Lifeline SPAC I Plc

Business ID 3229349-3

Financial Statements Release

13 August – 31 December 2021

9 Mar 2022

13 August – 31 December 2021

- Lifeline SPAC I Plc ("Lifeline SPAC I" or the "Company") was established on 13 August 2021 and the Company was listed on the SPAC segment of the regulated market of Nasdaq Helsinki on 15 October 2021. The purpose of the Company is to complete an acquisition that meets the definition in accordance with the rules of the stock exchange (the "Acquisition") within 24-36 months of the listing.
- The Company raised EUR 100 million in gross proceeds in the initial public offering by issuing 10 million new series A shares (the "IPO"). 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.
- In connection with the IPO, the Company also issued series B shares, and Sponsor and Founder Warrants, with which the Company raised a total of approximately EUR 4.4 million in gross proceeds from its sponsors, members of the Board of Directors and management to finance certain costs of the IPO, the Company's operations and the activities in the search phase of the target company. The total costs of the IPO amounted to approximately EUR 1.9 million. At the end of the review period, the Company's cash & cash equivalents amounted to approximately EUR 2.0 million.
- The operating loss for the review period was EUR 7.0 million. EUR 6.8 million of the operating loss was due to the IFRS 2 treatment of subscriptions for Sponsor and Founder Warrants and series B shares. This recorded EUR 6.8 million one-off expense had no cash flow effect.
- The loss was EUR 7.2 million.

The figures in the Financial Statements Release are audited.

CEO Tuomo Vähäpassi:

"Lifeline SPAC I has continued to operate systematically following the IPO.

We have analysed a significant number of high-growth technology companies in Finland and other Nordic countries. In the more profound analysis the companies have, from the perspective of the Lifeline SPAC structure, been divided into three: potentially interesting, potentially interesting at a later date and non-interesting. The number of companies defined as potentially interesting has met or exceeded our expectations.

Post the IPO we have also been closely monitoring the decline in the valuation levels of listed companies, particularly in the technology sector. For instance, compared to the values that prevailed at the time of our IPO, BVP Nasdaq Emerging Cloud Index declined some 15% by the end of 2021 and over 30% by the end of February 2022 whereas the Goldman Sachs Non-Profitable Technology

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

Company Index declined 19% and 38% over the same time periods. Based on our overall assessment, we deem the said development for Lifeline SPAC I so far as fairly neutral.

There are currently certain uncertainties in the capital markets caused by, among other things, inflation and interest rate outlooks as well as by Russia's invasion of Ukraine. In this environment we believe that the adequate growth capital and long-term support offered by Lifeline SPAC I increase their relative value amongst our potential target companies."

Lifeline SPAC I

Lifeline SPAC I is a Finnish Special Purpose Acquisition Company founded for corporate acquisitions. We raised capital with an offering and listed on the SPAC segment of the regulated market of Nasdaq Helsinki. Our objective is to carry out an acquisition within 24-36 months from the IPO.

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 partners of the Lifeline Ventures venture capital firms[3] Timo Ahopelto, Kai Bäckman, Petteri Koponen and Juha Lindfors (the "Sponsors").

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.

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.

[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

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 13 August – 31 December 2021 was EUR 7.0 million and the loss for the financial period was EUR 7.2 million. Earnings per share (basic and diluted) was EUR -4,27[4]. Typically for a SPAC company in the search phase, the Company had no revenue during the financial period.

The majority of the Company's operating expenses consisted of personnel expenses, as a result of the treatment of subscriptions for Sponsor and Founder Warrants and series B shares made by the Company's Sponsors, members of the Board of Directors and management as transactions under IFRS 2 Share-based Payments. The Company recorded a total of approximately EUR 6.8 million expenses in employee benefits from the difference between the subscription prices and the fair values of the warrants and the series B shares. This one-off expense had no cash flow effect.

The Company's other operating expenses, totalling EUR 0.1 million, consisted mainly of administrative services related to company's operations.

The Company's financial expenses, totalling EUR 0.2 million, consisted mainly of costs related to the IPO, which had been allocated as an expense to the financial period.

The Company's return on equity during the financial period was -366.2%[5].

Financial Position and Cash Flow

Lifeline SPAC I's balance sheet total on 31 December was EUR 102.2 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. 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 current and non-current financial liabilities and measured at amortised cost using the effective interest rate method.

