

Nordic Nanovector Remuneration Report 2022



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1. Introduction

This report on remuneration to senior executives (the “report”) is prepared by Nordic Nanovector ASA (the “Company”) on behalf of the board of directors of the company. The report has been prepared in accordance with the Norwegian Public Limited Liability Companies Act 1997, section 6-16 b, the Norwegian regulation on guidelines and report on remuneration of leading employees of 2020 (Nw.: Forskrift om retningslinjer og rapport om godtgjørelse for ledende personer), section 6 and the Norwegian Accounting Act, section 7-31b.

The report comprises remuneration to the company’s CEO, CFO and other members of the executive leadership team who report directly to the CEO (“senior executives” or the “leadership team”), as well as members of the board of directors who are or have been employed by, or held office in, the company during the financial year 2022. The purpose of the report is to provide a comprehensive, clear and understandable overview of awarded and due gross salary and remuneration to the senior executives and board members for the last financial year, how the remuneration is in accordance with the guidelines for remuneration of senior executives adopted by the company’s annual general meeting in 2022 (the “remuneration guidelines”), and to what extent the remuneration is linked to the performance of the company. The report provides details, both in total and individualised, on the remuneration of the company’s senior executives, as well as the remuneration of the members of the company’s board of directors in their capacity as board members in the company.

Remuneration of the members of the board of directors of the company is covered in section 7 of this report.



2. Company highlights in 2022

In January 2022, Nordic Nanovector revised the timeline for the preliminary data readout from PARADIGME following a review of the rate of patient recruitment and discussions with its clinical advisors that also considered the continuing impact from the COVID-19 pandemic.

Following this revision, Nordic Nanovector's new target was to deliver the readout of preliminary three-month top line data during H2'2022.

However, during the first quarter the continuing impact from the COVID-19 pandemic meant that patient recruitment did not accelerate as expected, with only two new patients enrolled during the period.

With no additional patients enrolled in May and June, the Company decided to conduct a comprehensive review of all aspects of the PARADIGME study. This review included an evaluation and analysis of the data collected to date by an Independent Expert Panel to determine the optimal path forward for Betalutin® in third line follicular lymphoma within a timeframe that would be financially and commercially viable for the company.

Following the comprehensive review, an independent data evaluation of PARADIGME and a subsequent request for regulatory agency interaction, the Board of Directors took the difficult decision to discontinue the study with no further patients to be enrolled beyond the 109 patients recruited to date.

While Betalutin®, at the selected dose of 15 MBq/kg after a pre-dose of 40 mg lilotomab (40/15), displayed an attractive safety profile and positive signs of efficacy in some patients, the Board considered that the observed profile did not fully meet the objectives set out for the PARADIGME study nor would it be commercially competitive.

Only one out of three patients responded to treatment with an average duration of response of approximately six months. As a result, the Board determined that the demonstrated profile was no longer sufficiently competitive to bring Betalutin® to the market in the third line relapsed and refractory FL indication, within a time-frame that made financial and commercial sense for the Company.

Following the decision to discontinue PARADIGME, the Board decided to implement a restructuring of the Company with immediate effect with the purpose of reducing costs where necessary to enable support of essential activities associated with development of the pipeline and maximising future value for shareholders.

The Board subsequently appointed Carnegie Investment Bank ("Carnegie") to explore all strategic options available to the Company to optimise shareholder value following the decision to discontinue the PARADIGME study and implement the restructuring of the Company.

The senior leadership team was also consolidated, following which Chief Executive Officer ("CEO") Erik Skullerud transitioned out of his role. Malene Brondberg, Chief Financial Officer ("CFO"), assumed the combined position of CFO and interim CEO.

The restructuring of the Company was completed during Q3 2022 which meant that all outstanding larger contract agreements were terminated and closed in accordance with good compliance practices. More than 85 per cent of the company's staff were made redundant following implementation of the restructuring plan.

The PARADIGME trial continues to be wound down and this is expected to conclude by end Q1 2023. The results will be published in the required public access databases.

Following the strategic review conducted with Carnegie, on 9 November the Company announced that it had entered into a merger agreement with private company APIM Therapeutics that was recommended by both management teams. This followed discussions with 25+ Nordic and international companies regarding M&A opportunities.

On 1 December 2022, the Board's proposal for the merger was voted down by a majority of approximately 60 per cent of the 40.75 per cent of the total number of shares outstanding which were represented at the Extraordinary General Meeting (EGM) held to allow shareholders to vote on the proposed transaction.

On 9 December the Company announced that following the vote at the 1 December EGM, Malene Brondberg, interim CEO and CFO will transition out of Nordic Nanovector. The Company also announced that the Board of Directors of Nordic Nanovector decided not to stand for re-election at a new EGM.

