loan losses by 10% would result in an increase or decrease in write-offs for credit losses by PLN 124, respectively.

4.2.7. Estimate for the value of Nodthera's shares

The method of determining the fair value of shares in NodThera is presented in Note 14.

4.2.8. Estimate for the employee incentive program

The method of determining the value of the employee incentive program is presented in note 32.

4.2.9. Recognition of the proceeds from unregistered share issue

The method of determining the value of proceeds from unregistered share issue and presentation is presented in note 21.5.

5. Sales revenue

5.1. Revenues

The sales revenues obtained by the Company can be divided into 2 types. The main type of contracts is the sale of R&D projects and next FTE contracts.

1. Agreements based on the FTE (Full-Time Equivalent) model

Under the contract, the Company provides appropriately qualified employees. Revenue is defined as the working time of employees of the Company measured at the rate from the contract. Invoices in accordance with the contract are issued at the end of the set settlement period (usually monthly). The Company's obligation to perform the service is therefore met at the time the employees render the service.

2. Sale of R&D projects

The company concludes research and development cooperation agreements. The subject of cooperation is the discovery and development of innovative small molecule compounds with potential therapeutic use in inflammatory diseases. The cooperation agreement specifies the division and scope of responsibility between the Company and the partner. At the time of signing the contract, the Company receives payment in advance, which is a remuneration for access to the existing test results. Other revenues depend on the achievement of specific scientific and clinical research progress, the success of the registration process, the so-called 'milestones', and the level of revenue from the sale of a potential drug achieved by the partner. The Company receives contractual remuneration for the defined 'milestone' achieved. In addition, the Company is guaranteed royalties on the sale of products developed as a result of cooperation.

The Company does not have sufficient information and has no influence on the pace of work performed by the project partner to be able to precisely determine when the conditions resulting in payments to the Company within the agreed, defined 'milestones' will be fulfilled, therefore the recognized revenue relates only to these revenues for which the milestone has been reached. Then the recognized revenue corresponds to the remuneration for the achieved milestone.

The breakdown of the Company's sales revenues for continuing operations is as follows:

	Period ended 31/12/2022	Period ended 31/12/2021
	000' PLN	000' PLN
Lease of employees - FTE agreements	142	829
Sale of R&D projects	38,804	10,358
Operating income	**38,946**	**11,186**

Breakdown of revenues from the sale of R&D projects is as follows:

	Period ended 31/12/2022	Period ended 31/12/2021
	000' PLN	000' PLN
Advance payments	38,804	0
Milestone payments	0	10,358
Sale of R&D projects	**38,804**	**10,358**

5.2. Revenues from subsidies

	Period ended 31/12/2022	Period ended 31/12/2021
	000' PLN	000' PLN
Infrastructure subsidies	2,016	3,735
Grants for research	27,475	20,492
	29,491	**24,226**

5.3. Geographical information

The Company operates in Europe.

Company's revenue from external customers by geographical area:

	Revenue from external customers	
	Period ended 31/12/2022	Period ended 31/12/2021
	000' PLN	000' PLN
Poland	106	156
EU members	24,616	11,031
Other countries	14,225	-
Total	**38,946**	**11,186**

5.4. Operating expenses

	Period ended 31/12/2022	Period ended 31/12/2021
5.4.1. Amortization and impairment	000' PLN	000' PLN
Depreciation of tangible asstes	10,766	10,622
Depreciation of the rights to use machines and equipment	853	788
Depreciation of rights to use of buildings	538	690
Depreciation of rights to use of cars	179	137
Amortization of intangible assets and liquidation of patents	563	324
Total amortization expense	**12,900**	**12,561**

	Period ended 31/12/2022	Period ended 31/12/2021
5.4.2. Employee benefit expense	000' PLN	000' PLN
Salaries and wages	36,323	25,181
Social security charges	5,045	3,424
Other employee benefit	1,142	1,723
Employee benefit expense	**42,509**	**30,329**

	Period ended 31/12/2022	Period ended 31/12/2021
5.4.3. External services	000' PLN	000' PLN
B2C Services*	6,834	11,952
Administrative services	5,557	4,330
IT services, databases	2,110	1,768
Research Services	25,992	15,018
Transportation services	1,007	593
Total external services	**41,500**	**33,661**

* The costs of B2C services, including: legal services, renovation, repair and maintenance of equipment, telecommunications, include the costs of outsourcing of human resources and the costs of subcontractors used in research projects in the amount of PLN 1,867 thousand in the period ended December 31, 2022. In the period ended December 31, 2021, the costs of subcontractors amounted to PLN 1,018 thousand.

	Period ended 31/12/2022	Period ended 31/12/2021
5.4.4. Research and development costs recognized in profit or loss when incurred	000' PLN	000' PLN
Research and development costs recognized in profit or loss when incurred	**117,713**	**92,327**
including:		
Amortization and depreciation	12,900	12,561
Employee benefit expense	42,509	30,329
Consumption of materials and supplies	17,406	13,725

6. Major customers

	Period ended 31/12/2022	Period ended 31/12/2021
	000' PLN	000' PLN
Segment 1 - Innovations		
Customer A	24,580	0
Customer B	14,225	0
Customer C *	24	5,265
Customer D *	0	5,766

Customers A,B- are customers for which the sales revenue exceeds 10% of segment sales revenue.
** The customer did not exceed 10% of the segment's sales revenue in 2022.*

On November 29, 2022 Ryvu entered into an exclusive research collaboration and license agreement ("License Agreement") and equity investment agreement ("Investment Agreement") (together "Agreements") with BioNTech SE with its registered office in Mainz, Germany ("BioNTech"). The multi-target research collaboration will comprise several small molecule immunotherapy programs, as well as an exclusive license for Ryvu's STING agonist portfolio as standalone small molecules. The initial collaboration term is five years and can be mutually prolonged by both parties. Under the terms of the License Agreement, BioNTech paid Ryvu an upfront fee of EUR 20 million (PLN 93.626 thousand converted at the average exchange rate of the NBP for November, 29 2022, EUR 1 = PLN 4,6813) in exchange for the global, exclusive license to develop and commercialize Ryvu's STING agonist portfolio as standalone small molecules, including as monotherapy and in therapeutic combinations; and for the right to license on an exclusive basis multiple small molecule programs ("BioNTech Exclusive Targets") as part of a multi-target research collaboration. The goal of the collaboration is generation of drug candidates to be further developed in pre-clinical studies and clinical trials, and eventually with the goal of producing an approved licensed product. BioNTech Exclusive Targets will be in the field of immunomodulation, and may be relevant for the treatment of oncology, immunology, or other disorders where modulation of immune cells could be therapeutically beneficial. Moreover, until the fifth anniversary of the effective date of this Agreement or the selection of multiple BioNTech Exclusive Targets, whichever comes first, BioNTech will have the right of the first negotiation regarding any non-partnered, immune modulation target in Ryvu's portfolio. Under the License Agreement BioNTech will fund all discovery, research and development activities under the multi-target research collaboration. Ryvu will be eligible to receive success-based development, regulatory and commercialization milestones, as well as low single-digit royalties on the annual net sales of any products that are successfully commercialized and contain a stand-alone STING compound or any compound directed to a given BioNTech Exclusive Target that is developed under the Agreement. Ryvu will be eligible to receive potential maximum milestone payments of up to EUR 876,2 million (PLN 4.101.755 thousand converted at the average exchange rate of NBP for 29, November 2022, EUR 1 = PLN 4,6813). The Management Board emphasizes that the above amount is the maximum amount possible to obtain (bio-euro value), while the amount of revenues that Ryvu will actually obtain from the Licence Agreement will depend on the progress of scientific research and clinical trials, the success of the registration process and the level of revenue from sales of the potential drugs achieved by BioNTech or its licensee. Moreover, the timeline for achieving the milestones and receiving the above potential payments are unknown at this time and not in the near future. Under the Investment Agreement BioNTech has committed to invest EUR 20 million (converted into PLN at the average exchange rate of the National Bank of Poland on the day preceding the placing by BioNTech of the subscription order in accordance with the Investment Agreement) by subscribing for new series J ordinary shares issued by the Company under the authorised capital and offered in a public offer, at a price of the lower of PLN 48.86 i.e. twenty percent (20%) premium to the volume-weighted average priceper-share (VWAP) beginning on October 26, 2022 to the day before the execution of the Agreements or (ii) the final issue price of the new shares to be determined by the Management Board of the Company following completion of a book-building process, applicable to institutional investors. The Company undertook to allot to BioNTech such number of Series J Shares, that BioNTech will subscribe for, without reducing the subscription order made by BioNTech. BioNTech undertook not to dispose or acquire, directly or indirectly, shares or other securities convertible into shares from 29 November 2022 until the date falling 12 months after the admission and introduction of the series J shares to trading on the regulated market of the WSE (however not later than on 31 January 2024), subject to exceptions provided in the Investment Agreement, including upon the Company's written consent to a transaction or upon termination of the Licence Agreement. The other terms and conditions of the Investment Agreement and the License Agreement are in line with terms and conditions commonly used in such contracts.

On July 6 th, 2022 the Company entered into an exclusive license agreement ("Agreement") with Exelixis, Inc. with its registered office in Alameda, California ("Exelixis"). The aim of the collaboration is to develop novel therapies utilizing Ryvu's STING (STimulator of INterferon Genes) technology. The Agreement combines Ryvu's proprietary small molecule STING agonists and STING biology know-how with Exelixis' network of expertise and resources in antibody engineering, antibody-drug conjugate (ADC) technologies, and oncology therapeutics development and commercialization experience. Exelixis will seek to incorporate Ryvu's small molecule payloads into targeted biotherapeutics such as antibody-drug conjugates. Ryvu will also provide expert guidance and know-how during the early research phase of the collaboration, and upon selection of each development candidate, Exelixis will be responsible for all development and commercialization activities. Ryvu will retain all development and commercial rights to develop its STING agonist portfolio as standalone small molecules. Under the terms of the Agreement, Exelixis paid Ryvu an upfront fee of USD 3 million (PLN 14,039 thousand at the average exchange rate of the National Bank of Poland as at July 6, 2022, 1 USD = 4.6796 PLN) in exchange for certain rights to Ryvu's STING agonist small molecules. Ryvu will also be eligible to receive research funding when the parties agree on a research plan, as well as an additional USD 3 million (PLN 14,039 thousand at the average exchange rate 1 USD = 4.6796 PLN) in near-term research-based milestones, a double-digit milestone at first development candidate selection, and additional development, regulatory and commercialization milestone payments and tiered single-to-low doubledigit royalties on the annual net sales of any products that will be successfully commercialized. In total, Ryvu is eligible to receive research, development and commercial milestones of just over USD 400 million (PLN 1,871,840 thousand at the average exchange rate 1 USD = 4.6796 PLN) for each potential product developed under this Agreement. The Company wishes to emphasize that the amount of revenue the Company will actually receive under the Agreement will depend on the progress of scientific research and clinical trials, the success of the registration process, and the level of revenues from sales of the potential drug achieved by Exelixis or its partners. Targeted delivery of Ryvu's STING agonist payloads could provide a differentiated and novel mechanism of action for killing cancer cells. The STING pathway can be activated in immune cells in the tumor microenvironment and in tumor cells, and induces innate and adaptive immunity via activation of antigen-presenting cells (APCs), cytotoxic T cells and natural killer (NK) cells. Ryvu's STING agonists have been rationally designed for differentiation from competitor compounds and have demonstrated STING-dependent, durable anti-tumor activity and cytokine release in preclinical models. The other terms and conditions of the Agreement are in line with terms commonly used in such contracts.

7. Other operating income and expenses

7.1. Other operating income

	Period ended 31/12/2022	Period ended 31/12/2021
	000' PLN	000' PLN
Gain on disposal of property, plant and equipment	**1,195**	**0**
Income from the sale of non-financial fixed assets (+)	1,546	0
Net value of assets disposed of (-)	-351	0
Other operating income:	**858**	**722**
Rental income	844	650
Other	14	73
Total other operating income	**2,053**	**722**

7.2. Other operating expenses

	Period ended 31/12/2022	Period ended 31/12/2021
	000' PLN	000' PLN
Loss on disposal of property, plant and equipment	**0**	**0**
Revaluation of non-financial assets	**0**	**0**
Other operating expenses:	**87**	**52**
Donations	40	26
Other	47	25
Total other operating expenses	**87**	**52**

8. Finance income

	Period ended 31/12/2022	Period ended 31/12/2021
	000' PLN	000' PLN
Financial revenue due to financial instruments	**1,145**	**79**
Interest	1,145	61
Exchange differences	0	18
Total finance income	**1,145**	**79**

9. Finance cost

	Period ended 31/12/2022	Period ended 31/12/2021
	000' PLN	000' PLN
Finance cost due to financial instruments	**1,918**	**442**
Interest	1,089	442
Exchange differences	829	0
Total finance cost	**1,918**	**442**

10. Income taxes on continuing operations

10.1. Income taxes presented in the statement of comprehensive income

	Period ended 31/12/2022	Period ended 31/12/2021
	000' PLN	000' PLN
Current income tax:	-4,693	-5,458
Current income tax expense	-4,693	-5,458
Corrections relating to previous years	0	0
Deferred income tax	107	5,342
Tax charge presented in the statement of comprehensive income	**-4,587**	**-116**

10.2. Reconciliation of the tax profit to the accounting profit

	Period ended 31/12/2022	Period ended 31/12/2021
	000' PLN	000' PLN
Recorded revenue and profit	**62,707**	**38,400**
Non-taxable and tax-exempt income, including:	**-46,521**	**25,280**
Exchange differences	1,857	696
Interest accrued	371	0
Payments from Partners revenues recognized in accordance with IFRS 15	-69,191	72
Grant income	29,371	24,226
Other - valuation of shares in Nodthera	-8,929	286
Tax revenues, other than accounting revenues:	**0**	**0**
Long-term contracts	0	0
Total taxable income (1-2+3)	**109,228**	**13,120**
Recorded expenses and losses	**141,902**	**115,819**
Expenses and losses classified permanently as non-deductible:	**52,445**	**47,566**
PFRON	168	136
Business entertainment costs	169	43
Costs of the incentive program	22,184	22,999
Subsidized costs	29,371	24,226
Other non-deductible expenses	553	163
Expenses and losses classified temporarily as non-deductible:	**9,476**	**1,664**
Recognized accruals for bonus and unused holiday	7,117	-1,056
Recognized other accruals	-641	1,970
Provisions for retirement gratuities established	22	-117
Exchange differences	2,978	815
Unpaid salaries and ZUS	0	40
Other non-deductible expenses	0	12
Tax costs, other than accounting costs:	**0**	**0**
Total deductible expenses	**79,982**	**66,589**
Taxable Income / (Loss)	**29,246**	**-53,469**
Deductions from income (enter the amounts with a positive sign):	4,542	**0**
Tax losses from previous years	4,542	**0**
Taxable Income / (Loss)	**24,704**	**0**
Income on Capital Gains	**0**	**29,404**
Costs on Capital Gains	**0**	**679**
Income on Capital Gains	**0**	**28,725**
Income tax at the rate	**0**	**5,458**
Tax deductions		
Income tax due	**4,693**	**5,458**

The tax charge is determined using the tax rates effective in the financial year.

10.3. The effective tax rate reconciliation is as follows:

	Period ended 31/12/2022	Period ended 31/12/2021
	000' PLN	000' PLN
Gross (Loss) before tax	**-79,195**	**-78,962**
Tax at the statutory tax rate applicable in Poland, 19% (2021: 19%)	-15,047	-15,003
Permanent non-taxable costs	9,965	9,038
Permanent non-taxable income	-5,580	-4,603
Use of losses from previous years	-863	0
Settlement of payments from Partners - revenues recognized in accordance with IFRS 15 after taking into account the WHT tax paid abroad	8,453	0
Others (e.g.: unrecognized deferred tax asset)	-1,514	10,452
Tax at the effective tax rate	-4,587	-116

10.4. Current tax asset and liabilities

	Period ended 31/12/2022	Period ended 31/12/2021
	000' PLN	000' PLN
Current tax asset		
Tax refund due	0	0
	0	**0**
Current tax liabilities		
Income taxes due	4,693	5,458
WHT income tax paid abroad	-4,693	0
	0	**5,458**

10.5. Deferred income tax

Analysis of the deferred tax asset / (liability) in the statement of financial position:

	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Deferred tax asset	0	331
Deferred tax liability	0	438
	0	**-107**

Basis for temporary differences – difference between the tax value and carrying amount of:	DTA as at		Change in DTA recognized in profit and loss account for the period		Change in DTA recognized in equity	
	Balance as at 31/12/2022	Balance as at 31/12/2021	From 01/01 to 31/12/2022	From 01/01 to 31/12/2021	From 01/01 to 31/12/2022	From 01/01 to 31/12/2021
- fixed assets and intangible assets (excluding leases)	0	8	-8	8	0	0
- fixed assets and intangible assets - leases	0	223	-223	-46	0	0
- financial assets measured at fair value	0	0	0	0	0	0
- trade and other receivables and payables (negative foreign exchange)	0	100	-100	-224	0	0
- tax losses to be settled in the following years	0	0	0	0	0	0
Total	**0**	**331**	**-331**	**-262**	**0**	**0**

10.6. Unrecognized deferred tax asset and unused tax credits

	Balance as at 31/12/2022	Balance as at 31/12/2021
Recognized tax assets	**0**	**331**
As at the end of the reporting period, the following items of the deferred tax asset remained unrecognized:	0	0
Tax losses	13,901	19,656
Other accruals	1,146	1,241
Accruals for bonuses and unused holidays	2,034	681
Trade and other receivables and payments from Partners revenues recognized in accordance with IFRS 15	12,943	0
Financial assets measured at fair value	1,696	0
Fixed assets and intangible assets	129	0
Total unrecognized deferred tax asset	31,848	21,578
Total (recognized and unrecognized) deferred tax asset	**31,848**	**21,910**

DTA computation method has been described in note 4.2.3.

10.7. Deferred tax liability

Basis for temporary differences – difference between the tax value and carrying amount of:	DTL		Change in DTL recognized in profit and loss account for the period		Change in DTL recognized in equity	
	Balance as at 31/12/2022	Balance as at 31/12/2021	From 01/01 to 31/12/2022	From 01/01 to 31/12/2021	From 01/01 to 31/12/2022	From 01/01 to 31/12/2021
- fixed assets and intangible assets (excluding leases)	0	85	-85	85	0	0
- fixed assets and intangible assets - leases	0	253	-253	-70	0	0
- trade and other receivables (exchange differences)	0	87	-87	-202	0	0
- contracts with clients	0	13	-13	-14	0	0
- revaluation of shares in Nodthera	0	0	0	-5,403	0	0
Total	**0**	**438**	**-438**	**-5,604**	**0**	**0**

11. Earnings per share

	Period ended 31/12/2022	Period ended 31/12/2021
	PLN per share	PLN per share
Basic earnings per share:	**(4.6)**	**(4.3)**
From continuing operations	(4.6)	(4.3)
From spin-off operations	n/a	n/a
Total basic earnings per share	(4.6)	(4.3)
Diluted earnings per share:	**(4.6)**	**(4.3)**
From continuing operations	(4.6)	(4.3)
From spin-off operations	n.a.	n/a
Total diluted earnings per share	(4.6)	(4.3)

11.1. Basic earnings per share

Earnings and weighted average number of ordinary shares used for calculation of basic earnings per share:

	Period ended 31/12/2022	Period ended 31/12/2021
	000' PLN	000' PLN
Profit/(loss) used to calculate the total basic earnings per share	-83,782	-79,078
Profit/(loss) used to calculate basic earnings per share from spin-off operations	0	0
Profit/(loss) used to calculate basic earnings per share from continuing operations	-83,782	-79,078

	Period ended 31/12/2022	Period ended 31/12/2021
	quantity	**quantity**
Weighted average number of ordinary shares used to calculate nasic/diluted earnings per share	18,355,474	18,355,474

12. Tangible fixed assets and rights to use

Net carrying amount:	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Land	7,468	7,468
Buildings	47,298	49,241
Machinery and equipment	10,180	10,709
Vehicles	143	0
Other tangible assets (including lab equipment)	15,257	19,847
Assets under construction	0	610
Advances for assets under construction	0	0
Total tangible fixed assets	**80,346**	**87,876**
Rights to use other fixed assets (including laboratory equipment)	1,359	2,142
Rights to use the premises	7	697
Rights to use cars	508	467
Total rights to use	**1,873**	**3,307**

In the periods covered by the financial statements, the Company did not make revaluation write-offs for fixed assets.

