

## **PCI Biotech Holding ASA (“PCI Biotech”) - Remuneration Report 2022**

### **Introduction**

PCI Biotech is a biopharmaceutical company utilising its innovative photochemical internalisation (PCI) technology platform to unlock the true potential of certain classes of innovative medicines, and develop new technologies and innovative products.

This remuneration report provides details on the remuneration of executive management for 2022 and 2021 and an outline of PCI Biotech Holding ASA’s guidelines for executive remuneration (the “remuneration guidelines”), adopted by the annual general meeting in May 2021 and implemented in 2021. The remuneration report has been prepared in compliance with the Public Limited Liability Companies Act section 6-16b and the accompanying regulation, and will be presented for an advisory vote at the annual general meeting in May 2023.

PCI Biotech went through a restructuring process during 2022, including downsizing of the full clinical team and part of the executive team. In this process there was one termination payment made to one of the former executive team members, corresponding to an additional three months’ notice period to standard Norwegian statutory requirements and the team member was relieved from working obligations. Other employees that were included in the downsizing process were offered a one-month additional notice period and relieved from working obligations after fulfilling agreed work requirements. These termination arrangements are considered as temporary deviations from the current remuneration guidelines and not considered to be subject to amendment of the current remuneration guidelines.

The executive team included for 2021 the following six positions; Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Scientific Officer (CSO), Chief Medical Officer (CMO), Chief Development Officer (CDO) and Chief Business Officer (CBO). The executive team was reduced during 2022 and the CMO and CBO positions were redundant, while the CEO and CFO positions were merged. The executive team per year-end 2022 included the following three positions: Chief Executive Officer (CEO) / Chief Financial Officer (CFO) (combined position), Chief Scientific Officer (CSO), and a part-time Chief Development Officer (CDO). The change of the executive team positions are made to tailor the team to current operations. The changes are considered normal under the circumstances and are not considered to be subject to amendment of the current remuneration guidelines.

There have not been identified other deviations or derogations from the remuneration guidelines for 2022.

The general meeting in May 2021 adopted the remuneration guidelines with 97.2% of the votes represented and the advisory vote of the first remuneration report regarding 2021 achieved 96.3% of the votes represented at the general meeting in May 2022. On this basis, no actions are taken to amend the guidelines per the date of this report. The remuneration guidelines are available on the company’s website, [www.pcibiotech.com](http://www.pcibiotech.com). The auditor’s assurance report regarding whether the company’s remuneration report has been prepared, in all material aspects, in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation is available at the end of this report.

Industry alignment is a key component of the remuneration principles, and this is achieved by establishing an appropriate peer group to verify the market competitiveness of the remuneration package and to assess market practice for the different remuneration elements.

Key objectives for the organisation were set for 2021 and 2022 to ensure reward is linked to goal achievements with a balance of short- and long-term performance components and to fulfil one of the overall remuneration principles of pay for performance. The goals for 2021 and 2022 were primarily linked to progress for the development programs and certain corporate goals, with different weighting tailored to the remuneration principle of shareholder alignment, to align the interest of executive management in driving value creation for shareholders. For 2021 the progress of development programs weighted 80% and the corporate goals weighted 20%, while the corresponding weighting for 2022 were 65% on development program goals and 35% on corporate goals.

The Board of Directors (“BoD”) has not established a separate remuneration committee. Remuneration of the BoD is not covered by this report as such remuneration is resolved annually by the annual general meeting and disclosed in note 23 Related parties transactions in the annual report for 2022.

### **Remuneration principles**

The remuneration policy for PCI Biotech is based on the principles summarised below:

| <b>Principle</b>                   | <b>Summary</b>   |
|------------------------------------|--|
| Market competitive remuneration    | <p>PCI Biotech offers competitive reward opportunities to enable the company to attract, retain and motivate the talent needed to achieve the vision and business objectives.</p> <p>PCI Biotech shall not be market leader in relative to compensation, but balance the need to provide competitive levels of reward against a desire to be cost effective when determining reasonable and responsible rewards. PCI Biotech aim at offering the executive management team a total compensation package around the median percentile of the relevant peer group.</p> |
| Pay for performance                | An appropriate proportion of the reward package is performance-based to ensure reward is linked to the achievement of key operational and financial objectives with a balance of short and long-term performance components.   |
| Transparency                       | Remuneration programs are designed and communicated in a manner that reinforces the link between business objectives, vision and culture.  |
| Business alignment and consistency | <p>Remuneration decisions are made within an industry framework, with alignment and consistency of the overall principles and policies of PCI Biotech.</p> <p>The remuneration practices will remain flexible enough to evolve as PCI Biotech’s business priorities change.</p>  |
| Shareholder alignment              | The remuneration programs are intended to align the interests of employees in driving value creation for shareholders.   |