At the end of the financial period, the Company's cash and bank receivables were EUR 2.0 million. If the Company needs additional working capital for the search of the target company and its operations,

[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)

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 -0.4 million. There was no cash flow from investing activities during the financial period. Cash flow from financing activities totalled EUR 2.4 million, consisting of proceeds raised through the IPO, deposit to the escrow account, proceeds raised through subscriptions for Sponsor and Founder Warrants and series B shares by the Company's Sponsors, members of the Board of Directors and management, as well as the total cost of the IPO.

At the end of the financial period, the Company's equity ratio was 3.8%[6] and shareholders' equity per share was EUR 1.57[7].

Shares, Shareholders and Share Price Development

Lifeline SPAC I's share capital was EUR 80,000 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.

The average weighted number of series B shares during the financial period was 1,685,616.

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 Company's listing prospectus, 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 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 2,987 shareholders on 31 December 2021. The twenty largest registered shareholders held a total of 69.7% of all the Company's shares. Nominee-registered shareholders held a total of 3.3% of all the Company's shares.

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[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

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	Anchor 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	Ahlstrom Invest B.V	700,000	0	700,000	5.60
5	Mandatum Life Insurance Company Limited	515,514	0	515,514	4.12
6	TSOEH Oy	35,000	375,000	410,000	3.28
7	Heikintorppa Oy	400,000	0	400,000	3.20
8	Wipunen Varainhallinta Oy	400,000	0	400,000	3.20
9	TA Ventures Oy	0	394,302	394,302	3.15
10	Långdal Ventures Oy	0	394,302	394,302	3.15
11	Decurion Ventures Oy	0	394,302	394,302	3.15
12	Sofki Oy	0	394,302	394,302	3.15
13	Sijoitusrahasto Visio Allocator	324,338	0	324,338	2.59
14	Säästöpankki Korko Plus-Sijoitusrahasto	310,000	0	310,000	2.48
15	Illusian Oy	50,000	194,118	244,118	1.95
16	Sijoitusrahasto Säästöpankki Pienyhtiöt	230,000	0	230,000	1.84
17	Kaleva Mutual Insurance Company	210,000	0	210,000	1.68
18	Julius Tallberg Corp.	175,000	0	175,000	1.40
19	Op-alternative Portfolio -erikoissijoitusrahasto	170,000	0	170,000	1.36
20	Livränteanstalten Hereditas	150,000	0	150,000	1.20
	20 largest shareholders in total	**6,569,852**	**2,146,326**	**8,716,178**	**69.73**

During the review period, the highest share price of the series A shares of Lifeline SPAC I on Nasdaq Helsinki was EUR 13.50, the lowest EUR 10.52, and the volume-weighted average price EUR 12.04. At the end of the review period, the closing price of the share was EUR 13.00, and the total market value of series A shares was EUR 130 million[8]. A total of 0.8 million series A shares were traded on Nasdaq Helsinki during the review period, corresponding to 7.6% of all series A shares.

In addition to series A and B shares, the Company issued a total of 2,833,333 Sponsor and Founder Warrants during the review period, 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 Company's listing prospectus. If all of the issued Sponsor and Founder Warrants were exercised to subscribe new

[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, 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 Company's listing prospectus.

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

By unanimous resolution of the Company's shareholders on 28 September 2021, Timo Ahopelto, Alain-Gabriel Courtines, Caterina Fake, Irena Goldenberg and Petteri Koponen were elected to the Board of Directors of Lifeline SPAC I for a term beginning on 30 September 2021 and ending at the end of the next Annual General Meeting. Timo Ahopelto was elected as a Chairman and Alain-Gabriel Courtines as a Vice-Chairman.

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 resolve upon the issuance of new series A shares and/or of own series A shares held by the Company in one or more instalments against 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 10,000,000 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 deviation from the shareholders' pre-emptive subscription right. This authorisation was fully utilised in connection with the IPO in October 2021.
- 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

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

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 Board of Directors was authorised to decide on the repurchase of the Company's own series A shares in one or several tranches. The number of own shares to be repurchased shall not exceed 10,000,000 series A shares. The authorisation is effective for until 16 March 2023.

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 Company's unanimous shareholders resolved on 22 September 2021 to appoint Audit firm KPMG Oy Ab as the auditor of the Company and Authorised Public Accountant Turo Koila 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 2021**
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

For comments on the geopolitical uncertainty due to Russia's invasion on Ukraine, imposed sanctions and possible future sanctions and counter sanctions and their possible impacts on Lifeline SPAC I's operations, please see section "Events After the Reporting Period".