The Company reviewed the indications of impairment of property, plant and equipment in accordance with IAS 36.12-14 and in the opinion of the Management Board, taking into account all the circumstances presented below, as at December 31, 2022, the analysis of the indications did not show grounds for performing an impairment test and such a test has not been performed. has been drawn up.
The specific nature of the industry in which the Company operates is characterized by generating losses and negative cash flows during the drug discovery and development phase, until commercialization and revenues or royalties generated from drugs that have been admitted to trading. This situation is also not unexpected for a company from the biotechnology industry in phases 1 and 2 of clinical trials.
The most important items in property, plant and equipment are new assets (including the newly built Research and Development Center for Innovative Medicines) or almost new assets, purchased at market prices, fully used in research processes, and in the opinion of the Management Board, their fair value less selling costs is equal to or greater than their book value.
The level of capitalization of the Company as at December 31, 2022 and as at the date of approval of the financial statements for 2022 presented a surplus of capitalization over the Company's net assets of approximately PLN 774m as at December 31, 2022.
The industry in which the Company operates is a promising industry characterized by a double-digit CAGR of revenue growth year on year, which results from its specificity related to improving our lives.

In whole 2023, the Company plans expenditures on non-financial fixed assets in the amount of PLN 8,900 thousand, including PLN 200 thousand expenditures for environmental protection.

Liabilities secured on the entity's assets

Type of security	As at 31/12/2022		As at 31/12/2021		Nature and form of security
	Value of liability	Value of security	Value of liability	Value of security	
Mortgage	**810**	**8,403**	**1,552**	**8,403**	The property located in Krakow at ul. Sternbach, consisting of registration plots located within 38 with numbers: 81/21, 81/26, 195/11, 195/16, 210/24, 210/9, 210/8, 210/19, 210/3, 210/2
Pledges, incl.:	**1,181**	**1,181**	**2,165**	**2,165**	
machinery - leasing	1,181	1,181	2,165	2,165	laboratory equipment
Promissory note, incl.:	**810**	**810**	**1,552**	**1,552**	
Promissory note	810	810	1,552	1,552	cash on bank accounts
Contractual right to set off the claim against the account holder's claim	**810**	**810**	**1,552**	**1,552**	cash on bank accounts
TOTAL	**3,611**	**11,204**	**6,822**	**13,673**	

12.1. Changes in the value of fixed assets by type in current reporting period

Item	Land	Buildings	Machinery and equipment	Vehicles	Other tangible assets (including lab equipment)	Assets under construction	Rights to use other fixed assets (including laboratory equipment)	Rights to use the premises	Rights to use cars	Total
Gross value as at 01.01.2022	**7,468**	**52,996**	**13,799**	**0**	**52,097**	**610**	**4,848**	**2,683**	**803**	**135,304**
Increases in gross value:	**0**	**0**	**392**	**185**	**4,432**	**3,587**	**70**	**3**	**221**	**8,890**
- Purchases	0	0	0	0	0	3,587	70	0	221	3,878
- Transfer from assets under construction	0	0	392	185	3,620	0	0	0	0	4,197
- Other, changes to the contracts	0	0	0	0	0	0	0	3	0	3
- Other, shifts between categories	0	0	0	0	812	0	0	0	0	812
Decreases in gross value:	**0**	**850**	**194**	**35**	**3,863**	**4,197**	**812**	**155**	**1**	**10,106**
- Sale	0	850	63	35	3,659	0	0	0	0	4,607
- Liquidation	0	0	130	0	204	0	0	0	0	334
- Other, transfer to FA	0	0	0	0	0	4,197	0	155	1	4,353
- Other, shifts between categories	0	0	0	0	0	0	812	0	0	812
Gross value as at 31.12.2022	**7,468**	**52,146**	**13,997**	**150**	**52,666**	**0**	**4,106**	**2,531**	**1,023**	**134,088**
Accumulated depreciation as at 01.01.2022	**0**	**3,755**	**3,089**	**0**	**32,249**	**0**	**2,706**	**1,986**	**335**	**44,121**
Inceases in accumulated depreciation:	**0**	**1,635**	**921**	**8**	**9,014**	**0**	**853**	**538**	**179**	**13,149**
- Depreciation / amortization write-offs	0	1,635	921	8	8,203	0	853	538	179	12,337
- Other, buyout from leasing	0	0	0	0	812	0	0	0	0	812
Decreases in accumulated depreciation:	**0**	**541**	**194**	**0**	**3,855**	**0**	**812**	**0**	**0**	**5,402**
- Sale	0	541	63	0	3,651	0	0	0	0	4,256
- Other, liquidation	0	0	130	0	204	0	0	0	0	334
- Other, buyout from leasing	0	0	0	0	0	0	812	0	0	812
Accumulated depreciation as at 31.12.2022	**0**	**4,848**	**3,817**	**8**	**37,408**	**0**	**2,748**	**2,525**	**514**	**51,868**
Net carrying amount as at 01.01.2022	**7,468**	**49,241**	**10,709**	**0**	**19,847**	**610**	**2,142**	**697**	**467**	**91,182**
Net carrying amount as at 31.12.2022	**7,468**	**47,298**	**10,180**	**143**	**15,257**	**0**	**1,359**	**7**	**508**	**82,219**

12.2. Changes in the value of fixed assets by type from 01.01.2021 to 31.12.2021

Item	Land	Buildings	Machinery and equipment	Vehicles	Other tangible assets (including lab equipment)	Assets under construction	Rights to use other fixed assets (including laboratory equipment)	Rights to use the premises	Rights to use cars	Total
Gross value as at 01.01.2021	**7,468**	**48,328**	**13,109**	**0**	**38,171**	**4,585**	**9,035**	**4,266**	**381**	**125,344**
Increases in gross value:	**0**	**4,668**	**690**	**48**	**14,631**	**11,982**	**0**	**9**	**422**	**32,449**
- Purchases	0	0	0	0	0	11,982	0	0	424	12,406
- Transfer from assets under construction	0	4,668	690	48	10,444	0	0	0	0	15,849
- Other, changes to the contracts	**0**	**0**	**0**	0	0	0	0	9	-3	7
- Other, shifts between categories	0	0	0	0	4,187	0	0	0	0	4,187
Decreases in gross value:	**0**	**0**	**0**	**48**	**705**	**15,957**	**4,187**	**1,592**	**0**	**22,489**
- Sale	0	0	0	48	0	0	0	0	0	48
- Other, transfer to FA	0	0	0	0	0	15,849	0	0	0	15,849
- Other, low-value fixed assets	0	0	0	0	705	0	0	0	0	705
- Other, transfer to the CIS	0	0	0	0	0	108	0	0	0	108
- Other, shifts between categories	0	**0**	**0**	0	**0**	0	4,187	0	0	4,187
- Other, liquidation	0	0	0	0	0	0	0	1,592	0	1,592
Gross value as at 31.12.2021	**7,468**	**52,996**	**13,799**	**0**	**52,097**	**610**	**4,848**	**2,683**	**803**	**135,304**
Accumulated depreciation as at 01.01.2021	0	**2,130**	**2,127**	**0**	**20,733**	**0**	**6,105**	**2,888**	**198**	**34,181**
Inceases in accumulated depreciation:	**0**	**1,625**	**963**	**0**	**12,221**	**0**	**788**	**690**	**137**	**16,424**
- Depreciation charge for the period	0	1,625	963	0	8,034	0	788	690	137	12,237
- Other, shifts between categories	**0**	**0**	**0**	0	4,187	0	0	0	0	4,187
Decreases in accumulated depreciation:	**0**	**0**	**0**	**0**	**705**	**0**	**4,187**	**1,592**	**0**	**6,484**
- Other, shifts between categories	0	0	0	0	0	0	4,187	0	0	4,187
- Other, liquidation	0	0	0	0	705	0	0	1,592	0	2,297
Accumulated depreciation as at 31.12.2021	**0**	**3,755**	**3,089**	0	**32,249**	0	**2,706**	**1,986**	**335**	**44,121**
Net carrying amount as at 01.01.2021	**7,468**	**46,199**	**10,982**	**0**	**17,438**	**4,585**	**2,930**	**1,378**	**183**	**91,162**
Net carrying amount as at 31.12.2021	**7,468**	**49,241**	**10,709**	**0**	**19,847**	**610**	**2,142**	**697**	**467**	**91,182**

13. Intangible assets

	Balance as at 31/12/2022	Balance as at 31/12/2021
Carrying amount	000' PLN	000' PLN
Patents*	3,983	2,596
Software	232	417
Other intangible assets	61	32
	4,276	**3,044**

* Patents protect rights that are currently at the research level and do not generate revenue, but also those that generate revenue from partnering agreements.

The Company does not use any intangible assets under lease agreements.

13.1. Changes in the value of intangible assets by type in the current reporting period

Item	Other intangible assets	Total
Gross value as at 01.01.2022	**4,620**	**4,620**
Increases in gross value:	**1,795**	**1,795**
- Purchases	1,795	1,795
Decreases in gross value:	0	0
Gross value as at 31.12.2022	**6,415**	**6,415**
Accumulated depreciation as at 01.01.2022	**1,576**	**1,576**
Inceases in accumulated depreciation:	**563**	**563**
- Depreciation / amortization write-offs	563	563
Decreases in accumulated depreciation:	0	0
Accumulated depreciation as at 31.12.2022	**2,139**	**2,139**
Net carrying amount as at 01.01.2022	**3,044**	**3,044**
Net carrying amount as at 31.12.2022	**4,276**	**4,276**

13.2 Changes in the value of intangible assets by type in period from 01.01.2021 to 31.12.2021

Item	Other intangible assets	Total
Gross value as at 01.01.2021	**3,570**	**3,570**
Increases in gross value:	**1,050**	**1,050**
- Purchases	942	942
- Acceptance of fixed assets under construction	108	108
Gross value as at 31.12.2021	**4,620**	**4,620**
accumulated depreciation 01.01.2021	**1,252**	**1,252**
Accumulated depreciation as at 01.01.2021	**324**	**324**
Inceases in accumulated depreciation:	324	324
Decreases in accumulated depreciation:	0	0
Accumulated depreciation 31.12.2021	**1,576**	**1,576**
Net carrying amount as at 01.01.2021	**2,319**	**2,319**
Net carrying amount as at 31.12.2021	**3,044**	**3,044**

14. Valuation of shares in Nodthera

As at December 31, 2022, the Company held shares in NodThera Inc., which on December 31, 2021 were exchanged for shares in NodThera Ltd in the same amount and class. NodThera Inc. is a biotechnology company developing NALP3 inhibitors in the field of inflammatory and neuroinflammatory diseases.

At the end of 2021, the shareholders of NodThera Ltd. began the process of corporate changes, the purpose of which was to transfer operations to the USA in order to facilitate a possible IPO of NodThera there. Due to the specificity of the industry in which NodThera operates, it is important that potential future rounds of financing by American investors are based on a company registered in the United States.

This process, known as The "Delaware flip" consisted in the creation of a new company based on the laws of the state of Delaware, which then took over 100% of the assets of NodThera Ltd., duplicating the existing ownership structure of the company 1:1. As a result, each existing shareholder in NodThera Inc. is proportionally identical to its previous share in NodThera Ltd. As a result of this process, as at December 31, 2021, the Issuer held shares in NodThera Inc. in quantity and grade as previously at NodThera Ltd.

On September 20, 2022, NodThera Inc. Series C shares were issued (Series C Preferred Stock). The issue covered 8,698,375 shares at a price of USD 2.8741 per share, and as a result of the issue NodThera received financing in the total amount of USD 25,000,002.47. The issue was addressed only to existing investors. Series C shares are privileged similarly to series A and B shares. Ryvu did not participate in this issue.

According to information obtained from NodThera Inc. thanks to the receipt of funds obtained from the issue of series C shares, NodThera has the necessary financial resources to fully implement its current projects.

As at December 31, 2022, NodThera Inc. there were the following types of shares: ordinary shares and preferred shares (Junior Preferred Stock, Series A1 and A2 Preferred Stock, Series B1 and B2 Preferred Stock and Series C Preferred Stock). Ryvu is a holder of preferred shares, i.e. Junior Preferred Stock. Series A, B and C preferred shares carry the right to pay dividends and the right to non-dilution, which may be paid in the form of cash or the issue of shares of the same class. In the case of an issue of shares, shares of the same class (similarly privileged) will be acquired as shares from which the shareholder is due a dividend. For this purpose, the dividend-to-share conversion mechanism is used, according to which the total value of the dividend per share is divided by the issue (first subscription) price of shares of a given series. As a result of this calculation (the quotient of the issue price of shares of a given series and the product of: the dividend value of shares of a given series and the number of shares), the number of shares of a given class is obtained in the event of payment of the dividend through the issue of shares. In addition, in the cases specified in the agreement, preferred shares are converted into ordinary shares - in the ratio specified separately for each series of shares. In particular, the mandatory conversion of all preferred shares will take place if NodThera ordinary shares are introduced to public trading. After applying the above mechanism, i.e. calculating the dividend and converting the value of the dividend into rights to subscribe for shares as at December 31, 2022, the amount of the capitalized dividend in the form of the right to subscribe for additional shares for preferred shareholders (A1, A2, B1, B2 and C) amounts to: 6,074,982 shares.
In addition, preferred shareholders of series A and B shares were entitled to take up 1,857,064 NodThera shares under the right to non-dilution as at December 31, 2022.

The shares held by Ryvu, ie Junior Preferred Stock, do not have the aforementioned right to pay dividends or the right to non-dilution.

Therefore, taking into account this possibility of a dividend payment and the exercise of the right to non-dilution in the form of a share issue, Ryvu's share in the share capital of NodThera would decrease from 3.67% to 3.18% on December 31, 2022.

The Management Board of Ryvu decided to include in the valuation of Ryvu's shares in NodThera a 15.23% discount (taking into account the lack of the right to dividend and the lack of the right to non-dilution) compared to the price at which they were acquired as part of the last share capital increase, i.e. through the issue of shares series C and the above approach was applied as at 31 December 2022. The discount percentage of 15.23% was calculated as the quotient of the sum of the number of shares corresponding to the capitalized dividend (i.e.: 6,074,982 shares) and the shares related to the right to non-dilution (i.e.: 1,857. 064 shares) and the total number of all issued NodThera shares as at December 31, 2022 (i.e.: 52,073,474 shares).

Therefore, the share price of USD 2.4363/share was used as the basis for the valuation (share price from the last financing round, i.e. September 20, 2022, taking into account the discount corresponding to the class of shares held by the Company). As at December 31, 2022, Ryvu held 3.18% of shares in NodThera on a fully diluted basis, and the total valuation of the Issuer's shares in NodThera Inc. amounted to PLN 20,475,200 (at the average NBP exchange rate of PLN 4.4018/USD).

Reconciliation of financial data to the carrying amount of shares in NodThera Inc included in the financial statements as at December 31, 2022

price of new shares (in GBP) from the issue of series C shares taking into account the discount corresponding to the class of shares held by the Company	2.4363
average NBP exchange rate of December 31, 2022	4.4018
new share issue price (in PLN)	10.72
number of Company's shares in Nodthera Ltd.	1,910,000
value of shares in the balance sheet as at December 31, 2022 (000'PLN)	**20,475**
change in valuation - impact on the result (000'PLN)	8,929

	Balance as at 31/12/2022	Balance as at 31/12/2021
Carrying amount of the Company's shares in Nodthera Inc	20,475	29,404

Fair value of shares in Ryvu Therapeutics S.A. in NodThera Inc. was determined on the basis of other data that can be observed directly or indirectly (so-called Tier 2).

The Management Board analyzes the factors that may affect the fair value valuation of shares in NodThera on an ongoing basis by analyzing the progress of research work, assessing the Company's competitive environment, as well as the financial and liquidity situation. On this basis, the Management Board of the Company believes that the valuation of the shares held by the Company in NodThera, assuming a potential sale of shares in the future or listing of ordinary shares on the stock exchange, should be at the level of the last closed financing round (ie: September 20, 2022) with a discount for the share class held.

15. Financial assets

The table below presents the individual classes of financial assets and liabilities broken down into levels of the fair value hierarchy as at December 31, 2022. Due to the nature of these items, fair value does not differ significantly from the carrying amount.

P1 - Quotes from active markets
P2 - Significant Observable Data
P3 - Relevant data unobservable

	31/12/2022		
	carrying amount	fair value	hierarchy level
Financial assets measured at fair value:			
Financial Assets-Nodthera Shares	20,475	20,475	P2
Financial assets for which fair value is disclosed:			
Trade and other receivables	1,441	1,441	P3
Other short-term financial assets	528	528	P3
Cash from the issue on the account of the brokerage house	242,962	242,962	P3
Financial liabilities at fair value:			
n.a.			
Financial liabilities for which fair value is disclosed:			
Liabilities from deliveries and services	14,446	14,446	P3
Investment liabilities	61	61	P3
Interest-bearing loans and credits	874	874	P3
Current portion of interest-bearing loans and borrowings, including:	874	874	P3
credit card debt	64	64	P3
Leasing liabilities	1,893	1,893	P3
Long term financial liabilities	9,904	9,904	P3

	31/12/2021		
	carrying amount	fair value	hierarchy level
Financial assets measured at fair value:			
Financial Assets-Nodthera Shares	29,404	29,404	P2
Financial assets for which fair value is disclosed:			
Trade and other receivables	6,129	6,129	P3
Other short-term financial assets	4,994	4,994	P3
Financial liabilities at fair value:			
n.a.			
Financial liabilities for which fair value is disclosed:			
Liabilities from deliveries and services	13,629	13,629	P3
Investment liabilities	610	610	P3
Interest-bearing loans and credits	1,576	1,576	P3
Current portion of interest-bearing loans and borrowings, including:	833	833	P3
credit card debt	23	23	P3
Leasing liabilities	3,494	3,494	P3
Long term financial liabilities	8,120	8,120	P3

16. Other non-financial assets

	Balance as at 31/12/2022	Balance as at 31/12/2021
Carrying amount:	PLN	PLN
Licenses	987	511
Costs related to subsequent year	2,349	1,630
Other	498	180
	3,834	**2,321**

17. Other financial assets

Long term financial assets	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Deposits paid	76	76
Security deposits	0	528
	76	**604**

Short term financial assets	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Deposit	528	0
Bonds	0	4,994
	0	**4,994**

Bonds issued by Pekao Leasing S.A. guaranteed by Bank PeKaO S.A. with a maturity date of March 1, 2022 amounted to PLN 4.994 thousand.

18. Inventories

	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Materials	1,759	1,957
Total	**1,759**	**1,957**

19. Trade and other receivables

	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Trade receivables	1,045	5,944
The allowance for expected credit losses	0	0
	1,045	5,944
Tax (VAT) receivables	11,879	1,854
Other – receivables from employees, security deposits	396	185
Grants due	3,363	3,758
Other	247	0
	16,931	**11,741**

19.1. The allowance for expected credit losses on trade receivables and contract assets

In regards to trade receivables and contract assets, the Company estimated the expected credit loss as at 31 December 2022 on the basis of a provision matrix defined based on historical data concerning credit losses. It was recognised that receivables and contract assets of particular customers are characterised by a similar level of risk, they were not divided into groups.

The table below presents the calculation of expected credit losses with respect to trade receivables and contrat assets:

	Period ended 31/12/2022		
	Balance of unpaid receivables as at the balance sheet date	The rate of expected credit losses (adjusted)	The amount of the allowance for expected credit losses
Overdue	891	0.0000%	0
1-90 days after the deadline	136	0.0005%	0
91-180 days after the deadline	18	0.0087%	0
181-365 days after the deadline	0	0.0439%	0
More than 365 days after the deadline	0	100.0000%	0
Total	**1,045**		**0**

	Period ended 31/12/2021		
	Balance of unpaid receivables as at the balance sheet date	The rate of expected credit losses (adjusted)	The amount of the allowance for expected credit losses
Overdue	5,719	0.0000%	0
1-90 days after the deadline	225	0.0000%	0
91-180 days after the deadline	0	0.0000%	0
181-365 days after the deadline	0	0.0000%	0
More than 365 days after the deadline	0	100.0000%	0
Total	**5,944**		**0**

The average payment term for overdue receivables from the sale of goods and services in the period from January 1 to December 31, 2022 is 47 days, and in the period from January 1, 2021 to December 31, 2021, it was 51 days. Before accepting a new client, the Company assesses his creditworthiness. Due to the specific nature of its operations, the Company cooperates with entities known in the industry, which affects the assessment of credit risk. Payment terms are part of the offer presented to the contractor.

The allowance for expected credit losses

	Period ended 31/12/2022	Period ended 31/12/2021
	PLN	PLN
Balance at the beginning of the period	**0**	**27**
The allowance for expected credit losses	0	0
Amounts recovered during the year	0	-27
Balance at the end of the period	**0**	**0**

20. Leases

20.1. The Company as a lessee

The Company has lease agreements for office premises and laboratories, machinery and equipment, office equipment and cars. The leasing period is on average 60 months, except for office equipment, which qualifies as short-term leasing or as low-value contracts.

