Lifeline SPAC I Plc

Business ID 3229349-3

Annual Report

2023

Content

CEO’s Review

“Lifeline SPAC I has continued to operate systematically and proceeded with the analysis of high-growth potential technology companies in different stages of maturity in Finland and other Nordic countries.

Even though we have also assessed new potentials and continue to do so, our main focus during the reporting period and thereafter has been in a more profound analysis of and dialogue with a limited number of companies that we deem most interesting for our shareholders.

One of the material equity market themes since our IPO has been the strong decline in market capitalisations and valuation levels of listed companies in the technology sector. We also have been closely monitoring this development. Although there are still uncertainties in the capital markets and different views of the outlook, the market capitalisations and valuation levels in the technology sector continued to show signs of appreciation and stabilisation during the reporting period and also thereafter. For instance, compared to the market values that prevailed at the beginning of July 2023, BVP Nasdaq Emerging Cloud Index increased some 14 % by the end of January 2024, whereas the Goldman Sachs Non-Profitable Technology Company Index is currently at the same level as at the beginning of July 2023.

From Lifeline SPAC I’s perspective, a potential negative factor in the strong decline in valuation levels has been the slowness in discussions with some target companies. Should the valuation environment in the technology sector continue to stabilise, we expect that it may impact Lifeline SPAC I’s activities positively.

As we enter 2024, we also enter the last period of Lifeline SPAC I’s search phase. Our time for combining with high growth potential Nordic technology company expires in October 2024. Making the right decisions at the right time for the benefit of our shareholders has been and is at the core of our operational thinking. The importance of this is naturally even emphasised during the current and coming quarters.”

Tuomo Vähäpassi

CEO

Board of Directors' Report

Lifeline SPAC I

Lifeline SPAC I Plc ("Lifeline SPAC I" or the "Company") is a Finnish Special Purpose Acquisition Company founded for corporate acquisitions. We raised capital with an initial public offering and listed on the SPAC segment of the regulated market of Nasdaq Helsinki on 15 October 2021 (the "IPO"). Our objective is to carry out an acquisition that meets the definition of an acquisition in accordance with the applicable stock exchange rules (the "Acquisition") within 36 months from the IPO.

The Company raised EUR 100 million in gross proceeds in the IPO by issuing 10 million new series A shares. These proceeds are deposited in an escrow account[1] and the proceeds are primarily intended to be used on financing the growth of the target company of the Acquisition.

We offer investors an opportunity to invest in companies that retail investors or many institutional investors otherwise would not be able to invest in, because these kinds of investments are typically made by later-stage private equity funds. Our aim is to generate profit for shareholders and increase the value of the target company by supporting its growth and development also after the Acquisition[2].

The so-called sponsors of Lifeline SPAC I are Timo Ahopelto, Kai Bäckman, Petteri Koponen and Juha Lindfors (the "Sponsors"). At the end of the financial period Timo Ahopelto, Petteri Koponen and Juha Lindfors were partners of the Lifeline Ventures venture capital firms[3].

Investment Strategy

The primary strategy of Lifeline SPAC I is to identify and acquire an unlisted target company with high growth potential operating in the technology sector. The core of our strategy is to carry out the Acquisition through a share consideration, in which case the funds raised by the Company from the IPO will be used to finance the growth of the target company.

Our investment strategy includes detecting such corporate acquisition targets and carrying out such Acquisitions that will provide considerable long-term value to shareholders. We are seeking a target company with excellent long-term growth and internationalization potential that we, along with our Sponsors, can support and accelerate.

[1] These assets are presented in the balance sheet item Other receivables.

[2] The Company's Sponsors, members of the Board of Directors and management have committed to a lock-up of 24 months in respect of their series A shares after the completion of the Acquisition.

[3] LLV Fund Management Ltd., Lifeline Ventures Fund Management Ltd. and the funds managed by them

Our target segments include, for instance, enterprise software, healthtech, climate technology, digital consumer products and services, as well as robotics and hardware. These technology segments represent markets that are extremely large globally, with also a very strong growth outlook.

Generally speaking, the Company's investment strategy is rooted in the notion that the best possible way of creating value for the shareholders in the long term is to select a target company whose growth and development may be supported through leveraging the Company's extensive expertise and experience as well as its international contact network.

Financial development

Lifeline SPAC I's operating loss for the financial period was EUR 1.4 (0.7) million and the result for the period was EUR 1.4 (-1.6) million. Earnings per share (basic and diluted) was EUR 0.57 (-0.62)[4]. As typical for a SPAC company in the search phase, the Company had no revenue during the review period.

The Company's employee benefit expenses, totalling EUR 0.4 (0.4) million, consisted of wages and salaries and related social security expenses.

The Company's other operating expenses, totalling EUR 1.0 (0.3) million, consisted mainly of professional services related to the search of a target company and administrative services related to the Company's operations.

The Company's financial income and expenses, totalling EUR 2.8 (-0.9) million, consisted of interest income and expenses related to the Company's cash reserves and the funds deposited to the escrow account, as well as costs related to the IPO, which had been allocated as an expense to the review period. The interest rate on the Company's deposits is linked to the ECB's deposit facility rate, which increased from 2.00 percent to 4.00 percent during the financial period. This led to an increase in the interest income yielded by the Company's deposits. In the comparative period, the ECB's deposit facility rate was negative from 1 January until 26 July 2022.

The Company's return on equity during the financial period was -45.9 (-45.8)%[5].

Financial Position and Cash Flow

Lifeline SPAC I's balance sheet total on 31 December 2023 was EUR 104.0 (101.7) million. The EUR 100 million proceeds raised from the issue of series A shares in the IPO have been deposited in an escrow account and are therefore presented in other receivables in the Company's balance sheet.

[4] Earnings per share = Profit for the financial period / Weighted average number of series B-shares during the period. Redeemable series A-shares as well as Founder and Sponsor Warrants are not taken into account as dilutive potential ordinary shares in the calculation of earnings per share.

[5] Return on equity = Profit for the financial period / Shareholders equity (average)

Series A shares are financial instruments subject to IAS 32 and, due to the redemption clause included in them, the share subscription prices have been recognised in financial liabilities and measured at amortised cost using the effective interest rate method. Considering that the Company's 36-month period for closing the Acquisition expires in October 2024, the amortised cost has been recorded as the current debt of the Company.

At the end of the financial period, the Company's cash and bank receivables were EUR 0.4 (1.6) million. If the Company needs additional working capital for the search of the target company and its operations, the Company's Sponsors have undertaken to subscribe for a maximum of 200,000 series A shares of the Company at a subscription price of EUR 10.00 per share.

The Company's cash flow from operating activities totalled EUR -1.2 (-0.5) million during the financial period. There was no cash flow from investing activities and financing activities during the financial period and the comparative period.

At the end of the financial period, the Company's equity ratio was 3.7 (2.3)%[6] and shareholders' equity per share was EUR 1.52 (0.95)[7].

Shares, Shareholders and Share Price Development

Lifeline SPAC I's share capital was EUR 80,000 at the end of the financial period and the number of shares totalled 12,500,000. Lifeline SPAC I has two series of shares. Series A shares (FI4000512496) are listed on the SPAC segment of the regulated market of Nasdaq Helsinki. Series B shares (FI4000512124) are held by the Company's Sponsors, members of the Board of Directors and management and are not publicly traded. At the end of the financial period, the number of series A shares totalled 10,000,000 and the number of series B shares 2,500,000.

The average weighted number of series B shares during the financial period was 2,500,000 (2,500,000).

All of the Company's shares carry equal voting and economic rights, except for the redemption condition of series A shares and the exclusion of the right to dividend and distribution of assets and of the right to distributive share in the dissolution of the Company of series B shares. Series B shares can be converted into series A shares if the conditions set out in the Articles of Association, which are described in the notes to the financial statements, are met.

In accordance with the Company's Articles of Association, the Company's sponsors and the Company's founder-CEO Tuomo Vähäpassi have, until the Acquisition and two years thenceforth, together the right upon written notice to the Company to appoint two members of the Board, in aggregate. The General

[6] Equity ratio = Shareholders' equity / (Balance sheet total – Advance payments received)

[7] Shareholders' equity per share = Equity / Number of series B-shares at the end of the financial period

Meeting appoints the other from three to six ordinary members. The Board of Directors elects a Chair from among its members.

Lifeline SPAC I had a total of 2,825 (3,037) shareholders on 31 December 2023. The twenty largest registered shareholders held a total of 66.2 (69.1)% of all the Company's shares. Nominee-registered shareholders held a total of 7.2 (4.4)% of all the Company's shares.

The Company's 20 largest shareholders at the end of the financial period were as follows:

	Shareholder	**A-shares**	**B-shares**	**Total**	**% of shares**
1	Oy G. W. Sohlberg Ab	1,000,000	0	1,000,000	8.00
2	Rettig Oy Ab	1,000,000	0	1,000,000	8.00
3	Varma Mutual Pension Insurance Company	900,000	0	900,000	7.20
4	Mandatum Life Insurance Company Limited	641,838	0	641,838	5.13
5	TSOEH Oy	35,000	375,000	410,000	3.28
6	Heikintorppa Oy	400,000	0	400,000	3.20
7	Wipunen Varainhallinta Oy	400,000	0	400,000	3.20
8	TA Ventures Oy	0	394,302	394,302	3.15
9	Långdal Ventures Oy	0	394,302	394,302	3.15
10	Decurion Ventures Oy	0	394,302	394,302	3.15
11	Sofki Oy	0	394,302	394,302	3.15
12	Ahlstrom Invest B.V	350,000	0	350,000	2.80
13	Säästöpankki Korko Plus-Sijoitusrahasto	298,017	0	298,017	2.38
14	Illusian Oy	50,000	194,118	244,118	1.95
15	Sijoitusrahasto Säästöpankki Pienyhtiöt	217,779	0	217,779	1.74
16	Kaleva Mutual Insurance Company	210,000	0	210,000	1.68
17	Op-alternative Portfolio -erikoissijoitusrahasto	170,000	0	170,000	1.36
18	Julius Tallberg Corp.	160,574	0	160,574	1.28
19	Livränteanstalten Hereditas	150,000	0	150,000	1.20
20	Procurator Oy	150,000	0	150,000	1.20
	20 largest shareholders in total	**6,133,208**	**2,146,326**	**8,278,534**	**66.24**

During the review period, the highest share price of the series A shares of Lifeline SPAC I on Nasdaq Helsinki was EUR 10.50 (13.10), the lowest EUR 9.42 (9.86), and the volume-weighted average price EUR 9.85 (10.86). At the end of the review period, the closing price of the share was EUR 9.80 (10.05), and the total market value of series A shares was EUR 98 (101) million[8]. A total of 0.6 (1.7) million

[8] Market value = Number of shares at the end of the financial period x Share price at the end of the financial period

series A shares were traded on Nasdaq Helsinki during the review period, corresponding to 6.2 (17.0)% of all series A shares.