The risks and uncertainties related to Lifeline SPAC I's business are described in the listing prospectus. The key risks and uncertainties 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.

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

24-36 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 similar future outlook.

Board of Directors' Proposal for Profit Distribution and Annual General Meeting 2022

Applying Finnish Accounting Standards, Lifeline SPAC I's distributable funds on 31 December 2021 were EUR 102.1 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.

The Board of Directors proposes to the General Meeting that no dividend is distributed for the financial period ended 31 December 2021.

Lifeline SPAC I's Annual General Meeting is intended to be held on Wednesday 18 May 2022. The notice to the General Meeting will be published as a separate release.

Events After the Reporting Period

Lifeline SPAC I received a flagging notification from Mandatum Asset Management Ltd on 27 January 2022, in which the company stated that its direct and indirect holding in all shares and votes in Lifeline SPAC I Plc has exceeded the 5% threshold on 27 January 2022.

On 24 February 2022 Russia started a widespread invasion into Ukraine. As a consequence, the US, the EU and the UK amongst others have imposed sanctions targeting Russia's ability to access capital and financial markets, sanctioning numerous individuals and banks, as well as trading in general. These sanctions, possible counter sanctions and generally heightened uncertainties may create increased turbulence in the capital markets and impact Lifeline SPAC I's operations.

On 8 March 2022, the Company's Board of Directors approved an updated disclosure policy, which became effective immediately. The updated disclosure policy is available on the Company's website at https://www.lifeline-spac1.com/corporate-governance/disclosure-policy/.

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 21 March 2022 and will also be available on the Company's website at www.lifeline-spac1.com after its publication.

Lifeline SPAC I Plc

Business ID 3229349-3

Financial Statements

13 August – 31 December 2021

Financial Statements

Income Statement

EUR	Note	13.8.-31.12.2021
Revenue		-
Employee benefits expenses	10	**-6,860,987.75**
Share based payments		-6,761,749.89
Wages and salaries		-85,749.45
Social security expenses		-13,488.41
Other operating expenses	9	-129,420.12
Operating profit (-loss)		**-6,990,407.87**
Financial income and expenses		
Interest expense and other financial expenses	12	-205,978.90
Profit (-loss) before tax		**-7,196,386.77**
Profit (-loss) for the financial period		**-7,196,386.77**
Profit for the period attributable to the shareholders of the company		**-7,196,386.77**
Earnings per share	13	
Basic earnings per share		-4.27
Diluted earnings per share		-4.27

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

Notes are an integral part of the financial statements.

Balance Sheet

EUR	Note	31.12.2021
Assets		
Non-current assets		
Other receivables	14	100,000,000.00
Total non-current assets		**100,000,000.00**
Current assets		
Prepayments and other receivables	14	125,204.51
Accrued income	14	89,325.04
Cash and cash equivalents	15	2,033,952.52
Total current assets		**2,248,482.07**
Total assets		**102,248,482.07**
Equity and liabilities		
Equity		
Issued capital	16	80,000.00
Reserve for invested unrestricted equity	16	4,284,635.82
Retained earnings / accumulated deficit	16	-434,636.88
Total equity		**3,929,998.94**
Non-current liabilities		
Other financial liabilities (redeemable shares)	17	65,508,163.04
Total non-current liabilities		**65,508,163.04**
Current liabilities		
Other financial liabilities (redeemable shares)	17	32,754,081.52
Accounts payable and other liabilities	17	56,238.57
Total current liabilities		**32,810,320.09**
Total liabilities		**98,318,483.13**
Total equity and liabilities		**102,248,482.07**

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
13.8.2021		0.00	0.00	0.00	0.00
Issues of shares (B-series) and warrants	16	80,000.00	4,284,635.82	0.00	4,364,635.82
Share based payments	11	0.00	0.00	6,761,749.89	6,761,749.89
Profit for the period	16	0.00	0.00	-7,196,386.77	-7,196,386.77
31.12.2021		**80,000.00**	**4,284,635.82**	**-434,636.88**	**3,929,998.94**

Notes are an integral part of the financial statements.