Some leases include options to extend or terminate the lease. The Company also concludes contracts for an indefinite period. The management board makes a judgment to determine the period over which it can be assumed with reasonable certainty that such contracts will continue (see note 3.5).

The Company also has lease contracts for individual premises with low value office equipment lease contracts. The Company uses the exemption for short-term leases and leases for which the underlying asset is of low value.

The Company's liabilities under the lease contracts are secured by the lessor's ownership of the subject of the lease. In general, the Company is not entitled to transfer leased assets in subleasing or to assign rights it is entitled to under lease contracts. Some contracts contain requirements for the levels of certain financial indicators.

The following are carrying amounts of the assets due to the right of use (lease agreement) and their changes in the reporting period:

Period ended 31 December 2022	Buildings and premises	Equipment	Vehicles	Total
As at 1 January 2022	**697**	**2,142**	**467**	**3,307**
Purchases (new lease agreements)	0	70	221	291
Changes in lease agreements	-152	0	-1	-153
Depreciation	-538	-853	-179	-1,571
As at 31 December 2022	**7**	**1,359**	**508**	**1,873**

Year ended 31 December 2021	Buildings and premises	Equipment	Vehicles	Total
As at 1 January 2021	**1,378**	**2,930**	**183**	**4,490**
Purchases (new lease agreements)	0	0	424	424
Changes in lease agreements	9	0	-3	7
Depreciation	-690	-788	-137	-1,615
As at 31 December 2021	**697**	**2,142**	**467**	**3,307**

The carrying amounts of leasing liabilities and their changes during the reporting period.

	2022
As at 1 January 2022	3,494
Purchases (new lease agreements)	291
Changes in lease agreements	-153
Revaluation	4
Interest	68
Payments	-1,810
As at 31 December 2022	1,893
Short-term	1,029
Long-term	865

	2021
As at 1 January 2021	5,043
Purchases (new lease agreements)	424
Changes in lease agreements	7
Revaluation	330
Interest	109
Payments	-2,419
As at 31 December 2021	3,494
Short-term	1,918
Long-term	1,576

Amounts of revenues, costs, profits and losses resulting from leasing (regarding buildings and premises and cars) included in the profit and loss account / statement of comprehensive income are presented below:

	01.01.2022-31.12.2022
Depreciation of leased assets	-717
Interest costs on lease liabilities	-27
Other operating income due to changes in leasing agreements	2
Total amount recognized in the income statement / statement of comprehensive income	**-742**

	01.01.2021-31.12.2021
Depreciation of leased assets	-827
Interest costs on lease liabilities	-26
Other operating income due to changes in leasing agreements	0
Total amount recognized in the income statement / statement of comprehensive income	**-853**

The total cash outflow from leases (concerning buildings and premises and cars) amounted to PLN 781 thousand in 12 months of 2022 and PLN 871 thousand in the entire year 2021.

Below are the amounts of revenues, costs, profits and losses resulting from leasing (concerning machines and devices) included in the profit and loss account / statement of comprehensive income:

	01.01.2022-31.12.2022
Depreciation of leased assets	-853
Interest costs on lease liabilities	-41
Other operating income due to changes in leasing agreements	0
Total amount recognized in the income statement / statement of comprehensive income	**-895**

	01.01.2021-31.12.2021
Depreciation of leased assets	-788
Interest costs on lease liabilities	-58
Other operating income from changes to lease agreements	0
Total amount recognized in the income statement / statement of comprehensive income	**-846**

The total cash outflow from leases (concerning machinery and equipment) amounted to PLN 1,029 thousand in 12 months of 2022 and PLN 1,547 thousand in 2021.

21. Share capital

	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Registered share capital	7,342	7,342
	7,342	7,342

21.1. Share capital as at the end of the reporting period

	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Number of shares	18,355	18,355
Par value per share	0.40	0.40
Share capital	7,342	7,342

Share capital structure as at the day of approval of financial statements i.e. 22 March 2023

Series / issue Type of shares (ordinary / registered)	Type of preference	Number of shares	Par value of series / issue
Registered “A” shares	2 votes / 1 share	4,050,000	1,620
Ordinary "B" shares	none	1,329,500	532
Ordinary "C" shares	none	1,833,000	733
Ordinary "D" shares	none	551,066	220
Ordinary "E" shares	none	2,700,000	1,080
Ordinary "F" shares	none	2,651,891	1,061
Ordinary "G1" shares	none	327,886	131
Ordinary "G2" shares	none	327,886	131
Ordinary "H" shares	none	2,200,000	880
Ordinary "I" shares	none	2,384,245	954
Ordinary "J" shares	none	4,764,674	1,906
Total		**23,120,148**	**9,248**

Share capital structure as at 31 December 2022

Series / issue Type of shares (ordinary / registered)	Type of preference	Number of shares	Par value of series / issue
Registered “A” shares	2 votes / 1 share	4,050,000	1,620
Ordinary "B" shares	none	1,329,500	532
Ordinary "C" shares	none	1,833,000	733
Ordinary "D" shares	none	551,066	220
Ordinary "E" shares	none	2,700,000	1,080
Ordinary "F" shares	none	2,651,891	1,061
Ordinary "G1" shares	none	327,886	131
Ordinary "G2" shares	none	327,886	131
Ordinary "H" shares	none	2,200,000	880
Ordinary "I" shares		2,384,245	954
Total		**18,355,474**	**7,342**

Share capital structure as at 31 December 2021

Series / issue Type of shares (ordinary / registered)	Type of preference	Number of shares	Par value of series / issue
Registered “A” shares	2 votes / 1 share	4,050,000	1,620
Ordinary "B" shares	none	1,329,500	532
Ordinary "C" shares	none	1,833,000	733
Ordinary "D" shares	none	551,066	220
Ordinary "E" shares	none	2,700,000	1,080
Ordinary "F" shares	none	2,651,891	1,061
Ordinary "G1" shares	none	327,886	131
Ordinary "G2" shares	none	327,886	131
Ordinary "H" shares	none	2,200,000	880
Ordinary "I" shares		2,384,245	954
Total		**18,355,474**	**7,342**

Shareholder structure

Balance as at 31/12/2022

Shareholder	Number of shares	Percentage interest in share capital	Number of votes	Percentage share of voting rights
Paweł Przewięźlikowski	3,900,544	21.25%	7,400,544	33.03%
Bogusław Sieczkowski	825,348	4.50%	1,375,348	6.14%
Nationale Nederlanden PTE S.A.	1,530,980	8.34%	1,530,980	6.83%
Tadeusz Wesołowski (with Augebit FIZ)	1,132,713	6.17%	1,132,713	5.06%
Aviva OFE Santander	1,532,000	8.35%	1,532,000	6.84%
Other shareholders	9,433,889	51.39%	9,433,889	42.10%
Total	**18,355,474**	**100.00%**	**22,405,474**	**100.00%**

Balance as at 31/12/2021

Shareholder	Number of shares	Percentage interest in share capital	Number of votes	Percentage share of voting rights
Paweł Przewięźlikowski	3,949,517	21.52%	7,449,517	33.25%
Bogusław Sieczkowski	924,384	5.04%	1,474,384	6.58%
Nationale Nederlanden PTE S.A.	1,771,000	9.65%	1,771,000	7.90%
Tadeusz Wesołowski (with Augebit FIZ)	1,132,713	6.17%	1,132,713	5.06%
Aviva OFE Santander	1,122,859	6.12%	1,122,859	5.01%
Other shareholders	9,455,001	51.50%	9,455,001	42.20%
Total	**18,355,474**	**100.00%**	**22,405,474**	**100.00%**

21.2. Own shares

	Balance as at 31/12/2022	Balance as at 31/12/2022	Balance as at 31/12/2021	Balance as at 31/12/2021
	number of shares	000' PLN	number of shares	000' PLN
Own shares under the Incentive Scheme	20,928	0	0	0
Total	**20,928**	**0**	**0**	**0**

As at 31 December 2022, the Company holds own shares resulting from the implementation of the Incentive Scheme (see note 32). In the light of paragraph 33 of IAS 32, taking into account that the acquisition cost of these shares was PLN 0 (received free of charge by the Company as a donation from Mr Paweł Przewięźlikowski), their value as at each balance sheet date is PLN 0.

21.3. Other reserve capitals

	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Others - 2015-2017 incentive program	11,172	11,172
Payments for the transfer of shares to employees	237	237
Others - incentive program 2021-2024 (i)	45,183	22,999
Valuation of options to purchase shares resulting from the investment agreement with BioNtech (ii)	1,096	0
Total	**57,688**	**34,408**

(i) In 2021, the Company started the implementation of the incentive program in place in 2021-2024. Detailed information is disclosed in note 32.

(ii) The fair value of options to purchase shares is determined as at the date of concluding the agreement and is recognized as a reduction of payments from Partners for revenues recognized in accordance with IFRS 15 in correspondence with an increase in other reserves.

Summary of options data:

- date of conclusion of the contract: 29/11/2022
- option maturity date: 22/12/2022
- Number of shares: 1,917,437
- option exercise price: PLN 48.86;
- share price as at the valuation date: PLN 43.40;
- continuous dividend rate: 0%
- risk-free interest rate in continuous capitalization: 7.17%
- volatility coefficient: 50% - obtained as a standard deviation from a sample of logarithmic changes in historical share prices listed on the Warsaw Stock Exchange in the period from 16/10/2019 to the valuation date.

The fair value of options to purchase shares is determined as at the date of concluding the agreement and is recognized as a reduction of payments from Partners for revenues recognized in accordance with IFRS 15 in correspondence with an increase in other reserves.

21.4. Share premium

	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Share premium	159,681	159,681
including the surplus on the issue of shares above their nominal value, "H" series ordinary shares	134	134
including issue costs, "H" series ordinary shares	-4,295	-4,295
including surplus from issue of shares above their nominal value "I" series ordinary shares	142,101	142,101
including issue costs, "I" series ordinary shares	-8,227	-8,227
Transfer of result from previous years due to the split	-10,331	-10,331
Total Reserve Capital	**279,063**	**279,063**

21.5. Reserve capital paid up but not registered as at the balance sheet date

	Balance as at 31/12/2022	Stan na 31/12/2021
	000' PLN	000' PLN
Supplementary capital created from the issue of series J shares	250,284	0
including issue costs Shares series "J" ordinary	-7,693	0
Total reserve capital	**242,591**	**0**

Cash from the issue on the account of the brokerage house

	Balance as at 31/12/2022	Stan na 31/12/2021
	000' PLN	000' PLN
Reserve capital paid up but not registered as at the balance sheet date	242,591	0
Interest due on funds from the issue on the account of the brokerage house	371	0
Total proceeds from the issue of series "J" shares	**242,962**	**0**

The Company carried out the issue of series J shares on the basis of Resolution No. 1 of the Company's Management Board of October 5, 2022 on increasing the share capital of the Company within the limits of the authorized capital by issuing series J shares, excluding the pre-emptive right of the existing shareholders in full and amending the Company's Articles of Association, which is the result of the execution of the authorization granted to the Management Board of the Company on the basis of Resolution No. 4 of the Extraordinary General Meeting of the Company of September 19, 2022 on authorizing the Management Board of the Company to increase the share capital of the Company as part of the authorized capital, exclusion by the Management Board of the pre-emptive right to shares issued as part of the authorized capital in whole or in part with the consent of the Supervisory Board, on the basis of which the share capital of the Company was increased from PLN 7,342,189.60 to PLN 9,248,059.20 by issuing, within the authorized capital, ordinary bearer shares of series J of the Company by nominal value PLN 0.40 each.

On January 17, 2023, the Registry Court registered the amendment to the Company's Articles of Association related to the above-mentioned increase in the Company's share capital.

On January 23, 2023, the National Depository for Securities S.A. issued a message informing about the registration in the securities depository on January 25, 2023 of 4,764,674 (four million seven hundred and sixty-four thousand six hundred and seventy-four) Series J ordinary bearer shares of the Company, with a nominal value of PLN 0.40 each ("Series Shares J"), under the ISIN code PLSELVT00013.

Series J shares were offered by the Company by way of private placement within the meaning of art. 431 § 2 item 1) of the Code of Commercial Companies, as part of a public offering within the meaning of Art. 2 lit. d) Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/ EC, excluded from the obligation to prepare and publish a prospectus or other information (offering) document.

The issue price of Series J Shares was set at PLN 55 per share, excluding BioNTech, for which the issue price was PLN 48.86 in accordance with the provisions of the investment agreement. The total proceeds from the issue, understood as the product of the number of shares covered by the offer and the issue price, amounted to PLN 250.284.007, while the total costs of the offering amounted to PLN 7.693.094. Series J shares were acquired by 222 investors.

In the financial statements, proceeds from the issue are presented in the item "Cash from the issue on the account of the brokerage house". The funds from the issue were received by the Company's on January 23, 2023.

22. Credit facilities and loans and other sources of financing

	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Uncollateralized:		
Overdraft facilities (i)	0	0
Used credit card limits (ii)	64	23
	64	23
Collateralized:		
Bank loans (iii)	810	1,552
	810	1,552
Total:	**874**	**1,576**
Current liabilities	874	833
Non-current liabilities	0	742
	874	**1,576**

22.1. Loan agreements

1. The company has a mortgage loan for the purchase of a construction plot in Bank PKO BP. The loan was concluded on December 13, 2016 for a period of 7 years.

The interest rate is variable and is formed as the sum of WIBOR1M + bank margin.
The loan is secured with a mortgage entry in the amount of PLN 8,403 thousand, with a blank promissory note for the amount of PLN 810 thousand and the contractual right to set off receivables in the amount of PLN 810 thousand.

2. On August 16, 2022, the Company concluded with the European Investment Bank (""EIB") a financing agreement (""Agreement") under the European Fund for Strategic Investments program, which aims to provide financing for projects of high social and economic value, contributing to the implementation of EU policy objectives Under the Agreement, the EIB undertook to grant the Company a loan in the maximum amount of EUR 22,000,000 (PLN 103,241,600 converted at the average exchange rate of the National Bank of Poland on August 16, 2022. EUR 1 = PLN 4.6928).

The purpose of the Agreement is to support the development of the RVU120 molecule, a highly selective, orally administered lead clinical candidate of Ryvu being studied in patients with relapsed or refractory acute myeloid leukemia (AML) or myelodysplastic syndrome (MDS) and in solid tumors (in phases 2/3), as well as support for other Company projects at earlier stages of development. The majority of the funding will be used to cover expenses related to clinical trials, necessary activities to obtain regulatory approvals, internal research and development related to drug discovery and costs related to the protection of intellectual property.

The financing will be disbursed in three tranches: Tranche A and B in the amount of EUR 8,000,000 each and Tranche C in the amount of EUR 6,000,000. The tranches may be paid to the Company within 36 months from the date of signing the Agreement. The Company is obliged to repay each of the disbursed tranches in one installment after 5 years from its disbursement. The interest rate for Tranche A will be 3% per annum, for Tranche B 2.7% per annum, and for Tranche C 2.4% per annum. Interest on each tranche will be payable annually.

The payment of each tranche depends on the fulfillment by the Company of the conditions set out in the Agreement, relating primarily to the clinical development of the RVU120 compound. The payment of Tranche A is subject to (a) the Company's providing consent to start a phase II clinical trial, consisting in determining the dose recommended for phase II (RP2D) for RVU120 in a solid tumor trial for which no additional consent is required or in an AML trial /MDS separate consent to start the phase II trial; and (b) the issue of subscription warrants by the Company to EIB in accordance with the terms set out in the warrant agreement to be concluded between EIB and the Company. Ryvu Therapeutics S.A. www.ryvu.com The conditions for the payment of Tranche B are: (a) successful initiation of the RVU120 Phase II clinical trial in the AML/MDS study, including First Patient Dosed; (b) the development of at least one research project of the Company to the stage of research directly preceding the introduction of the compound into the clinical phase (INDenabling studies) or the conclusion of a partnering agreement regarding one of the Company's research projects with a specified minimum transaction value; and (c) obtaining by the Company additional financing in the amount at least equal to the amount used under Tranche B, from other sources of financing, e.g. from an increase in share capital or grants from outside the European Union, in the period from June 2022. Tranche C is Contingent on (a) the progress of the Phase II RVU 120 AML/MDS study in the form of recruitment of at least ten patients; and (b) obtaining by the Company additional funding of at least EUR 10 million from current or future partnering agreements or scientific cooperation agreements in the form of advance payments, research funding and payments for milestones in the period from September 30, 2021.

An additional consideration for Tranche A, Tranche B and Tranche C will be the issuance by the Company to the EIB of subscription warrants corresponding in total to 2.5% of the fully issued share capital of the Company ("Warrants"), which will be taken up by EIB free of charge. The validity period of the Warrants is 10 years and EIB will have the right to exercise the Warrants upon maturity of Tranche A or an event of voluntary or mandatory prepayment. The conditions of issuing the Warrants will be regulated in the warrant agreement, the signing of which will be announced by the Company in a separate current report.

As at December 31. 2022. this loan is not utilised.

23. Long-term liabilities

	Balance as at 31/12/2022	Balance as at 31/12/2021 *
	000' PLN	000' PLN
Agreement with LLS	9,904	8,120
	9,904	**8,120**

*** adjusted described in note 38.2**

On August 7, 2017, the Management Board of Ryvu Therapeutics S.A. (formerly Selvity S.A.) concluded an agreement with Leukemia & Lymphoma Society (LLS) regarding cooperation in further studies of the preclinical phase and the first clinical phase of the SEL120 molecule (currently RVU120) (Agreement). Pursuant to the provisions of the Agreement, LLS undertook to provide the Company with financial support of up to USD 3.25 million for the RVU120 project, payable as the project develops. From the date of conclusion of the agreement until December 31, 2022, the Company received a total of USD 2.25 million in support which is the equivalent of PLN 9.9 million (valuation at the exchange rate of the National Bank of Poland as at December 31, 2022). At the end of 2021, the value of the support received totaled USD 2.00 million, which is the equivalent of PLN 8.1 million (valuation at the exchange rate quoted by the National Bank of Poland on December 31, 2021).
In return for the financial support provided under the Agreement, LLS will be entitled, after the successful development of RVU120 and leading to the start of the III clinical phase, to receive payments for achieving milestones, and after the commercialization of RVU120 or its introduction to the market by the Company, also to royalties. The total value of payments for LLS will not exceed seven times the co-financing received under the Agreement, i.e. USD 15.75 million.
This liability was initially measured at fair value, which corresponds to the nominal amount, because the discounting effect for the 12-month period is immaterial (a 12-month period was adopted for discounting, because in a period longer than 12 months it cannot be considered that the Company controls that the , therefore discounting for a period longer than 12 months is not justified). After initial recognition, the liability is measured at amortized cost, which as at December 31, 2022, December 31, 2021 and January 1, 2021 corresponds to the nominal value for the reasons indicated above; as a result, the liability is shown in the amount of cash received after conversion with the current PLN/USD exchange rate as at the balance sheet date.
The liability is classified as a long-term liability in each of the presented periods, because this liability is not due within 12 months from the balance sheet date, i.e. the repayment of these amounts may only take place in the event of successful development of RVU120 and the commencement of the third clinical phase (payments for milestones) and after RVU120 is commercialized or marketed by the Company (royalties), while currently RVU120 is at an early stage of development (Phase I).

On December 14, 2022, the Agreement with LLS was amended so that the maximum amount of support under the Agreement was reduced from USD 3.25 million to USD 2.25 million. At the same time, LLS undertook to participate in the public issue of series "J" Ryvu shares, which took place in December 2022 (see note 21.5), by subscribing for shares worth USD 1 million at the price determined for institutional investors in the bookbuilding process.

24. Trade and other liabilities

	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Trade liabilities	12,578	11,689
Investment liabilities	61	610
Liabilities due to taxes, insurance (social security, personal income tax, PFRON)	992	1,218
CIT liability	0	5,458
Liabilites due to salaries and wages and other liabilities to employees	0	52
Other non-financial liabilities	1,867	1,888
Warranty deposit	60	60
	15,559	**20,976**
- short-term		
Trade and other liabilities	15,499	20,915
- long-term		
Other liabilities	60	60

The average payment term for purchases of goods and materials is two months. Following its due date, interest usually are not accrued on outstanding liabilities. In the case of accrual, the interest rate applicable is the same as for statutory interest.