In addition to series A and B shares, the Company has issued a total of 2,833,333 Sponsor and Founder Warrants, each of which entitles the holder to subscribe for one series A share under certain conditions. The terms of Sponsor and Founder Warrants are described in the notes to the financial statements. If all of the issued Sponsor and Founder Warrants were exercised to subscribe new series A shares, the new shares would represent approximately 18.5% of all shares and votes in the Company[9].

In addition, on 30 September 2021, the Company's Board of Directors decided to issue a maximum of 3,333,333 Investor Warrants for subscription to the holders of the Company's series A shares in connection with the completion of the Acquisition. Investor Warrants will be issued to those shareholders who have not voted against the Acquisition at the General Meeting and have not demanded the redemption of their series A shares after the General Meeting deciding on the Acquisition. Each Investor Warrant entitles the holder to subscribe for one of the Company's series A shares under certain conditions. The terms of the Sponsor, Founder and Investor Warrants are described in the notes to the financial statements.

The General Meeting and the Board of Directors' Authorisations

Lifeline SPAC I Plc's Annual General Meeting was held on 26 June 2023. The Annual General Meeting adopted the Financial Statements and discharged the members of the Board of Directors and the CEO from liability for the financial period of 1 January–31 December 2022. The Annual General Meeting approved in advisory resolutions the remuneration report of governing bodies.

The General Meeting resolved, in accordance with the proposal of the Board of Directors, that no dividend is distributed for the financial period ended 31 December 2022, and that the loss for the financial period is recorded in retained earnings.

It was resolved that the number of the members of the Board of Directors shall be five. In accordance with the Company's Articles of Association, the sponsors have the right to appoint two Board members and the General Meeting appoints the other three Board members. The Company has on 30 May 2023 received a written notice from the Sponsors, pursuant to which Timo Ahopelto and Petteri Koponen will act as the sponsor representatives in the Company's Board of Directors. The General Meeting resolved to appoint Alain-Gabriel Courtines, Caterina Fake and Irena Goldenberg as members of the Board of Directors.

It was resolved that the members of the Board of Directors are paid remuneration as follows: the Chair of the Board of Directors is paid an annual remuneration of EUR 15,000 and members of the Board of Directors are each paid an annual remuneration of EUR 10,000.

[9] Before any potential new shares subscribed with Investor Warrants

Authorised Public Accounting firm KPMG Oy Ab was elected as the Auditor. Authorised Public Accountant Jussi Paski will act as the Responsible Auditor. The Auditor is paid remuneration in accordance with a reasonable invoice approved by the Company.

The General Meeting resolved, in accordance with the proposal of the Board of Directors, to grant an additional period of 12 months for the approval of the Acquisition. The additional period began on 16 October 2023 and end on 15 October 2024.

The organisational meeting of the Board of Directors, held after the Annual General Meeting, elected from among the Board members Timo Ahopelto as the Chair and Alain-Gabriel Courtines as the Vice Chair.

By unanimous resolution of the Company's shareholders on 28 September 2021, the Board of Directors was granted with the following authorisations:

- The Board of Directors was authorised to decide on the issuance of new series A shares and/or conveyance of the series A shares held by the Company in one or more instalments against or without payment, and the issuance of special rights entitling to shares and/or share option rights by one or several decisions. The number of shares to be issued pursuant to the authorisation and the amount of shares issued or conveyed by virtue of the authorisation to issue special rights entitling to shares shall not exceed 9,000,000 series A shares. The Board of Directors is entitled to decide on the terms of the share issue or conveyance of the shares held by the Company and/or terms of the special rights entitling to shares or share option rights, including deviation from the shareholders' pre-emptive subscription right. The authorisation is valid until 28 September 2026. Based on this authorisation, the Board of Directors resolved that no more than 3,333,333 Investor Warrants are offered for subscription to the holders of the Company's series A shares in connection with the completion of the Acquisition under certain conditions.

The Company's Board of Directors, Management Team and Personnel

The Board of Directors of Lifeline SPAC I has five members: Timo Ahopelto, Alain-Gabriel Courtines, Caterina Fake, Irena Goldenberg and Petteri Koponen. Timo Ahopelto acts as a Chairman and Alain-Gabriel Courtines as a Vice-Chairman.

The Company's Board of Directors resolved on 30 September 2021 to establish a Sponsor Committee consisting of Sponsors and the Chair of the Sponsor Committee to evaluate Acquisition targets and make proposals to the Company's Board of Directors regarding possible Acquisition targets. Ilkka Paananen was elected as a Chairman of the Sponsor Committee and Timo Ahopelto, Kai Bäckman, Petteri Koponen and Juha Lindfors as members.

The Annual General Meeting resolved on 26 June 2023 to appoint Audit firm KPMG Oy Ab as the auditor of the Company and Authorised Public Accountant Jussi Paski as Auditor in charge.

The Company's Management Team consists of CEO Tuomo Vähäpassi and CFO Mikko Vesterinen. Timo Ahopelto, the Chairman of the Company's Board of Directors, actively cooperates with the Management Team and the Chairman of the Sponsor Committee Ilkka Paananen.

In addition to the CFO, the Company had no other employees during the review period.

The members of the Company's Board of Directors, the members of the Sponsor Committee as well as the Company's CEO and CFO held, directly and through their controlled entities, the Company's shares and warrant at the end of the financial period as follows:

Name	**Shareholding in Lifeline SPAC I on 31 December 2023**
Timo Ahopelto Chair of the Board of Directors and member of the Sponsor Committee	394,302 series B shares 446,875 Sponsor Warrants
Alain-Gabriel Courtines Vice Chair of the Board of Directors	97,058 series B shares 109,999 Sponsor Warrants
Caterina Fake Member of the Board of Directors	97,058 series B shares 109,999 Sponsor Warrants
Irena Goldenberg Member of the Board of Directors	97,058 series B shares 109,999 Sponsor Warrants
Petteri Koponen Member of the Board of Directors and the Sponsor Committee	394,302 series B shares 446,875 Sponsor Warrants
Ilkka Paananen Chair of the Sponsor Committee	50,000 series A shares 194,118 series B shares 220,003 Sponsor Warrants
Kai Bäckman Member of the Sponsor Committee	394,302 series B shares 446,875 Sponsor Warrants
Juha Lindfors Member of the Sponsor Committee	394,302 series B shares 446,875 Sponsor Warrants
Tuomo Vähäpassi CEO	35,000 series A shares 375,000 series B shares 425,000 Founder Warrants
Mikko Vesterinen CFO	404 series A shares 62,500 series B shares 70,833 Founder Warrants
Total	**85,404 series A shares** **2,500,000 series B shares** **495,833 Founder Warrants** **2,337,500 Sponsor Warrants**

Key Business Risks and Uncertainties

The key risks and uncertainties related to Lifeline SPAC I's business are as follows:

- The Company has not previously had, nor will it prior to the Acquisition have, any operational activities with the exception of preparation of the Acquisition and negotiations, and it has not generated any revenue, and therefore it may be difficult for investors to assess the Company's ability to attain its business targets and generate revenue in the future.
- The Company may not be able to complete the Acquisition within 36 months, which may result in the discontinuation of trading in the Company's series A shares and the Company has to be placed into liquidation, in which case there is a significant risk that the investor will not recover all the invested capital.
- The Company's success and its ability to complete a successful Acquisition is contingent upon the Company's key personnel, the Board of Directors and the Company's service providers.
- The Company faces risks related to the Acquisition and actions aimed at completing the Acquisition may cause considerable costs, without the Acquisition being executed.
- The Company may encounter considerable competition in the M&A market, which may hamper the Company's chances of identifying acquisition objects and completing the Acquisition.
- The SPAC model has not established itself in Finland, the terms for SPACs or the securities used in them have not yet been standardised and any negative publicity concerning SPACs could have a negative impact on the Company and the entire SPAC market in Finland.
- If the Acquisition is completed on unfavourable terms or the business of the target company develops unfavourably, the shareholders may lose all or part of their investment.
- Risks related to the target company cannot currently be evaluated, because the Company has not yet identified a potential Acquisition target.
- The materialisation of the tax risks related to the Company may have an adverse effect on its taxation and financial standing.

The ongoing war in Ukraine and the sanctions imposed as its consequence are not currently assessed to have significant direct impact on Lifeline SPAC I's operations. However, if the war prolongs or expands, it may potentially have significant indirect impacts on Company's operations as a result of increased uncertainty and turbulence in the capital markets. Similar indirect impacts on the Company's operations may also arise from other geopolitical conflicts or their escalations, as well as from a deterioration in general economic outlook.

Risks related to the Company are also described in the Company's listing prospectus.

Basis of Preparation and Going Concern

In accordance with the Company’s Articles of Association, if the Acquisition has not been approved in a General Meeting and completed within 36 months of the date when the shares of the Company were admitted to trading on the SPAC segment of the regulated market of Nasdaq Helsinki (i.e. by 15 October 2024), the Board of Directors of the Company shall be obligated to convene a General Meeting to decide on placing the Company into liquidation. In this situation, the General Meeting shall be obligated to approve the proposal of placing the Company into liquidation and decide on placing the Company into liquidation.

The Board of Directors considers that the liquidity of the Company on 31.12.2023 is sufficient to cover the Company’s needs for at least until the Company’s period for closing the Acquisition expires in October 2024. The Company's Sponsors have committed to subscribe for a maximum of 200,000 series A shares at a subscription price of EUR 10.00 per share, if the Company needs additional working capital to search target companies and finalise the Acquisition.

The conditions described above indicate that the continuity of the Company’s operations for the 12 months following the date of the financial statements is contingent on the Acquisition being approved in a General Meeting and completed by 15 October 2024, which may raise significant doubts about the Company’s ability to continue its operations. Despite there is considerable uncertainty related to the completion of the Acquisition, which is typical for a SPAC company in the search phase, the Company’s Board of Directors and CEO consider that, for the time being, the Company’s operations meet the requirements of the going concern principle.

The financial statements have been prepared in accordance with the going concern principle.

Future Outlook

Lifeline SPAC I is in the search phase, in which it identifies and analyses possible target companies with the aim to complete the Acquisition of a high growth potential Nordic technology company within 36 months of the IPO. Taken the nature of the Company’s activities as a SPAC in a search phase, the Company does not issue any specific guidance or other future outlook.

Board of Directors’ Proposal for Profit Distribution and Annual General Meeting 2024

Applying Finnish Accounting Standards, Lifeline SPAC I’s distributable funds on 31 December 2023 were EUR 103.5 million. Although the Company prepares its separate financial statements in accordance with IFRS standards, according to the Company’s interpretation and expert statements received by the Company, its distributable funds are primarily determined on the basis of the Finnish Companies Act and thus Finnish Accounting Standards (FAS).

The Board of Directors proposes to the General Meeting that no dividend is distributed for the financial period ended 31 December 2023, and that the result for the financial period is recorded in retained earnings.

Lifeline SPAC I’s Annual General Meeting is intended to be held on Wednesday 19 June 2024. The notice to the General Meeting will be published as a separate release.

Events After the Reporting Period

There were no material events after the reporting period.