### **Remuneration elements**

The remuneration package for the PCI Biotech employees will comprise all or some of the following elements:

- Fixed pay
  - Base salary
- Variable performance-based pay
  - Bonus (short-term incentive)
  - Share options (long-term incentive)
- Benefits
  - Pension scheme
  - Other benefits (including termination and severance payment)

An appropriate proportion of the reward package is variable performance-based annual bonuses used to award current performance, while the use of share options is used for retention of existing employees, attraction of new employees and alignment with shareholders for the continued creation of shareholder value.

### **Annual review of remuneration elements**

The BoD determines the total remuneration of the Chief Executive Officer (“CEO”). The BoD has final approval of the remuneration of the executive team, based on recommendations by the CEO. For the rest of the organisation the BoD approves the overall remuneration level and delegates distribution among the individuals to the CEO. The annual overall company objectives and the individual objectives of the CEO are set by the BoD. These overall company objectives are broken down into subgroup and individual goals, which all are set as transparent and measurable goals for individual impact.

### **Annual review of short-term incentives - bonus**

PCI Biotech’s remuneration policy aims at a short-term performance reward up to a fixed level of base salary. There are no changes to the target bonus levels for 2021 or 2022 within the executive positions, and the target bonus in % of base salary was the following:

| <b>Name, position</b>  | <b>2021</b> | <b>Name, position</b>         | <b>2022</b> |
|------------------------|-------------|-------------------------------|-------------|
| Per Walday, CEO*       | 30 %        | Ronny Skuggedal, CEO/CFO***** | 20-30%      |
| Ludovic Robin, CBO**   | 25 %        | Anders Høgset, CSO            | 15%         |
| Amir Snapir, CMO***    | 25 %        | Kristin Eivindvik, CDO        | 10%         |
| Ronny Skuggedal, CFO   | 20 %        |                               |             |
| Anders Høgset, CSO     | 15 %        |                               |             |
| Kristin Eivindvik, CDO | 10 %        |                               |             |
| Lucy Wabakken, CDO**** | 10 %        |                               |             |

\*P.Walday left the company in May 2022

\*\*L.Robin left the company in May 2022

\*\*\*A.Snapir left the company in September 2022

\*\*\*\*L.Wabakken worked as acting CDO during 2021 and into 2022

\*\*\*\*\*R.Skuggedal, CFO, assumed the position as Interim CEO from June 2022 and permanently from September 2022 and from then held both positions with a target bonus level of 30% from commencing permanent CEO

The 2022 figures for bonuses disclosed in this report are reflecting remuneration received during 2022, meaning that bonus figures are based on evaluation of the achievement of key objectives set for 2021, and a similar approach applies to the 2021 figures for received bonus payments.

Evaluation of the achievement of key objectives set for 2021, and its relative weighting, resulted in a general bonus level of 65% of the target bonus, with adjustments for individual performance. The

bonus remuneration based upon goal achievements for 2021 was paid in March 2022. To be entitled to the bonus remuneration the executive team members needed to be under active employment and not have given or received a notice for termination of employment by the payment date, 25<sup>th</sup> March 2022.

The corresponding evaluation of the achievement of key objectives for 2022, and its relative weighting, resulted in a general bonus level of 50 % of the target bonus, with adjustments for individual performance. The bonus remuneration based upon goal achievements for 2022 was paid in March 2023, and hence not disclosed in this report. To be entitled to the bonus remuneration based on goal achievements for 2022 the executive team members need to be under active employment and not have given or received a notice for termination of employment by the payment date, 24<sup>th</sup> March 2023.

PCI Biotech has not reclaimed any previously paid bonuses for 2021 or 2022.