25. Liabilities due to retirement benefits

Item	Provisions for retirement benefits	
	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Provisions at the beginning of the period	118	235
Increases:	22	117
- provisions recognized in profit and loss account in current period	22	117
Provisions at the end of the period, including:	**140**	**118**
- long-term	140	118
- short-term	**0**	0

The main assumptions adopted for the valuation of employee benefits as at the reporting date are as follows:

	Balance as at 31/12/2022	Balance as at 31/12/2021
Discount rate (%)	6.85	3.64
Projected inflation rate (%)	3.50	1.50
Employee turnover rate (%)	0	0
Expected wage growth rate (%)	3.50	1.50
Remaining average employment period	18	18

26. Financial instruments

The life science industry is one of the most globalized branches of the economy in the world. Compounds with therapeutic potential developed in one country are protected by international patents and commercialized as drugs around the world. Many subcontractors operating in different countries, on different continents, often participate in their creation. It is a truly global market where discoveries and developments in one part of the world have a direct impact on the industry in other parts of the world.
A characteristic feature of the biotechnology market is also the fact that the commercialization of the final product, which is a drug, is preceded by several formalized stages, which often last for many years and are characterized by various degrees of success probability.
These stages can be distinguished as follows:
1) drug discovery stage,
2) preclinical studies (in vitro and in vivo),
3) clinical trials (which normally include three phases),
4) the process of registration and acceptance by the relevant authorities,
5) commercialization of the approved drug.
A key characteristic of the biotechnology market is that only a small percentage of the substances that were analyzed during drug discovery will be approved by the relevant authorities and commercialized as an actual drug. An important element is that, in fact, at each of the above-mentioned stages, it may turn out that a given project will not be successfully carried to the next phase, as a result of which the company will have to decide to end the project and focus its resources on other projects. It is also possible that the company, despite the transition of the project to the next stage (for example: by decision of the relevant authorities or due to new circumstances), will be forced to return to the previous stage in order to conduct additional tests.
In connection with the above, a characteristic feature of the biotechnology market is also the fact that the projects carried out are long-term, and the probability of predicting the final success is extremely difficult to estimate.
The nature of the industry in which the Company operates is characterized by generating losses and negative cash flows in the drug discovery and development phase, until commercialization and revenues or royalties generated from drugs that have been admitted to trading. This situation is also not unexpected for a company from the biotechnology industry in phases 1 and 2 of clinical trials.

26.1. Capital risk management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximizing its profitability through optimization of the debt to equity ratio.
The capital structure as well as the level and maturity of liabilities are reviewed on a regular basis. The said reviews comprise analyses of the cost of capital and the risk associated with its individual categories.

The key items analysed by the Company are:
• cash and cash equivalents, as disclosed in Note 30,
• equity, including reserve capitals and retained earnings, as disclosed in Note 21.
The Company is not subject to any external capital requirements except for the one imposed by Article 396.1 of the Code of Commercial Companies, which the parent is obliged to comply with, whereby supplementary capital has to be created for purposes of offsetting losses. No less than 8% of the profit for the financial year has to be transferred to the supplementary capital until its value reaches at least one third of the share capital. That part of the supplementary capital (retained earnings) may not be distributed to the shareholders.

26.1.1. Net debt to equity ratio

The Company reviews its capital structure periodically. The said reviews comprise analyses of the cost of capital and the risks associated with each category of capital.

	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Debt (i)	-131,586	-67,512
Cash and cash equivalents	101,917	83,236
Net debt	**-29,669**	**15,724**
Equity (ii)	343,390	161,302
Net debt to equity	**(0.09)**	**0.10**

(i) Debt comprises long- and short-term debt.
(ii) Equity comprises the equity presented in the statement of financial position.

"The debt ratio achieved is within the limits expected and accepted by the Management Board.
In addition, in December 2022, the Company carried out an issue of "J" series shares and the net cash from this issue in the amount of PLN 242,591 thousand was received by the Company on January 23, 2023.
In addition, it should be remembered that as at December 31, 2021, the Company had short-term investments presented in the item Other financial assets (Note 17), which concerned funds invested in liquid financial instruments issued by leading financial institutions on the Polish market."

26.2. Categories of financial instruments

The company is exposed to risks related to financial instruments. The risks to which it is exposed are:
- market risk including currency risk and interest rate risk,
- credit risk and
- liquidity risk.

Individual types of risk are discussed in the following Notes.

	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Financial assets		
Financial instruments measured at amortized cost method:	**349,891**	**98,007**
Other short term financial assets (Note 17)	528	4,994
Other financial asets - deposits (Note 17)	76	76
Cash (Note 30)	101,917	83,236
Trade and other receivables (Note 19)	4,408	9,702
Cash from the issue on the account of the brokerage house (Note 21.5)	242,962	0
Financial assets at fair value through profit or loss	**20,475**	**29,404**
Other financial assets - Nodthera shares (Note 14)	20,475	29,404
Financial liabilities		
Financial instruments measured at amortized cost method:	**25,311**	**25,489**
Interest bearing credit facilities and loans (Note 22)	874	1,576
Finance lease liabilities (Note 26.9)	1,893	3,494
Trade and other liabilities (Note 24)	12,640	12,299
Long term financial liabilities (Note 23)	9,904	8,120

26.3. Financial risk management objectives

Credit, liquidity and market risks (including mainly currency risk and interest rate risk) occur in the ordinary course of the Company's business. Financial risk management at the Company is primarily aimed to minimize the effect of market factors, such as foreign exchange and interest rates, on the key financial parameters approved in the Company's budget for the year (profit and cash flows) with the use of natural hedges.

26.4. Market risk

The Company's activities expose it to currency risk (see Note 26.5), interest rate risk (see Note 26.6) and price risk (Note 26.7). The Company does not use any derivative instruments for purposes of currency or interest rate risk management as natural hedges are sufficient to minimize the risk it is exposed to.

Exposure to all market risk categories is measured by means of a sensitivity analysis.

26.5. Foreign currency risk management

The Company enters into certain transactions denominated in foreign currencies. Hence, it is exposed to the risk of changes in foreign exchange rates. The said risk is managed by means of natural hedges.

The carrying amounts of the Company's foreign currency monetary assets and liabilities as at the end of the reporting period:

	Liabilities		Assets	
	Balance as at 31/12/2022	Balance as at 31/12/2021	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN	000' PLN	000' PLN
EUR	2,315	4,385	93,294	9,967
USD	915	673	14,486	9,510
Other	73	125	133	660

26.5.1. Sensitivity to currency risk

The Company is mainly exposed to risk related to EUR and USD.

The degree of sensitivity of the Company's profit to a 15% increase and decrease of the PLN exchange rate for foreign currencies is presented in the table below. 15% is the sensitivity rate used in internal currency risk analyzes for top management and reflects management's assessment of possible changes in foreign exchange rates. The sensitivity analysis covers only unsettled monetary items denominated in foreign currencies and corrects the currency conversion at the end of the accounting period by a 15% change in exchange rates. A positive value in the table below indicates an increase in profit and an increase in equity accompanying the strengthening of the PLN exchange rate for foreign currencies by 15%. In the case of a 15% weakening of PLN against a given foreign currency, this value would be negative, and the impact on profit and equity would be the opposite.

		EUR Effect		USD Effect	
		Balance as at 31/12/2022	Balance as at 31/12/2021	Balance as at 31/12/2022	Balance as at 31/12/2021
		000' PLN	000' PLN	000' PLN	000' PLN
ASSETS					
Exchange rate increase	15%	13,994	1,495	2,173	1,427
Exchange rate increase	10%	9,329	997	1,449	951
Exchange rate increase	5%	4,665	498	724	476
Exchange rate decrease	-5%	-4,665	-498	-724	-476
Exchange rate decrease	-10%	-9,329	-997	-1,449	-951
Exchange rate decrease	-15%	-13,994	-1,495	-2,173	-1,427
LIABILITIES					
Exchange rate increase	15%	347	658	137	101
Exchange rate increase	10%	232	438	92	67
Exchange rate increase	5%	116	219	46	34
Exchange rate decrease	-5%	-116	-219	-46	-34
Exchange rate decrease	-10%	-232	-438	-92	-67
Exchange rate decrease	-15%	-347	-658	-137	-101
EFFECT ON PROFIT					
Exchange rate increase	15%	13,647	837	2,036	1,326
Exchange rate increase	10%	9,098	558	1,357	884
Exchange rate increase	5%	4,549	279	679	442
Exchange rate decrease	-5%	-4,549	-279	-679	-442
Exchange rate decrease	-10%	-9,098	-558	-1,357	-884
Exchange rate decrease	-15%	-13,647	-837	-2,036	-1,326

The Company's exposure to currency risk changes throughout the year depending on the volume of foreign currency transactions. Nevertheless, the above sensitivity analysis may be regarded as representative for determination of the currency risk exposure.

26.6. Interest rate risk management

The Company is exposed to interest rate risk resulting from floating rate lease agreements, investment loan and concluded bank deposits or purchased bonds based on variable interest rates. Hedging activities are subject to regular reviews so that they are brought into line with the current interest rate situation and predefined risk appetite, and to ensure that an optimum hedging strategy is in place.

26.6.1. Sensitivity to changes in interest rates

The sensitivity analyzes presented below are based on the degree of exposure to interest rate risk of financial instruments (liabilities arising from leasing and loan agreements) as at the balance sheet date. In the case of liabilities with a variable interest rate, it is assumed for the purposes of the analysis that the amount of unpaid liabilities at the balance sheet date was unpaid for the whole year. Internal analyzes of interest rate risk for key management members use up and down fluctuations of 50 basis points, which reflects management's assessment of the likely change in interest rates.

In the current and previous financial period, the vast majority of lease contracts were signed in EUR. In the analysis of the hypothetical impact of changes in interest rates for the balance of liabilities as at the balance sheet date, a fluctuation of 50 basis points was assumed, without taking into account the impact of restrictive clauses on negative interest rates.

31 December 2022

	< 1 year	1–2 years	2-3 years	3-4 years	4-5 years	>5 years	Total
Lease liabilities	1,029	531	225	88	21	0	1,893
Bank loan for the amount of PLN 5,601 thousand and the credit card limit used	874	0	0	0	0	0	874

	< 1 year	1–2 years	2-3 years	3-4 years	4-5 years	>5 years	Total
Cash	101,917						101,917

31 December 2021

	< 1 year	1–2 years	2-3 years	3-4 years	4-5 years	>5 years	Total
Lease liabilities	1,918	1,034	330	149	63	0	3,494
Bank loan for the amount of PLN 5,601 thousand and the credit card limit used	810	742	0	0	0	0	1,552

	< 1 year	1–2 years	2-3 years	3-4 years	4-5 years	>5 years	Total
Cash	83,236						83,236

The interest rate on financial instruments with a variable interest rate is updated in periods of less than one year. Interest on financial instruments with a fixed interest rate is constant throughout the period until the maturity / maturity of these instruments. Other financial instruments of the Company which are not included in the above tables are not interest bearing and are therefore not subject to interest rate risk.

Interest rate risk - sensitivity to changes

The table below presents the sensitivity of gross profit (loss) to reasonably possible changes in interest rates, assuming that other factors remain unchanged (in connection with liabilities with a variable interest rate). No impact on equity or total comprehensive income of the Company was presented.

	Increase / decrease by percentage points	Impact on gross profit or loss
As at 31 December 2022		
Bank loan (PLN)		
Interest rate change	+0,5%	-4
Interest rate change	-0,5%	4
Leasing liability (EUR)		
Interest rate change	+0,5%	-7
Interest rate change	-0,5%	7
Lease liability (other currencies)		
Interest rate change	+0,5%	-3
Interest rate change	-0,5%	3
Total impact	+0,5%	-13
Interest rate change	-0,5%	13
Interest rate change		

26.7. Price risk management

The Company's exposure to equity price risk results from investments held by the Company at fair value through profit or loss (Note 14). The company owns shares in only one company, NodThera Inc. These shares have been held by the Company since the beginning of the existence of this company (i.e. 2016). NodThera's activity was based on research conducted before 2016 by the Company (then Selvita S.A.). NodThera is not listed on any stock exchange, and the increase or decrease in the value of shares in this company is, as a rule, the result of research progress. The company diversifies the price risk related to the shares in NodThera by developing its own projects, which can then be commercialized, also in a similar way as NodThera was established.

26.8. Credit risk management

Credit risk is the risk that a contracting party will default on its contractual obligations, resulting in the Company's financial losses. The Company enters into transactions only with creditworthy contracting parties. If necessary, the risk of financial losses due to default is reduced by collateral. While assessing its major customers, the Company also uses other publicly available financial information and internal transaction data. The Company's exposure to counterparty credit risk is monitored on an ongoing basis and the aggregate value of concluded transactions is distributed over approved contracting parties.

Trade receivables comprise amounts due from large, reliable and key customers operating in different geographies. Regular credit analyses are also performed considering the status of receivables.

Excludnig the Company's major customers (information on revenue has been presented in Note 6), the Company is not exposed to considerable credit risk with respect to a single counterparty. Each of these customers is an international company with a stable financial position, which considerably reduces credit risk. The concentration of credit risk with respect to other customers does not exceed 10% of gross monetary assets during the year. Data on receivables as at the balance sheet date can be found in Note 19.

Credit risk related to cash and other short-term financial assets is limited, as the Company's counterparties are banks or institutions with a high credit rating awarded by international rating agencies. Moreover, in the case of bonds issued by PeKaO Leasing S.A, which the company held in 2021, the bonds were secured with a surety by Bank PeKaO S.A. (which has an S&P short-term rating in domestic currency at A-2).

List of banks where the Company has funds on bank accounts:

Bank name	Balance as at 31/12/2022 000' PLN	Balance as at 31/12/2021 000' PLN	Rating	Perspective
Bank A	7,031	31,268	A- ip	stable
Bank B	4,231	5,464	A- ip	stable
Bank C	5	0	BBB ip	stable
Bank D	90,651	46,504	A- ip	stable
Total	**101,918**	**83,236**		

At the end of the year, the Company also had cash from the issue on the account of the brokerage house:

Bank name	Balance as at 31/12/2022 000' PLN	Balance as at 31/12/2021 000' PLN	Rating	Perspective
Bank E	242,962	0	A- ip	stable

26.9. Liquidity risk management

The ultimate responsibility for liquidity risk management rests with the Management Board, which has developed a suitable management system for short-, medium- and long-term funding and liquidity requirements. The Company's liquidity management consists in maintaining the reserve capital at an appropriate level, keeping stand-by lines of credit, ongoing monitoring of projected and actual cash flows and alignment of the maturity of financial assets with that of financial liabilities.

	As at 31/12/2022	As at 31/12/2021
Financial assets (+)	**349,815**	**97,932**
Receivables	4,408	9,702
Cash from the issue on the account of the brokerage house	242,962	0
Cash	101,917	83,236
Other financial assets	528	4,994
Financial liabilities (-)	**-25,311**	**-25,466**
Interest bearing credit facilities and loans	-874	-1,552
Finance lease liabilities	-1,893	-3,494
Trade liabilities	-12,578	-11,689
Long term financial liabilities	-9,904	-8,120
Investment liabilities	-61	-610
Exposure to liquidity risk	**324,504**	**72,466**

As at the balance sheet date, December 31, 2022, the company's financial liabilities were within the following maturity ranges:

Type of liability	Current:				Non-current:			Liabilities – carrying amount
	Not overdue as at 31/12/2022	within 3 months	3-12 months	Total current liabilities	1-5 years	over 5 years	Total non-current liabilities	
Interest bearing credit facilities and loans	0	334	540	874	0	0	0	874
Finance lease liabilities	0	217	811	1,029	865	0	865	1,893
Trade liabilities	9,468	2,567	605	12,640	0	0	0	12,640
Long term financial liabilities	0	0	0	0	0	9,904	9,904	9,904
Total	**9,468**	**3,118**	**1,956**	**14,542**	**865**	**9,904**	**10,769**	**25,311**

As at the balance sheet date, December 31, 2021, the company's financial liabilities were within the following maturity ranges:

Type of liability	Current:				Non-current:			Liabilities – carrying amount
	Not overdue as at 31/12/2021	within 3 months	3-12 months	Total current liabilities	1-5 years	over 5 years	Total non-current liabilities	
Interest bearing credit facilities and loans	0	202	607	810	742	0	742	1,552
Finance lease liabilities	0	269	1,649	1,918	1,576	0	1,576	3,494
Trade liabilities	9,423	1,906	970	12,299	0	0	0	12,299
Long term financial liabilities	0	0	0	0	0	8,120	8,120	8,120
Total	**9,423**	**2,377**	**3,227**	**15,027**	**2,319**	**8,120**	**10,439**	**25,466**

26.9.1 Available external sources of funding

	Balance as at 31/12/2022	Balance as at 31/12/2021
	PLN	PLN
Collateralized overdraft facilities:		
Amount used	64	23
Amount available	336	377
	400	**400**

27. Accrued costs

	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Unused holiday accrual	1,692	1,389
Bonuses	9,012	2,198
	10,703	**3,587**
Short-term	10,703	3,587
Long-term	0	0
	10,703	**3,587**

28. Deferred income

	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Payments from Partners (i)	68,120	0
Government subsidies (ii) revenues recognized in accordance with IAS 20	24,392	29,204
	92,512	**29,204**
Short-term	16,709	8,946
Long-term	75,803	20,257
	92,512	**29,204**
Payments from Partners (i)		
Agreement with BioNtech, including:	68,120	0
- Short-term	*13,624*	*0*
- Long-term	*54,496*	*0*
	68,120	**0**
Government subsidies (ii) revenues recognized in accordance with IAS 20		
Infrastructure subsidies, including:	24,252	23,639
- Short-term	*2,952*	*3,394*
Research subsidies, including:	141	5,522
- Short-term	*133*	*5,457*
	24,392	**29,161**

(i) Payments from partners include advance payments from contractors to cover part of the costs associated with the services performed. The Company estimates that the entire amount of liabilities will be recognized in revenues within 5 years.

(ii) Government subsidies include payments received resulting from subsidy contracts signed.

29. Related party transactions

29.1. Commercial transactions

Sales to related parties include rental income and re-invoicing.
Purchases from related entities include the acquisition of advisory and administrative services

In the financial year, the Company identified the following commercial transactions with related parties. Personal connections based on connections between Members of the Management Board and Members of the Supervisory Board.

Binding type:

POA - personal relationship through shares held by the Shareholder
PORN - personal connection by a Member of the Supervisory Board

	Binding type	Sales of goods and services		Purchases of goods and services	
		Period ended 31/12/2022	Period ended 3/12/2021	Period ended 31/12/2022	Period ended 31/12/2021
		000' PLN	000' PLN	000' PLN	000' PLN
Selvita S.A.	POA	3,686	2,092	4,764	4,279
Selvita Services Sp. z o.o.	POA	0	0	1,411	868
Ardigen S.A.	POA	1	0	0	0
Selvita Inc.	POA	0	0	2,271	1,132
Selvita d.o.o.	POA	0	0	6	0
ALTIUM Piotr Romanowski	PORN	0	0	0	6
AG Life Science Consulting GmbH & Co. KG	PORN	0	0	13	0
		3,687	**2,092**	**8,465**	**6,285**

Balances at the end of the reporting period:

	Binding type	Amounts due from related parties		Amounts due to related parties	
		Balance as at 31/12/2022	Balance as at 31/12/2021	Balance as at 31/12/2022	Balance as at 31/12/2021
		000' PLN	000' PLN	000' PLN	000' PLN
Selvita S.A.	POA	322	454	2,510	1,186
Selvita Services Sp. z o.o.	POA	0	190	1,375	0
Ardigen S.A.	POA	1	0	0	0
Selvita Inc.	POA	0	0	743	454
Selvita d.o.o.	POA	0	0	3	0
		323	**644**	**4,632**	**1,640**

Transactions with related entities were made using market prices.

29.2 Executive compensation

Compensation of members of the Management Board and other executives in the financial year:

	Period ended 31/12/2022			Period ended 31/12/2021
	Share based payments 000' PLN	Remuneration 000' PLN	Total 000' PLN	Total 000' PLN
Management Board	**1,022**	**3,088**	**4,111**	**4,444**
Paweł Przewięźlikowski	0	341	341	1,164
Krzysztof Brzózka	320	596	915	1,418
Setareh Shamsili	0	0	0	1,216
Kamil Sitarz	331	486	817	645
Hendrik Nogai	0	728	728	0
Vatnak Vat-Ho	371	938	1,309	0
Supervisory Board	**0**	**1,042**	**1,042**	**1,018**
Piotr Romanowski	0	150	150	147
Tadeusz Wesołowski	0	148	148	145
Rafał Chwast	0	150	150	147
Axel Glasmacher	0	148	148	145
Colin Goddard	0	148	148	145
Jarl Jungnelius	0	148	148	145
Thomas Turalski	0	148	148	145
	1,022	**4,131**	**5,153**	**5,462**

30. Cash and cash equivalents

For purposes of preparation of the statement of cash flows, cash and cash equivalents consist of cash in hand and cash at bank, including open overdraft facilities. Cash and cash equivalents at the end of the financial year, presented in the statement of cash flows, can be reconciled with the balance sheet items in the following manner:

At the balance sheet date, funds collected on bank accounts are not adjusted due to risk of impairment.