Corporate Governance Statement

Lifeline SPAC I’s corporate governance statement will be published as a report separate from the Board of Directors’ report in the week beginning 12 February 2024 and will also be available on the Company’s website at https://www.lifeline-spac1.com/ after its publication.

Financial Statements

Income Statement

EUR	Note	1.1.-31.12.2023	1.1.-31.12.2022
Revenue		-	-
Employee benefits expenses	10	**-394,838.36**	**-373,943.62**
Wages and salaries		-336,399.83	-316,423.54
Social security expenses		-58,438.53	-57,520.08
Other operating expenses	9	-1,034,387.25	-288,839.23
Operating profit (-loss)		**-1,429,225.61**	**-662,782.85**
Financial income and expenses	11	**2,847,736.39**	**-888,849.39**
Interest income and other financial income		3,442,441.75	372,932.87
Interest expense and other financial expenses		-594,705.36	-1,261,782.26
Profit (-loss) before tax		**1,418,510.78**	**-1,551,632.24**
Result for the financial period		**1,418,510.78**	**-1,551,632.24**
Result for the period attributable to the shareholders of the company		**1,418,510.78**	**-1,551,632.24**
Earnings per share	12		
Basic earnings per share		0.57	-0.62
Diluted earnings per share		0.57	-0.62

The Company has not had other items in the comprehensive Profit and Loss

Notes are an integral part of the financial statements.

Balance Sheet

EUR	Note	31.12.2023	31.12.2022
Assets			
Current assets			
Prepayments and other receivables	13	103,543,935.01	100,079,725.08
Accrued income	13	29,990.35	35,313.52
Cash and cash equivalents	14	417,671.59	1,581,094.96
Total current assets		**103,991,596.95**	**101,696,133.56**
Total assets		**103,991,596.95**	**101,696,133.56**

Equity and liabilities			
Equity			
Issued capital	15	80,000.00	80,000.00
Reserve for invested unrestricted equity	15	4,284,635.82	4,284,635.82
Retained earnings / accumulated deficit	15	-567,758.34	-1,986,269.12
Total equity		**3,796,877.48**	**2,378,366.70**
Current liabilities			
Other financial liabilities (redeemable shares)	16	99,826,013.37	99,231,308.00
Accounts payable and other liabilities	16	368,706.10	86,458.86
Total current liabilities		**100,194,719.47**	**99,317,766.86**
Total liabilities		**100,194,719.47**	**99,317,766.86**
Total equity and liabilities		**103,991,596.95**	**101,696,133.56**

Notes are an integral part of the financial statements.

Statement of Changes in Equity

EUR	Note	Share capital	Reserve for invested unrestricted equity	Retained earnings	Total equity
1.1.2022		80,000.00	4,284,635.82	-434,636.88	3,929,998.94
Result for the period	15	0.00	0.00	-1,551,632.24	-1,551,632.24
31.12.2022		**80,000.00**	**4,284,635.82**	**-1,986,269.12**	**2,378,366.70**

EUR	Note	Share capital	Reserve for invested unrestricted equity	Retained earnings	Total equity
1.1.2023		80,000.00	4,284,635.82	-1,986,269.12	2,378,366.70
Result for the period	15	0.00	0.00	1,418,510.78	1,418,510.78
31.12.2023		**80,000.00**	**4,284,635.82**	**-567,758.34**	**3,796,877.48**

Notes are an integral part of the financial statements.

Statement of Cash Flows

EUR	**1.1.-31.12.2023**	**1.1.-31.12.2022**
Cash flow from operating activities		
Result for the financial period	1,418,510.78	-1,551,632.24
Other adjustments*	594,705.36	969,063.45
Adjustment for interest paid from escrow account	0.00	287,143.83
Adjustment for interest received to escrow account	-3,408,008.41	-366,772.93
Change in working capital	231,368.90	209,340.33
Total cash flow from operating activities	**-1,163,423.37**	**-452,857.56**
Cash flow from investment activities	0.00	0.00
Total cash flow from investment activities	**0.00**	**0.00**
Cash flow from financing activities	0.00	0.00
Total cash flow from financing activities	**0.00**	**0.00**
Change in cash and cash equivalents	**-1,163,423.37**	**-452,857.56**
Cash and cash equivalents at the beginning of the period	1,581,094.96	2,033,952.52
Cash and cash equivalents at the end of the period	417,671.59	1,581,094.96
Change	**-1,163,423.37**	**-452,857.56**

* Other adjustment consists of amortised financial expenses.

Notes are an integral part of the financial statements.

Notes to the Financial Statement

1. General Information

Corporate information

Lifeline SPAC I Plc (hereinafter "Lifeline SPAC I" or the "Company") (Business ID: 3229349-3), is a Finnish limited liability company acting under Finnish law and planning corporate acquisition as SPAC-Company ("Special Purpose Acquisition Company").

The Company was incorporated 13.8.2021 and was registered 18.8.2021 in Helsinki, Finland. The Company is subject to Finnish laws. The Company's registered office is at Helsinki. The Company's founders are TSOEH Oy (Tuomo Vähäpassi's related party company) and Mikko Vesterinen. Company's so-called sponsors are Timo Ahopelto, Kai Bäckman, Petteri Koponen and Juha Lindfors (together the "Sponsors"). At the end of the financial period, Timo Ahopelto, Petteri Koponen and Juha Lindfors are shareholders of Lifeline Ventures[10]. All Sponsors act in their role personally or through their controlled entities. Lifeline Ventures is not participating in the Company's operations.

The Company's first financial year was 13.8.2021-31.12.2021 and its registered financial year is calendar year. 1.1.-31.12.2023 is the Company's third financial year.

The Company has not had any other business operations than administration related to identifying an acquisition target. The Company has not had any revenues during the financial year.

In October 2021 the Company was listed on the SPAC-segment of the Nasdaq Helsinki regulated market (the "IPO"). In the IPO, the Company raised gross assets of EUR 100 million by offering a maximum of 10,000,000 new series A shares for subscription. The IPO was oversubscribed and the listing was carried out as planned. Trading with series A shares began on 15.10.2021.

Operations and objectives

The Company's target is to complete an acquisition ("Acquisition") as defined in the applicable stock exchange rules within 36 months of the listing. The Company's investment strategy includes identifying and making Acquisitions that generate significant long-term financial added value for shareholders. The Company's strategy is primarily to identify and acquire an unlisted technology-focused company with high growth potential, which is primarily located in Finland or other Nordic countries. The focus of the Company's strategy is to complete the Acquisition entirely or almost entirely with share consideration, in which case the funds raised by the Company through the IPO will be used to finance the growth of the target company.

The Company's business is not expected to generate revenue prior to the Acquisition.

[10] "Lifeline Ventures" means Lifeline Ventures Fund Management Oy, LLV Fund Management Oy and Lifeline Ventures -investment fund companies.

2. Basis of Preparation and Going Concern

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRIC Interpretations as adopted by European Union as of December 31, 2023.

The financial statements have been prepared on a historical cost basis, unless otherwise stated in the accounting policies below.

In accordance with the Company’s Articles of Association, if the Acquisition has not been approved in a General Meeting and completed within 36 months of the date when the shares of the Company were admitted to trading on the SPAC segment of the regulated market of Nasdaq Helsinki (i.e. by 15 October 2024), the Board of Directors of the Company shall be obligated to convene a General Meeting to decide on placing the Company into liquidation. In this situation, the General Meeting shall be obligated to approve the proposal of placing the Company into liquidation and decide on placing the Company into liquidation.

The Board of Directors considers that the liquidity of the Company on 31.12.2023 is sufficient to cover the Company’s needs for at least until the Company’s period for closing the Acquisition expires in October 2024. The Company's Sponsors have committed to subscribe for a maximum of 200,000 series A shares at a subscription price of EUR 10.00 per share, if the Company needs additional working capital to search target companies and finalise the Acquisition.

The conditions described above indicate that the continuity of the Company’s operations for the 12 months following the date of the financial statements is contingent on the Acquisition being approved in a General Meeting and completed by 15 October 2024, which may raise significant doubts about the Company’s ability to continue its operations. Despite there is considerable uncertainty related to the completion of the Acquisition, which is typical for a SPAC company in the search phase, the Company’s Board of Directors and CEO consider that, for the time being, the Company’s operations meet the requirements of the going concern principle.

The financial statements have been prepared in accordance with the going concern principle.

The Company does not prepare separate financial statements according to the Finnish Accounting Standards (FAS).

The Company has not had any other business operations than administration related to identifying an acquisition target. The Company does not have separately reportable segments. The Company’s cash flows are mainly related to the costs related to identifying an acquisition target and the Company’s general administration.

The financial statements have been prepared in euros, which is the Company’s functional currency.

3. Fair Value Measurement

The Company measures financial instruments at fair value on each reporting date.

Accounting principles

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to determine fair value by maximizing the use of relevant observable inputs and minimizing the use of non-observable inputs.

Fair value estimation

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the entire fair value measurement:

Level 1:

The fair value of these assets or liabilities is based on available quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2:

The fair value of these assets or liabilities is based on valuation techniques, for which the lowest level input that is significant to the fair value measurement and it is directly or indirectly observable. The valuation inputs are based on quoted or other readily available source.

Level 3:

Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable and require independent consideration and judgement from the valuation perspective.

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing their categorisation (based on the lowest level input that is significant to the entire fair value measurement) at the end of each reporting period.

At each reporting date, the Company's management assesses the movements in the values of assets and liabilities and possible needs for revaluation.

For the purpose of fair value disclosures, the Company has determined classified assets and liabilities according to their nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as described above.

4. Financial Assets and Liabilities

Accounting principles

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

The Company's financial assets are measured at fair value on the initial recognition on the trade date, and are classified as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), or fair value through profit or loss. The classification is based on the contractual cash flow characteristics of the financial asset and the Company's business model for managing the instruments.

Amortised cost

Financial assets are classified at amortised cost, if the objective of holding the asset is to collect contractual cash flows and if the cash flows are solely payments of principal and interest. Financial assets which fulfil both of the conditions are subsequently measured using the effective interest rate method (EIR) and are subject to impairment. Any gains or losses from these financial assets are recognised in profit or loss when the asset is derecognised, modified, or impaired.

The Company's cash and cash equivalent and deposits to escrow account are classified as financial assets at amortised cost.

Financial assets at fair value through profit and loss

The Company does not have financial assets in this category at the reporting date.

Financial assets at fair value through Other comprehensive income (OCI)

Currently, the Company does not hold any investments in debt instruments classified at fair value through OCI.

Derecognition of financial assets

The Company derecognises a financial asset when, and only when the contractual rights to the cash flows from the financial asset expires or it transfers the financial asset, and the transfer qualifies for de-recognition.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability.

Financial liabilities

The Company recognises a financial liability in its statement of financial position when, and only when, the entity becomes party to the contractual provision of the instrument. The Company's financial liabilities are measured at fair value at initial recognition at trade date and are classified as subsequently measured at amortised cost and fair value through profit or loss. The financial liabilities are classified to their respective current and non-current accounts.