Statement of Cash Flows

EUR	**13.8.-31.12.2021**
Cash flow from operating activities	
Profit / loss for the financial period	-7,196,386.77
Share based payments (personnel expenses)	6,761,749.89
Other adjustments*	205,865.07
Change in working capital	-158,290.98
Total cash flow from operating activities	**-387,062.79**
Cash flow from investment activities	0.00
Total cash flow from investment activities	0.00
Cash flow from financing activities	
Issue – Establishment of the company	25.00
Issue - A-series shares	100,000,000.00
Issue - B-series shares	99,860.00
Issue – founder warrants	10,500.00
Issue – sponsor warrants	4,254,250.82
Share offering expenses	-1,943,620.51
Transfer to escrow account	-100,000,000.00
Total cash flow from financing activities	**2,421,015.31**
Change in cash and cash equivalents	2,033,952.52
Change in cash and cash equivalents at the beginning of the period	0.00
Change in cash and cash equivalents at the end of the period	2,033,952.52
Change	2,033,952.52

* 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 ja Juha Lindfors (together the "Sponsors"). At the end of financial period all of the Company's Sponsors were 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 is 13.8.2021-31.12.2021 and its registered financial year is calendar year.

The Company has not had any other business operations than administration related to establishing SPAC entity and identifying 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 24 months of the listing. The Company's investment strategy includes identifying and making Acquisitions that generate significant long-term financial added value for shareholders. If necessary, the Company may apply to the shareholders for consent for an additional period of 12 months through the Annual General Meeting if the implementation of the Acquisition so requires. 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,

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

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.

2. Basis of Preparation

Basis of preparation and adoption of IFRS

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, 2021.

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

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

The Company's financial statements as of 31 December 2021 cover company's first financial period and thus, there are no comparative periods.

The Company does not prepare separate FAS financial statements.

The Company has not had any other business operations than administrative related to the establishment of SPAC entity during the reporting period and Acquisition process. The Company does not have separately reportable segments. The Company's cash flows are mainly related to the funds raised in connection with the IPO and the costs related to the IPO.

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 balance sheet 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 re-assessing 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

Financial assets are classified at fair value through profit and loss when the financial assets are held for trading and when the collection of cash flows are not based on payments of principal and interest and do not pass the SPPI test. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or 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)

Debt instruments are classified and measured at fair value through other comprehensive income if the objective of holding the financial asset fulfils both to collect contractual cashflows and to sell the financial assets, and if the cash flows are solely payments of principal and interest. Interest income is recognised in the income statement using the EIR method. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recorded in profit or loss.

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

On initial recognition, the Company can make an irrevocable election to classify and measure its equity investments designated at fair value through other comprehensive income when these instruments are not held for sale and when these financial instruments fulfil the requirements of investments to equity instruments under IAS 32. Gains and losses on these financial assets are never reversed to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in 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

Financial liabilities measured at fair value through profit and loss include financial liabilities are held for trading and financial liabilities designated upon initial recognition at fair value through profit and loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Currently the Company does not hold any derivative instruments.

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 the loss of the financial year due to uncertainty of its recoverability.

Reconciliation of income tax expense to the provisional estimated amount (EUR)	
Profit before taxes	-7,196,386.77
Tax at the rate of 20%	1,439,277.35
- Share based payments	-1,352,349.98
- Accrued financing costs	347,551.09
- Losses that are not recognized as tax assets	-434,478.46
Tax expense	0.00
Losses that are not recognized as tax assets	-2,172,392.32
Tax effects 20 %	434,478.46

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 management's estimates and judgements mainly relate to the fair value of share-based payments and estimated time of de-spac.

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	**13.8.-31.12.2021**
Other expenses	-129,420.12
Total other operating expenses	**-129,420.12**

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

EUR	**13.8.-31.12.2021**
Statutory audit	15,000.00
Other services	25,000.00
Total	**40,000.00**

10. Employee Benefits Expenses

During the financial period, the Company's employees consisted of CEO and CFO. Employee benefits expenses mainly consists of Founder and Sponsor warrants and series B shares that were offered to the personnel and the Sponsors and presented according to IFRS 2. Share based payments are fully earned at the time of granting and the impact has been booked to financial years expenses. Detailed information about share based payments is presented in note 11

EUR	**13.8.-31.12.2021**
Wages and salaries	-85,749.45
Pension costs – defined contribution plans	-11,140.68
Other employee benefit expenses	-2,347.73
Share based payments	-6,761,749.89
Total Employee benefits expenses	**-6,860,987.75**

11. Share Based Payments

Subscriptions of shares and warrants (excluding series A shares) made by the Company's Sponsors, members of the Board of Directors and the management have been considered as transactions under IFRS 2 – Share-based payments.