Overview of the application of the remuneration guidelines in 2022

Under the remuneration guidelines, remuneration of senior executives shall be competitive (but not leading), motivational, transparent and flexible, and may consist of the following five elements: base salary, short-term cash bonus, long-term equity-award, pension benefits, and other benefits.

The remuneration guidelines, adopted by the annual general meeting 2022, can be found on the company's website: <https://www.nordicnanovector.com/investors-and-media/corporate-governance/governance-documents> "Guidelines for executive remuneration".

The remuneration guidelines, adopted by the company's Annual General Meeting in 2022, have been fully implemented. No deviations from the remuneration guidelines have been implemented and no derogations from the procedure for implementation of the remuneration guidelines have been made. No remuneration has been reclaimed by the company during the reported financial year.

No bonuses have been paid for the year 2022 as the bonus scheme was discontinued and no staff have been awarded PSUs for 2023. PSUs owned by staff that were made redundant lapsed during Q3 and Q4 2022. The PSUs that were owned by the remaining staff members (still employed at 31 December 2022) were vested at a combined amount of NOK 50 000. The PSU scheme was dissolved in Q4 due to high running costs.

3. Changes to the board of directors and the executive leadership team in 2022

In this section, we outline the changes to the composition of the board of directors and of the executive leadership team in 2022.

The board of directors

Dr Thomas Ramdahl was elected board director at the company's Annual General Meeting in April 2022. Per Samuelsson and Rainer Boehm M.D. did not stand for re-election as board members at the Annual General Meeting in 2022.

Thomas Ramdahl became a member of the Clinical Strategy Committee.

Solveig Hellebust became Chair of the Compensation Committee (previously Per Samuelsson). Jan H. Egberts joined the Compensation Committee.

On 15 September the Company announced that following the decision to discontinue the PARADIGME study three Board members had decided to step down. Solveig Hellebust, Jean Pierre Bizzari and Thomas Ramdahl left the Company's Board with immediate effect.

For the remainder of 2022 the board consisted of Jan H. Egberts (Chair), Joanna Horobin and Karin Meyer.

The executive leadership team

Following the decision to discontinue PARADIGME the leadership team of Nordic Nanovector was significantly reduced during Q3 and Q4 2022. Chief Scientific Officer ("CSO") Jostein Dahle was the only senior leader of the Company still employed by the end of 2022.

4. Compensation committee

The members of the Nordic Nanovector compensation committee were, up until 15 September:

- Solveig Hellebust – Chair
- Joanna Horobin
- Jan H. Egberts

The board of directors has established a compensation committee. The compensation committee shall monitor and evaluate the application of the remuneration guidelines, variable remuneration programs for senior executives that are ongoing and those that were concluded during the year, as well as remuneration structures and levels within the company and the group. For each financial year, the board of directors shall prepare a remuneration report and make this available to shareholders on the company's website at least three weeks prior to the annual general meeting. The duties of the compensation committee include preparing the remuneration guidelines and report on remuneration of senior executives.

The board of directors is to prepare proposed new remuneration guidelines at least every four years and submit the proposal for decision at the annual general meeting. The guidelines shall apply until new guidelines have been adopted by the general meeting.

Remuneration to the CEO shall be decided by the board of directors in line with approved policies following preparation and recommendation by the compensation committee. Remuneration to other senior executives shall be decided by the CEO in line with approved policies and after consultation with the compensation committee if deemed necessary. The CEO and other members of the management shall not participate in the board of directors' discussions and decisions on remuneration related matters that pertain them. The members of the compensation committee are independent of the management.

The Compensation Committee played a vital role in the restructuring of the Company and the reduction of staff numbers. After the reduction of the Board on the 15 September, the Compensation Committee's tasks were moved to the remaining Board.



5. Remuneration of the executive leadership team

All companies in the Nordic Nanovector group are to follow the main principles for the determining of senior executives' salaries and remuneration as set out in these guidelines. Nordic Nanovector aims at coordinating management remuneration policy and the schemes used for variable benefits throughout the group.

Nordic Nanovector's performance-based compensation programme consists of five components:

- base salary
- pension benefits
- other benefits
- short-term cash bonus
- long-term equity award

The board's view is that these five components best align the interests of the executive leadership team with those of the company's shareholders. This alignment is achieved by keeping a substantial portion of the total compensation allocated to "at-risk" performance-based incentives using short- and long-term incentive compensation. An appropriate level and mix of compensation components are determined with independent and relevant compensation data as important input. The guidelines for each element of compensation are described below. The guidelines apply to the financial year 2022 and until new guidelines are adopted by the general meeting.