#### **Annual review of long-term incentives - share option scheme**

As part of a long-term element of the pay for performance and the shareholder alignment principles, PCI Biotech operates with a share option scheme where all employees may participate. No employees are automatic entitled to annual allotment of share options and share options are not allotted to consultants or BoD members.

The purposes of the share option scheme are threefold. First, it aims to align the interest of employees with that of shareholders through linking rewards to future share price development. Secondly, options vesting into the future that are conditional on still being employed by the company will reward those who remain loyal. Finally, options have become an important tool in attracting new hires for executive management.

Share options are meant to be allotted once annually by the BoD, normally within one week after release of the second quarterly report, or in connection with new hires or exceptional reward situations. For 2022 the annual allotment was made after release of the Q3 2022 interim report, November 2022.

At allotment the BoD will seek to allot a number of share options with a total fair value, calculated according to the Black-Scholes model, that is partly linked to the annual base salary for each individual. Other elements that will be assessed in the allotment are the balance between total short- and long-term performance-based rewards, current value of share options held, overall performance, work responsibility, importance of retention and position.

Based on the above considerations the BoD allotted in November 2022 a total of 570.000 share options to employees, where 360.000 of these share options were allotted to the executive management team members. The share options are subject to service-based vesting conditions over three years and other standardised terms and conditions for employee incentive programs with an additional value cap of 20 times the strike price. If the value cap threshold is met, all share options will vest immediately and be available for exercise. Each share option gives the right to acquire one regular share in the company.

No share options were exercised during 2021 or 2022. PCI Biotech has not reclaimed any value of or a number of previous allotted share options in 2021 or 2022.

### **Annual review of pension scheme**

PCI Biotech has a defined contribution pension scheme according to the mandatory requirements in Norway. For 2021 and 2022 PCI Biotech applied the maximum tax-free contribution level, according to Norwegian regulation, of 7% of annual base salary for the lower 0-7.1G salary range. For the upper 7.1-12G salary range the applied contribution level was 21% for 2021 and 2022. No contributions are made for annual base salary beyond 12G. No review of or changes to the pension scheme were made in 2021 or 2022.

Foreign employees that are not members of the Norwegian national social security scheme are excluded from the company pension scheme. The company had foreign employees during 2021 and until September 2022. For these employees, PCI Biotech arranged for a matching annual pension scheme and schemes were established in Sweden, Finland, and France in 2021. All foreign pension schemes were ended during 2022.

### **Annual review of benefits in kind**

Employees may be given the benefits in kind that are common market practice, i.e., free telephone, free broadband, a laptop, newspapers, healthcare insurance, limited car allowance, etc. on customary terms. It is not given additional remuneration for special services outside the normal functions as an employee. No review of or changes to the types of benefits in kind were made for 2021 or 2022.

### **Annual review of termination and severance**

The current CEO is, pursuant to specific requirements, entitled to severance salary for up to 6 months after the end of a 6 months period of notice. There are no agreements beyond the statutory requirements for other employees. The type and level of benefits for termination and severance, will be reviewed when deemed relevant. There were no termination or severance payments for 2021. PCI Biotech went through a restructuring process during 2022, including downsizing of the full clinical team and part of the executive team. In this process there was one termination payment made to one of the former executive team members, corresponding to an additional three months' notice period to standard Norwegian statutory requirements and the executive team member was relieved from working obligations. Other employees that were included in the downsizing process were offered one-month additional notice period and relieved from working obligations after fulfilling agreed work requirements. These termination arrangements are considered as temporary deviations from the current remuneration guidelines and not considered to be subject to amendment of the current remuneration guidelines.

No review of or changes related to termination and severance were made for 2021 or 2022.