On 3 September 2021 the Company's shareholders unanimously decided to issue a total of 1,050,000 Founder Warrants to be subscribed to TSOEH Oy (Tuomo Vähäpassi's related party company) and Mikko Vesterinen. The subscription price per warrant EUR was 0.01 and the total amount of net subscription for all warrants was EUR 10,500.00. The subscription price was recorded in the Company's invested unrestricted equity fund. The subscription of warrants are transactions subjects to IFRS 2 Share-Based Payment. The fair value of Founder Warrants was determined to be EUR 0,34 per warrant using modified Black & Scholes -option pricing model. The difference between subscription price of Founder Warrants and the fair value, EUR 346,500.00, was recorded as the Company's employee benefits expenses during the financial period 13.8.-31.12.2021.

On 28 September 2021 the Company's shareholders unanimously decided to issue private share offering for a total of 2,014,708 of the company's new series B-shares to be subscribed to TA Ventures Oy (Timo Ahopelto's related party company), Decurion Ventures Oy (Kai Backman's related party company), Sofki Oy (Petteri Koponen's related party company), Långdal Ventures Oy (Juha Lindfors' related party company), TSOEH Oy (Tuomo Vähäpassi's related party company) and Mikko Vesterinen. The subscription price per share was EUR 0.04 and the total amount of net subscription for all new shares was EUR 80,448.32. EUR 80,000.00 of the subscription price was recorded in the Company's share capital and the remaining part of the subscription of the amount EUR 448.32 was recorded as the Company's invested unrestricted equity fund. The Company used these issues of shares as a mean to finance its working capital. The subscriptions of series B shares are transactions subjects to IFRS 2 Share-Based Payment. The fair value of series B shares, EUR 3.10 per share, was determined by using certain assumptions, amongst others, related to the share price development of series A shares of the Company. The difference between the fair value and the subscription price of series B shares, in total EUR 6,165,006.48 was recorded as the Company's employee benefits expenses during the financial period 13.8.-31.12.2021.

On 28 September 2021 the Company's shareholders unanimously decided to issue 329,672 Sponsor Warrants to TA Ventures Oy (Timo Ahopelto's related party company), Decurion Ventures Oy (Kai Backman's related party company), Sofki Oy (Petteri Koponen's related party company) and Långdal Ventures Oy (Juha Lindfors' related party company). The subscription price per warrant was EUR 1.82 and the total amount of net subscription for all Sponsor Warrants was EUR 600,003.04. The subscription price was recorded in the Company's invested unrestricted equity fund. The Company used these issues of Sponsor Warrants to finance its working capital. Warrant subscriptions made by subscriber of Sponsor Warrants are transactions subject to IFRS 2 Share-Based Payment. The fair value of Sponsor Warrants was determined to be EUR 1.37 per warrant by using a modified Black &

Scholes -option pricing model. The difference between the subscription price of Sponsor Warrants and the fair value, in total EUR 148,352.40, was recorded as a reduction of the Company's employee benefits expenses during the financial period 13.8.-31.12.2021.

On 28 September 2021 the Company's shareholders unanimously decided upon directed share issuance in total of 485,292 new series B shares to be subscribed to Alain-Gabriel Courtines, Caterina Fake, Irena Goldenberg and Ilkka Paananen. The subscription price per series B share was EUR 0.04 and the total amount of net subscription price for all series B shares was EUR 19 411,68 which was recorded into the Company's invested unrestricted equity fund. The Company uses these issues of new shares to finance its working capital. The subscriptions of series B shares are transactions subject to IFRS 2 Shared-Based Payment. The fair value of B-shares was determined to be EUR 3.10 per share based on certain assumptions related to the share price development of the Company's series A shares. The difference between the fair value and the subscription price of series B shares, in total EUR 1,484,993.52 was recorded as the Company's employee benefits expenses during the financial period 13.8.-31.12.2021.