Compliance with the remuneration guidelines and application of performance criteria

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company can recruit and retain qualified personnel. The company must therefore offer a competitive total remuneration, and the company's remuneration guidelines enable the company to offer senior executives such competitive total remuneration. Under the remuneration guidelines of the company, remuneration of senior executives shall be competitive (but not leading), motivational and flexible, and may consist of the following components: regular pay, bonus scheme, equity-based long-term investment program, pension benefits, and other benefits.

Senior executives in other jurisdictions than Norway

For senior executives where the employment relationship is regulated in whole or in part by regulations in countries other than Norway, a level of remuneration may be agreed that deviates from these guidelines. However, the total

remuneration must always safeguard the company's business strategy, long-term interests and sustainability.

Adjustments shall be limited to those that are necessary as a result of applicable legislation with associated regulations and market practices in the relevant markets. Senior executives where the employment relationship is regulated in whole or in part by regulations in countries other than Norway can be given an extended offer of other remuneration. Such remuneration shall not exceed 20 per cent of the employee's base salary. Examples of such compensation may include accommodation, stays abroad, school fees for children and paid return travel.

Base salary

Base salaries for individual members of the executive leadership team are reviewed annually by the compensation committee and the board. The salaries are set by taking into consideration the scope of the role, the level of experience of the individual, the geographical location of the role, and external economic environment.

The review also refers to the mid-point of the market range for equivalent roles in peer companies. The overall performance rating, employee potential, and current compensation market competitiveness will be combined to assess any proposed salary revision. The committee also considers subjective performance criteria, such as an individual's ability to lead, organise and motivate others.

Pension benefits

Nordic Nanovector ASA in Norway has a defined contribution pension scheme. The company is exceeding the statutory contribution of two per cent and sets up five per cent of the annual salary between 0G and 7.1G and eight per cent of the annual salary between 7.1G and 12G for each employee. "G" is the national insurance basic amount set by the Norwegian government each year. There are no contributions made for salaries exceeding 12G.

Nordic Nanovector GmbH in Switzerland has a pension scheme within the requirements of the Swiss federal social insurance legislation (BSV). Depending on the employee's age, the total contribution, which is split between the employee and the company, is between seven per cent and eighteen per cent of the annual salary.

Nordic Nanovector Ltd in the UK has a statutory defined contribution pension scheme. The contribution is split between the company and the employee with four per cent and five per cent of the annual salary, respectively.

Nordic Nanovector DK in Denmark contributed up to 10 per cent of the annual salary to the pension insurance scheme.

Other benefits

Benefits to the management team will normally be in line with market practice, including e.g., cell phone expenses and payment of IT and telecommunication expenses. There are no specific restrictions on what other benefits may be agreed. Representation allowance is given, if relevant.

Short-term incentives: annual cash bonus

The corporate priorities for each year are proposed by the executive leadership team and reviewed by the compensation committee and finally reviewed and approved by the board. For the balance of the management team, a major part of the objectives shall replicate those of the CEO, with the remaining part representing objectives relevant to the individuals' area of responsibility.

The objectives for the executive leadership team shall be set by the CEO, based on principles defined by the board. The cash bonus scheme is built up as follows:

- 50 per cent of the bonus shall be tied to company key performance indicators at group level, and
- 50 per cent of the bonus shall be tied to individual key performance indicators, each considered to contribute to long-term growth in shareholder value.

Following the end of the year, the level of performance achieved and the amount of bonus to be awarded to the members of the executive leadership team is reviewed by the compensation committee, in discussion with the CEO, and approved by the board. Each year, the compensation committee also approves in sum the bonus payments for the rest of the Nordic Nanovector team.

The corporate priorities include an additional performance level for the executive leadership team, one which is linked to stretch objectives. The stretch objectives require a superior level of performance to be achieved, far exceeding the level required for achieving the target objectives. The compensation committee may, at its discretion, review the operation of the annual cash bonus plan and make recommendations to the board for approval. Any review will consider the overall impact of the compensation package, the mix between fixed and variable pay, and the balance between short- and long-term performance measurement.

Following the discontinuation of PARADIGME in July 2022, the annual cash bonus plan for 2022 was cancelled and as result no bonuses was paid out under this plan for the year 2022.