	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Cash in hand and at bank	22,325	47,146
Overdraft facilities	0	0
	22,325	47,146
Cash and cash equivalents - bank deposits	79,592	36,090
	101,917	83,236

As at December 31, 2022, restricted cash amounted to PLN 3,175 thousand. PLN (31/12/2021: PLN 4,966 thousand).

31. Average headcount in the Company

	Period ended 31/12/2022	Period ended 31/12/2021
White collar employees	198	186
Blue collar employees	-	-
Total headcount	**198**	**186**

32. Share-based payments

32.1 Employee incentive program

32.1.1 Detailed description of the incentive program based on subscription warrants

On May 17, 2021, the General Meeting resolved to adopt an Incentive Scheme for employees in the form of the right to purchase shares at a preferential price. The program covers a total of 1,247,720 ordinary shares of Ryvu S.A. which will be transferred free of charge by Paweł Przewięźlikowski, owned by him and constituting a total of 25% of the Company's shares held by him. The scheme provides employees with the right to acquire shares at a preferential price of PLN 0.19 per share. Employees who have a business relationship with the company are eligible to participate in the program. The eligible persons are required to remain in a business relationship with the company and not to dispose of the shares granted under the scheme, for a period not shorter than 12 months and not longer than 36 months from the date of acquiring the shares, subject to exceptional circumstances when the employee may be released from these obligations. .

Purpose of the Program
The purpose of implementing the universal incentive program as proposed will be:
and - ensuring optimal conditions for the long-term increase in the value of the Company by creating a general employee shareholding structure;
and - creating an incentive that will motivate employees to act even more actively in the interest of the Company and its shareholders and encourage them to stay in a long-term relationship with the Company;
and - building a modern organization in which the increase in the value of the Company will translate directly into an increase in the wealth of the employees and associates of the Company.

Nature of the agreement concluded with the Shareholder.
On April 20, 2021, the shareholder submitted a written declaration of will in the form of a letter of intent, in which he declares the transfer of 1,247,720 series B shares of the Issuer to the Issuer free of charge. April 2021 and expire on the date of a) ineffective expiry of the deadline for convening the Extraordinary General Meeting of Shareholders by the Company, b) failure by the Extraordinary General Meeting of Shareholders to adopt the Incentive Scheme or c) failure to approve the list of entitled persons within 14 days from the adoption of the incentive scheme. None of the above-mentioned circumstances occurred, and the Shareholder has not yet transferred all the shares covered by the letter of intent, so the Shareholder's obligations have not expired.
On July 8, 2021, November 19, 2021 and April 14, 2022, the Shareholder concluded donation agreements with the Issuer, under which the ownership of 1,044,394 shares, 21,476 shares and 27,497 shares, respectively ("Agreements") was transferred. These shares are issued to the participants of the incentive program immediately, as a rule, on the date of their receipt by the Company.

Rights and obligations of the Company and the Shareholder resulting from the agreements.
Pursuant to the Agreements, the Shareholder was obliged to transfer the shares covered by the agreement on a specific date, i.e. by August 31, 2021, December 31, 2021 and April 30, 2022, respectively. The Shareholder is entitled to revoke the donation if the Company makes a gross ingratitude, which the contract specified as: 1) allocating all or part of the shares for a purpose other than the incentive programme; 2) failure to transfer all shares to entitled persons within the time limit specified in the agreement. 3) Preventing the performance of control activities regarding the fulfillment of its obligations by the Company. The agreements do not specify the legal remedies available to the Issuer in the event of the Shareholder's failure to perform the obligation, however, Polish law applies to the agreements, so the Company would be entitled to claims provided for in the Civil Code, e.g. Participants of the incentive scheme, i.e. employees of the Company, are not entitled to any enforceable claims against the Company related to the incentive scheme, therefore the Company does not bear any risk related to the incentive scheme. If the Shareholder fails to transfer the shares to the Company, the Company is not obliged to issue the shares to the participant of the incentive program, as each agreement for participation in the incentive program directly determines that it is concluded under the condition precedent in the form of the transfer of shares by the Shareholder to the Company necessary for implementation of the Incentive Program.

The role of the Company.

Pursuant to the Regulations of the Incentive Scheme and the agreements concluded between the Shareholder and the Company, the Company acts as a specific agent of shares between the Shareholder and the participants of the Incentive Scheme. Moreover, the Management Board determines the list of persons entitled to the additional pool (as the basic pool was addressed to all employees of the Company) and the manner of determining the number of shares offered to a given participant. With regard to the Management Board, the Supervisory Board of the Company performs the same role. The Company, through its bodies, i.e. the Management Board and the Supervisory Board, exercises control over the performance of the Incentive Scheme.

Recognition of the 'donation' transaction from the Shareholder - founder of the Program.

Taking into account the specificity and legal and formal framework of the Incentive Program and IFRS standards, the Company treated the transaction of free transfer of shares ("donation") from the founder of the program, Paweł Przewięźlikowski, as a separate transaction, which in the light of par. 33 IAS 32, taking into account the acquisition cost of these shares amounting to PLN 0, was not presented in the statement of financial position and the shares received free of charge also had no impact on the statement of comprehensive income, statement of changes in equity or statement of cash flows.

32.1.2 The fair value of the share options granted during the year

The fair value of the options granted is determined as at the grant date and recognized over the vesting period in remuneration costs in correspondence with the increase in equity at the time of vesting by employees during the program period.

Summary of data about the program:

Date of granting the program ("grant date") - I phase of the program (90% of the pool)	17.05.2021 r.
Date of granting the program ("grant date") - II phase of the program (5% of the pool)	16.03.2022 r.
The maturity date of the program	16.03.2025 r.
Number of shares in the program	1.247.720
Expected number of shares after taking into account employee turnover ratio and available data as at December 31, 2022.	995,575

The total cost of the program was estimated on the basis of the estimated value of the shares to which employees will acquire rights during the duration of the program. The fair value of the program was determined using the Black-Scholes-Merton valuation model, taking into account the following parameters:

In the case of the 1st phase of the program:
• option exercise date:
09/07/2021 for 20,383 shares;
09/07/2022 for 457,850 shares;
09/07/2023 for 440,597 shares;
09/07/2024 for 20,093 shares;
June 30, 2025 for 6,379 shares.
• option exercise price: PLN 0.19;
• share price as at the valuation date: PLN 53;
• continuous dividend rate: 0%
• risk-free interest rate in continuous capitalization: 1.96%
• coefficient of variation: 72% - obtained as a standard deviation from a sample of logarithmic changes in historical prices of shares listed on the WSE in the period from October 16, 2019 to the valuation date.
In the case of the 2nd phase of the program:
• option exercise date:
March 16, 2022 for 8,219 shares;
March 16, 2023 for 16,758 shares;
March 16, 2024 for 16,758 shares;
March 16, 2025 for 8,538 shares.
• option exercise price: PLN 0.19;
• share price as at the measurement date: PLN 47.45;
• continuous dividend rate: 0%
• risk-free interest rate in continuous capitalization: 4.82%
• coefficient of variation: 44% - obtained as a standard deviation from a sample of logarithmic changes in historical prices of shares listed on the WSE in the period from October 16, 2019
As at 31/12/2022, the weighted average period remaining until the end of the contractual duration is 6 months.

32.1.3 Estimated impact of the incentive program on the financial results (in PLN thousand):

Tranche number	Number of shares	Date of purchase of the shares	2021 Q2	2021 Q3	2021 Q4	2021	2022 Q1	2022 Q2	2022 Q3	2022 Q4	2022	2023	2024	2025	Total discharge
Tranche No. 1	20,383	09/07/2021	951	126		**1,076**	-	-	-	-	**-**	-	-	-	**1,076**
Tranche No. 2	457,850	09/07/2022	3,768	5,098	5,098	**13,964**	4,923	4,978	492	(176)	**10,217**	-	-	-	**24,181**
Tranche No. 3	440,597	09/07/2023	2,064	2,792	2,792	**7,649**	2,677	2,707	2,736	2,024	**10,144**	5,479	-	-	**23,272**
Tranche No. 4	20,093	09/07/2024	69	93	93	**255**	86	87	88	43	**304**	330	173	-	**1,061**
Tranche No. 5	6,379	30/06/2025	15	20	20	**56**	20	20	20	20	**80**	80	81	40	**337**
Tranche No. 6	8,219	16/03/2022				**-**	388	-	-	-	**388**	-	-	-	**388**
Tranche No. 7	16,758	16/03/2023				**-**	33	197	200	200	**629**	164	-	-	**793**
Tranche No. 8	16,758	16/03/2024				**-**	16	99	100	100	**314**	396	83	-	**793**
Tranche No. 9	8,538	16/03/2025				**-**	6	34	34	34	**107**	134	135	28	**404**
Total	**995,575**		**6,866**	**8,129**	**8,004**	**22,999**	**8,149**	**8,121**	**3,670**	**2,244**	**22,184**	**6,583**	**472**	**68**	**52,306**

The valuation of the program, in terms of shares currently issued to employees as at December 31, 2022, showed its total estimated cost of PLN 52,306 thousand which is recognized in the Company's costs from the second quarter of 2021 until the second quarter of 2025. The impact of the program on the result of the reporting period is PLN 22,184 thousand and this amount reduces the gross result, net result and operating profit in 2022. The estimated impact for the following years is as follows:

- 2023: PLN 6,583 thousand,
- 2024: PLN 472 thousand,
- 2025: PLN 68 thousand.

32.1.4 Recognized costs of the incentive program:

The recognized costs of the incentive program in a given year as at the balance sheet date are as follows:

	Year ended 31/12/2022	Year ended 31/12/2021
Plan costs recognized at fair value	22,184	22,999
	22,184	**22,999**

33. Capital commitments

	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Commitments to purchase property, plant and equipment	149	211

Obligations to purchase property, plant and equipment result from subsidy agreements signed by the Company for the creation and increase of the potential of laboratories.

34. Contingent liabilities and contingent assets

34.1. Contingent liabilities

In the periods covered by the financial statements, the Company incurred contingent liabilities necessary to receive the subsidy and the loan taken out.
Contingent liabilities include:
- promissory note liabilities - covering the amount of subsidies received for which the durability periods have not yet expired, together with interest in the amount specified as for tax arrears calculated from the date of transfer of funds for the account to the date of return. In the period covered by the report, the amount of PLN 27,157 thousand was credited to bank accounts for the co-financing. As at the balance sheet date, December 31, 2022, the sum of cash received from subsidies, whose durability period has not yet expired, is PLN 173,686 thousand.

- claims - in connection with the performance of the contract for the performance of construction works as part of the general contracting of the investment entitled: "Construction of the Research and Development Center for Innovative Medicines Selvita S.A." the contractor, i.e.: Mota-Engil Central Europe S.A., pursues claims for costs incurred in connection with the prolonged implementation of the Agreement, the unpaid part of the lump sum remuneration, as well as supplementary remuneration for additional, replacement and omitted works (PLN 5,391,425.63) and claims resulting from unauthorized - in the opinion of the contractor - use by the Company of the guarantee of proper performance of the contract and removal of defects and faults (PLN 2,063,507.56). Together with statutory interest, the Contractor demands from the Company the total amount of PLN 7,671,285. The lawsuit was delivered to the Company on January 19, 2022. The Company believes that the claim is completely groundless, therefore it did not create a provision.

34.1. Contingent assets

In connection with the implementation of the contract for the performance of construction works as part of the general contracting of the investment entitled: "Construction of the Research and Development Center for Innovative Medicines Selvita S.A." The company is pursuing claims from Mota-Engil Central Europe S.A. for the payment of PLN 13,756,717.07. The lawsuit was filed on September 24, 2021.

35. Significant events of the reporting period

The situation in Ukraine

Due to the outbreak of the armed conflict in Ukraine, the Company's Management Board analyzed the impact of the ongoing war on the Company's operations. In the opinion of the Management Board, apart from the currency risk, the Management Board has not identified any other significant risks that may affect the Company's operations.

In particular, it should be noted that the Company does not have any assets in Ukraine and does not conduct business in Ukraine and Russia. The participation of entities from Ukraine or Russia as suppliers in the Company's structure is insignificant and is mainly limited to providing libraries of compounds for discovery projects at their early stage.

The Company also identifies currency risk. 90% of the Issuer's cash is denominated in PLN. The grants obtained are also denominated in PLN, while the costs of clinical trials and external research and development services are mostly denominated in foreign currencies. This risk is partially mitigated by the expected, guaranteed revenues from the commercialization of projects that are denominated in foreign currencies.

The Management Board of the Company analyzes the situation of the Company on an ongoing basis. Any new circumstances having a significant impact on the Company's financial results and business situation will be immediately communicated to investors in current reports.

36. Significant events after the balance sheet date

In December 2022, the Company carried out an issue of "J" series shares. The increase in capital was registered by the Registry Court on January 17, 2023 (for more details, see Note 21.1 and 21.5).

37. Notes to the cash flow statement

Explanation of the reasons for significant differences between changes in certain items in the balance sheet and changes in the same items disclosed in the cash flow statement:

Item	Period ended 31/12/2022	Period ended 31/12/2021
	000' PLN	000' PLN
Change in trade and other receivables:	**-5,560**	**-3,793**
- change in receivables due to payment for shares	242,591	0
- change in trade and other receivables resulting from the balance sheet	-248,151	-3,793
Change in liabilities, except for loans and borrowings:	**-503**	**9,795**
- change in liabilities resulting from proceeds from LLS	-1,146	-1,018
- change in liabilities resulting from the balance sheet	-5,394	10,813
- change in liabilities due to payment of income tax	5,458	0
- adjustment for the change in liabilities due to the purchase of tangible fixed assets	580	0
Change in deferred income:	**70,425**	**-13,914**
- change in deferred income resulting from the balance sheet	70,425	-13,914
Change in provisions:	**-438**	**-5,604**
- change in provisions resulting from the balance sheet	-438	-5,604
Change in other assets:	**2,109**	**-1,026**
- change in other assets resulting from the balance sheet	3,812	-1,026
- change in assets due to grants for fixed assets	-1,703	0
Change in loans:	**-702**	**-791**
- change in long-term loans resulting from the balance sheet	-742	-810
- change in in short-term loans resulting from the balance sheet	41	19

38. Changes in presentation in the interim condensed statement of comprehensive income and basic error correction

38.1. Changes in presentation in the interim condensed statement of comprehensive income

In 2022, the Company decided to change the presentation of the valuation of shares held in Nodthera, the recognition of rental income and the presentation of income from employee benefits in order to better illustrate revenues and costs. The valuation of shares in Nodthera was moved from the line below the result on economic activities to the line concerning the result on operating activities. Rental income was included in other operating income instead of sales income. In the case of presentation of income from the sale of employee benefits, they reduce the costs of employee benefits instead of presenting them as an item of other operating income.

STATEMENT OF COMPREHENSIVE INCOME (fragment)

	DATA BEFORE TRANSFORMATION				TRANSFORMED DATA
	Period ended 31/12/2021	presentation of rental income and presentation of income from employee benefits	presentation of the valuation of shares held in Nodthera	correction of a error regarding the agreement with LLC (note 38.2)	Period ended 31/12/2021
	000' PLN	000' PLN	000' PLN	000' PLN	000' PLN
Sales revenue	11,836	-650	0	0	11,186
Income from subsidies	25,244	0	0	-1,018	24,226
Total operating income	**37,080**	**-650**	**0**	**-1,018**	**35,413**
Employee benefits costs	-30,686	357	0	0	-30,329
Total operating costs	**-115,325**	**357**	**0**	**0**	**-114,968**
Valuation of shares in Nodthera	0	0	286	0	286
Other operating income	430	292	0	0	722
Other operating cost	-52	0	0	0	-52
(Loss) on operating activities	**-77,867**	**0**	**286**	**-1,018**	**-78,599**
Financial revenue	604	0	0	-525	79
Financial expenses	-442	0	0	0	-442
(Loss) on business activity	**-77,704**	**0**	**286**	**-1,543**	**-78,962**
Valuation of shares in Nodthera	286	0	-286	0	0
(Loss) before income tax	**-77,419**	**0**	**0**	**-1,543**	**-78,962**
Income tax	0	0	0	0	0
(Loss) net on continuing operations	**-77,419**	**0**	**0**	**-1,543**	**-78,962**

As a result of the error correction, the loss per share increased from -PLN 4.2/share to -PLN 4.3/share.

38.2 Error Correction

On August 7, 2017, Ryvu Therapeutics S.A. (formerly Selvita S.A.) entered into a cooperation agreement with Leukemia & Lymphoma Society (LLS) regarding pre-clinical and clinical phase I studies of the SEL120 molecule (currently RVU120) (Agreement). Pursuant to the provisions of the Agreement, LLS undertook to provide the Company with financing up to USD 3.25 million (subsequently reduced by an annex in December 2022 to USD 2.25 million) for the RVU120 project, paid as the project develops (for more see Note 23 and 3.18).

From 2018, the Company consistently recognized this Agreement in accordance with the common practice used by biotechnology companies on the American market based on American standards (so-called: US GAAP), i.e. the amounts received were recognized as income in the financial result and a contingent liability was recognized for the possibility of recovering these amounts in the future. However, after a thorough analysis of the Agreement, IFRS regulations and IFRIC interpretation (March 2016: IAS 20 Accounting for Government Grants and Disclosure of Government Assistance—Accounting for recoverable cash payments) at the turn of 2022/2023, the Company decided that, in accordance with the position of IFRIC, received payments are a financial liability in accordance with IFRS 9 and not a contingent liability. The treatment of contracts such as those concluded with LLS is one of the differences between the American standards and IFRS.

As a consequence, this year the Company decided to adjust the financial data retrospectively. As a result of the adjustment, as at 01/01/2021 and 31/12/2021, a long-term liability was recognized in the amount of: PLN 6,577 thousand, respectively: PLN (USD 1,750 thousand) and PLN 8,120 thousand. PLN (2,000 thousand USD). However, in the Statement of comprehensive income for 2021, a loss higher by PLN 1,543 thousand was recognized. zloty.

In particular, the Company points out that a different approach to the Agreement does not affect the overall financial situation, in particular cash, the amount of which is the most significant from the point of view of the Company's operations and development phase, which incurs significant costs related to the development of drugs.

The error was corrected by restating all items of the financial statements for the previous periods affected as follows:

STATEMENT OF FINANCIAL POSITION (fragment)

	DATA BEFORE TRANSFORMATION	correction of an error regarding the agreement with LLC	TRANSFORMED DATA	DATA BEFORE TRANSFORMATION	correction of an error regarding the agreement with LLC	TRANSFORMED DATA
	Balance as at 31/12/2021		Balance as at 31/12/2021	Balance as at 01/01/2021		Balance as at 01/01/2021
	000' PLN	000' PLN	000' PLN	000' PLN	000' PLN	000' PLN
Retained earnings/ Uncovered losses	261,539	-6,577	254,962	293,227	-6,646	286,581
(Loss) net	-77,535	-1,543	-79,078	-31,688	69	-31,619
Total equity	**169,422**	**-8,120**	**161,302**	**223,721**	**-6,577**	**217,144**
Long-term financial liabilities	0	8,120	8,120	0	6,577	6,577
Total long-term liabilities	**23,192**	**8,120**	**31,312**	**38,106**	**6,577**	**44,684**

STATEMENT OF COMPREHENSIVE INCOME (fragment)

The correction of the error regarding the Statement of comprehensive income is presented in note 38.1.

STATEMENT OF CASH FLOWS

	DATA BEFORE TRANSFORMATION	correction of an error regarding the agreement with LLC	TRANSFORMED DATA	DATA BEFORE TRANSFORMATION	correction of an error regarding the agreement with LLC	TRANSFORMED DATA
	Balance as at 31/12/2021		Balance as at 31/12/2021	Balance as at 01/01/2021		Balance as at 01/01/2021
	000' PLN	000' PLN	000' PLN	000' PLN	000' PLN	000' PLN
Cash flows from operating activities						
(Loss) for the period	**-77,535**	**-1,543**	**-79,078**	**-31,688**	**69**	**-31,619**
Adjustments:						
Change in short-term liabilities and provision excluding credits and loans	9,270	525	9,795	-11,061	-69	-11,130
Net cash flows from operating activities	**-57,868**	**-1,018**	**-58,886**	**-10,636**	**0**	**-10,636**
Cash flows from financing activities						
Proceeds from LLS	0	1,018	1,018	0	0	0
Net cash flows from financing activities	**-3,170**	**1,018**	**-2,152**	**130,689**	**0**	**130,689**
Cash and cash equivalents at the end of the period	**83,236**	**0**	**83,236**	**136,218**	**0**	**136,218**

39. Remuneration of the entity authorized to audit financial statements

Itemization	Balance as at 31/12/2022	Balance as at 31/12/2021
	000' PLN	000' PLN
Mandatory audit of the annual financial statements and mid-year review	200	98
Other attestation services	27	14
Tax advisory services	0	0
Other services	0	0
Total salary	**227**	**112**

40. Revenues and costs of R&D own services

Wyszczególnienie	Balance as at 31/12/2022	Balance as at 31/12/2021	Year-over-year change
	000' PLN	000' PLN	000' PLN
Net revenues from the sale of research and development services	38,946	11,186	27,760
Research and development expenses	-117,713	-92,327	-25,386
Employment in jobs related to research and development work	175	186	(11)

41. Approval of the financial

The financial statements were approved by the Company's Management Board on March 22, 2023.