At amortised cost

The Company's financial liabilities classified at amortised cost, such as interest-bearing loans and trade payables are initially recognised at fair value less any related transaction cost and are subsequently measured using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

The Company's series A shares are IAS 32 Financial instruments and, due to the redemption condition connected to them, subscription prices of shares, IPO expenses deducted, are recorded as the Company's liability until the completion of the Acquisition and are booked at amortised cost.

Financial liabilities at fair value through profit and loss

The Company does not have financial assets in this category at the reporting date.

De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when the obligation of a financial liability specified in its respective contract is discharged, cancelled or it expires. This includes a situation where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss. The Company has not de-recognised any liabilities during the financial period or the comparable financial periods.

5. Income Tax

Accounting principles

The Company's income taxes comprise of tax recognized on the taxable income for the financial year as well as deferred taxes. Taxes for the items recognised in the statement of profit and loss are included in income taxes in the statement of profit and loss.

Current income tax

Taxes based on taxable income are recorded according to the local tax rules using the applicable tax rate. If there is uncertainty included in the interpretations of the income tax rules, the Company estimates whether it can fully utilize the tax position that is stated in the income tax calculations and the tax recordings are adjusted if necessary.

Deferred tax

Deferred tax assets or liabilities are recorded on temporary differences arising between the tax bases of assets and liabilities and their financial statement carrying amounts at the reporting date. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date. The Company records a deferred tax liability for all taxable temporary differences.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax liabilities are recognised in the balance sheet in full.

The Company offsets the deferred tax assets and deferred liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the same taxable entity.

Accounting estimates and the management's judgement

Management judgement is applied in determining the deferred tax assets as the Company is required to make estimations about future taxable profit, the recoverability of the loss carry-forwards and potential changes to tax laws in Finland.

The Company has not recorded a deferred tax asset from losses of the financial year and the comparative period due to uncertainty of its recoverability.

	1.1.-31.12.2023	**1.1.-31.12.2022**
Profit before taxes	1,418,510.78	-1,551,632.24
Tax at the rate of 20%	-283,702.16	310,326.45
- Losses that are not recognized as tax assets	0.00	-310,326.45
+ Losses confirmed in taxation for which no prior deferred tax asset has been recognised	283,702.16	0.00
Cumulative losses that are not recognized as tax assets	-226,728.03	-2,754,961.11
Tax effects 20 %	45,345.61	550,992.22

6. Employee Benefits Expenses

The Company's employee benefits consist of the following:

- short-term employee benefits
- post-employment benefits; and
- share-based payments.

Short-term employee benefits

Short-term employee benefits include salaries, wages, fees and fringe benefits as well as annual holidays and bonuses.

Post-employment benefits (pensions)

Post-employment benefits are paid to their beneficiaries after the termination of employment. In the Company, these benefits consist of pensions. The statutory pension cover of the Company's personnel is provided through pension insurance policies. A pension scheme is classified as either a defined-contribution scheme or a defined-benefit scheme. In a defined-contribution scheme, the Company makes fixed payments to a separate corporation or arrangement, after which the Company is under no legal or de facto obligation to make additional payments if the recipient of the payments were unable to pay out the pensions in question. Contributions to defined-contribution pension schemes are recorded as expenses in the income statement for the financial period to which they relate. The Company had only defined contribution schemes during the financial period (TyEL).

Share-based payments

Share-based employee benefits paid under equity are recognised at fair value at the time of award. The amount recorded as expenses is amortised under personnel expenses and as an increase in equity over the vesting period. Any effect of adjustments made to initial estimates is recorded as personnel expenses in the income statement and the corresponding adjustment is made to equity.

7. Equity

Payments received from the issue of new shares are recognised under equity, less the transaction costs directly attributable to the issue and less the share of taxes. If the Company purchases its own shares (treasury shares), the consideration paid and the transaction costs directly attributable to the purchase, adjusted for tax effects, are deducted from the equity attributable to equity holders of the Company until the shares are cancelled or re-issued. If the treasury shares in question are subsequently resold or re-issued, the consideration received is recognised directly in the equity attributable to equity holders of the Company, less the transaction costs directly attributable to the issue and less the share of taxes.

The dividend proposed by the Board of Directors to the Annual General Meeting is not deducted from the Company's equity until the Annual General Meeting has decided on the payment of the dividend.

Series A shares can be redeemed under certain conditions, and they hold right to receive one warrant for each three shares free of charge under certain conditions. Series A shares including warrant rights (series 2021-C) less transaction costs that relate to emission of series A shares, have been recorded as liability in accordance with IAS 32.

In addition to series A shares the Company also has unlisted series B shares and Founder Warrants (series 2021-A) and Sponsor Warrants (series 2021-B) that have been recorded in accordance with IFRS 2 – Share-based payments.

8. Accounting Estimates and Judgements

The preparation of IFRS financial statements requires management's judgement and also utilisation of estimations and assumptions. These impact both principles of preparation and recognisable amounts of debts and expenses.

Related to risk and uncertainty factors, actual events may differ from estimations and judgements made by management, including uncertainty related to the current business environment.

Estimates and assumptions are evaluated by the management constantly. Changes in accounting estimates are recognised in the period where the change has or will occur and forthcoming periods to which these changes affect.

The most significant management estimates and judgements relate to the timing of the Acquisition and the continuity of the Company's operations, which is described in more detail in note 2.

Accounting and presentation of shares and warrants issued through the IPO require considerable judgement relating to application of accounting standards, classification and valuation and presentation in the Company's financial statements.

9. Other Operating Expenses

The Company's other operating expenses consist mainly of administration expenses.

EUR	1.1.-31.12.2023	1.1.-31.12.2022
Other expenses	-1,034,387.25	-288,839.23
Total other operating expenses	-1,034,387.25	**-288,839.23**

Other operating expenses include auditor's fees (paid to KPMG Oy Ab)

EUR	1.1.-31.12.2023	1.1.-31.12.2022
Statutory audit	8,070.00	7,500.00
Services related mergers & acquisition	417,167.09	-
Total	**425,237.09**	**7,500.00**

10. Employee Benefits Expenses

During the financial period, the Company's employees consisted of CEO and CFO. The financial period's employee benefits expenses mainly consist of wages and salaries and related social security expenses.

EUR	1.1.-31.12.2023	1.1.-31.12.2022
Wages and salaries	-336,399.83	-316,423.54
Pension costs – defined contribution plans	-43,730.60	-44,366.16
Other employee benefit expenses	-14,707.93	-13,153.92
Total Employee benefits expenses	**-394,838.36**	**-373,943.62**

11. Financial Income and Expenses

EUR	1.1.-31.12.2023	1.1.-31.12.2022
Interest income	3,442,440.87	372,747.69
Other financial income	0.88	185.18
Interest expenses from financial liabilities measured at amortised cost	-594,705.36	-969,063.45
Other interest expenses	0.00	-292,637.01
Other financing expenses	0.00	-81.80
Total financial income and expenses	**2,847,736.39**	**-888,849.39**

Interest income have increased because the Company earned interest for the funds deposited to the escrow account as follows: 2.00 % from 1 January until 7 February; 2.50 % from 8 February until 21 March; 3.00 % from 22 March until 9 May; 3.25 % from 10 May until 20 June; 3.50 % from 21 June until 1 August; 3.75 % from 2 August until 19 September; and 4.00 % from 20 September until 31 December 2022.

The interest expenses from financial liabilities measured at amortised cost decreased in the financial period as the amortisation period was extended by 12 months until 15 October 2024 following the General Meeting’s resolution to grant an additional period for the approval of the Acquisition.

12. Earnings per Share

Accounting principles

Basic EPS amounts are calculated by dividing the profit for the financial period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year's sub-period plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

Earnings per share, basic and diluted

EUR	1.1.-31.12.2023	1.1.-31.12.2022
Profit for the period attributable to the shareholders of the Company	1,418,510.78	-1,551,632.24
Weighted average number of ordinary shares, basic and diluted (series B shares)	2,500,000	2,500,000
Earnings per share, basic	**0.57**	**-0.62**
Earnings per share, diluted	**0.57**	**-0.62**
Potential future shares that have no dilutive impact		
Redeemable series A shares	10,000,000	10,000,000
Series A and B warrants	2,833,333	2,833,333
Total	**12,833,333**	**12,833,333**

13. Receivables

EUR	31.12.2023	31.12.2022
Current assets		
Other receivables	103,543,935.01	100,079,725.08
Accrued income	29,990.35	35,313.52
Total	**103,573,925.36**	**100,115,038.60**

The proceeds from the IPO have been deposited to an escrow account managed by a bank independent from the Company. The funds will remain in the escrow account until the Acquisition has been completed. The funds deposited to the escrow account were a total of EUR 103.5 million.

Such funds that are not available for the Company's use are presented in other receivables and are not classified as cash or cash equivalents. Considering the Company’s 36-month period for closing the Acquisition expires in October 2024, the funds deposited to the escrow account have been classified as current receivables.

The Company may not be able to complete the Acquisition within 36 months, which may result in the discontinuation of trading in the Company’s series A shares and the Company has to be placed into liquidation, in which case there is a significant risk that the investor will not recover all the invested capital.

14. Cash and Cash Equivalents

Cash and cash equivalents comprise of cash at banks and on hand and short-term deposits with a maturity of three months or less. Cash and cash equivalents are subject to an insignificant risk of changes in value.

EUR	**31.12.2023**	**31.12.2022**
Cash and cash equivalents	417,671.59	1,581,094.96
Total	**417,671.59**	**1,581,094.96**

15. Equity

Equity and capital reserves

The total amount of the Company’s equity and capital reserves at the end of the financial period on 31.12.2023 was EUR 3,796,877.48. At the end of the comparative period on 31.12.2022, the total amount of equity and capital reserves was EUR 2,378,366.70.

Number of shares

	31.12.2023	**31.12.2022**
Total number of shares in the beginning of the financial period	**12,500,000**	**12,500,000**
Total number of shares at the end of the financial period	**12,500,000**	**12,500,000**
Own shares held at the end of the financial period	0	0
Shares outstanding at the end of the financial period	**12,500,000**	**12,500,000**

Number of warrants

31.12.2023	Number of warrants	Average exercise price, EUR
Total outstanding at the beginning of the financial period	**2,833,333**	**12.00**
Granted during the financial period	-	-
Returned/forfeited during the financial period	-	-
Total outstanding at the end of the financial period	**2,833,333**	**12.00**
Exercisable at the end of the financial period	**0**	**-**

31.12.2022	Number of warrants	Average exercise price, EUR
Total outstanding at the beginning of the financial period	**2,833,333**	**12.00**
Granted during the financial period	-	-
Returned/forfeited during the financial period	-	-
Total outstanding at the end of the financial period	**2,833,333**	**12.00**
Exercisable at the end of the financial period	**0**	**-**

Warrants consists of Founder Warrants (series 2021-A) and Sponsor Warrants (series 2021-B). Investor Warrants (series 2021-C) have not been granted and are not included in the table above.