TABLE 5.1 Total remuneration to the executive leadership team

Name and position	Remuneration paid in cash ¹⁾							Imputed fair value of PSUs ²⁾		Share fixed and variable benefit		
	Fixed remuneration			Variable pay		Pension contributions	Total Remuneration exclusive long-term	Variable pay	Total Remuneration inclusive imputed long-term ²⁾	Fixed	Variable	
	Base Salary	Base salary increase in local currency	Benefits	Short-term	Long-term			Long-term				
Malene Brondberg Interim Chief Executive Officer and Chief Financial Officer (Interim CEO from Sep 2022 to Jan 2023. From May 2020 CFO/IR and HR. Feb 2018 VP IR)	2022	3,23	3,5 %	0,48	0,91	0,11	0,16	4,88	-0,48	4,40	88%	12%
	2021	2,62	6,0 %	0,39	1,73	0,18	0,10	5,03	0,78	5,81	61%	39%
Jostein Dahle Chief Scientific Officer (From 2008)	2022	1,86	4%	0,07	0,06	0,10	0,08	2,17	0,01	2,18	92%	8%
	2021	1,78	2%	0,07	0,46	0,11	0,08	2,49	0,53	3,02	64%	36%
Lars Nieba Chief Technology Officer (From Dec 2019 to Feb 2023)	2022	3,24	1,5 %	0,14	0,49	0,00	0,31	4,18	-0,66	3,52	105%	-5%
	2021	2,98	6%	0,26	1,46	0,00	0,24	4,95	0,72	5,64	62%	38%
Erik Skullerud Former Chief Executive Officer (From Sep 2021 to Sep 2022 – In termination until Feb 2023)	2022	4,59	1,5 %	0,57	0,00	0,00	0,43	5,59	-0,52	5,07	110%	-10%
	2021	1,19	n/a	0,17	1,57	0,00	0,10	3,04	0,52	3,56	41%	59%
Gabriele Elbl Former Vice President Global Regulatory Affairs (From Nov 2019 to Nov 2022)	2022	2,79	1,5 %	0,11	0,51	0,00	0,25	3,66	-0,52	3,14	100%	0%
	2021	2,80	3%	0,24	0,77	0,00	0,26	4,07	0,34	4,41	75%	25%
Sandra Jonsson Former Chief Operating Officer (From Jan 2022 to Oct 2022)	2022	2,36	n/a	0,07	0,51	0,00	0,19	3,14	0,00	3,14	84%	16%
	2021		n/a									
Rosemarie Corrigan Former Chief Quality Officer (From Dec 2017 to Apr 2022)	2022	0,96	0%	0,15	0,01	0,00	0,03	1,16	-0,29	0,87	132%	-32%
	2021	2,34	3%	0,42	0,66	0,18	0,09	3,70	0,59	4,30	67%	33%

1) Remuneration paid in cash: Includes remuneration received by the executive in cash for example as salary, bonus and allowance or services paid on behalf of the executive as for example pension employer contribution and healthcare benefits. Average exchange rates used for conversion to NOK is show in table 8.3.

2) Imputed fair value of PSUs: This amount represents calculated cost related to the PSUs granted to the executives, which will be charged to the statement of financial income in that year. These costs are estimated based on a calculation of fair value measured at grant date. The calculation is performed in accordance with IFRS 2 share-based payments. The actual benefit/gain related to the PSUs are dependent on actual amount of PSUs vesting, the share price at time of exercise and the exercise price. The realised benefit/gain at vesting may be different than the imputed costs associated with the grants. Imputed fair value will typically be negative when PSUs laps before vesting, which happen when employee contacts are terminated. Please see Annual Report for 2022 note 6.3.1 for further details on the PSU programme.



6. Share-based remuneration

Long-term incentives

The board believes that equity awards create incentives for the executive leadership team to further develop and implement the company's long-term strategic plan to create long-term shareholder value. Equity awards also create an ownership culture, where the interests of the employees and the shareholders are aligned. The vesting requirements of the equity awards provide an incentive to the management team and employees to remain employed during the vesting period, thereby contributing to a valuable retention of management team members and key employees.

The company's long-term equity incentive plan ("EIP") was firstly approved at the extraordinary general meeting (EGM) on 20 December 2017 (2017 EGM). The company's AGM on 30 May 2018 (2018 AGM), 25 April 2019 (2019 AGM), 10 June 2020 (2020 AGM), 28 April 2021 (2021 AGM) and 28 April 2022 approved a continuation of the EIP.

Eligibility

Employees, including newly hired employees, will be eligible for an equity award under the EIP, on a discretionary basis, considering overall performance, work responsibility, importance of retention, organisation level and position. Members of the board will not be eligible to participate in the EIP.

The board will exercise discretion as to who will receive an equity award in any given year, based on recommendations made by the compensation committee.

The board intends to grant awards under the EIP on an annual basis within the maximum size of the awards approved at the company's AGM each year. The annual awards will normally be granted during the first quarter of the financial year following the financial year where the AGM is held.

Grants will also be made in connection with new recruitments. None of the members of the executive leadership team and other employees are party to an employment agreement that provides for an automatic grant of equity incentives.