Prepared by: Elżbieta Kokoć

Dokument podpisany przez Elżbieta Kokoć
Data: 2023.03.22 09:52:10 CET

Signatures of members of the Management Board:

Dokument podpisany przez Paweł Tadeusz Przewięźlikowski
Data: 2023.03.22 13:23:30 CET

Paweł Przewięźlikowski - President of the Board

Dokument podpisany przez Krzysztof Daniel Brzózka
Data: 2023.03.22 12:52:17 CET

Krzysztof Brzózka - V-ce President od the Board

Dokument podpisany przez Kamil Sitarz
Data: 2023.03.22 15:41:54 CET

Kamil Sitarz - Member of the Board

Digitally signed by Vatnak Vat-Ho
Date: 2023.03.22 11:18:25 MDT

Vatnak Vat-Ho - Member of the Board

Signed by / Podpisano przez:
Franz Hendrik Nogai
Date / Data:
2023-03-22 14:42

Hendrik Nogai - Member of the Board

CONTACT

RYVU THERAPEUTICS

Leona Henryka Sternbacha 2

30-394 Krakow, Poland

Tel: +48 12 314 02 00

GENERAL INQUIRIES

ryvu@ryvu.com

RYVU THERAPEUTICS

Uchwała nr 1/05/2023 z dnia 17 maja 2023 roku Rady Nadzorczej Ryvu Therapeutics Spółka Akcyjna	**Resolution no. 1/05/2023 of the Supervisory Board of Ryvu Therapeutics S.A. of May 17, 2023**
w sprawie oceny Sprawozdania Finansowego Spółki za rok 2022, Sprawozdania Zarządu z działalności za rok 2022, wniosku Zarządu w sprawie pokrycia straty netto za rok 2022 oraz przedłożenia Zwyczajnemu Walnemu Zgromadzeniu Spółki Sprawozdania Rady Nadzorczej z wyników oceny Sprawozdania Finansowego Spółki za rok obrotowy 2022, Sprawozdania Zarządu z działalności Spółki za rok 2022 oraz wniosku Zarządu dotyczącego pokrycia straty netto za rok 2022	**concerning assessment of the Ryvu Therapeutics S.A. financial statement for the financial year 2022, Management Board report on the operations of Ryvu Therapeutics S.A. for the financial year 2022, Management Board's proposal regarding the net loss of Ryvu Therapeutics S.A. for the financial year 2022 and submission to the Annual General Meeting of Supervisory Board Report containing results of assessment of Ryvu Therapeutics S.A. financial statement for the financial year 2022, Management Board report on the operations of Ryvu Therapeutics S.A. for the financial year 2022, Management Board's proposal regarding the net loss of Ryvu Therapeutics S.A. for the financial year 2022**
Działając na podstawie art. 382 § 3-3[1] Kodeksu spółek handlowych, Rada Nadzorcza Ryvu Therapeutics S.A. („**Spółka**”) uchwala, co następuje: § 1	Acting in compliance with Art. 382 § 3-3[1] of the Commercial Companies Code, the Supervisory Board of Ryvu Therapeutics S.A. (“**Company**”) hereby resolves as follows: § 1
1. Po przeprowadzeniu analizy Sprawozdania Finansowego Spółki za rok 2022 wraz ze sprawozdaniem niezależnego biegłego rewidenta z badania rocznego Sprawozdania Finansowego za rok 2022, a także Sprawozdania Zarządu z działalności Spółki za rok 2022, Rada Nadzorcza Spółki stwierdza, że Sprawozdanie Finansowe Spółki za rok 2022 oraz Sprawozdanie Zarządu z działalności Spółki za rok 2022, są zgodne z księgami i dokumentami jak i ze stanem faktycznym. 2. Rada Nadzorcza przedkłada Walnemu Zgromadzeniu Spółki Sprawozdanie Finansowe Spółki za rok 2022 oraz Sprawozdanie Zarządu z działalności za rok 2022 wnosząc o ich zatwierdzenie. 3. Po przeprowadzeniu oceny Sprawozdania Finansowego Spółki za rok 2022 oraz	1. Following assessment of the Company financial statement for 2022 and its corresponding audit report and Management Board report on the operations of Ryvu Therapeutics S.A. for the financial year 2022, the Supervisory Board has determined that the Company financial statement for 2022 and Management Board report on the operations of Ryvu Therapeutics S.A. for the financial year 2022 are materially consistent with Company accounts, as well as being factually correct. 2. The Supervisory Board submits the Company financial statement for 2022 and Management Board report on the operations of Ryvu Therapeutics S.A. for 2022 to the General Meeting and recommends its approval. 3. Following the assessment of the Company's Financial Statements for 2022 and the

wniosku Zarządu Spółki w sprawie przyjęcia i skierowania do Rady Nadzorczej i Walnego Zgromadzenia rekomendacji w przedmiocie pokrycia straty netto osiągniętej w roku 2022, Rada Nadzorcza rekomenduje, aby strata netto Spółki za 2022 rok, obejmujący okres 01.01.2022-31.12.2022, wynosząca 83.782.183,87 zł została pokryta z zysków Spółki w latach przyszłych.

4. Rada Nadzorcza przedkłada Walnemu Zgromadzeniu Spółki Sprawozdanie Rady Nadzorczej z wyników oceny Sprawozdania Finansowego Spółki za rok 2022, Sprawozdania Zarządu z działalności za rok 2022 oraz wniosku Zarządu w sprawie pokrycia straty netto za rok 2022, w brzmieniu stanowiącym załącznik do niniejszej uchwały.

§ 2

Uchwała wchodzi w życie z dniem podjęcia.

Uchwała nr 2/05/2023
z dnia 17 maja 2023 roku
Rady Nadzorczej Ryvu Therapeutics Spółka Akcyjna

w sprawie przyjęcia i przedłożenia Zwyczajnemu Walnemu Zgromadzeniu Sprawozdania Rady Nadzorczej z działalności w 2022 roku wraz z oceną pracy Rady Nadzorczej, oceną sytuacji Spółki z uwzględnieniem adekwatności i skuteczności stosowanych w Spółce systemów kontroli wewnętrznej, zarządzania ryzykiem, zapewniania zgodności działalności z normami lub mającymi zastosowanie praktykami oraz audytu wewnętrznego, oraz oceną realizacji przez Zarząd obowiązków informacyjnych wobec Rady Nadzorczej, oceną sposobu sporządzania lub przekazywania Radzie Nadzorczej przez Zarząd zażądanych informacji, dokumentów, sprawozdań lub wyjaśnień, jak również informacją o łącznym wynagrodzeniu należnym od Spółki z tytułu wszystkich badań zleconych przez Radę Nadzorczą w trakcie roku obrotowego, oraz oceną sposobu wypełniania

proposal of the Management Board of the Company on the adoption and recommendation to the Supervisory Board and the General Meeting of Shareholders on the allocation of the net loss generated in 2022, the Supervisory Board recommends that the Company's net loss for 2022, covering the period from 1 January 2022 to 31 December 2022, amounting to PLN 83,782,183.87 be carried forward and financed from profits of upcoming years.

4. The Supervisory Board submits to the General Meeting its report which contains the results of its assessment of the Company financial statement, Management Board report on the operations of Ryvu Therapeutics S.A. for the financial year 2022 and the Management Board recommendation concerning allocation of net loss obtained in 2022, as appended to this resolution.

§ 2

The resolution enters into force on the date of its adoption.

Resolution no. 2/05/2023
of the Supervisory Board of Ryvu Therapeutics S.A.
of May 17, 2023

concerning approval and submission to the Annual General Meeting of the Report on Supervisory Board activities in 2022, along with an assessment of the Supervisory Board's work, an assessment of the Company's situation, including the adequacy and effectiveness of the Company's internal control and risk mitigation systems, ensuring compliance of operations with standards or applicable practices and internal audit, and an assessment of the Management Board's fulfillment of its disclosure obligations to the Supervisory Board, evaluation of the manner in which the Management Board prepares or submits to the Supervisory Board requested information, documents, reports or explanations, as well as information on the total remuneration due from the Company for all audits commissioned by the Supervisory Board during the fiscal year, and evaluation of the fulfilment of disclosure

przez Spółkę obowiązków informacyjnych dotyczących stosowania zasad ładu korporacyjnego, a także oceną dotyczącą funkcjonowania Komitetu Audytu oraz firmy audytorskiej Działając na podstawie art. 382 § 3^1 Kodeksu spółek handlowych, Rada Nadzorcza Ryvu Therapeutics S.A. („**Spółka**") uchwala się co następuje: § 1 1. Rada Nadzorcza Spółki przyjmuje sprawozdanie Rady Nadzorczej Spółki z działalności w 2022 roku wraz z oceną pracy Rady Nadzorczej, oceną sytuacji Spółki z uwzględnieniem adekwatności i skuteczności stosowanych w Spółce systemów kontroli wewnętrznej, zarządzania ryzykiem, zapewniania zgodności działalności z normami lub mającymi zastosowanie praktykami oraz audytu wewnętrznego, oraz oceną realizacji przez Zarząd obowiązków informacyjnych wobec Rady Nadzorczej, oceną sposobu sporządzania lub przekazywania Radzie Nadzorczej przez Zarząd zażądanych informacji, dokumentów, sprawozdań lub wyjaśnień, jak również informacją o łącznym wynagrodzeniu należnym od Spółki z tytułu wszystkich badań zleconych przez Radę Nadzorczą w trakcie roku obrotowego, oraz oceną sposobu wypełniania przez Spółkę obowiązków informacyjnych dotyczących stosowania zasad ładu korporacyjnego, a także oceną dotyczącą funkcjonowania Komitetu Audytu oraz firmy audytorskiej w brzmieniu stanowiącym załącznik do niniejszej uchwały. 2. Rada Nadzorcza przedkłada Walnemu Zgromadzeniu Sprawozdanie Rady Nadzorczej Ryvu Therapeutics S.A. z działalności w roku 2022 wnosząc o jego zatwierdzenie. § 2 Uchwała wchodzi w życie z dniem podjęcia.	**obligations regarding the application of corporate governance principles, as well as statement regarding the functioning of the Audit Committee and the independent Auditor** Acting in compliance with Art. 382 § 3^1 of the Commercial Companies Code, the Supervisory Board of Ryvu Therapeutics S.A. with its registered office in Cracow (the "**Company**") resolves as follows: § 1 1. The Supervisory Board hereby approves the report on Supervisory Board activities in 2022, along with an assessment of the Supervisory Board's work, an assessment of the Company's situation, including the adequacy and effectiveness of the Company's internal control and risk mitigation systems, ensuring compliance of operations with standards or applicable practices and internal audit, and an assessment of the Management Board's fulfillment of its disclosure obligations to the Supervisory Board, evaluation of the manner in which the Management Board prepares or submits to the Supervisory Board requested information, documents, reports or explanations, as well as information on the total remuneration due from the Company for all audits commissioned by the Supervisory Board during the fiscal year, and evaluation of the fulfilment of disclosure obligations regarding the application of corporate governance principles, as well as statement regarding the functioning of the Audit Committee and the independent Auditor. The Report on Supervisory Board activities in 2022 is attached to this resolution. 2. The Supervisory Board submits the Report on Ryvu Therapeutics S.A. Supervisory Board activities in 2022 to the General Meeting with a recommendation for its approval. § 2 The resolution enters into force on the date of its adoption.

Uchwała nr 3/05/2023
z dnia 17 maja 2023 roku
Rady Nadzorczej Ryvu Therapeutics Spółka Akcyjna

w sprawie przyjęcia oraz przedłożenia Zwyczajnemu Walnemu Zgromadzeniu Sprawozdania Rady Nadzorczej o Wynagrodzeniach Zarządu oraz Rady Nadzorczej Ryvu Therapeutics S.A. za rok 2022

Działając na podstawie art. 90g ust.1 oraz 6 Ustawy o ofercie, Rada Nadzorcza uchwala, co następuje:

§ 1

1. Rada Nadzorcza Spółki przyjmuje Sprawozdanie Rady Nadzorczej o Wynagrodzeniach Zarządu oraz Rady Nadzorczej Ryvu Therapeutics S.A. za rok 2022 w brzmieniu stanowiącym załącznik do niniejszej uchwały.
2. Rada Nadzorcza przedkłada Walnemu Zgromadzeniu Sprawozdanie Rady Nadzorczej o Wynagrodzeniach Członków Zarządu oraz Rady Nadzorczej Ryvu Therapeutics S.A. za rok 2022 wnosząc o jego zatwierdzenie.

§ 2

Uchwała wchodzi w życie z dniem podjęcia.

Uchwała nr 4/05/2023
z dnia 17 maja 2023 roku
Rady Nadzorczej Ryvu Therapeutics Spółka Akcyjna

w sprawie przedłożenia Zwyczajnemu Walnemu Zgromadzeniu wniosku o udzielenie absolutorium Prezesowi Zarządu Panu Pawłowi Przewięźlikowskiemu z wykonania obowiązków w roku obrotowym 2022

Działając na podstawie Zasady nr 4.7 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza uchwala co następuje:

§ 1

Po dokonaniu oceny wykonywania obowiązków przez Prezesa Zarządu Pana Pawła

Resolution no. 3/05/2023
of the Supervisory Board of Ryvu Therapeutics S.A.
of May 17, 2023

concerning approval and submission to the Annual General Meeting of the Supervisory Board Report on Renumeration of Management Board and Supervisory Board of Ryvu Therapeutics S.A. for 2022

Pursuant to article 90g sec.1 and 6 of the Offering Act, Supervisory Board resolves as follows:

§ 1

1. The Supervisory Board hereby approves the Report on Renumeration of Management Board and Supervisory Board of Ryvu Therapeutics S.A. for 2022. The Report is attached to this resolution.
2. The Supervisory Board submits Supervisory Board Report on Renumeration of Members of the Management and Supervisory Board of Ryvu Therapeutics S.A. for 2022 to the General Meeting for its assessment.

§ 2

The resolution enters into force on the date of its adoption.

Resolution no. 4/05/2023
of the Supervisory Board of Ryvu Therapeutics S.A.
of May 17, 2023

concerning submission to the Annual General Meeting of a recommendation for a vote of acceptance to the President of the Management Board, Mr. Paweł Przewięźlikowski, on account of the performance of his duties in the 2022 fiscal year

Pursuant to Rule 4.7 of the Code of Best Practices for WSE Listed Companies, the Supervisory Board hereby resolves as follows:

§ 1

Przewięźlikowskiego, Rada Nadzorcza wnosi o udzielenie mu przez Walne Zgromadzenie absolutorium z wykonywania przez niego funkcji Prezesa Zarządu w roku obrotowym 2022 w okresie od dnia 1 stycznia 2022 roku do dnia 31 grudnia 2022 roku.	Having assessed the performance of duties by Mr. Paweł Przewięźlikowski, President of the Management Board, the Supervisory Board submits to the General Meeting a recommendation for a vote of acceptance to Mr. Paweł Przewięźlikowski on account of the performance of his duties in the 2022 fiscal year between 1 January and 31 December 2022.
§ 2	§ 2
Uchwała wchodzi w życie z dniem podjęcia.	The resolution enters into force on the date of its adoption.
Uchwała nr 5/05/2023 z dnia 17 maja 2023 roku Rady Nadzorczej Ryvu Therapeutics Spółka Akcyjna	**Resolution no. 5/05/2023 of the Supervisory Board of Ryvu Therapeutics S.A. of May 17, 2023**
w sprawie przedłożenia Zwyczajnemu Walnemu Zgromadzeniu wniosku o udzielenie absolutorium Wiceprezesowi Zarządu Panu Krzysztofowi Brzózce z wykonania obowiązków w roku obrotowym 2022	**concerning submission to the Annual General Meeting of a recommendation for a vote of acceptance to the Vice President of the Management Board, Mr. Krzysztof Brzózka, on account of the performance of his duties in the 2022 fiscal year**
Działając na podstawie Zasady nr 4.7 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza uchwala co następuje:	Pursuant to Rule No. 4.7 of the Code of Best Practices for WSE Listed Companies, the Supervisory Board hereby resolves as follows:
§ 1	§ 1
Po dokonaniu oceny wykonywania obowiązków przez Wiceprezesa Zarządu Pana Krzysztofa Brzózkę, Rada Nadzorcza wnosi o udzielenie mu przez Walne Zgromadzenie absolutorium z wykonywania przez niego funkcji Wiceprezesa Zarządu w roku obrotowym w okresie od dnia 1 stycznia 2022 roku do dnia 31 grudnia 2022 roku.	Having assessed the performance of duties by Mr. Krzysztof Brzózka, Vice President of the Management Board, the Supervisory Board submits to the General Meeting a recommendation for a vote of acceptance to Mr. Krzysztof Brzózka on account of the performance of his duties in the 2022 fiscal year between 1 January and 31 December 2022.
§ 2	§ 2
Uchwała wchodzi w życie z dniem podjęcia.	The resolution enters into force on the date of its adoption.
Uchwała nr 6/05/2023 z dnia 17 maja 2023 roku Rady Nadzorczej Spółki Ryvu Therapeutics Spółka Akcyjna	**Resolution no. 6/05/2023 of the Supervisory Board of Ryvu Therapeutics S.A. of May 17, 2023**
w sprawie przedłożenia Zwyczajnemu Walnemu Zgromadzeniu wniosku o udzielenie absolutorium Członkowi Zarządu Panu Kamilowi Sitarzowi z wykonania obowiązków	**concerning submission to the Annual General Meeting of a recommendation for a vote of acceptance to the Management Board Member, Mr. Kamil Sitarz, on account of the**

w roku obrotowym 2022	**performance of her duties in the 2022 fiscal year**
Działając na podstawie Zasady nr 4.7 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza uchwala co następuje: § 1 Po dokonaniu oceny wykonywania obowiązków przez Członka Zarządu Pana Kamila Sitarza, Rada Nadzorcza wnosi o udzielenie mu przez Walne Zgromadzenie absolutorium z wykonywania przez nią funkcji Członka Zarządu w roku obrotowym 2022 w okresie od dnia 1 stycznia 2022 roku do dnia 31 grudnia 2022 roku. § 2 Uchwała wchodzi w życie z dniem podjęcia.	Pursuant to Rule No. 4.7 of the Code of Best Practices for WSE Listed Companies, the Supervisory Board hereby resolves as follows: § 1 Having assessed the performance of duties by Mr. Kamil Sitarz, Member of the Management Board, the Supervisory Board submits to the General Meeting a recommendation for a vote of acceptance to Mr. Kamil Sitarz on account of the performance of his duties in the 2022 fiscal year as the Member of the Management Board between 1 January 2022 and 31 December 2022. § 2 The resolution enters into force on the date of its adoption.
Uchwała nr 7/05/2023 z dnia 17 maja 2023 roku Rady Nadzorczej Ryvu Therapeutics Spółka Akcyjna **w sprawie przedłożenia Zwyczajnemu Walnemu Zgromadzeniu wniosku o udzielenie absolutorium Członkowi Zarządu Panu Hendrikowi Nogai z wykonania obowiązków w roku obrotowym 2022** Działając na podstawie Zasady nr 4.7 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza uchwala co następuje: § 1 Po dokonaniu oceny wykonywania obowiązków przez Członka Zarządu Pana Hendrika Nogai, Rada Nadzorcza wnosi o udzielenie mu przez Walne Zgromadzenie absolutorium z wykonywania przez niego funkcji Członka Zarządu w roku obrotowym 2022 w okresie od 1 sierpnia 2022 roku do 31 grudnia 2022 roku. § 2 Uchwała wchodzi w życie z dniem podjęcia.	**Resolution no. 7/05/2023 of the Supervisory Board of Ryvu Therapeutics S.A. of May 17, 2023** **concerning submission to the Annual General Meeting of a recommendation for a vote of acceptance to the Management Board Member, Mr. Hendrik Nogai, on account of the performance of his duties in the 2022 fiscal year** Pursuant to Rule No. 4.7 of the Code of Best Practices for WSE Listed Companies, the Supervisory Board hereby resolves as follows: § 1 Having assessed the performance of duties by Mr. Hendrik Nogai, Member of the Management Board, the Supervisory Board submits to the General Meeting a recommendation for a vote of acceptance to Mr. Hendrik Nogai on account of the performance of his duties in the 2022 fiscal year between 1 August and 31 December 2022. § 2 The resolution enters into force on the date of its adoption.