Distributable equity (FAS)

EUR	31.12.2023	31.12.2022
Reserve for invested non-restricted equity	104,284,635.82	104,284,635.82
Retained earnings	-741,744.97	-2,754,961.11
Distributable equity (FAS)	**103,542,890,85**	**101,529,674.71**

The Company prepares its financial statements in accordance with IFRS standards. However, based on the Company’s interpretation as well as expert opinions received by the Company, the distributable equity is defined based on principles outlined by the Finnish Limited Liability Companies Act and the Finnish Accounting Standards (FAS).

The Company’s reserve for invested non-restricted equity, as defined by the Finnish Accounting Act, comprises the paid subscription prices of series A shares, series B shares, Founder Warrants and Sponsor Warrants, excluding the EUR 80,000 which was recorded in the Company’s share capital.

Shares and warrants

The Company was established on 13.8.2021 and a total of 1,000 shares were subscribed.

On 31 August 2021 the unanimous shareholders decided to issue a total of 2,500 series A shares in directed issue at subscription price of EUR 0.01. The subscription price was booked in reserve for non-restricted equity.

On 3 September 2021 the unanimous shareholders decided to issue a total of 1,050,000 Founder Warrants in directed issue at subscription price of EUR 0.01. The subscription price was booked in reserve for non-restricted equity.

On 28 September 2021 the founding shareholders decided to return for free of charge a total of 554,167 Founder Warrants that were cancelled based on the decision of the Board of Directors.

On 28 September 2021 the unanimous shareholders decided to issue a total of 2,337,500 Sponsor Warrants in directed issue at subscription price of EUR 1.82. The subscription price was booked in reserve for non-restricted equity.

On 28 September 2021 the unanimous shareholders decided to issue total 2,496,500 series B shares in directed issue at subscription price of EUR 0.04. The subscription price was booked in reserve for non-restricted equity.

On 15 October 2021 the Company offered 10,000,000 series A shares in public offering at a subscription price of EUR 10.00 per share. The subscription price was booked in reserve for non-restricted equity (FAS). Due to the redemption condition connected to the shares, the subscription prices of shares were recorded as the Company's liability in IFRS financial statements according to IAS 32.

Authorization to Board of directors

On 28 September 2021 the unanimous shareholders decided to authorise the Board of Directors to resolve upon the issue Series A shares and/or Series A shares held by the Company to be conveyed in one or more instalments, against subscription price or without payment. The amount of the new Series A shares to be issued and/or Series A shares held by the Company to be conveyed pursuant to the authorisation shall not exceed the total of 9,000,000 Series A shares. The Board of Directors is authorised to decide on the conditions of the issuance of shares or conveyance of the shares held by the Company, including departing from the shareholder's pre-emptive right. Authorisation is effective until 28 September 2026. Based on this authorisation the Board of Directors has decided to issue 3,333,333 Investor Warrants to be subscribed by shareholders of series A shares, in connection with the Acquisition under certain conditions.

Shares and share capital

Lifeline SPAC I's share capital was EUR 80,000.00 in the end of the financial period and the number of shares totalled 12,500,000. Lifeline SPAC I has two series of shares. Series A shares (FI4000512496) are listed on the SPAC segment of the regulated market of Nasdaq Helsinki. Series B shares (FI4000512124) are held by the Company's Sponsors, members of the Board of Directors and management and are not publicly traded. In the end of the financial period, the number of series A shares totalled 10,000,000 and the number of series B shares 2,500,000.

All Shares of the Company carry equal voting and economic rights, except for the redemption condition of series A shares and the exclusion of the right to dividend and distribution of assets and of the right to distributive share in the dissolution of the Company of series B shares. Series B shares can be converted into the Company's series A shares if the conditions specified in the Articles of Association are met.

Special redemption condition for series A shares in accordance with the Article of Association

The Company's Articles of Association stipulate the conditions for how a shareholder of series A shareholders may require the redemption of their series A shares in connection with the Acquisition. The following terms and conditions are applied to the redemption of the series A shares:

- Shareholders of series A shares who vote against the completion of the Acquisition at the General Meeting deciding on the Acquisition may require the redemption of their series A shares. The right of redemption requires that the Acquisition is approved and the shareholder has submitted a request for redemption of the shares to the Board of Directors of the Company within 10 banking days, including that day, of the date of approval of the Acquisition by the General Meeting. The request must be made in writing in the manner and on the form provided by the Company. The form must show the number of shares requested to be redeemed. The company will publish more detailed instructions on the exercise of the redemption right in connection with the publication of the notice convening the General Meeting.
- Submission of a redemption request for shares requires that the shareholder is entered in the Company's shareholder register maintained in the book-entry system by the record date of the General Meeting at the latest.
- The redemption price is the subscription price of the Offering, i.e. the redemption price is EUR 10 per share to be redeemed. The redemption price will be paid in cash according to a schedule decided by the Board of Directors.
- When the Company redeems series A shares, a decision to redeem the shares must be made at the General Meeting, unless the General Meeting has authorised the Board of Directors to decide on the redemption of shares and provided that the redemption can be carried out with unrestricted equity. If restricted equity is used for the redemption, the redemption of shares is conditional on the consent of the creditors, in the manner required by the Finnish Companies Act.

The shares of a shareholder of series A shares may be redeemed in accordance with the above only if the shareholder declares on the redemption request form provided by the Company that the shareholder does not belong to the group of persons who are not entitled to redeem their shares under applicable stock exchange rules and if the redemption can be implemented in accordance with Chapter 13 of the Finnish Companies Act on the distribution of assets.

Once the Board of Directors has determined that the redemption request meets the conditions set out in the Company's Articles of Association, the Finnish Companies Act and other applicable legislation, as well as the rules of the stock exchange, the Company will redeem the shares within 3-6 months of the Acquisition. If the redemption date is not a banking day, the redemption will take place on the banking day immediately following that day. The redemption price is paid from the Company's invested unrestricted equity. No interest is paid on the redemption price.

Conversion of the Company's series B shares in accordance with the Articles of Association

The Company's Articles of Association specify that the Company's series B shares do not entitle to a share of the Company's assets as a dividend payment or other distribution, and the Company's series B shares are not entitled to the Company's distributable funds upon dissolution or removal from the Trade Register. However, series B shares can be converted 1: 1 into the Company's series A shares if the conditions specified in the Articles of Association are met. Series B shares are considered to be converted into series A shares when the conversion is registered in the Trade Register.

The conversion of the Company's series B shares into series A shares is possible at the earliest after the Company's General Meeting has approved the Acquisition. The exercise of the conversion right also requires that the volume-weighted average price of the Company's series A shares on a regulated market or multilateral trading facility maintained by Nasdaq Helsinki, where the Company's series A shares are admitted to trading on the Company's application, has exceeded the following limits ("Share Price Limit") for the period of 10 trading days during 30 trading days as defined in the Articles of Association:

- 8/50 can be converted when the price equals or exceeds EUR 10 per share.
- 21/50 can be converted when the price equals or exceeds EUR 12 per share.
- 21/50 can be converted when the price equals or exceeds EUR 14 per share.

If the Company distributes funds as a dividend or other distribution of assets, the Share Price Limit will be decreased by the corresponding amount from the day following the record date of the distribution of assets. By way of derogation from the conversion right, the conversion right for all series B shares becomes effective if a tender offer for the Company's shares is announced or if the shareholder has the right and obligation to redeem the shares from other shareholders of the Company under Chapter 18 of the Finnish Companies Act or in the event of any merger or demerger pursuant to the Finnish Companies Act in which the Company is involved after the Acquisition.

The Company's series B shares shareholder has the right to make a request to the Company to convert the shares when the conditions for the conversion are fulfilled.

Warrants

Founder Warrants – Series 2021-A

In September 2021, the Company’s Founding Partners have subscribed for a total of 1,050,000 Founder Warrants, of which 554,167 Founder Warrants have been returned to the Company and have been cancelled by the Company. At the end of the review period, the Founding Partners held total of 495,833 Founder Warrants issued by the Company, each of which entitles the holder to subscribe for one series A share of the Company. The subscription price for shares subscribed for with the Founder Warrants EUR 12.00 per subscribed share.

The Board of Directors of the Company has the right to decide that the subscriptions of the Founder Warrants may be made as a net subscription.

The Founder Warrants entitle to subscribe for the Company's series A shares 30 days after the completion of the Acquisition and the subscription right ceases in 5 years from the beginning of the subscription period

Sponsor Warrants – Series 2021-B

During the Company’s first financial 13 August 2021 – 31 December 2021, the Company’s Sponsors and the members of the Sponsor Committee and the Board of Directors subscribed for a total of 2,337,500 Sponsor Warrants issued by the Company. Each of the Sponsor Warrants entitles the holder to subscribe for one series A share in the Company. The subscription price for shares subscribed for with the Sponsor Warrants is EUR 12.00 per subscribed share.

The Board of Directors of the Company has the right to decide that the subscriptions for the Sponsor Warrants may be made as a net subscription.

Sponsor Warrants entitle to subscribe for the Company's series A shares 30 days after the completion of the Acquisition and the right ceases in 5 years from the beginning of the subscription period.

Investor Warrants – Series 2021-C

The Company’s Board of Directors has on 30 September 2021 decided to issue a total maximum of 3,333,333 Investor Warrants to be subscribed for to the Company’s series A shares shareholders in connection with the completion of the Acquisition.

The Investor Warrants are issued to those shareholders who have not voted against the Acquisition at the General Meeting and required the redemption of their series A shares after the General Meeting deciding on the Acquisition. On the record date set by the Board of Directors, which is 30 days from the General Meeting deciding on the Acquisition, all series A shareholders will be issued one Investor Warrant for every three series A shares held by the shareholder, entitling them to subscribe for one new series A share with a subscription price of EUR 11.50 per share in accordance with the terms of the

Investor Warrants' subscription period. A maximum of 3,333,333 Investor Warrants may be issued, which entitle to subscribe for a maximum of 3,333,333 series A shares in the Company.

The subscription period for the Investor Warrants begins and the Investor Warrants are issued from the trading day following the record date and the subscription period continues for five years from the beginning of the subscription period. The Investor Warrants are to be included in the book-entry system maintained by Euroclear Finland and applied for on the multilateral trading facility maintained by Nasdaq Helsinki as soon as possible from the beginning of the subscription period. Investor Warrants are freely transferable. The last trading day of the Investor Warrants is 4 trading days before the end of the subscription period of the Investor Warrants or on another day decided by Nasdaq Helsinki. If the Company's Board of Directors decides to require premature acceleration of the Investor Warrants, the Company may decide to apply for delisting 4 trading days prior to closing of such extra subscription period of Investor Warrants or on another day decided by Nasdaq Helsinki.

With Investor Warrants, it is possible to subscribe for series A shares in the Company or listed shares of a corresponding combined company during subscription windows. The subscriptions will be made in the order decided by the Company's Board of Directors so that the Investor Warrant holder notifies the share subscription and pays the subscription price to a bank account specified by the Company's Board of Directors and the Company's Board of Directors will register the share subscriptions in the Trade Register as soon as possible at the end of the subscription window. There are subscription windows four times a year from 1 January to 31 March, 1 April to 30 June, 1 July to 30 September and 1 October to 31 December. Shares subscribed with Investor Warrants provide the same rights as other series A shares of the Company as of the date of registration in the Trade Register.