General terms of the EIP

The EIP provides for the grant of performance share units (PSUs). PSUs will be granted by the board to members of the management team and other employees, including new recruitments on a discretionary basis. The PSUs will vest three years after the date of grant. Upon vesting, the holder of the PSUs will receive Nordic Nanovector ASA shares (if any), with the number of shares issuable determined by multiplying the number of PSUs granted by a factor of

between 0 per cent and 100 per cent. Vesting of half of the granted PSUs will be determined by an operational factor and vesting of the other half will be determined by a share price factor.

The operational factor shall be determined by the fulfilment of a selection of predefined annual operational objectives, which are considered important for the creation of long-term shareholder value. If all objectives are fulfilled the operational factor will be set at 100 per cent, which will result in full vesting of half of the granted PSUs. Partial fulfilment will lead to a partial or no vesting of half of the PSUs.

The share price factor shall be determined by the development of the company's share price over a three-year period, using the volume weighted average share price for the 30 trading days immediately following the date of grant and the 30 trading days immediately preceding the third anniversary of the date of grant. Based on this measure, an increase in the share price by more than 60 per cent will result in a share price factor of 100 per cent, which translates into full vesting of half of the PSUs. A share price increase of 20 per cent will result in a share price factor of 33 per cent, which translates into vesting of 33 per cent of the half of the PSUs. Share price increases between 20 and 60 per cent will result in a share price factor between 33 and 100 per cent, calculated linearly. Share price increases below 20 per cent will result in a share price factor of 0 per cent, which will result in half of the PSUs not vesting. Upon vesting of PSUs, the holder of the PSUs will have a right to subscribe for one new share in the company for each vested PSU, at a subscription price per share corresponding to the par value of the company's shares.

If the PSU holder resigns or is given summary dismissal, all unvested PSUs will lapse. If the PSU holder is dismissed all unvested PSUs will lapse unless the board decides otherwise. For PSUs granted after the 2019 AGM the following amendment applies: if the PSU holder is dismissed or a severance agreement is entered into more than 12 months after the grant of the PSUs, due to circumstances related to the company, and there being at that time no circumstances related to the PSU holder that might give reason for justifiable dismissal or lawful summary dismissal, the PSU holder shall have the right to retain a number of his/her unvested PSUs corresponding to 1/3 of the PSUs granted to him/her, plus an additional 1/24 of the remaining PSUs each month thereafter until the date of receipt of the notice of dismissal or the date the severance agreement is signed, with the first 1/24 earned 13 months after the grant date.

In the event of any share split, combination of shares, dividend payment or other distribution in cash above a certain threshold, rights issue or repair issue, standard adjustments will be made. If the PSUs are not replaced with a substitute incentive programme or cash settled in full, the PSUs will vest in full in the event of a change of control (as defined in the PSU agreements), a demerger or a merger where the company is not the surviving entity (merger). In case of a change of control (as defined in the PSU agreements) or a merger all unvested PSUs shall vest in full if, within 18 months following the completion of such event, the PSU holder's employment is terminated other than for cause as defined in the employment agreement (the double trigger). The PSU holders are not required to accept a substitute incentive programme unless it contains a double trigger clause.

PSUs owned by staff that were made redundant lapsed during Q3 and Q4 2022. The PSUs that were owned by the remaining staff members (still employed at 31 December 2022) were settled at a combined amount of NOK 28 000. The PSU scheme was dissolved in Q4 due to high running costs.

Table 6.1 provides a total overview of options or PSUs granted to senior executives in previous periods that are still outstanding, instruments granted and vested in 2022 and outstanding balance as per 31 December 2022.

TABLE 6.1 PSUs awarded or due to the senior executives for the financial year 2022