## Disclosure of remunerations for the executive management team for 2022 and 2021

### 2022

|  | Fixed remuneration             |                            | Variable remuneration |                                | Other fixed benefits |                | Total remuneration | Proportion of remuneration |          |
|--|--------------------------------|----------------------------|-----------------------|--------------------------------|----------------------|----------------|--------------------|----------------------------|----------|
|  | Annual base salary 31 Dec 2022 | Earned base salary in 2022 | Earned bonus in 2022  | Share option exercise benefits | Pension benefits     | Other benefits |                    | Fixed                      | Variable |
| <i>(Figures in NOK 1,000)</i>          |                                |                            |                       |                                |                      |                |                    |                            |          |
| Ronny Skuggedal, CFO                   | 1 984                          | 1 890                      | 230                   | 0                              | 165                  | 18             | 2 303              | 90 %                       | 10 %     |
| Anders Høgset, CSO                     | 1 328                          | 1 325                      | 126                   | 0                              | 159                  | 11             | 1 621              | 92 %                       | 8 %      |
| Kristin Eivindvik, CDO                 | 1 184                          | 512                        | 35                    | 0                              | 54                   | 14             | 614                | 94 %                       | 6 %      |
| Per Walday, former CEO*                | NA                             | 1 487                      | 424                   | 0                              | 80                   | 7              | 1 998              | 79 %                       | 21 %     |
| Ludovic Robin, former CBO**            | NA                             | 963                        | 0                     | 0                              | 303                  | 435            | 1 701              | 100 %                      | 0 %      |
| Amir Snapir, former CMO***             | NA                             | 2 002                      | 382                   | 0                              | 413                  | 52             | 2 850              | 87 %                       | 13 %     |
| Lucy Wabakken, former CDO (acting)**** | NA                             | 1 146                      | 78                    | 0                              | 132                  | 17             | 1 374              | 94 %                       | 6 %      |

\*P.Walday left the company in May 2022 and received no termination or severance payment

\*\*L.Robin left the company in May 2022. Pension benefits are payments for 2021 and 2022. 'Other benefits' include termination payment corresponding to a 3 months additional notice period

\*\*\*A.Snapir left the company in September 2022 and received no termination or severance payment

\*\*\*\*L.Wabakken acting CDO during first half of 2022 and received no termination or severance payment as acting CDO

The earned bonus in 2022 represents bonus achieved based on goals for 2021 and to be entitled to the bonus remuneration the executive team members needed to be under active employment and not have given or received a notice for termination of employment by the payment date, 25th March 2022.

### 2021

|                               | Fixed remuneration             |                            | Variable remuneration |                                | Other fixed benefits |                | Total remuneration | Proportion of remuneration |             |
|-------------------------------|--------------------------------|----------------------------|-----------------------|--------------------------------|----------------------|----------------|--------------------|----------------------------|-------------|
|                               | Annual base salary 31 Dec 2021 | Earned base salary in 2021 | Earned bonus in 2021  | Share option exercise benefits | Pension benefits     | Other benefits |                    | Fixed                      | Variable    |
| <i>(Figures in NOK 1,000)</i> |                                |                            |                       |                                |                      |                |                    |                            |             |
| Per Walday, CEO               | 2 173                          | 2 260                      | 487                   | 0                              | 161                  | 20             | <b>2 928</b>       | 83 %                       | 17 %        |
| Ronny Skuggedal, CFO          | 1 640                          | 1 666                      | 287                   | 0                              | 154                  | 20             | <b>2 128</b>       | 87 %                       | 13 %        |
| Anders Høgset, CSO            | 1 200                          | 1 399                      | 152                   | 0                              | 138                  | 20             | <b>1 710</b>       | 91 %                       | 9 %         |
| Kristin Eivindvik, CDO        | 1 134                          | 498                        | 15                    | 0                              | 78                   | 16             | <b>607</b>         | 98 %                       | 2 %         |
| Lucy Wabakken, CDO*           | 1 119                          | 1 139                      | 104                   | 0                              | 145                  | 20             | <b>1 408</b>       | 93 %                       | 7 %         |
| Ludovic Robin, CBO**          | 1 836                          | 1 793                      | 222                   | 0                              | 0                    | 63             | <b>2 078</b>       | 89 %                       | 11 %        |
| Amir Snapir, CMO***           | 2 184                          | 2 163                      | 318                   | 0                              | 406                  | 44             | <b>2 932</b>       | 89 %                       | 11 %        |
| <b>Total executive team</b>   | <b>11 286</b>                  | <b>10 919</b>              | <b>1 585</b>          | <b>0</b>                       | <b>1 082</b>         | <b>205</b>     | <b>13 790</b>      | <b>90 %</b>                | <b>10 %</b> |

\*L.Wabakken acting CDO for 2021.