If a total of more than 50,000 series A shares are subscribed with Investor Warrants, the Company's Board of Directors may decide on an additional subscription window and register all subscribed shares in the Trade Register on an accelerated schedule.

The Company's right to require the subscription for shares

The Company's Board of Directors has the right to require that a shareholder subscribes for series A shares in the Company or listed shares in a corresponding combined company with Investor Warrants after the day in which the closing price of series A shares (or shares in a corresponding combined company) on Nasdaq Helsinki or on another regulated market or multilateral trading facility in which the series A shares have been admitted to trading on the Company's application, equals or exceeds EUR 18 for 10 consecutive business days.

If the Company decides to require using Investor Warrants for subscribing for series A shares in the Company, the Company will publish a release on the decision and an additional subscription window for the Investor Warrants.

Holders of Investor Warrants have 45 days from the date of notification, including the date of notification, to subscribe for the Company's series A shares at a subscription price of EUR 11.50. Thereafter, unused

Investor Warrants expire as worthless so that the remaining Investor Warrants are no longer granted subscription windows. Expired Investor Warrants may be delisted from trading pursuant to the terms of Investor Warrants.

16. Liabilities

EUR	**31.12.2023**	**31.12.2022**
Current liabilities		
Other financial liabilities (redeemable shares)	99,862,013.37	99,231,308.00
Accounts payables	265,763.93	16,101.96
Accrued expenses	92,386.56	61,770.19
Other payables	10,555.61	8,586.71
Current liabilities total	**100,194,719.47**	**99,317,766.86**

Accrued expenses mainly consist of personnel related costs.

Series A shares are IAS 32 Financial instruments and, due to the redemption condition connected to them, the subscription prices of the shares are recorded as the Company's liability until the completion of the Acquisition. Considering that the Company’s 36-month period for closing the Acquisition expires in October 2024, the amortised cost has been recorded as current debt of the Company. Transaction costs deducted from the subscription prices were total EUR 1,943,620.31. The annual effective interest rate was 0.98 % until 30 June 2023. From 1 July 2023 until 15 October 2024, the annual effective interest rate is 0.22 %. The change in the effective interest rate is due to the resolution by the General Meeting held on 26 June 2023 to grant an additional period of 12 months for the approval of the Acquisition, which expires on 15 October 2024.

17. Contingent Liabilities

The Company has no contingent liabilities at the reporting date.

18. Related Party Transactions

The Company’s related parties consist of the Board of Directors, Sponsors, members of the sponsor committee appointed by the Board of Directors, the CEO as well as the CFO and their close family members as well as their controlled entities and joint ventures and associates.

Related parties also include Lifeline Ventures and all its group companies including subsidiaries, associated companies and investment funds thus Lifeline Ventures is controlled entity of Company’s Sponsors.

Information about remunerations to the related parties has been presented in note 19.

The Company has a lease agreement with a related party, Tehtaankadun Tukikohta Oy. The total rent according to the agreement is EUR 1,000.00 (VAT 0%) per month and the rental period started on 1 October 2021. Tehtaankadun Tukikohta Oy is a related party of the Company.

19. Board and Management Remuneration

Board of Directors

In accordance with the Limited Liability Companies Act and the Company's Articles of Association, Board member remuneration is decided by the shareholders in the Annual General Meeting.

The General Meeting held on 26 June 2023 resolved that the members of the Board of Directors are paid remuneration as follows: the Chair of the Board of Directors is paid an annual remuneration of EUR 15,000 and members of the Board of Directors are each paid an annual remuneration of EUR 10,000.

CEO and the Management Team

The Board of Directors of the Company decides on the salary, remuneration and other benefits of the CEO and the rest of the Management Team. The remuneration of the Company's CEO consists solely of a fixed monthly salary. The CEO's salary is EUR 12,000 per month.

In accordance with the terms of the Company's CEO's contract, the CEO is obligated at the request of the Board of Directors of the Company to have all of his shares and securities entitling to shares (other than series A shares) redeemed by the Company or to sell all of his shares to a buyer nominated by the Board of Directors of the Company in the event the service relationship of the CEO is terminated by the CEO on his own initiative prior to the completion of the Acquisition. If the Company does not use its right to redeem the shares or nominate a buyer, each other shareholder of series B shares is entitled to purchase the shares held by the CEO.

The Company has entered into an employment contract with the CFO, in accordance with which the remuneration of the Company's CFO consists solely of a fixed monthly salary. The CFO's salary is EUR 9,000 euros per month.

The Company's CFO's contract includes a provision corresponding to the CEO's contract for having all shares and securities entitling to shares (other than series A shares) redeemed and sold in the event the employment of the CFO is terminated by the CFO on his own initiative prior to the completion of the Acquisition.

Remuneration of the Board of Directors and CEO in 1.1.-31.12.2023

EUR	Salaries and remuneration
Board of Directors	
Alain-Gabriel Courtines	10,000.00
Caterina Fake	10,000.00
Irena Goldenberg	10,000.00
Petteri Koponen	10,000.00
Timo Ahopelto, Chair of the Board	15,000.00
CEO	
Tuomo Vähäpassi	144,240.00

Remuneration of the Board of Directors and CEO in 1.1.-31.12.2022

EUR	Salaries and remuneration
Board of Directors	
Alain-Gabriel Courtines	10,000.00
Caterina Fake	10,000.00
Irena Goldenberg	10,000.00
Petteri Koponen	10,000.00
Timo Ahopelto, Chair of the Board	15,000.00
CEO	
Tuomo Vähäpassi	144,240.00

In line with the Lifeline SPAC I Plc’s Remuneration Policy approved by the Annual General Meeting on 18 May 2022, the members of the Board of Directors and the management team did not receive shares or share-based benefits as remuneration in the financial period or in the comparative period.

20. Principles of Capital Management

The Company's objective is to create and secure a strong capital base to maintain investors', creditors' and financial markets' confidence in the Company. A strong capital base provides prerequisites for accomplishing the Acquisition and enables the Company to provide funding for the growth of a target company as well as to continue its own operations on an ongoing concern basis.

The Company’s Sponsors or the companies controlled by them have also committed to subscribe for a maximum of 200,000 of the Company's series A shares at a subscription price of EUR 10.00 per share and a maximum of EUR 2 million in total, for potential additional working capital needed up until the General Meeting approving the business combination.

21. Financial Risk Management

Financial risk management objectives and policies

The Company has no revenue or other income yet. The Company has also not had any foreign currency denominated transactions. Therefore, the Company is not exposed to interest rate or exchange rate risk or other market risks.

Credit risk

Credit risk is the risk that a counterparty to a financing agreement will default on its obligations to the Company and thereby causes the Company a credit loss.

The Company evaluates credit risk for 12 months period. The Company's assets mainly consist of bank deposits to an escrow account and bank account, which both were at Danske Bank A/S Finnish branch and together amounted to approximately EUR 104 million. Danske Bans A/S's rating for deposits is AA- (Fitch Ratings). The Company has estimated that the expected credit loss is EUR 0.00 and no credit loss provisions have been booked at 31.12.2023.

Interest rate risk

The Company's deposits are subject to interest rate risk. According to an agreement, the funds deposited in the Company's bank and escrow accounts will accrue interest corresponding to the interest rate on the ECB's deposit facility from 1 January 2022 onwards. If the interest rate on the ECB's deposit facility is negative, the Company pays interest on the deposited funds to the bank. At the time of reporting, 31 December 2023, the interest rate on the ECB's deposit facility was 4.0 %.

Interest rate risk (EUR)	**2024**
1 % increase in interest rate impact on profit before tax	+827,901.10
1 % decrease in interest rate impact on profit before tax	-827,901.10

Liquidity risk

Liquidity risk refers to the risk that the Company's liquid assets and additional financing opportunities will not be sufficient to cover business needs. The objective of liquidity risk management is to maintain sufficient liquid assets so that the financing of the Company's business is continuously secured. From the point of view of liquidity, the most significant risk is related to the success of both the IPO process and the Sponsors' venture capital investment.

The Board of Directors considers that the liquidity of the Company on 31.12.2023 is sufficient to cover the Company's needs for at least until the Company's period for closing the Acquisition expires in October 2024. The Company's Sponsors have committed to subscribe for a maximum of 200,000 series A shares at a subscription price of EUR 10.00 per share, if the Company needs additional working capital to search target companies and finalise the Acquisition.

In accordance with the Company’s Articles of Association, if the Acquisition has not been completed by 15 October 2024, the Board of Directors of the Company shall be obligated to convene a General Meeting to decide on placing the Company into liquidation. In this situation, the General Meeting shall be obligated to approve the proposal of placing the Company into liquidation and decide on placing the Company into liquidation.

In the liquidation, the net assets of the shall be distributed to the holders of series A shares on a pro rata basis. Series B shares shall not have the right to distributive share in the liquidation. At the end of the financial year, the funds deposited in the Company’s escrow account amounted to EUR 103.5 million, thus exceeding the sum of the original subscription prices of series A share, which was EUR 100 million. However, the dissolution of the Company and the fulfilment of related obligations would impact the assets distributed to the holders of series A shares in a potential liquidation process.

22. Events after the Reporting Period

There were no material events after the reporting period.

Signatures of the Board of Directors’ Report and the Financial Statements

Helsinki, 7 February 2024

Timo Ahopelto

Chairman of the board

Alain-Gabriel Courtines

Board member

Caterina Fake

Board member

Irena Goldenberg

Board member

Petteri Koponen

Board member

Tuomo Vähäpassi

CEO

Auditor’s Note

A report on the audit performed has been issued today.

Helsinki, 7 February 2024

KPMG Oy Ab

Jussi Paski

Authorised Public Accountant, KHT

This document is an English translation of the Finnish auditor's report. Only the Finnish version of the report is legally binding.

Auditor's Report

To the Annual General Meeting of Lifeline SPAC I Plc

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Lifeline SPAC I Plc (business identity code 3229349-3) for the financial year 1.1.–31.12.2023. The financial statements comprise the balance sheet, income statement, statement of comprehensive income, statement of changes in equity, statement of cash flows and notes, including material accounting policy information.

In our opinion the financial statements give a true and fair view of the company's financial position, financial performance and cash flows in accordance with IFRS Accounting Standards as adopted by the EU and comply with statutory requirements.

Our opinion is consistent with the additional report submitted to the Board of Directors.

