



Bone Therapeutics SA

Statutory auditor's report to the shareholders' meeting for the year ended 31 December 2020 - Annual accounts

The original text of this report is in French

Statutory auditor's report to the shareholders' meeting of Bone Therapeutics SA for the year ended 31 December 2020 - Annual accounts

In the context of the statutory audit of the annual accounts of Bone Therapeutics SA (the "company"), we hereby submit our statutory audit report. This report includes our report on the annual accounts and the other legal and regulatory requirements. These parts should be considered as integral to the report.

We were appointed in our capacity as statutory auditor by the shareholders' meeting of 12 June 2019, in accordance with the proposal of the board of directors ("bestuursorgaan" / "organe d'administration") issued upon recommendation of the audit committee and presentation of the works council. Our mandate will expire on the date of the shareholders' meeting deliberating on the annual accounts for the year ending 31 December 2021. We have performed the statutory audit of the annual accounts of Bone Therapeutics SA for 14 consecutive periods.

Report on the annual accounts

Unqualified opinion

We have audited the annual accounts of the company, which comprises the balance sheet as at 31 December 2020 and the income statement for the year then ended, as well as the explanatory notes. The annual accounts show total assets of 26 094 (000) EUR and the income statement shows a loss for the year ended of 13 250 (000) EUR.

In our opinion, the annual accounts give a true and fair view of the company's net equity and financial position as of 31 December 2020 and of its results for the year then ended, in accordance with the financial reporting framework applicable in Belgium.

Basis for the unqualified opinion

We conducted our audit in accordance with International Standards on Auditing (ISA), as applicable in Belgium. In addition, we have applied the International Standards on Auditing approved by the IAASB applicable to the current financial year, but not yet approved at national level. Our responsibilities under those standards are further described in the "Responsibilities of the statutory auditor for the audit of the annual accounts" section of our report. We have complied with all ethical requirements relevant to the statutory audit of the annual accounts in Belgium, including those regarding independence.

We have obtained from the board of directors and the company's officials the explanations and information necessary for performing our audit.

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

Key audit matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts of the current period. This matter has been addressed in the context of our audit of the annual accounts as a whole and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Key audit matter	How our audit addressed the key audit matters
<p>Going concern</p> <ul style="list-style-type: none"> The annual accounts shows accumulated losses of 14 524 (000) EUR and the loss of the year equal 13 250 (000) EUR. The projected cash burn for 2021 has been assessed between 16 and 17 million EUR compared to a net cash position of 14,38 million EUR by the end of 2020. The Directors of the company are required to make a rigorous assessment of whether the company will remain in going concern for a period of at least twelve months as from the closing of the 2020 financials statements and assess whether there are any material uncertainty in relation to the going concern basis of preparation. The assessment of the liquidity risk has been identified as a key audit matter as it requires significant management judgment estimating the level of cash required for the twelve months period but also estimating the ability of the company to raise sufficient fund to be able to continue its activity. <p>Reference to disclosures</p> <p>We refer to the appendix C-cap 6.19 of the annual accounts</p>	<ul style="list-style-type: none"> We have assessed the governance, processes and internal controls put in place at company level to conclude over the use of the going concern assumption. We tested the design and implementation of these internal controls. We have spent audit effort to review and challenge the assumptions used by the management. We evaluated and tested the assumptions, methodologies and data used by the company in respect of projected future cash flows from operating, financing and investing activities. We assessed the reliability of the forecasted cash flows by comparing with the historical performance, analyzing the current cost structure, the commitments and the potential cash-in linked to agreements. We have also analysed into the details the plans of the company to obtain new sources of funding. We have assessed the historical accuracy and appropriateness of management's estimates both in terms of cash-flow forecast and in terms of realization of fund raises. We have deeply inquired over any material uncertainty to disclose in the financial statement. Finally, we have evaluated the disclosure about liquidity risk and the related going concern assumption.

Responsibilities of the board of directors for the preparation of the annual accounts

The board of directors is responsible for the preparation and fair presentation of the annual accounts in accordance with the financial reporting framework applicable in Belgium and for such internal control as the board of directors determines is necessary to enable the preparation of the annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the board of directors is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters to be considered for going concern and using the going concern basis of accounting unless the board of directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Responsibilities of the statutory auditor for the audit of the annual accounts

Our objectives are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue a statutory 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 ISA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts.