On 28 September the Company's shareholders unanimously decided to issue 2,007,828 Sponsor Warrants to be subscribed by TA Ventures Oy (Timo Ahopelto's related party company), Decurion Ventures Oy (Kai Backman's related party company), Sofki Oy (Petteri Koponen's related party company), Långdal Ventures Oy (Juha Lindfors' related party company), Alain-Gabriel Courtines, Caterina Fake, Irena Goldenverg and Ilkka Paananen. The subscription price per warrant was EUR 1.82 and the total subscription price of Sponsor Warrants was EUR 3,654,246.96. The subscription price was recorded to the Company's invested unrestricted equity fund. The Company used these issues of Sponsor Warrants as a mean to finance its working capital. The subscriptions of Sponsor Warrant are transactions subject to IFRS 2 Shared-Based Payment. The fair value of Sponsor Warrants was determined to be EUR 1.37 per warrant by using a modified Black & Scholes -option pricing model. The difference between the subscription price of Sponsor Warrants and the fair value, in total EUR 903,522.60, was recorded as a reduction of the Company's employee benefits expenses during the financial period 13.8.-31.12.2021.

On 28 September TSOEH Oy (Tuomo Vähäpassi's related party company) and Mikko Vesterinen returned a total of 554,167 Founder Warrants to the Company without compensation. It was decided to cancel the returned warrants by a unanimous decision of the shareholders. The warrant subscriptions originally made by the subscribers of the Founder Warrants were transactions subject to IFRS 2 Share-based Payment. The original fair value of Founder Warrants at the subscription date was determined to be EUR 0.34 per warrant by using a modified Black & Scholes -option pricing model. The fair value of the returned Founder Warrants, in total EUR 182,875.11, was recorded as a reduction of the Company's employee benefits expenses during the financial period 13.8.-31.12.2021.

Main valuation criteria for share-based payments

Valuation of series B shares	
Number of shares	2,500,000
Yield expectation, p.a.	6%
Period, years	5
Volatility	34%
Starting price, EUR	8.00
Value of series B share at the Acquisition	4.31
De-Spac probability	90%
Time to de-Spac, years	2
IPO’s probability	90%
Adjusted value of series B share before the IPO, EUR	3.10

Valuation of warrants	
Share price, EUR	10.00
Exercise price, EUR	12.00
Period, years	5
Volatility	34%
Discount rate, p.a.	5.90%
De-Spac probability	90%
IPO’s probability	90%
Adjusted value of a Sponsor Warrant at time of subscription, EUR	1.37
Founder Warrant’s discount to Sponsor Warrants	-25%
Adjusted value of a Founder Warrant at time of subscription, EUR	0.34

12. Financial Income and Expense

EUR	**13.8.-31.12.2021**
Interest expenses from financial liabilities measured at amortised cost	-205,865.07
Other financing expenses	-113.83
Total financial expenses	**-205,978.90**

13. 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

EUR	**31.12.2021**
Profit for the period attributable to the shareholders of the Company	-7,196,386.77
Weighted average number of ordinary shares, basic and diluted (series B shares)	1,685,616
Earnings per share, basic	**-4.27**
Earnings per share, diluted	**-4.27**
Potential future shares that have no dilutive impact	
Redeemable series A shares	10,000,000
Series A and B warrants	2,833,333
Total	**12,833,333**

14. Receivables

EUR	**31.12.2021**
Non-current asset	
Other receivables	100,000,000.00
Total	**100,000,000.00**

EUR	**31.12.2021**
Current assets	
Other receivables	125,204.51
Accrued income	89,325.04
Total	**214,529.55**

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 100 million. Due to a negative reference rate, the Company pays 0.5 % interest for the funds deposited to the escrow account starting from 1 January 2022.

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. The completion of the Acquisition within the next 12 months is uncertain and therefore the funds deposited on the escrow account have been classified as non-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.

15. 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	**31.12.2021**
Cash and cash equivalents	2,033,952.52
Total	**2,033,952.52**

16. Equity

Equity and capital reserves

Total amount of equity and capital reserves at the end of the financial period 31.12.2021 was EUR 3,929,998.94.

Number of shares

Total number of shares in the beginning of the financial period *	**1,000**
Own shares held in the beginning of the financial period	0
Share issue *	2,500
Issue of series A shares	10,000,000
Issue of series B shares	2,496,500
Total number of shares at the end of the financial period	**12,500,000**
Own shares held at the end of the financial period	0
Shares outstanding at the end of the financial period	**12,500,000**

* The Company's 3,500 shares were converted into series B shares in connection with the change of the Company's Articles of Association.

Number of warrants

	Number of warrants	**Average exercise price, EUR**
Total outstanding at the beginning of the financial period	**0**	**-**
Granted during the financial period	3,387,500	12.00
Returned/forfeited during the financial period	-554,167	12.00
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	**31.12.2021**
Reserve for invested non-restricted equity	104,284,635.82
Retained earnings	-2,172,392.32
Distributable equity (FAS)	**102,112,243.50**

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 principles outlined by the Finnish Limited Liability Companies Act and the Finnish Accounting Standards.