	Main conditions of share award plans							Information regarding the reported financial year					
	1	2	3	4	5	6	7	Opening balance	During the year			Closing balance	
									8	9	10	11	12
Name and position	Specification of plan	Vesting period/Performance period	Grant date	Vesting date	Expiry date	Exercise period	Strike price of the share	Share options/PSUs held at the beginning of the year	PSUs awarded	PSUs vested	PSUs subject to a performance condition	PSUs awarded and unvested	Share options subject to a holding period
Erik Skullerud Former Chief Executive Officer	Performance Share Units	3 years	10/03/2022	09/03/2025	09/03/2025	On vesting	0,2	0	110 000	0	0	0	0
		3 years	20/09/2021	19/09/2024	19/09/2024	On vesting	0,2	350 000	0	0	0	0	0
		3 years	10/03/2022	09/03/2025	09/03/2025	On vesting	0,2	0	55 000	0	0	0	0
	Performance Share Units	3 years	31/01/2019	30/01/2022	30/01/2022	On vesting	0,2	20 000	0	7 233	0	0	0
Malene Brondberg Interim Chief Executive Officer and Chief Financial Officer		3 years	24/03/2020	24/03/2023	24/03/2023	On vesting	0,2	45 000	0	0	0	0	0
		3 years	26/03/2021	25/03/2024	25/03/2024	On vesting	0,2	90 000	0	0	0	0	0
		3 years	10/03/2022	09/03/2025	09/03/2025	On vesting	0,2		55 000	0	0	0	0
	Performance Share Units	3 years	01/12/2019	30/11/2022	30/11/2022	On vesting	0,2	50 000	0	0	0	0	0
Lars Nieba Chief Technology Officer		3 years	24/03/2020	24/03/2023	24/03/2023	On vesting	0,2	60 000	0	0	0	0	0
		3 years	26/03/2021	25/03/2024	25/03/2024	On vesting	0,2	90 000	0	0	0	0	0
		3 years	10/03/2022	09/03/2025	09/03/2025	On vesting	0,2	0	55 000	0	0	0	0
	Performance Share Units	3 years	01/11/2019	31/10/2022	31/10/2022	On vesting	0,2	30 000	0	0	0	0	0
Gabriele Elbl Former Vice President Global Regulatory Affairs		3 years	24/03/2020	24/03/2023	24/03/2023	On vesting	0,2	20 000	0	0	0	0	0
		3 years	26/03/2021	25/03/2024	25/03/2024	On vesting	0,2	45 000	0	0	0	0	0
		3 years	07/01/2015	06/01/2018	07/01/2022	On vesting before expiry	28,00	105 000	0	0	0	0	0
	Option plan	3 years	03/03/2016	03/03/2019	02/03/2023	On vesting before expiry	14,24	30 000	0	0	0	0	0
Jostein Dahle Chief Scientific Officer		3 years	01/02/2017	01/02/2020	02/03/2024	On vesting before expiry	90,37	15 000	0	0	0	0	0
		3 years	10/03/2022	09/03/2025	09/03/2025	On vesting	0,2	0	55 000	0	0	0	0
		3 years	31/01/2019	30/01/2022	30/01/2022	On vesting	0,2	20 000	0	7 233	0	0	0
	Performance Share Units	3 years	24/03/2020	24/03/2023	24/03/2023	On vesting	0,2	45 000	0	0	0	0	0
Rosemarie Corrigan Former Chief Quality Officer		3 years	26/03/2021	25/03/2024	25/03/2024	On vesting	0,2	45 000	0	0	0	0	0
		3 years	31/01/2019	30/01/2022	30/01/2022	On vesting	0,2	20 000	0	7 233	0	0	0
		3 years	24/03/2020	24/03/2023	24/03/2023	On vesting	0,2	45 000	0	0	0	0	0
	Performance Share Units	3 years	26/03/2021	25/03/2024	25/03/2024	On vesting	0,2	45 000	0	0	0	0	0
Sandra Jonsson Former Chief Operating Officer		3 years	10/03/2022	09/03/2025	09/03/2025	On vesting	0,2	0	110 000	0	0	0	0
		3 years	24/03/2020	24/03/2023	24/03/2023	On vesting	0,2	45 000	0	0	0	0	0
		3 years	26/03/2021	25/03/2024	25/03/2024	On vesting	0,2	45 000	0	0	0	0	0
	Performance Share Units	3 years	10/03/2022	09/03/2025	09/03/2025	On vesting	0,2						
Total								1 170 000	440 000	21 699	0	0	0

Per 31 December 2022 management have no PSUs og options outstanding. PSUs and options have during 2022 forfeited, lapsed or settled during 2022. As there are no outstanding PSUs at year end the PSU program has been terminated. Outstanding options have been settled with management for a total consideration of NOK 1 000.

7. Remuneration to the board of directors

At the AGM in 2022, the company resolved to issue restricted stock units (RSUs) to board directors who elected to receive all or parts of their remuneration in the form of RSUs. Each board member must make such election immediately following the AGM resolution i.e., at the beginning of the board period. The RSUs are non-transferable and each RSU gives the right and obligation to acquire one share in the company at a price of NOK 0.20 per share (corresponding to the nominal value of the shares) subject to satisfaction of the applicable vesting conditions stated in the RSU agreement.

The board directors who elect to receive RSUs, must elect to either (i) receive 100 per cent of the compensation in RSUs, (ii) receive 1/3 of the compensation in cash and 2/3 in RSUs, or (iii) receive 2/3 of the compensation in cash and 1/3 in RSUs. The number of RSUs to be granted to the board is calculated as the NOK amount of the RSU opted portion of total compensation to the board director, divided

by the market price for the Nordic Nanovector share. The market price is calculated as volume weighted average share price during the ten trading days prior to the grant date. Share based payment expenses related to RSUs are recognised in the income statement and disclosed in note 3.1 in the Annual Report for 2022. The board members' election of RSUs as part of their remuneration is disclosed in the Annual Report for 2022 in note 6.3.2.