During the performance of our audit, we comply with the legal, regulatory and normative framework as applicable to the audit of annual accounts in Belgium. The scope of the audit does not comprise any assurance regarding the future viability of the company nor regarding the efficiency or effectiveness demonstrated by the board of directors in the way that the company's business has been conducted or will be conducted.

As part of an audit in accordance with ISA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the annual accounts, 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 an error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors;
- conclude on the appropriateness of the use of the going concern basis of accounting by the board of directors 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 statutory auditor's report to the related disclosures in the annual accounts 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 statutory 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 annual accounts, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

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

From the matters communicated to those charged with the audit committee, we determine those matters that were of most significance in the audit of the annual accounts of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes any public disclosure about the matter.

Other legal and regulatory requirements

Responsibilities of the board of directors

The board of directors is responsible for the preparation and the content of the directors' report on the annual accounts for the documents to be filed according to the legal and regulatory requirements, for maintaining the company's accounting records in compliance with the legal and regulatory requirements applicable in Belgium, as well as for the company's compliance with the Code of companies and associations and the company's articles of association.

Responsibilities of the statutory auditor

As part of our mandate and in accordance with the Belgian standard complementary to the International Standards on Auditing (ISA) as applicable in Belgium, our responsibility is to verify, in all material respects, the director's report on the annual accounts those documents to be filed according to the legal and regulatory requirements and compliance with certain obligations referred to in the Code of companies and associations and the articles of association, as well as to report on these matters.

Aspects regarding the directors' report

In our opinion, after performing the specific procedures on the directors' report on the annual accounts, the directors' report on the annual accounts is consistent with the annual accounts for that same year and has been established in accordance with the requirements of article 3:5 and 3:6 of the Code of companies and associations.

In the context of our statutory audit of the annual accounts we are also responsible to consider, in particular based on information that we became aware of during the audit, if the directors' report on the annual accounts is free of material misstatement, either by information that is incorrectly stated or otherwise misleading. In the context of the procedures performed, we are not aware of such material misstatement.

Statement on the social balance sheet

The social balance sheet, to be filed at the National Bank of Belgium in accordance with article 3:12, § 1, 8° of the Code of companies and associations, includes, both in form and in substance, all of the information required by this Code, including those relating to wages and training, and is free from any material inconsistencies with the information available to us in the context of our mission.

Statements regarding independence

- Our audit firm and our network have not performed any prohibited services and our audit firm has remained independent from the company during the performance of our mandate.
- The fees for the additional non-audit services compatible with the statutory audit of the annual accounts, as defined in article 3:65 of the Code of companies and associations, have been properly disclosed and disaggregated in the notes to the annual accounts.

Other statements

- Without prejudice to certain formal aspects of minor importance, the accounting records are maintained in accordance with the legal and regulatory requirements applicable in Belgium.
- The appropriation of results proposed to the general meeting is in accordance with the relevant legal and regulatory requirements.
- We do not have to report any transactions undertaken or decisions taken which may be in violation of the company's articles of association or the Code of companies and associations
- This report complies with the content of our additional report intended for the audit committee referred to in Article 11 of Regulation (EU) No 537/2014.
- The Board of Directors informed the shareholders, in accordance with article 7: 96 of the Code of companies and Associations, of the decision taken on February 11, 2020 relating to the approval of the recommendations of the nomination and remuneration committee relating to the bonus plan for 2019 as well as to the setting of the 2020 objectives concerning the bonus of mC4Tx SRL and of Finsys management SRL. However, the board did not comment on the amount of the annual bonus, but only on the percentage of achievement of the 2019 objectives.
- The Board of Directors informed the shareholders, in accordance with article 7: 96 of the Code of companies and associations, of the decision taken on May 5, 2020 relating to the approval of the granting of warrants within the framework of the SOP 2020 plan to mC4Tx SRL and Finsys management SPRL. The board approved the grant of 51,724 warrants to mC4Tx SRL and 12,000 warrants to Finsys management SRL.
- The Board of Directors informed the shareholders, in accordance with article 7: 96 of the Code of companies and associations, of the decision taken on October 29, 2020 relating to the issue and allotment of 99,832 warrants to members of the administrative body. The board of directors approved the allocation of warrants as recommended by the nomination and remuneration committee and asked mC4Tx SRL and Finsys Management SRL to finalize this transaction.

Signed at Liège.

The statutory auditor

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