Shares and warrants

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 10,000,000 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. The Board of Directors utilised this authorisation fully in connection with the for IPO in October 2021.

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.

On 28 September 2021 the unanimous shareholders decided to authorize the Board of Directors to decide on the repurchase of the Company's own series A shares and series B shares in one or several tranches. The number of own shares to be repurchased shall not exceed 10,000,000 series A shares. Authorisation is effective until 16th March 2023.

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 a 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 review period, 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.

17. Liabilities

EUR	**31.12.2021**
Non-current liabilities	
Other financial liabilities (redeemable shares)	65,508,163.04
Non-current liabilities total	**65,508,163.04**

EUR	**31.12.2021**
Current liabilities	
Other financial liabilities (redeemable shares)	32,754,081.52
Accounts payables	26,372.22

Accrued expenses	29,866.35
Current liabilities total	**32,801,320.09**

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 Acquisition may be completed within 12 months, 1/3 of the subscription prices were recorded as current debt of the Company and 2/3 as non-current debt of the Company. Issue expenses deducted from subscription price were total EUR 1,943,620.31 and annual effective interest rate for 24 month period is 0.98%.

18. Contingent Liabilities

Company has no contingent liabilities at the reporting date.

19. 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 20.

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.

20. 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 shareholders of the Company have made a unanimous decision on 28 September 2021 that the Chairman of the company's Board of Directors be paid an annual remuneration of EUR 15,000 and each member of the Board 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 earned during financial period

EUR	**Salaries and remuneration***	**Share-based payments**
Board of Directors		
Alain-Gabriel Courtines	2,500.00	247,497.93
Caterina Fake	2,500.00	247,497.93
Irena Goldenberg	2,500.00	247,497.93
Petteri Koponen	2,500.00	1,005,470.27
Timo Ahopelto, Chair of the Board	3,750.00	1,005,470.37
CEO		
Tuomo Vähäpassi	36,060.00	1,287,755.00

* Remuneration of board of directors is paid after the ending of the term and thus no remuneration has been paid out during the financial period 2021.

According to Lifeline SPAC I Plc's Remuneration Policy that will be presented to Annual General Meeting on 18 May 2022, Board members or management have not received remuneration shares during the financial year 2021. The Company's sponsors, board members and management subscribed shares and warrants that have been considered as share based benefit under IFRS 2 (except series A shares) (note 11) and have been included in table above.

21. 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.

22. 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 is applying simplified method under IFRS 9 for booking of provision for expected credit losses. Of all accounts receivables and receivables from contracts, expected credit loss is booked for entire validity period.

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 102 million. Danske Bans A/S's rating for deposits is A+. The Company has estimated that the expected credit loss is EUR 0.0 million and no credit loss provisions have been booked at 31.12.2021

Interest rate risk

The Company's deposits are subject to interest rate risk. According to an agreement, the Company pays starting from 1.1.2022 interest for the amounts deposited on the escrow account if reference rate is negative. Interest is based on ECB's reference rate that was -0.5% at the end of reporting period 31.12.2021

Interest rate risk (EUR million)	**2022**
1 % increase in interest rate impact on profit before tax	+0.5
1 % decrease in interest rate impact on profit before tax	-1.0

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 31.12.2021 is sufficient to cover the Company's needs for at least the following 12 (twelve) months. 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 for the target companies' research and to finalise the acquisition after listing.

23. Events after the Reporting Period

Lifeline SPAC I received a flagging notification from Mandatum Asset Management Ltd on 27 January 2022, in which the company stated that its direct and indirect holding in all shares and votes in Lifeline SPAC I Plc has exceeded the 5% threshold on 27 January 2022.

On 24 February 2022 Russia started a widespread invasion into Ukraine. As a consequence, the US, the EU and the UK amongst others have imposed sanctions targeting Russia’s ability to access capital and financial markets, sanctioning numerous individuals and banks, as well as trading in general. These sanctions, possible counter sanctions and generally heightened uncertainties may create increased turbulence in the capital markets and impact Lifeline SPAC I’s operations.

On 8 March 2022, the Company’s Board of Directors approved an updated disclosure policy, which became effective immediately. The updated disclosure policy is available on the Company’s website at