\*\*No French pension scheme established for L.Robin by year-end. The accumulated non-disclosed pension benefit for 2021 is estimated to NOK 160 thousand.

## Disclosure of total remunerations changes for the executive management team for the last 5 years

| Name, position            | (figures in NOK thousands) | 2022    | 2021    | 2020   | 2019    | 2018    |
|---------------------------|----------------------------|---------|---------|--------|---------|---------|
| Ronny Skuggedal, CFO      | Total remuneration         | 2 303   | 2 128   | 2 873  | 2 355   | 1 651   |
|                           | Change NOK                 | 175     | -745    | 518    | 704     | 211     |
|                           | Change %                   | 8,2 %   | -25,9 % | 22,0 % | 42,6 %  | 14,7 %  |
| Anders Høgset, CSO        | Total remuneration         | 1 621   | 1 710   | 1 633  | 1 364   | 1 304   |
|                           | Change NOK                 | -88     | 77      | 269    | 60      | -11     |
|                           | Change %                   | -5,2 %  | 4,7 %   | 19,7 % | 4,6 %   | -0,8 %  |
| Kristin Eivindvik, CDO*   | Total remuneration         | 614     | 607     | 1 759  | 1 298   | 1 220   |
|                           | Change NOK                 | 7       | -1 152  | 461    | 78      | -10     |
|                           | Change %                   | 1,2 %   | -65,5 % | 35,5 % | 6,4 %   | -0,8 %  |
| Per Walday, CEO**         | Total remuneration         | 1 998   | 2 928   | 2 902  | 2 307   | 2 175   |
|                           | Change NOK                 | -930    | 26      | 595    | 132     | 38      |
|                           | Change %                   | -31,8 % | 0,9 %   | 25,8 % | 6,1 %   | 1,8 %   |
| Ludovic Robin, CBO***     | Total remuneration         | 1 701   | 2 078   | 1 175  |         |         |
|                           | Change NOK                 | -376    | 903     | -      | -       | -       |
|                           | Change %                   | -18,1 % | 76,8 %  | -      | -       | -       |
| Amir Snapir, CMO****      | Total remuneration         | 2 850   | 2 932   | 1 497  | -       | -       |
|                           | Change NOK                 | -82     | 1 434   | -      | -       | -       |
|                           | Change %                   | -2,8 %  | 95,8 %  | -      | -       | -       |
| Lucy Wabakken, CDO*****   | Total remuneration         | 1 374   | 1 408   | 1 331  |         |         |
|                           | Change NOK                 | -35     | 77      | -      | -       | -       |
|                           | Change %                   | -2,5 %  | 5,8 %   | -      | -       | -       |
| Gael L'Heveder, CBO*****  | Total remuneration         | -       | -       | -      | 779     | 3 170   |
|                           | Change NOK                 | -       | -       | -      | -2 391  | 1 479   |
|                           | Change %                   | -       | -       | -      | -75,4 % | 87,5 %  |
| Hans Olivecrona, CMO***** | Total remuneration         | -       | -       | -      | 1 119   | 1 193   |
|                           | Change NOK                 | -       | -       | -      | -74     | 955     |
|                           |                            |         |         |        | -6,2 %  | 401,3 % |

\*K.Eivindvik working part-time for 2021 and 2022

\*\*P.Walday left the company in May 2022, and total remuneration for 2022 includes all holiday payments

\*\*\*L.Robin left the company in May 2022, and total remuneration includes all holiday payments for 2022, termination payment 2022 and pension scheme payments related to 2021 and 2022

\*\*\*\*A.Snapir left the company in September 2022, and total remuneration for 2022 includes all holiday payments

\*\*\*\*\*L.Wabakken acted as CDO during first half of 2022, and remuneration for the full year of 2022 is disclosed

\*\*\*\*\*G.L'Heveder left the company in March 2019

\*\*\*\*\*H.Olivecrona left the company in June 2019

PCI Biotech is a pre-commercial staged company without any revenue, and the main cost driver for the financial results is research and development activities. The annual deficit for the years 2018-2022 was NOK 34.8 million, NOK 88.8 million, NOK 72.2 million, NOK 88.4 million, and NOK 55.1 million respectively.