Basis for Opinion

We conducted our audit in accordance with good auditing practice in Finland. Our responsibilities under good auditing practice are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We are independent of the company in accordance with the ethical requirements that are applicable in Finland and are relevant to our audit, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

In our best knowledge and understanding, the non-audit services that we have provided to the company are in compliance with laws and regulations applicable in Finland regarding these services, and we have not provided any prohibited non-audit services referred to in Article 5(1) of regulation (EU) 537/2014. The non-audit services that we have provided have been disclosed in note 9 to the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to Going Concern

We draw attention to Note "Basis of preparation and Going Concern" of the financial statements according to which if the acquisition has not been approved in a General Meeting and completed within 36 months of the date when the shares of the company were admitted to trading on the SPAC segment of the regulated market of Nasdaq Helsinki (i.e. by 15 October 2024), the Board of Directors of the company shall be obligated to convene a General Meeting to decide on placing the company into liquidation. In this situation, the General Meeting shall be obligated to approve the proposal of placing the Company into liquidation and decide on placing the company into liquidation.

The Board of Directors considers that the liquidity of the company on 31.12.2023 is sufficient to cover the Company’s needs for at least until the company’s period for closing the acquisition expires in October 2024. The company's Sponsors have committed to subscribe for a maximum of 200,000 series A shares at a subscription price of EUR 10.00 per share, if the company needs additional working capital to search target companies and finalise the acquisition.

The conditions described above indicate that the continuity of the company’s operations for the 12 months following the date of the financial statements is contingent on the acquisition being approved in a General Meeting and completed by 15 October 2024, which may raise significant doubts about the company’s ability to continue its operations. Our opinion has not been modified in respect of this matter.

Materiality

The scope of our audit was influenced by our application of materiality. The materiality is determined based on our professional judgement and is used to determine the nature, timing and extent of our audit procedures and to evaluate the effect of identified misstatements on the financial statements as a whole. The level of materiality we set is based on our assessment of the magnitude of misstatements that, individually or in aggregate, could reasonably be expected to have influence on the economic decisions of the users of the financial statements. We have also taken into account misstatements and/or possible misstatements that in our opinion are material for qualitative reasons for the users of the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The significant risks of material misstatement referred to in the EU Regulation No 537/2014 point (c) of Article 10(2) are included in the description of key audit matters below.

We have also addressed the risk of management override of internal controls. This includes consideration of whether there was evidence of management bias that represented a risk of material misstatement due to fraud.

THE KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN THE AUDIT
Accounting of the shares and warrants issued in connection with a listing on a regulated market (accounting principles 1, 2, 4, 7, 8 and notes 11, 16, 21)	
• In October 2021 the Company was listed on the SPAC-segment of the Nasdaq Helsinki regulated market (the "IPO"). In the IPO, the Company raised gross assets of EUR 100 million by offering a maximum of 10,000,000 new series A shares for subscription. The IPO was oversubscribed, and the listing was carried out as planned. Trading with series A shares began on 15.10.2021. • Series A shares can be redeemed under certain conditions, and they hold right to receive one warrant for each three shares free of charge under certain conditions. Series A shares including warrant rights (series 2021-C) less transaction costs that relate to emission of series A shares, have been recorded as liability in accordance with IAS 32. • In addition to series A shares the Company also has unlisted series B shares and Founder Warrants (series 2021-A) and Sponsor Warrants (series 2021-B) that have been recorded in accordance with IFRS 2 – Share-based payments. • Accounting and presentation of shares and warrants issued through the IPO require considerable judgement relating to application of accounting standards, classification and valuation and presentation in the Company's financial statements.	• We have formed an understanding of the shares and warrants issued by the company including their terms, accounting principles and practices. • We used KPMG's financial instruments specialists to assess the accounting of the shares and warrants issued by the company in relation to the applicable IFRS standards. • In addition, we have tested the accounting entries for transactions related to shares, warrants and transaction costs. • We have also assessed the adequacy and appropriateness of the notes to the financial statements related to the shares and warrants issued by the company.

Responsibilities of the Board of Directors and CEO for the Financial Statements

The Board of Directors and CEO are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS Accounting Standards as adopted by the EU, and of financial statements that give a true and fair view in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements. The Board of Directors and CEO are also responsible for such internal control as they determine 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 Board of Directors and CEO are responsible for assessing the company's ability to continue as going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting. The financial statements are prepared using the going concern basis of accounting unless there is an intention to liquidate the company or cease operations, or there is no realistic alternative but to do so.

Auditor’s Responsibilities for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance on 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 good auditing practice 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 the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with good auditing practice, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company’s internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the Board of Directors’ and CEO’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 so that the financial statements give a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, 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 Reporting Requirements

Information on our audit engagement

We have served as the auditor elected by the Annual General Meeting as from 22 September 2021. Lifeline SPAC I Plc became a public interest entity on 15 October 2021. We have been the company's auditors since it became a public interest entity.

Other Information

The Board of Directors and CEO are responsible for the other information. The other information comprises the report of the Board of Directors and the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. We have obtained the report of the Board of Directors prior to the date of this auditor's report, and the Annual Report is expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. With respect to the report of the Board of Directors, our responsibility also includes considering whether the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

In our opinion, the information in the report of the Board of Directors is consistent with the information in the financial statements and the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor’s report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Helsinki February 7, 2024

KPMG OY AB

JUSSI PASKI
Authorised Public Accountant, KHT

Corporate Governance Statement 2023

INTRODUCTION

Lifeline SPAC I Plc’s corporate governance complies with the company’s Articles of Association, the Finnish Companies Act and other laws and regulations governing the company. In addition, the company complies with the Corporate Governance Code of Finnish listed companies that entered into force on 1 January 2020. The Corporate Governance Code is available at the Securities Market Association’s website at https://www.cgfinland.fi/en/. As of its listing, Lifeline SPAC I has complied with the Corporate Governance Code without departures in financial years 2021, 2022 and 2023.

This Lifeline SPAC I’s Corporate Governance Statement pursuant to the Corporate Governance Code has been prepared as a report that is separate from the Board of Directors’ report. The statement has been discussed and approved by the company’s Board of Directors.

GENERAL MEETING

The ultimate decision-making power lies with Lifeline SPAC I’s General Meeting of shareholders. At the General Meeting, the shareholders of Lifeline SPAC I may exercise their right to speak, ask questions and vote in matters concerning the company. The General Meeting makes decisions on matters addressed to it by the Finnish Companies Act and the company’s Articles of Association. Key matters resolved by the General Meeting are adopting the financial statements, discharging the Board of Directors and the CEO from liability, deciding on the distribution of profit, electing the members of the Board of Directors and the auditors and deciding on their respective remuneration.

The company’s Annual General Meeting is held annually by the end of June. An Extraordinary General Meeting may be held for the purpose of dealing with a specific matter when deemed necessary by the Board of Directors or when requested in writing by the auditor or by shareholders representing at least one tenth of the company’s shares. The notice to the General Meeting is published on the company’s website and, if so decided by the Board of Directors, in one or more national newspapers selected by the Board of Directors at least three months and at the latest three weeks before the General Meeting. The invitation must however be sent at least nine days before the record date of the General Meeting defined in the Finnish Companies Act.

BOARD OF DIRECTORS

In accordance with the Articles of Association of Lifeline SPAC I, the Board of Directors of the company consists of from five to eight ordinary members. The company’s sponsors (Timo Ahopelto, Kai Bäckman, Petteri Koponen, Juha Lindfors) and the company’s founder-CEO Tuomo Vähäpassi have, until the acquisition and two years thenceforth, together the right upon written notice to the company to appoint two members of the Board, in aggregate. The General Meeting appoints the other from three to six ordinary members. The Board of Directors elects a Chair from among its members.

Tasks of the Board of Directors

The tasks and responsibilities of the company's Board of Directors are determined on the basis of the Finnish Companies Act as well as other applicable legislation. The Board of Directors has general authority to decide and act in all matters not reserved for other bodies by law or under the provisions of the Articles of Association. The general task of the Board of Directors is to see to the organisation and monitoring of the company's governance and operations. In all situations, the Board of Directors must act in accordance with the company's best interests.

In addition, the Board of Directors has approved a written Charter for itself, which defines the Board's key tasks, operating principles and meeting practices as well as an annual self-assessment of the Board's operations. According to the Charter, the key tasks of the Board of Directors include especially:

- monitoring the company's financial reporting, internal auditing and controls, risk management and related-party transactions;
- preparing a proposal concerning the election of an auditor and assessing the auditor's independence; and
- convening the Annual and Extraordinary General Meetings in addition to preparing proposals to the General Meeting.

Composition and diversity of the Board of Directors

The Annual General Meeting, held on 26 June 2023, resolved that the number of members on the company's Board of Directors is five. The company received on 30 May 2023 a written notice from the sponsors, pursuant to which Timo Ahopelto and Petteri Koponen act as the sponsor representatives in the company's Board of Directors. The Annual General Meeting, held on 26 June 2023, resolved to reappoint Alain-Gabriel Courtines, Caterina Fake and Irena Goldenberg to the Board of Directors.

According to the evaluation of independence in accordance with the Corporate Governance Code completed by the Board, Alain-Gabriel Courtines, Caterina Fake and Irena Goldenberg are independent of the company and significant shareholders. Timo Ahopelto and Petteri Koponen are not independent of the company or its major shareholders.

Diversity of the Board of Directors supports the vision and the long-term objectives of the company. Each Board member must have the competence required by the position and the possibility to devote a sufficient amount of time to attending to the duties. Diversity of the Board of Directors is supported by a broad age range, gender composition, geographical coverage and professional and educational background of its members. The goal is to promote gender equality in the selection of Board members. When electing Board members, the objective is to ensure that the Board of Directors as a whole enables the Board of Directors to see to its duties efficiently. Out of the five Board members, two are female and three are male, representing three different nationalities.

Board meetings

In 2023, the Board of Directors held 32 meetings. The attendance rate of the Board members at the meetings during the financial year 2023 was 71 %.

Information about Board members and their shareholdings

Name	Personal information	Shareholding in Lifeline SPAC I on 31 December 2023[1]	Attendance at Board meetings
Timo Ahopelto	Chair of the Board of Directors since 2021 Member of the Sponsor Committee since 2021 Born: 1975 Education: Master of Science in Industrial Engineering Main occupation: Partner of Lifeline Ventures Not independent of the company or its major shareholders	394,302 series B shares; 446,875 sponsor warrants	12/32
Alain-Gabriel Courtines	Vice Chair of the Board of Directors since 2021 Born: 1971 Education: Master of Business Administration (MBA) Main occupation: Investment and board professional Independent of the company and its major shareholders	97,058 series B shares; 109,999 sponsor warrants	32/32
Caterina Fake	Member of the Board of Directors since 2021 Born: 1969 Education: Bachelor of Arts Main occupation: Partner of Yes VC Independent of the company and its major shareholders	97,058 series B shares; 109,999 sponsor warrants	27/32
Irena Goldenberg	Member of the Board of Directors since 2021 Born: 1979 Education: Master of Business Administration (MBA) Main occupation: Partner of Highland Europe Independent of the company and its major shareholders	97,058 series B shares; 109,999 sponsor warrants	31/32
Petteri Koponen	Member of the Board of Directors since 2021 Member of the Sponsor Committee since 2021 Born: 1970 Education: Studies in Technology and Economics Main occupation: Partner of Lifeline Ventures Not independent of the company or its major shareholders	394,302 series B shares; 446,875 sponsor warrants	12/32

1) Including shareholdings through controlled entities.