Under the terms of the scheme, the board directors who left the Board during 2022 as a result of the discontinuation of PARADIGME were all paid pro rata.

On the next page is a specification of remuneration to the board of directors as approved by the general assembly (amounts in NOK 1 000).



TABLE 7.1 Specification of the minimum remuneration to the board of directors for the period from AGM to AGM the following year

Amounts in NOK				
Name and position	Served since/ Served until	Type of remuneration	2021 AGM - 2022 AGM	2022 AGM - 2023 AGM
Jan H. Egberts¹⁾ Chair	February 2019 ²⁾	Regular board remuneration	600	600
		Remuneration for member of the audit committee	20	20
		Remuneration for member of the remuneration committee		20
Joanna Horobin	October 2016 ²⁾	Regular board remuneration	330	330
		Remuneration for member of the audit committee		20
		Remuneration for member of the remuneration committee	20	20
		Remuneration for member of the clinical committee	20	20
Karin Meyer ⁴⁾	June 2020 ²⁾	Regular board remuneration	330	330
		Remuneration for member of the remuneration committee		
		Remuneration for chair of the audit committee	40	40
Jean-Pierre Bizzarri (Former director)	May 2016 - September 2022 ³⁾	Regular board remuneration	330	330
		Remuneration for chair of the clinical committee	40	40
Solveig Hellebust (Former director)	April 2021 - September 2022 ³⁾	Regular board remuneration	330	330
		Remuneration for chair of the remuneration committee		40
		Remuneration for member of the remuneration committee	20	
Thomas Ramdahl ⁵⁾ (Former director)	April 2022 - September 2022 ³⁾	Regular board remuneration		330
		Remuneration for member of the clinical committee		20
Per Samuelsson ⁶⁾ (Former director)	November 2014 - April 2022	Regular board remuneration	330	
		Remuneration for chair of the remuneration committee	40	
		Remuneration for member of the audit committee	20	
Rainer Boehm (Former director)	May 2018 - April 2022	Regular board remuneration	330	
		Remuneration for member of the clinical committee	20	

1) In 2021 and 2022 the group used the professional services of its chair in relation to consulting services. The consulting services are related to work beyond regular board duties. The contract for these services is based on market rates and conditions for such services. These services have been invoiced by Veritas Investments B.V., a company controlled by the chair. Total invoiced amount was NOK 415 000 in 2022 and NOK 399 000 in 2021. See Annual Report 2022, note 8.2 for further details. Jan H. Egberts attended 10 audit committee meetings from AGM 2021 to AGM 2022. As a member of the audit committee he received minimum fee for the first five meetings and a compensation of NOK 4 000 per meeting for the additional five meetings.

2) The board member did not stand for re-election at the extraordinary general meeting on 3 January, 2023. The director will receive pro-rate board fee for the actual period in service in 2023. See note on subsequent events in Annual report 2022 for more details.

3) The director received pro-rata remuneration based on days of service on the board.

4) Karin Meyer attended 11 audit committee meetings from AGM 2021 to AGM 2022. As the chair of the audit committee, she received minimum fee for the first five meetings and a compensation of NOK 8 000 per meeting for the additional six meetings.

5) In 2022 the group has used the professional services from Thomas Ramdahl related to the proposed merger with APIM. The contract for these services are based on market rates and conditions for such services. These services have been invoiced by Cetium AS, a company controlled by Thomas Ramdahl.

6) Samuelsson attended 10 audit committee meetings from AGM 2021 to AGM 2022. As a member of the audit committee he received minimum fee for the first five meetings and a compensation of NOK 4 000 per meeting for the additional five meetings.

Members of the board committees, such as the audit committee, the compensation committee and the clinical committee shall receive remuneration of NOK 4 000 per committee meeting, but not less than NOK 20 000 for each committee member. The chair of each committee will receive NOK 8 000 per meeting and minimum NOK 40 000. In order to attract international board members, it was approved to pay board members EUR 100 per lost working hour when traveling to attend board meetings.



8. Comparative information on the change of remuneration and company performance

A summary of the development of the executive remuneration in the five-year period 2017–2022 is provided in table 8.1. To ensure comparability between years, remuneration is presented in local currency which is also the actual currency for payment of the remuneration.

See remuneration tables on following pages.