Uchwała nr 8/05/2023 **z dnia 17 maja 2023 roku** **Rady Nadzorczej Ryvu Therapeutics Spółka Akcyjna** **w sprawie przedłożenia Zwyczajnemu Walnemu Zgromadzeniu wniosku o udzielenie absolutorium Członkowi Zarządu Panu Vatnakowi Vat-Ho z wykonania obowiązków w roku obrotowym 2022** Działając na podstawie Zasady nr 4.7 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza uchwala co następuje: § 1 Po dokonaniu oceny wykonywania obowiązków przez Członka Zarządu Pana Vatnaka Vat-Ho, Rada Nadzorcza wnosi o udzielenie mu przez Walne Zgromadzenie absolutorium z wykonywania przez niego funkcji Członka Zarządu w roku obrotowym 2022 w okresie od 1 sierpnia 2022 roku do 31 grudnia 2022 roku. § 2 Uchwała wchodzi w życie z dniem podjęcia.	**Resolution no. 8/05/2023** **of the Supervisory Board of Ryvu Therapeutics S.A.** **of May 17, 2023** **concerning submission to the Annual General Meeting of a recommendation for a vote of acceptance to the Management Board Member, Mr. Vatnak Vat-Ho, on account of the performance of his duties in the 2022 fiscal year** Pursuant to Rule No. 4.7 of the Code of Best Practices for WSE Listed Companies, the Supervisory Board hereby resolves as follows: § 1 Having assessed the performance of duties by Mr. Vatnak Vat-Ho, Member of the Management Board, the Supervisory Board submits to the General Meeting a recommendation for a vote of acceptance to Mr. Vatnak Vat-Ho on account of the performance of his duties in the 2022 fiscal year between 1 August and 31 December 2022. § 2 The resolution enters into force on the date of its adoption.
Uchwała nr 10/05/2023 **z dnia 17 maja 2023 roku** **Rady Nadzorczej Ryvu Therapeutics Spółka Akcyjna** **w sprawie wyrażenia opinii w przedmiocie projektów uchwał Zwyczajnego Walnego Zgromadzenia Spółki Ryvu Therapeutics S.A. planowanego na dzień 14 czerwca 2023 r.** Działając na podstawie art. 388 § 3 Kodeksu spółek handlowych Rada Nadzorcza Ryvu Therapeutics S.A. uchwala, co następuje: § 1 Rada Nadzorcza pozytywnie opiniuje projekty uchwał Zwyczajnego Walnego Zgromadzenia Spółki wyznaczonego na dzień 14 czerwca 2023 roku przedłożone Radzie Nadzorczej przez Zarząd Spółki, stanowiące załącznik do niniejszej uchwały. § 2	**Resolution No. 10/05/2023** **of the Supervisory Board of Ryvu Therapeutics S.A.** **of May 17, 2023** **on expressing an opinion on the draft resolutions of the Annual General Meeting of Ryvu Therapeutics S.A. planned for 14 June 2023** Acting pursuant to Article 388 § 3 of the Code of Commercial Companies, the Supervisory Board of Ryvu Therapeutics S.A. resolves as follows: § 1 The Supervisory Board gives a positive opinion on the draft resolutions of the Annual General Meeting of the Company scheduled for 14 June 2023 submitted to the Supervisory Board by the Management Board of the Company, enclosed hereto. § 2

Uchwała wchodzi w życie z dniem jej podjęcia. **Uchwała nr 12/05/2023** **z dnia 17 maja 2023 roku** **Rady Nadzorczej Ryvu Therapeutics Spółka Akcyjna** **w sprawie przedłożenia Zwyczajnemu Walnemu Zgromadzeniu wniosku o podjęcie uchwały w sprawie przyjęcia zmiany Regulaminu Rady Nadzorczej** Rada Nadzorcza Ryvu Therapeutics S.A. („**Spółka**") uchwala, co następuje: § 1 Rada Nadzorcza przedkłada Walnemu Zgromadzeniu Spółki wniosek o podjęcie uchwały w sprawie zatwierdzenia zmian Regulaminu Rady Nadzorczej Spółki polegających na: a) Zmianie dotychczasowego brzmienia § 4 ust. 4 na następujące: „*Protokół z posiedzenia Rady podpisuje przynajmniej Członek Rady prowadzący posiedzenie lub zarządzający głosowanie*."; b) Zmianie dotychczasowego brzmienia § 7 ust. 3 na następujące: „*Członkowie Rady mogą uczestniczyć w jej posiedzeniach i głosować za pośrednictwem środków bezpośredniego porozumienia się na odległość, a w szczególności dopuszcza się uczestnictwo w posiedzeniach Rady za pomocą telekonferencji i wideokonferencji. Oddanie głosu w tych trybach odbywa się przez jednoznaczne określenie stanowiska głosującego. O wątpliwościach rozstrzyga Przewodniczący Rady. Dopuszczalne jest również podejmowanie uchwał w trybie mieszanym, tj. gdy część Członków Rady uczestnicy w posiedzeniu Rady osobiście a co najmniej jeden Członek Rady uczestniczy w posiedzeniu z wykorzystaniem środków bezpośredniego porozumiewania się na odległość. Podjęcie uchwały przy wykorzystaniu środków bezpośredniego porozumiewania się na odległość jest zatwierdzane przez Przewodniczącego*	The resolution comes into force as of the date of its adoption. **Resolution No. 12/05/2023** **of the Supervisory Board of Ryvu Therapeutics S.A.** **of May 17, 2023** **regarding submitting a motion to the Annual General Meeting to adopt a resolution to amend the Supervisory Board Regulations** The Supervisory Board of Ryvu Therapeutics S.A. ("**Company**") hereby resolves as follows: § 1 The Supervisory Board submits to the Company's General Meeting a motion to adopt a resolution on approving amendments to the Regulations of the Supervisory Board of the Company consisting in: (a) Changing the existing wording of § 4(4) to the following: "*The minutes of the Board meeting shall be signed by at least the Board Member conducting the meeting or managing the voting.";* b) Changing the existing wording of § 7 (3) to the following: "*Members of the Council may participate in its meetings and vote by means of direct remote communication, and in particular, participation in Council meetings by means of teleconferencing and videoconferencing is allowed. Casting a vote in these modes shall be done by clearly stating the position of the voter. Doubts are decided by the Chairman of the Council. It is also permissible to adopt resolutions in a mixed mode, i.e. when some of the Council Members participate in the Council meeting in person and at least one Council Member participates in the meeting using means of direct remote communication. Adoption of a resolution using means of direct communication at a distance shall be approved by the Chairman of the Board, who shall take votes from the other Members of the Board*.";

Rady, który odbiera głosy od pozostałych Członków Rady."; c) Zmianie dotychczasowego określenia § 11 na § 12; d) Dodaniu nowego § 11 o następującym brzmieniu: *„§ 11* *Forma przekazywania informacji* *1. Dopuszcza się możliwość wykonania obowiązków informacyjnych określonych w art. 3801 § 1 kodeksu spółek handlowych w dowolnej formie, w tym w formie: elektronicznej, dokumentowej, ustnej, za pośrednictwem środków bezpośredniego porozumiewania się na odległość."* § 2 Regulamin Rady Nadzorczej Spółki uwzględniający zmiany, o których mowa w § 1, stanowi załącznik do niniejszej Uchwały. § 3 Uchwała wchodzi w życie z momentem jej podjęcia.	c) Changing the existing designation of § 11 to § 12; d) Adding a new § 11 with the following wording: *"§ 11* *Form of transmission of information* *(1) It is permissible to perform the information obligations specified in Article 3801 § 1 of the Commercial Companies Code in any form, including: electronic, documentary, oral, by means of direct communication at a distance*." § 2 The Rules of Procedure of the Supervisory Board of the Company, taking into account the amendments referred to in § 1, are attached to this Resolution. § 3 The Resolution shall come into force upon its adoption.

THE REMUNERATION REPORT

ON REMUNERATION OF MEMBERS OF THE MANAGEMENT AND SUPERVISORY BOARD OF RYVU THERAPEUTICS S.A.

for 2022

Report on the remuneration of members of the Management Board and Supervisory Board of Ryvu Therapeutics S.A. (hereinafter "**Ryvu**" or "**the Company**") was prepared on the basis of:

a) Art. 90g of the Act of July 29, 2005 on public offering and conditions for introducing financial instruments to an organized trading system and on public companies;

b) Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards encouraging shareholders to long-term commitment.

This Report presents the financial year 2022, as well as comparative data from previous years, and provides an overview of the remuneration granted to members of the Company's governing bodies in accordance with the applicable internal regulations contained in the Remuneration Policy for Members of the Management Board and Supervisory Board of Ryvu Therapeutics S.A. adopted by the General Shareholders Meeting of the Company on August 31, 2020 ("**Remuneration Policy**"). Since then there were no changes to the Remuneration Policy.

In 2022, the Company's Management Board consisted of:

1) Paweł Przewięźlikowski – President of the Management Board
2) Krzysztof Brzózka – Vice President of the Management Board
3) Kamil Sitarz – Member of the Management Board
4) Vatnak Vat-Ho – Member of the Management Board*
5) Hendrik Nogai – Member of the Management Board*

* Mr. Vatnak Vat-Ho and Mr. Hendrik Nogai were appointed to the Management Board effective from August 1, 2022.

In 2022, the Company's Supervisory Board consisted of:

1) Piotr Romanowski – Chairman of the Supervisory Board
2) Tadeusz Wesołowski – Vice Chairman of the Supervisory Board
3) Rafał Chwast – Supervisory Board Member
4) Axel Glasmacher – Supervisory Board Member
5) Jarl Ulf Jungnelius – Supervisory Board Member
6) Thomas Turalski – Supervisory Board Member
7) Colin Goddard – Supervisory Board Member*

* Mr. Colin Goddard resigned from the position of a member of the Supervisory Board effective from December 31, 2022.

Ryvu has no subsidiaries within the meaning of the Accounting Act of 29 September 1994 (Dz.U. 2023, item 120).

1. **The amount of the total remuneration and its components and the mutual proportions between these remuneration components**

Members of the Management Board receive remuneration on the basis of an employment contract or by appointment.

The remuneration of the Members of the Management Board consists of:

a) **Fixed Remuneration**, constituting monthly remuneration in cash, paid for performing functions on the Management Board;
b) **Variable Remuneration**, constituting supplementary remuneration paid quarterly or less often, constituting additional remuneration dependent on achievement of the Management Objectives.

In shaping the amount of the Variable Remuneration of the Members of the Management Board, the Supervisory Board shall take into account the Management Objectives, including, in particular:

a) the achievement of the short-, medium- and long-term tasks respectively, arising from the Company's business strategy and relating to the pursuit of its interests;
b) the accomplishment of quantitative or qualitative tasks in a given area for which a given Member of the Management Board is responsible.

The Management Objectives shall be specified by the Supervisory Board each year at the beginning of each calendar year. The Management Objectives set by the Supervisory Board should take into account the Company's current operating and strategic objectives for a given period, along with the criteria for assessing the achievement thereof. According to the Remuneration Policy, the Company's Supervisory Board may assign appropriate weights to the individual Management Objectives which determine the amount of Variable Remuneration of the Members of the Management Board, and establish a proportion between Fixed Remuneration and Variable Remuneration and Additional Benefits, to ensure a proper balance from the perspective of the total remuneration received by a Member of the Management Board in order to ensure the sustainable development of the Company and to achieve an increase in its value.

In terms of the Variable Remuneration of Management Board Members paid for 2022, the Supervisory Board established corporate goals and measures (criteria for their assessment) aimed at strengthening the Company's position, setting goals in three main areas, i.e. (i) in the area of clinical development, goals related to the Company's key programs RVU120 and SEL24; (ii) in the area of early stage projects, i.e. stage of discovery and preclinical development of new oncological therapies, goals related to the achievement of the assumed strategic milestones, as well as to the progress of the Company's research projects; (iii) in the area of the Company's corporate development, goals related to concluding new partnering agreements, obtaining external financing, operational activities and HR.

In addition, appropriate weights have been assigned to individual Management Objectives and their measures, which allows to determine the amount of the awarded Variable Remuneration of Management Board Members in 2022, if the goal was achieved. The entire Variable Remuneration was awarded based on the Management Objectives established at the beginning of the calendar year 2022.

Irrespective of the Fixed Remuneration and the Variable Remuneration the Members of the Management Board may receive an Additional Benefit.

In deciding about the award of Additional Benefits, in particular the impact of a given benefit on the possibility and effectiveness of the performance of a function by a Member of the Management Board, including by providing factors other than remuneration in cash, mobilizing and motivating to perform the function entrusted, have been taken into account.

Additional Benefits include in particular:

a) the possibility to use a company car, computer, mobile phone;
b) coverage of travel expenses;
c) the provision of health services (including private healthcare), sports, artistic or educational services (for family members*);
d) payment cards to cover business expenses;
e) D&O insurance;

*benefits granted at or during employment, prior to the person's appointment to the Management Board

The Members of the Supervisory Board are entitled to fixed monthly remuneration. The remuneration of the Members of the Supervisory Board may differ depending on the function performed, including, in particular, due to the performance of the function of the Chairman or Deputy Chairman of the Supervisory Board or being a member of the given Committee within the Supervisory Board. Members of the Supervisory Board are also entitled to reimbursement of travel expenses, board and lodging related to participating in meetings of the Supervisory Board.

Table no. 1: Remuneration of Members of the Management Board for 2022 [PLN]

Name of Director	Fixed Remuneration	Variable Remuneration***	Additional Benefits****	Remuneration [TOTAL]	Variable Remuneration in total Remuneration [%]
Paweł Przewięźlikowski	333 241.51	0.00	8 146.26	341 387.77	na
Kamil Sitarz	480 000.00	0.00	5 541.24	485 541.24	na
Krzysztof Brzózka	586 130.53	0.00	9 376.87	595 507.40	na
Vatnak Vat-Ho*	762 171.07	0.00	37 535.52	799 706.59	na
Hendrik Nogai**	598 012.21	0.00	9 707.36	607 719.57	na

* Mr. Vatnak Vat-Ho's remuneration covers the period from the date of his appointment to the Company's Management Board, i.e. from August 1, 2022.
** Mr. Hendrik Nogai's remuneration covers the period from the date of his appointment to the Company's Management Board, i.e. from August 1, 2022.
*** The variable remuneration in the table includes the variable remuneration paid in 2022: annual bonus for 2021. The variable remuneration for 2022 was paid in February 2023 in the amounts of: Paweł Przewięźlikowski 737 750.00 PLN, Kamil Sitarz 682 740.00 PLN; Krzysztof Brzózka 739 880.00 PLN; Vatnak Vat-Ho 197 896.00 USD, Hendrik Nogai 112 713.00 CHF.
**** Additional benefits include the cost of services such as health, education, sports and the use of company cars for private purposes.

Table no. 2: Remuneration of Members of the Supervisory Board for 2022 [PLN]

Name of the Supervisory Board Member	Fixed remuneration	Remuneration for the provision of consulting services	Total remuneration
Piotr Romanowski	150 477.48	0,00	**150 477,48**
Tadeusz Wesołowski	148 254.94	0,00	**148 254,94**
Rafał Chwast	150 477.48	0,00	**150 477,48**
Axel Glasmacher	148 255.00	13 277,92*	**161 532,92**
Colin Goddard	148 255.00	0,00	**148 255,00**
Jarl Jungnelius	148 255.00	0,00	**148 255,00**
Thomas Turalski	148 255.00	0,00	**148 255,00**

* Remuneration for the purchase of consulting services for the Company from AG Life Science Consulting GmbH & Co. KG

2. Information on how the remuneration complies with the Remuneration Policy including how it contributes to the Company's long-term performance

The company pays remuneration to members of the Management Board and Supervisory Board strictly in accordance with the Remuneration Policy. The remuneration of the members of the Management Board contributes to their full involvement in the performance of specific functions, motivates them to achieve the Company's long-term business goals, and its amount is adequate to their positions. The fulfillment of the established goals positively impacts the Company's long-term performance.

3. Comparative information on the change of remuneration and Company performance and the average remuneration of employees of the Company, who are not members of the Management Board or the Supervisory Board, over the period of five financial years

Table no. 3: Comparison of the remuneration of Members of the Management Board on annual basis [PLN]

Name	2019	2020	2021	2022
Paweł Przewięźlikowski	564 806	582 088	1 164 485	341 388
Change [%]	-	3,06%	100,05%	-70.68%
Krzysztof Brzózka	591 654	780 673	1 418 055	595 507
Change [%]	-	31,95%	81,64%	-58.01%
Kamil Sitarz	-	50 034	645 297	485 541
Change [%]	-	-	1189,72%	-24.76%
Nogai Hendrik*	-	-	-	607 720
Change [%]	-	-	-	-
Vat-Ho Vatnak*	-	-	-	799 707
Change [%]	-	-	-	-
Setareh Shamsili**	607 150	1 559 081	1 477 294	-
Change [%]	-	156,79%	-5,25%	-
Heeger Steffen***	495 551	-	-	-
Change [%]	-	-	-	-

* Data for the period from August 1, 2022.
** Data for the period until August 31, 2021.
*** Data for the period until July 15, 2019.

The above table does not include the Members of the Management Board who were members of the management board in the split-off company Selvita S.A. in 2019.
Taking into account the specificity of the industry in which the Company operates, the current Variable Remuneration of the Members of the Management Board of the Company depends on the progress in the development of clinical and preclinical projects, and not on the current financial results, i.e. revenues or operating profit.

Table no. 4: Comparison of the fixed remuneration of Members of the Supervisory Board on annual basis [PLN]

Name	2019	2020	2021	2022
Piotr Romanowski	68 027	142 847	147 642	150 477
Change [%]	-	109,98%	3,36%	1,92%

Tadeusz Wesołowski	64 718	140 745	144 740	148 255
Change [%]	-	117,47%	2,84%	2,43%
Rafał Chwast	62 087	142 847	148 212	150 477
Change [%]	-	130,08%	3,76%	1,53%
Axel Glasmacher	33 830	140 745	144 740	148 255
Change [%]	-	316,04%	2,84%	2,43%
Colin Goddard	33 830	140 745	144 740	148 255
Change [%]	-	316,04%	2,84%	2,43%
Jarl Jungnelius	34 488	141 403	144 740	148 255
Change [%]	-	310,00%	2,36%	2,43%
Tomasz Turalski	-	176 334	144 740	148 255
Change [%]	-	-	-17,92%	2,43%

The above table does not include the Members of the Supervisory Board who were members of the supervisory board in the split-off company Selvita S.A. in 2019.

Table no. 5: Comparison of Ryvu's results on annual basis [PLN]

Financial Results	2019*	2020*	2021*#	2022*
Net sales (including subsidies) from continuing operations	33 720 267	36 950 683	35 412 741	68 437 230
Change [%]	-69%	10%	-4%	93%
Operating profit / EBIT from continuing operations ** **(without impact of the incentive program and valuation of NodThera shares)**	-45 385 247	-35 697 025	-55 886 050	-47 309 451
Change [%]	-233%	21%	-57%	15%
EBITDA from continuing operations (without impact of the incentive program and valuation of NodThera shares)	-37 396 612	-23 339 902	-43 325 179	-34 409 557
Change [%]	-594%	38%	-86%	21%
Net profit from continuing operations	-44 270 284	-31 687 588	-79 077 507	-83 782 184
Change [%]	-5060%	28%	-150%	-6%

* According to the financial statements of Ryvu Therapeutics S.A. prepared in accordance with the International Financial Reporting Standards ("IFRS"). In addition, on October 1, 2019, the corporate split of Ryvu Therapeutics S.A. has been accomplished (formerly Selvita S.A.) by transferring to Selvita S.A. (formerly Selvita CRO S.A.) in the form of an organized part of the enterprise (CRO), therefore the presented data relates only to the innovative segment.

Data consistent with comparative data from the financial statements of Ryvu Therapeutics S.A. prepared for the financial year 2022.

** The Supervisory Board of Ryvu Therapeutics S.A. evaluates the Company's performance using, among other indicators, EBIT from continuing operations and EBITDA from continuing operations. These indicators should be treated as supplementary information, expanding the presentation of the Company's results and other data. EBITDA from continuing operations and EBIT from continuing operations are not defined in IFRS, so this indicator should not be considered as an alternative to the measures defined in IFRS. EBITDA from continuing operations is defined as operating profit/loss adjusted for depreciation and amortization.

Table no. 6: Comparison of the average salary of employees employed in Ryvu on annual basis* [PLN]

	2019	2020	2021	2022
Average monthly salary [PLN]	8 303	10 045	10 612	12 239
Change [%]	-	20,98%	5,64%	15,33%

*The average remuneration of the Company's employees constitutes the sum of the remuneration (fixed remuneration, bonuses and other awards, commissions, non-cash benefits and all other payments) paid to employees in a given calendar year (over a 12-month period) divided by average employment (average number of full-time employees) in a given year, divided further by 12 months. The calculation of the average employee remuneration in 2018 includes the remuneration paid to employees of the former Capital Group, i.e. employees who, as a result of the corporate split of Ryvu Therapeutics SA, which took place on October 1, 2019, were transferred (as part of an organized part of the enterprise) to a new employer, i.e. Selvita S.A.