## Disclosure of average annual base salary per year-end

| Executive management team                       | 2022  | 2021  | 2020  | 2019  | 2018  |
|---|-------|-------|-------|-------|-------|
| Average base salary per year-end (NOK thousand) | 1 498 | 1 612 | 1 513 | 1 306 | 1 194 |
| No. of employees                                | 3     | 7     | 7     | 4     | 6     |

| Other employees                                 | 2022 | 2021 | 2020 | 2019 | 2018 |
|---|------|------|------|------|------|
| Average base salary per year-end (NOK thousand) | 831  | 838  | 833  | 841  | 838  |
| No. of employees                                | 6    | 10   | 8    | 8    | 7    |

## Disclosure of share-based remuneration for existing executive management team per 31.12.2022

| Name of Director Position | The main conditions of share option plans |              |             |                    | Information regarding the reported financial year |                       |                       |                      |                                  |                                    |                             |    |
|---------------------------|---|--------------|-------------|--------------------|---|-----------------------|-----------------------|----------------------|----------------------------------|------------------------------------|-----------------------------|----|
|                           |   |              |             |                    | Opening Balance                                   |                       | During the Year       |                      |                                  | Closing Balance                    |                             |    |
|                           | 1   | 2            | 3           | 4                  | 5   | 6                     | 7                     | 8                    | 9                                | 10                                 | 11                          | 12 |
| Plan                      | Award Date                                | Vesting Date | Expiry Date | Strike Price (NOK) | Share Options Awarded                             | Share Options Awarded | Share Options Expired | Share Options Vested | Share Options Awarded and Vested | Share Options Awarded and Unvested | Total Share Options Awarded |    |

|                              |      |            |          |            |                |                |               |               |               |                |                |         |
|------------------------------|------|------------|----------|------------|----------------|----------------|---------------|---------------|---------------|----------------|----------------|---------|
| Ronny Skuggedal<br>CEO / CFO | 2017 | May 2017   | 1y/2y/3y | Sept. 2022 | 21.48          | 50 000         | 0             | 50 000        | 0             | 0              | 0              | 0       |
|                              | 2019 | June 2019  | 1y/2y/3y | Sept. 2024 | 25.78          | 40 000         | 0             | 0             | 13 333        | 40 000         | 0              | 40 000  |
|                              | 2020 | Oct. 2020  | 1y/2y/3y | Sept. 2025 | 50.36          | 50 000         | 0             | 0             | 16 667        | 33 333         | 16 667         | 50 000  |
|                              | 2021 | Sept. 2021 | 1y/2y/3y | Sept. 2026 | 19.41          | 50 000         | 0             | 0             | 16 667        | 16 667         | 33 333         | 50 000  |
|                              | 2022 | Nov. 2022  | 1y/2y/3y | Sept. 2027 | 1.90           | 0              | 220 000       | 0             | 0             | 0              | 220 000        | 220 000 |
| <b>Total</b>                 |      |            |          |            | <b>190 000</b> | <b>220 000</b> | <b>50 000</b> | <b>46 667</b> | <b>90 000</b> | <b>270 000</b> | <b>360 000</b> |         |

|                      |      |            |          |            |                |                |               |               |               |                |                |         |
|----------------------|------|------------|----------|------------|----------------|----------------|---------------|---------------|---------------|----------------|----------------|---------|
| Anders Høgset<br>CSO | 2017 | May 2017   | 1y/2y/3y | Sept. 2022 | 21.48          | 60 000         | 0             | 60 000        | 0             | 0              | 0              | 0       |
|                      | 2019 | June 2019  | 1y/2y/3y | Sept. 2024 | 25.78          | 40 000         | 0             | 0             | 13 333        | 40 000         | 0              | 40 000  |
|                      | 2020 | Oct. 2020  | 1y/2y/3y | Sept. 2025 | 50.36          | 50 000         | 0             | 0             | 16 667        | 33 333         | 16 667         | 50 000  |
|                      | 2021 | Sept. 2021 | 1y/2y/3y | Sept. 2026 | 19.41          | 40 000         | 0             | 0             | 13 333        | 13 333         | 26 667         | 40 000  |
|                      | 2022 | Nov. 2022  | 1y/2y/3y | Sept. 2027 | 1.90           | 0              | 120 000       | 0             | 0             | 0              | 120 000        | 120 000 |
| <b>Total</b>         |      |            |          |            | <b>190 000</b> | <b>120 000</b> | <b>60 000</b> | <b>43 333</b> | <b>86 667</b> | <b>163 333</b> | <b>250 000</b> |         |