Committees

The Board of Directors of Lifeline SPAC I has established one Committee, Sponsor Committee. The Board of Directors is responsible for taking care of the compulsory duties of the Audit Committee.

Sponsor Committee

The Board of Directors of the company has established a Sponsor Committee to evaluate acquisition targets and make proposals to the company’s Board of Directors regarding possible acquisition targets.

The Committee has no independent decision-making authority; it functions as a preparatory body, and the matters it addresses are brought to be decided on by the Board of Directors.

Ilkka Paananen (Chair), Timo Ahopelto, Kai Bäckman, Petteri Koponen and Juha Lindfors act as the members of the company's Sponsor Committee. In 2023, the Sponsor Committee held 7 meetings. The attendance rate of the Sponsor Committee members at the meetings during the financial year was 80%.

Information about Sponsor Committee members and their shareholdings

Name	Personal information	Shareholding in Lifeline SPAC I on 31 December 2023[1]	Attendance at Sponsor Committee meetings
Ilkka Paananen	Chair of the Sponsor Committee since 2021 Born: 1978 Education: Master of Science in Industrial Management Main occupation: CEO of Supercell Oy	50,000 series A shares; 194,118 series B shares; 220,003 sponsor warrants	4/7
Timo Ahopelto	Member of the Sponsor Committee since 2021 Born: 1975 Education: Master of Science in Industrial Engineering Main occupation: Partner of Lifeline Ventures	394,302 series B shares; 446,875 sponsor warrants	7/7
Kai Bäckman	Member of the Sponsor Committee since 2021 Born: 1975 Education: Studies in Technology Main occupation: Startup entrepreneur	394,302 series B shares; 446,875 sponsor warrants	4/7
Petteri Koponen	Member of the Sponsor Committee since 2021 Born: 1970 Education: Studies in Technology and Economics Main occupation: Partner of Lifeline Ventures	394,302 series B shares; 446,875 sponsor warrants	6/7
Juha Lindfors	Member of the Sponsor Committee since 2021 Born: 1973 Education: Master's Degree in Economics Main occupation: Partner of Lifeline Ventures	394,302 series B shares; 446,875 sponsor warrants	7/7

1) Including shareholdings through controlled entities.

CEO AND MANAGEMENT TEAM

CEO

The company’s Board of Directors appoints the CEO and decides on the terms of their service contract and remuneration. The CEO shall see to the executive management of the company in accordance with the instructions and orders given by the Board of Directors.

Management Team

The company’s Management Team comprises the CEO and CFO. The Management Team supports the CEO, is responsible for the development and operational activities of the company and the business activities in accordance with the objectives set by the Board of Directors and the CEO. The Management Team assists the CEO in preparing the strategy, operating principles and other business operations and the company's common affairs among other things. The CEO acts as a Chair of the Management Team.

Information about the Management Team and their shareholdings

Name	Personal information	Shareholding in Lifeline SPAC I on 31 December 2023[1]
Tuomo Vähäpassi	CEO since 2021 Born: 1969 Education: Master of Laws	35,000 series A shares 375,000 series B shares 425,000 founder warrants
Mikko Vesterinen	CFO since 2021 Born: 1983 Education: Master’s Degree in Economics	404 series A shares 62,500 series B shares 70,833 founder warrants

1) Including shareholdings through controlled entities.

RISK MANAGEMENT, INTERNAL CONTROL AND AUDIT

Risk management

The company’s risk management is guided by the risk management policy approved by the Board of Directors. The objective of risk management in the company is to ensure the continuity of the business and the operational capability of the company in all identifiable risk scenarios. The principle is to identify risks, assess their magnitude and significance, define risk mitigation measures and decide on their implementation and monitor their effects.

The company uses a risk assessment and monitoring model and conducts a comprehensive risk assessment annually, in which the most significant risks to the company’s strategy and other objectives are assessed, as well as their probability and impact on business and risk management measures are monitored. If necessary, the risk assessments are updated, for example, for the risk assessments in the interim reports. The Board of Directors is responsible for the company’s risk management.

Internal control and audit

Internal control is essential in ensuring the company's operating capability, a critical component in risk management, and it enables creating and maintaining the company's value. The purpose of internal control is to protect the company's and its business units' resources from misuse, ensure the appropriate authorisation of business transactions, support management of IT systems, and ensure the reliability of financial reporting. Internal control is a process which enables minimising the probability of mistakes related to accounting.

The company does not have a separate internal audit function. The company's management is responsible for the internal control system. The Board of Directors may use external experts to conduct separate evaluations of the control environment or control functions. The audit plan of the company's external auditor defined by the company may account for the fact that the company does not have a separate function for organising the internal audit.

The basis of financial control is formed by the controls included in operational processes, which enable fast detections of deviations and rapid reactions to them. An important part of the financial control is monthly reporting by the management. The metrics followed in the monthly reporting have been set so that they support the company in reaching its targets and highlight possible issues that require controlling actions. Due to the nature of the business, budgeting in its traditional form is not used by the company.

INSIDER ADMINISTRATION AND MANAGERS' TRANSACTIONS

The company complies with the provisions of the EU Market Abuse Regulation (EU 596/2014, as amended, the "MAR") and the lower-level regulations issued thereunder, the Finnish Securities Markets Act, guidelines issued by competent authorities and the Guidelines for Insiders issued by Nasdaq Helsinki Ltd. In addition, the company's Board of Directors has approved the company's internal insider guidelines based on the guidance of Nasdaq Helsinki Ltd.

The company maintains project-specific insider lists for each project constituting inside information, as defined in insider provisions, based on the Guidelines for Insiders of Nasdaq Helsinki Ltd and the company's own internal guidelines. The person responsible for the company's insider matters is the company's CFO.

Lifeline SPAC I maintains a list on its managers and persons closely associated with them (related parties). The list is not public. The company has determined the members and deputy members of the Board of Directors, the CEO and their deputy, members of the Management Team and members of the Sponsor Committee as managers defined in the Market Abuse Regulation. Each manager and their related parties are obligated to report to the company and the Finnish Financial Supervisory Authority all transactions made with Lifeline SPAC I's financial instruments. The company publishes these transactions in a separate stock exchange release. The total shareholding of each manager is annually published as part of the Corporate Governance Statement according to the Corporate Governance Code.

The company complies with the MAR trading ban on managers (closed window). In addition, the company has separately identified persons who contribute to the preparation of the company's financial reports or who have access to information pertaining to this and who are not allowed to directly or indirectly trade in or to conclude on their own behalf or on the behalf of a third party any transactions that relate to the company's shares or any debt instruments or to related derivatives or other financial instruments (closed window). The closed window period begins 30 days before the publication of the financial statements report or interim reports and ends on the day following their publication.

PRINCIPLES FOR RELATED PARTY TRANSACTIONS

Lifeline SPAC I evaluates and monitors the transactions with its related parties and maintains a list of its related parties. The company's Board of Directors decides on significant related party transactions that are not part of the company's ordinary course of business or not carried out on arm's-length terms. The company reports related party transactions annually in its financial statements and, if necessary, discloses related party transactions in accordance with the MAR, the Finnish Securities Markets Act and the rules of Nasdaq Helsinki Ltd.

AUDITING

In accordance with its Articles of Association, Lifeline SPAC I shall have an auditor that shall be an auditing firm approved by the Patent and Registration Office. The auditor's term of office ends at the end of the next Annual General Meeting following election.

The company's current auditor is KPMG Oy Ab, Authorised Public Accountants, with Jussi Paski acting as the auditor with principal responsibility.

In 2023, the audit fees paid to the auditor amounted to EUR 8,070 and the fees related to other non-audit services totalled EUR 417,167.09.

Remuneration Report 2023

INTRODUCTION

This Lifeline SPAC I's remuneration report has been prepared in accordance with the Corporate Governance Code of Finnish listed companies that entered into force on 1 January 2020.

This remuneration report presents information on the remuneration of Lifeline SPAC I's Board of Directors and CEO in financial year 2023. Comparative information for years preceding 2021 cannot be presented as the company was founded in 2021.

Lifeline SPAC I's Annual General Meeting on 26 June 2023 approved the remuneration report presented to it for the financial year from 1 January to 31 December 2022. The presentation of this report is consistent with the previous financial year's report.

Since 2022, the remuneration of Lifeline SPAC I's governing bodies has been based on a Remuneration Policy, which was approved by the Annual General Meeting of the company on 18 May 2022. The company has complied with its remuneration policy without departures in the financial year 2023.

The current Remuneration Policy will be applied until the Annual General Meeting of 2026, unless the Board of Directors decides to present it to the Annual General Meeting earlier. The purpose of the Remuneration Policy is to support the company's strategic goals and promote its competitiveness and long-term financial success. The objective of the remuneration is to encourage and reward the management for work that is in line with the company's strategy at a given time and for compliance with the set rules, as well as to motivate them to strive for the success of the company and foster their long-term commitment to the company's goals.

The table below presents the remuneration of the Board of Directors and the CEO compared to the average remuneration of the company's employees in the financial years 2021, 2022 and 2023. The salaries, wages and fees presented in the table have accrued, for 2021, during the period of 1 October 2021 to 31 December 2021 and, for 2022 and 2023, during full financial year of 1 January to 31 December.

Average salaries, wages and fees, EUR	**2023**	**2022**	**2021**
Member of the Board of Directors(1	11,000	11,000	2,750
CEO	144,240	144,240	36,060
Personnel(2	108,240	108,240	27,060

1) Includes the Chair of the Board of Directors.
2) In financial years 2021, 2022 and 2023, the company had no other personnel than the CFO.

REMUNERATION OF THE BOARD OF DIRECTORS IN 2023

Name	Position	Board fees, EUR[1]
Timo Ahopelto	Chair of the Board of Directors	15,000
Alain-Gabriel Courtines	Vice Chair of the Board of Directors	10,000
Caterina Fake	Member of the Board of Directors	10,000
Irena Goldenberg	Member of the Board of Directors	10,000
Petteri Koponen	Member of the Board of Directors	10,000

1) The Board fees will be paid after the members' term of office has expired and consequently, hence Board fees accrued in 2023 were not fully paid to the Board members in financial year 2023.

The company's shareholders resolved in the Annual General Meeting, held on 26 June 2023, that the Chair of the company's Board of Directors is paid EUR 15,000 per year and the members of the Board of Directors EUR 10,000 per year.

No separate fees for the Board of Directors' meeting were paid to the members of Board of Directors during the financial year 2023.

The members of Lifeline SPAC I's Board of Directors did not receive shares or share-based benefits as remuneration in the financial year 2023.

REMUNERATION OF THE CEO IN 2023

Nimi	Fixed salary including fringe benefits subject to tax, EUR
Tuomo Vähäpassi	144,240

The monthly salary of the company's CEO is EUR 12,000 per month. In addition, the company's CEO is entitled to compensation for reasonable realised travel and accommodation expenses as well as other reasonable expenses arising from the work.