4. Information on the number of shares and share options granted or offered to directors, and the main conditions for the exercise of the rights including the exercise price and date and any change thereof

On 17 May 2021, the General Shareholders Meeting resolved to adopt a non-dilutive Incentive Scheme (the "Incentive Scheme") for 2021-2024 for employees in the form of a right to acquire shares in the Company. The subject matter of the Program is a total of 1,247,720 shares of the Company transferred free of charge as a donation by Mr. Paweł Przewięźlikowski - the founder, President and main shareholder of the Company, constituting in total 25% of the Company's shares held by him. The Program provides employees with the right to acquire shares at a preferential price of PLN 0.19 per share, which takes into account the Company's administrative costs incurred in order to implement the Incentive Program. All persons who are in a business relationship with the Company are eligible to participate in the Scheme, whereby a list of participants in the Scheme was drawn up based on the recommendation of a Shareholder and approved by the Supervisory Board in relation to Management Board Members and by the Management Board in relation to other persons (the "Eligible Persons"). Participation in the program is voluntary. The Eligible Persons will be obliged to remain employees of the Company and not to sell the Shares granted under the Plan within a period of not less than 12

months and not more than 36 months from the date of acquisition of the Shares, subject to exceptional circumstances, when an employee may be released from these obligations.

There were no new shares granted to Members of the Management Board in 2022.

5. Information on use of the right to reclaim the return of Variable Remuneration components

The right to reclaim the return of Variable Remuneration components is not provided in the Remuneration Policy.

6. Derogations and deviations from the Remuneration Policy and from the procedure for its implementation including the explanation of the nature of the exceptional circumstances and the indication of the specific elements derogated from

Pursuant to the Remuneration Policy, the derogation from its application may only take place if it is necessary to achieve the long-term interests and financial stability of the Company or to guarantee its profitability. In 2022 the Supervisory Board did not decide to depart from the adopted Remuneration Policy.

7. Severances

Effective December 31, 2022, Mr. Colin Goddard resigned from the Supervisory Board.

No severances were paid in 2022.

8. Information on approval of the report for the previous year

On June 30, 2022 the Company's Ordinary General Meeting of Shareholders, by means of a resolution, positively approved the Supervisory Board's Report on remuneration of Members of the Management Board and Supervisory Board of the Company for 2021.

Conclusions:

The Supervisory Board reviewed the remuneration and other benefits received by individual members of the Management Board and Supervisory Board and assessed the overall compliance with the applicable Remuneration Policy and states that:

1. remuneration and other benefits paid to members of the Management Board and Supervisory Board comply with the applicable Remuneration Policy and meet the requirements provided for by law,
2. current Remuneration Policy is an effective tool for granting remuneration to Management Board Members and enables a flexible policy of awarding variable remuneration components.

Protokół **z wyników głosowania Zarządu Ryvu Therapeutics S.A. z siedzibą w Krakowie** **z dnia 5 maja 2023 r.**	**Minutes** **of the voting results of the Management Board of Ryvu Therapeutics S.A. with its registered office in Krakow** **of May 5th, 2023**
Ad 1 porządku obrad W dniu 5 maja 2023 r. Prezes Zarządu Ryvu Therapeutics S.A. z siedzibą w Krakowie („**Spółka**") zarządził głosowanie obiegowe przy wykorzystaniu środków komunikacji elektronicznej. W głosowaniu uczestniczyli następujący członkowie Zarządu Spółki: • Pan Paweł Przewięźlikowski – Prezes Zarządu („Przewodniczący"); • Pan Krzysztof Brzózka – Wiceprezes Zarządu, • Pan Kamil Sitarz – Członek Zarządu; • Pan Vatnak Vat-Ho – Członek Zarządu; • Pan Hendrik Nogai – Członek Zarządu.	**Re 1 of the agenda** On May 5th, 2023 the President of the Management Board of Ryvu Therapeutics S.A., with its registered office in Kraków, Poland (the "Company") ordered a circulating vote by means of electronic communication. The following members of the Company's Management Board participated in the vote: • Mr. Paweł Przewięźlikowski – President of the Management Board („Chairman"); • Mr. Krzysztof Brzózka – Vicepresident of the Management Board, • Mr. Kamil Sitarz – Member of the Management Board; • Mr. Vatnak Vat-Ho - Member of the Management Board; • Mr. Hendrik Nogai - Member of the Management Board.
Ad 2 porządku obrad Wszyscy członkowie Zarządu zostali powiadomieni o treści projektu Uchwał w sposób przewidziany w Regulaminie Zarządu. Żaden z członków Zarządu nie zgłosił sprzeciwu w sprawie obiegowego głosowania nad uchwałami przy wykorzystaniu środków komunikacji elektronicznej. Przewodniczący stwierdził zdolność Zarządu do podejmowania uchwał. Przewodniczący zaproponował następujący porządek obrad: 1) otwarcie głosowania Zarządu; 2) stwierdzenie prawidłowości zarządzenia głosowania Zarządu oraz zdolności powzięcia wiążących uchwał; 3) powzięcie uchwały w sprawie pokrycia straty za rok 2022; 4) wolne wnioski; 5) zamknięcie głosowania Zarządu.	**Re 2 of the agenda** All members of the Management Board were notified of the contents of the draft Resolutions in the manner provided for in the Regulations of the Management Board. No member of the Management Board objected to circular voting on the resolutions by means of electronic communication. The Chairman stated the Management Board's ability to adopt resolutions. The Chairman proposed the following agenda: 1) opening of the Management Board vote; 2) determination of the correctness of the ordering of the Management Board vote and the ability to pass binding resolutions; 3) adoption of a resolution on loss coverage for 2022; 4) free motions; 5) closing of the Management Board vote.

Ad 3 porządku obrad Przewodniczący zaproponował podjęcie uchwały o następującej treści: **Uchwała nr 01/05/2023** **Zarządu Ryvu Therapeutics S.A.** **z dnia 5 maja 2023 roku** **w sprawie pokrycia straty za rok 2022** § 1 Zgodnie z art. 382 § 3 Kodeksu Spółek Handlowych, Zarząd Spółki zwraca się z wnioskiem do Rady Nadzorczej o wyrażenie pozytywnej opinii w przedmiocie wnioskowanego przez Zarząd Spółki sposobu pokrycia straty netto wypracowanej w roku obrotowym 2022 w wysokości 83 782 183,87 zł w następujący sposób: 1. Kwotę 83.782.183,87 zł pokryć z zysku z przyszłych okresów. § 2 Uchwała wchodzi w życie z dniem podjęcia. Przewodniczący stwierdził, iż w sprawie uchwały oddano 5 głosów, za uchwałą podjętą w głosowaniu oddano 5 głosów „za", 0 głosów przeciw, 0 głosów wstrzymujących się. **Ad. 4 porządku obrad:** Wolnych wniosków nie było. **Ad. 5 porządku obrad:** Wobec wyczerpania porządku obrad Przewodniczący zamknął obrady posiedzenia. Na tym protokół zakończono.	**Re 3 of the agenda** The Chairman proposed adoption of the following resolution: **Resolution no 01/05/2023** **Of the Management Board of Ryvu Therapeutics S.A.** **of May 5th, 2023** **on loss coverage for 2022** § 1 In accordance with Article 382 § 3 of the Code of Commercial Companies, the Management Board of the Company requests the Supervisory Board to express a positive opinion on the manner, proposed by the Management Board of the Company, of covering the net loss generated in the financial year 2022 in the amount of PLN 83,782,183.87 as follows: 1. cover the amount of PLN 83,782,183.87 from profit from future periods. § 2 The resolution comes into force on the date of adoption. The Chairman stated that 5 votes were cast on the resolution, 5 votes in favor, 0 votes against, 0 abstentions. **Re 4 of the agenda** There were no free motions. **Re 5 of the agenda** In view of the exhaustion of the agenda, the Chairman closed the meeting. At this point the minutes were concluded.

Dokument podpisany przez Paweł Tadeusz Przewięźlikowski
Data: 2023.05.10 17:39:10 CEST

_____

Paweł Przewięźlikowski
Prezes Zarządu
President of the Management Board

The English content of this report is a free translation of the registered auditor's report of the below-mentioned Polish Company. In Poland statutory accounts as well as the auditor's report should be prepared and presented in Polish and in accordance with Polish legislation and the accounting principles and practices generally adopted in Poland.
The accompanying translation has not been reclassified or adjusted in any way to conform to the accounting principles generally accepted in countries other than Poland, but certain terminology current in Anglo-Saxon countries has been adopted to the extent practicable. In the event of any discrepancies in interpreting the terminology, the Polish language version is binding.

Independent Registered Auditor's Report

To the Shareholders' Meeting and the Supervisory Board of Ryvu Therapeutics S.A.

Report on the audit of financial statements

Our opinion

In our opinion, the accompanying annual financial statements:

- give a true and fair view of the financial position of Ryvu Therapeutics S.A. (the "Company") as at 31 December 2022 and the Company's financial performance and the cash flows for the year then ended in accordance with the applicable International Financial Reporting Standards as adopted by the European Union and the adopted accounting policies;
- comply in terms of form and content with the laws applicable to the Company and the Company's Articles of Association;
- have been prepared on the basis of properly maintained books of account in accordance with the provisions of Chapter 2 of the Accounting Law of 29 September 1994 (the "Accounting Act").

Our opinion is consistent with our additional report to the Audit Committee issued on the date of this report.

What we have audited

We have audited the annual financial statements of Ryvu Therapeutics S.A. which comprise:

- the statement of financial position as at 31 December 2022;

and the following prepared for the financial year from 1 January to 31 December 2022:

- the statement of comprehensive income;
- the statement of changes in equity;
- the statement of cash flows, and
- the notes to the financial statements.

Basis for opinion

We conducted our audit in accordance with the National Standards on Auditing in the wording of the International Standards on Auditing as adopted by the resolution of the National Council of Statutory Auditors ("NSA") and pursuant to the Law of 11 May 2017 on Registered Auditors, Registered Audit Companies and Public Oversight (the "Law on Registered Auditors") and the Regulation (EU) No. 537/2014 of 16 April 2014 on specific requirements regarding the statutory audit of public-interest entities (the "EU Regulation"). Our responsibilities under NSA are further described in the Auditor's responsibilities for the audit of the financial statements section of our report.

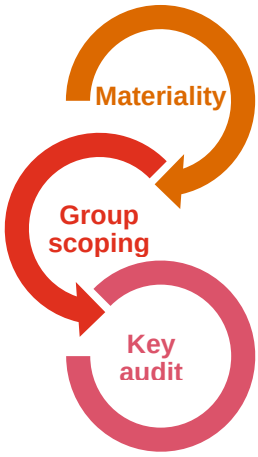
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Independence

We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted by resolution of the National Council of Statutory Auditors and other ethical requirements that are relevant to our audit of the financial statements in Poland. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. During the audit, the key registered auditor and the registered audit firm remained independent of the Company in accordance with the independence requirements set out in the Law on Registered Auditors and in the EU Regulation.

Our audit approach

Overview



- The overall materiality threshold adopted for the purposes of our audit was set at PLN 3 960 thousand, which represents 5% of the absolute value of profit before tax.

- We have audited the annual financial statements of the Company for the period ended 31 December 2022.

- Key audit matters include:
  - recognition of revenue from research services
  - recognition of grant income
  - valuation of shares in NodThera

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered where the Company's Management Board made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall materiality for the financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, if any, both individually and in aggregate on the financial statements as a whole.

Overall materiality	PLN 3 960 thousand
How we determined it	5% of the absolute value of profit before tax
Rationale for the materiality benchmark applied	We chose profit before tax as the benchmark because, in our view, it is a generally accepted benchmark. We chose 5% because based our professional judgment it is within accepted qualitative thresholds.

We agreed with the Audit Committee of the Company that we would report to them misstatements of the financial statements identified during our audit above PLN 396 thousand (for classification misstatements in the balance sheet (i.e. not affecting the net result or equity) with a value exceeding twice the overall materiality), as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. They include the most significant identified risks of material misstatements, including the identified risks of material misstatement resulting from fraud. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon. We do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Recognition of revenue from research services Disclosures regarding the adopted accounting principles for *Revenue from contracts for research services* are included in notes 3.3.2 and 5.1. Information on key clients and payments received from business partners as part of research activities is provided in notes 5.1, 5.3 and 6. The correct recognition of revenues from research activities was the subject of our special attention, because the application of appropriate financial reporting standards regarding the recognition and presentation of revenues is very complex in the industry in which the Company operates and requires management to make significant accounting judgments.	Our audit procedures included in particular: • understanding and evaluating of processes and internal controls related to the recognition, measurement and presentation of revenue from the sale of research services; • assessment of the compliance of the applied accounting policies with the relevant financial reporting standards; • analysis of significant contracts concluded by the Company, including evaluation of the accounting analysis of these contracts prepared by the Company; • evaluation of significant accounting estimates and judgments made by the Management Board; • for a selected sample of transactions, detailed tests involving, among others, reconciling sales invoices issued, relevant customer contracts, and payments received; • evaluating disclosures in the financial statements regarding sales revenue and related judgments and estimates.
Recognition of grant income Disclosures related to the accounting policy regarding *Grant income* can be found in Notes 3.3.1 and 4.1. Notes 5.2, 19, 28 and 34.1 present disclosures regarding income from grants, due subsidies, deferred income and contingent liabilities resulting from cash received from grants. This matter was the subject of our special attention due to the fact that the application of appropriate financial reporting standards for the recognition of grants is complex and requires the Management Board to make significant estimates and accounting judgments, in particular assessing whether there is sufficient certainty that the Company will meet the conditions related to subsidies , subsidies will be received and will not be obliged to return the subsidies received.	Our audit procedures included in particular: • understanding and evaluating processes and internal controls relating to the recognition, measurement and presentation of grant revenue; • assessment of the compliance of accounting policies regarding the recognition of grant income with the relevant financial reporting standards; • analysis of significant grant agreements concluded by the Company; • evaluation of significant accounting estimates and judgments made by the Company's Management Board; • detailed tests consisting of i.a. verification of selected subsidy payments received during the financial year as well as payments received after the end of the financial year, verification of selected subsidy revenues due, as well as subsidy assets due and settlement of deferred income;

• evaluating disclosures about grants (including contingent liabilities related to grants received) in the financial statements;

• analysis of the results of subsidy clearance audits carried out by external bodies;

• inquiries with management regarding ability to adhere to the conditions stipulated in the subsidy agreements.

Valuation of shares in NodThera

The company presented disclosures related to the investment in shares in NodThera Inc. in notes 3.16 and 4.2.5 (regarding the applied accounting principles) and notes 14, 15 and 38 (regarding, among others, the adopted fair value measurement method).

This matter was the subject of our particular attention because the estimates and accounting judgments made in the calculation of the fair value of minority shareholding not quoted on an active market require consideration of unobservable data and making decisions based on experience and expert knowledge, which makes them subject to the risk of misstatement.

Our audit procedures included in particular:

• assessment of the compliance of accounting policies regarding the valuation of unlisted instruments with the relevant financial reporting standards;

• an assessment of the design and effectiveness of controls for monitoring the operational and financial condition of NodThera Inc.;

• assessment of the applied individual share valuation methodology;

• analysis of available information on the progress of research work at NodThera Inc.;

• independent verification of the valuation of equity instruments held, including verification of the mathematical correctness of the valuation model adopted by the Company.

Responsibility of the Management and Supervisory Board for the financial statements

The Management Board of the Company is responsible for the preparation, based on the properly maintained books of account of the annual financial statements that give a true and fair view of the Company's financial position and results of operations, in accordance with International Financial Reporting Standards as adopted by the European Union, the adopted accounting policies, the applicable laws and the Company's Articles of Association, and for such internal control as the Management Board 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, the Company's Management Board is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management Board either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Management Board and members of the Supervisory Board are obliged to ensure that the financial statements comply with the requirements specified in the Accounting Act. Members of the Supervisory Board are responsible for overseeing the financial reporting process.

Auditor's responsibility 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 the NSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence economic decisions of users taken on the basis of these financial statements.

The scope of the audit does not include an assurance on the Company's future profitability nor the efficiency and effectiveness of the Company's Management Board conducting its affairs, now or in future.

As part of an audit in accordance with NSA, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Company's Management Board;
- conclude on the appropriateness of the Company's Management Board'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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- evaluate the overall presentation, structure and 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.

We communicate with the Supervisory Board 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.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated to the Audit Committee, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a

matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other information, including the report on the operations

Other information

Other information comprises:

- a Report on the Company's operations for the financial year ended 31 December 2022 ("the Report on the operations") and the corporate governance statement which is a separate part of the Report on the operations,
- other documents comprising the Annual Report for the financial year ended 31 December 2022 ("the Annual Report"),

(together "Other Information"). Other information does not include the financial statements and our auditor's report thereon.

Responsibility of the Management and Supervisory Board

The Management Board of the Company is responsible for the preparation of the Other Information in accordance with the law.

The Company's Management Board and the members of the Supervisory Board are obliged to ensure that the Report on the operations of the Company including its separate parts comply with the requirements of the Accounting Law.

Registered auditor's responsibility

Our opinion on the financial statements does not cover the Other Information.

In connection with our audit of the financial statements, our responsibility under NSA is to read the Other Information and, in doing so, consider whether the Other Information is materially inconsistent with the information in the financial statements, our knowledge obtained in our audit, or otherwise appears to be materially misstated. If, based on the work performed, we identified a material misstatement in the Other Information, we are obliged to inform about it in our audit report.
In accordance with the requirements of the Law on the Registered Auditors, we are also obliged to issue an opinion on whether the Report on the operations has been prepared in accordance with the law and is consistent with information included in annual financial statements.

Moreover, we are obliged to issue an opinion on whether the Company provided the required information in its corporate governance statement.

Statement on the Other information

We declare, based on the knowledge of the Company and its environment obtained during our audit, that we have not identified any material misstatements in the Report on the operations of the Company and the remaining Other information.

Opinion on the Report on the operations

Based on the work we carried out during our audit, in our opinion, the Report on the operations of the Company:

- has been prepared in accordance with the requirements of Article 49 of the Accounting Act and para. 70 of the Regulation of the Minister of Finance dated 29 March 2018 on current and periodical information submitted by issuers of securities and conditions for considering as equivalent the information required under the legislation of a non-Member State ("Regulation on current information");
- is consistent with the information in the financial statements.

Opinion on the corporate governance statement

In our opinion, in its corporate governance statement, the Company included information set out in para. 70.6 (5) of the Regulation on current information. In addition, in our opinion, information specified in paragraph 70.6 (5)(c)–(f), (h) and (i) of the said Regulation included in the corporate governance statement are consistent with the applicable provisions of the law and with information included in the financial statements.

Report on other legal and regulatory requirements

Information on revenues from the sale of research and development services generated by the Company

According to Art. 19.1 (2a) of the Act of 30 May 2008 on certain forms of supporting innovative activity (consolidated text, Journal of Laws of 2022, item 2474, "R&D Act"), the financial statements of the entrepreneur includes, among others: information on net revenues from the sale of research and development services produced by the company, classified as services in the field of scientific research and development, within the meaning of the provisions on the Polish classification of products and services or industrial property rights. The Company's Management Board is responsible for meeting the above requirement.

According to Art. 19.1 (3) of the R&D Act, the report on the audit of the financial statements contains information on net revenues from the sale of research and development services produced by the Company classified as services in the field of scientific research and development, within the meaning of the provisions on the Polish classification of products and services or industrial property rights granted to the entrepreneur by the office competent for industrial property matters.

Information required by Art. 19.1 (2) of the R&D Act was included in note 40 of the financial statements, which indicates that net revenues from the sale of research and development services in the financial year ended 31 December 2022 amounted to PLN 38 946 thousand.

Statement on the provision of non-audit services

To the best of our knowledge and belief, we declare that the non-audit services we have provided to the Company are in accordance with the applicable laws and regulations in Poland and that we have not provided any non-audit services prohibited under Article 5(1) of the EU regulation and Article 136 of the Law on Registered Auditors.

The non-audit services which we have provided to the Company during the audited period are disclosed in the note 39 to the financial statements.

Appointment

We have been appointed to audit the annual financial statements of the Company by the Resolution of the Supervisory Board of 19 April 2022. The financial statements of the Company were audited by us for the first time.

The Key Registered Auditor responsible for the audit on behalf of PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt sp.k., a company entered on the list of Registered Audit Companies with the number 144., is Tomasz Reinfuss.

Tomasz Reinfuss
Key Registered Auditor
No. 90038

Cracow, 23 March 2023