|                          |      |            |          |            |                |               |               |               |               |               |                |        |
|--------------------------|------|------------|----------|------------|----------------|---------------|---------------|---------------|---------------|---------------|----------------|--------|
| Kristin Eivindvik<br>CDO | 2017 | May 2017   | 1y/2y/3y | Sept. 2022 | 21.48          | 20 000        | 0             | 20 000        | 0             | 0             | 0              | 0      |
|                          | 2019 | June 2019  | 1y/2y/3y | Sept. 2024 | 25.78          | 40 000        | 0             | 0             | 13 333        | 40 000        | 0              | 40 000 |
|                          | 2020 | Oct. 2020  | 1y/2y/3y | Sept. 2025 | 50.36          | 10 000        | 0             | 0             | 3 333         | 6 667         | 3 333          | 10 000 |
|                          | 2021 | Sept. 2021 | 1y/2y/3y | Sept. 2026 | 19.41          | 40 000        | 0             | 0             | 13 333        | 13 333        | 26 667         | 40 000 |
|                          | 2022 | Nov. 2022  | 1y/2y/3y | Sept. 2027 | 1.90           | 0             | 20 000        | 0             | 0             | 0             | 20 000         | 20 000 |
| <b>Total</b>             |      |            |          |            | <b>110 000</b> | <b>20 000</b> | <b>20 000</b> | <b>30 000</b> | <b>60 000</b> | <b>50 000</b> | <b>110 000</b> |        |

The general service vesting term is three years, with one-third vested each year. The annual vesting date is the day for the release of the interim first half-year report, estimated to last week of August.



For the share options awarded in November 2022 a value cap applies, and if the value cap is met all share options will vest immediately.

The share options expire approximately five years from the grant date, and the expiry date is one week from release of the interim first half-year report for the respective year of expiry. With some exceptions, all shares options will lapse immediately upon termination of employment. The exceptions refer to situations like retirement and downsizing.

There are four annual exercise periods, which are within one week from release of the interim quarterly reports.

### Disclosure of share-based remuneration for previous executive management team during 2022

| Name of Director Position | The main conditions of share option plans |                 |                   |                  |                         | Information regarding the reported financial year |                           |                                  |
|---------------------------|---|-----------------|-------------------|------------------|-------------------------|---|---------------------------|----------------------------------|
|                           |   |                 |                   |                  |                         | Opening Balance                                   | During the Year           | Closing Balance                  |
|                           | 1<br>Specification of Plan                | 2<br>Award Date | 3<br>Vesting Date | 4<br>Expiry Date | 5<br>Strike Price (NOK) | 6<br>Share Options Awarded                        | 7<br>Share Options Lapsed | 8<br>Total Share Options Awarded |

|                  |      |            |          |            |       |                |                |          |
|------------------|------|------------|----------|------------|-------|----------------|----------------|----------|
| Per Walday, CEO* | 2017 | May 2017   | 1y/2y/3y | Sept. 2022 | 21.48 | 95 000         | 95 000         | 0        |
|                  | 2019 | June 2019  | 1y/2y/3y | Sept. 2024 | 25.78 | 60 000         | 60 000         | 0        |
|                  | 2020 | Oct. 2020  | 1y/2y/3y | Sept. 2025 | 50.36 | 70 000         | 70 000         | 0        |
|                  | 2021 | Sept. 2021 | 1y/2y/3y | Sept. 2026 | 19.41 | 70 000         | 70 000         | 0        |
| <b>Total</b>     |      |            |          |            |       | <b>295 000</b> | <b>295 000</b> | <b>0</b> |

|                               |      |            |          |            |       |                |                |          |
|-------------------------------|------|------------|----------|------------|-------|----------------|----------------|----------|
| Lucy Wabakken, CDO (acting)** | 2017 | May 2017   | 1y/2y/3y | Sept. 2022 | 21.48 | 40 000         | 40 000         | 0        |
|                               | 2019 | June 2019  | 1y/2y/3y | Sept. 2024 | 25.78 | 30 000         | 30 000         | 0        |
|                               | 2020 | Oct. 2020  | 1y/2y/3y | Sept. 2025 | 50.36 | 50 000         | 50 000         | 0        |
|                               | 2021 | Sept. 2021 | 1y/2y/3y | Sept. 2026 | 19.41 | 40 000         | 40 000         | 0        |
| <b>Total</b>                  |      |            |          |            |       | <b>160 000</b> | <b>160 000</b> | <b>0</b> |

|                       |      |            |          |            |       |                |                |          |
|-----------------------|------|------------|----------|------------|-------|----------------|----------------|----------|
| Ludovic Robin, CBO*** | 2020 | Oct. 2020  | 1y/2y/3y | Sept. 2025 | 50.36 | 90 000         | 90 000         | 0        |
|                       | 2021 | Sept. 2021 | 1y/2y/3y | Sept. 2026 | 19.41 | 40 000         | 40 000         | 0        |
| <b>Total</b>          |      |            |          |            |       | <b>130 000</b> | <b>130 000</b> | <b>0</b> |

|                      |      |            |          |            |       |                |                |          |
|----------------------|------|------------|----------|------------|-------|----------------|----------------|----------|
| Amir Snapir, CMO**** | 2020 | Oct. 2020  | 1y/2y/3y | Sept. 2025 | 50.36 | 90 000         | 90 000         | 0        |
|                      | 2021 | Sept. 2021 | 1y/2y/3y | Sept. 2026 | 19.41 | 60 000         | 60 000         | 0        |
| <b>Total</b>         |      |            |          |            |       | <b>150 000</b> | <b>150 000</b> | <b>0</b> |

\*P.Walday left the company in May 2022 and all awarded share options lapsed

\*\*L.Wabakken worked as acting CDO during first half of 2022 and all awarded share options lapsed after she stepped down from the executive team

\*\*\*L.Robin left the company in May 2022 and all awarded share options lapsed

\*\*\*\*A.Snapir left the company in September 2022 and all awarded share options lapsed

## Board of Directors' statement on the remuneration report


The remuneration report has been prepared, to the best of our knowledge, in compliance with the Public Limited Liability Companies Act section 6-16b and the accompanying regulation, and will be presented for an advisory vote at the annual general meeting scheduled for 25<sup>th</sup> May 2023. It is the view of the Board of Directors that the remuneration of the executive management for the financial year 2022 has been in compliance with PCI Biotech's remuneration guidelines as approved by the general meeting in May 2021.

Oslo, 27 April 2023, Board of Directors,  
PCI Biotech Holding ASA

  
Hans Peter Bøhn  
Chairman

  
Christina Herder  
Director

  
Lars Viksmoen  
Director

  
Hilde Furberg  
Director

  
Andrew Hughes  
Director

## Independent auditor's assurance report on remuneration report

To the General Meeting of PCI Biotech Holding ASA

### Opinion

We have performed an assurance engagement to obtain reasonable assurance that PCI Biotech Holding ASA's report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31 December 2022 has been prepared in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

In our opinion, the remuneration report has been prepared, in all material respects, in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

### Board of directors' responsibilities

The board of directors is responsible for the preparation of the remuneration report and that it contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and for such internal control as the board of directors determines is necessary for the preparation of a remuneration report that is free from material misstatements, whether due to fraud or error.

### Our independence and quality control

We are independent of the company in accordance with the requirements of the relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. Our firm applies International Standard on Quality Control 1 (ISQC 1) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### Auditor's responsibilities

Our responsibility is to express an opinion on whether the remuneration report contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and that the information in the remuneration report is free from material misstatements. We conducted our work in accordance with the International Standard for Assurance Engagements (ISAE) 3000 – "Assurance engagements other than audits or reviews of historical financial information".

We obtained an understanding of the remuneration policy approved by the general meeting. Our procedures included obtaining an understanding of the internal control relevant to the preparation of the remuneration report in order to design 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. Further we performed procedures to ensure completeness and accuracy of the information provided in the remuneration report, including whether it contains the information required by the law and accompanying regulation. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Oslo, 03<sup>rd</sup> of May 2023  
ERNST & YOUNG AS

*The auditor's assurance report is signed electronically*

Tommy Romskaug  
State Authorised Public Accountant (Norway)