TABLE 8.1 Development of the executive remuneration in the five-year period 2018-2022

Amounts in million in local currency	Presentation currency	Description	2017	2018	2019	2020	2021	2022
Name and position			2016 vs 2017	2017 vs 2018	2018 vs 2019	2019 vs 2020	2020 vs 2021	2021 vs 2022
Malene Brondberg ¹⁾ Interim Chief Executive Officer and Chief Financial Officer <i>Interim CEO from Sep 2022 to Jan 2023. From May 2020 CFO/IR and HR. Feb 2018 VP IR)</i>	GBP	Salary and fixed benefits		0,21	0,22	0,25	0,26	0,33
		Bonus and variable benefits		0,04	0,04	0,10	0,16	0,09
		Total remuneration exclusive imputed cost share based payments		0,25	0,26	0,35	0,43	0,41
		Change in total remuneration %			6,7 %	34,0 %	21,1 %	-3,3 %
Jostein Dahle ²⁾ Chief Scientific Officer <i>(From 2008)</i>	NOK	Salary and fixed benefits	1,68	1,71	1,86	1,88	1,93	2,00
		Bonus and variable benefits	0,40	0,36	0,41	0,42	0,56	0,16
		Total remuneration exclusive imputed cost share based payments	2,09	2,06	2,27	2,30	2,49	2,17
		Change in total remuneration %	4,6 %	-1,1 %	10,0 %	1,4 %	8,3 %	-13,0 %
Lars Nieba ³⁾ Chief Technology Officer <i>(From Dec 2019 to Feb 2023)</i>	CHF	Salary and fixed benefits			0,35	0,35	0,37	0,37
		Bonus and variable benefits			0,06	0,14	0,16	0,05
		Total remuneration exclusive imputed cost share based payments			0,41	0,49	0,53	0,41
		Change in total remuneration %				20,3 %	6,4 %	-21,1 %
Erik Skullerud ⁴⁾ Former Chief Executive Officer <i>(From Sep 2021 to Sep 2022 In termination until Feb 2023)</i>	CHF	Salary and fixed benefits					0,56	0,55
		Bonus and variable benefits					0,17	0,00
		Total remuneration exclusive imputed cost share based payments					0,73	0,55
		Change in total remuneration %						-23,8 %
Gabriele Elbl ⁵⁾ Former VP Global Regulatory Affairs <i>(From Nov 2019 to Nov 2022)</i>	CHF	Salary and fixed benefits			0,34	0,34	0,35	0,34
		Bonus and variable benefits			0,04	0,08	0,08	0,06
		Total remuneration exclusive imputed cost share based payments			0,38	0,42	0,43	0,40
		Change in total remuneration %				11,3 %	3,3 %	-8,3 %
Sandra Jonsson ⁶⁾ Former Chief Operating Officer <i>(From Jan 2022 to Oct 2022)</i>	CHF	Salary and fixed benefits						0,31
		Bonus and variable benefits						0,06
		Total remuneration exclusive imputed cost share based payments						0,37
		Change in total remuneration %						
Rosemarie Corrigan ⁷⁾ Former Chief Quality Officer <i>(From Dec 2017 to Apr 2022)</i>	GBP	Salary and fixed benefits	0,21	0,21	0,23	0,23	0,24	0,23
		Bonus and variable benefits	0,03	0,04	0,06	0,05	0,07	0,00
		Total remuneration exclusive imputed cost share based payments	0,24	0,24	0,29	0,29	0,31	0,23
		Change in total remuneration %		2,7 %	19,1 %	-0,8 %	8,6 %	-25,1 %
Pierre Dodion ⁸⁾ Chief Medical Officer <i>(From Nov 2021 to Aug 2022)</i>	EUR	Salary and fixed benefits						
		Bonus and variable benefits						
		Total remuneration exclusive imputed cost share based payments						
		Change in total remuneration %						
Chris Freitag ⁹⁾ Chief Medical Officer <i>(From Aug 2022)</i>	CHF	Salary and fixed benefits						
		Bonus and variable benefits						
		Total remuneration exclusive imputed cost share based payments						
		Change in total remuneration %						

Remuneration for executives has been annualised if the executive has not been employed a full financial year.

Remuneration is presented exclusive of imputed costs related to share based payment. Imputed costs related to share based payment in 2021 and 2022 is presented in table 5.1. Average exchange rates used for conversion to NOK are shown in table 8.3.

- 1) Malene Brondberg held the combined position as interim Chief Executive Officer (CEO) and Chief Financial Officer (CFO) from September 2022 to 31 January 2023 when she transitioned out of the company. In 2022 Brondberg signed a severance agreement that entitles her to three months severance pay based on her previous CFO salary, totaling GBP 0.057 million which is equivalent to NOK 0.68 million. In addition, she received CEO salary in her six months notice period from January 2023 to June 2023, in total GBP 0.23 million equivalent to NOK 2.68 million. Severance payment and six months notice period is paid in 2023 and therefore not included in table 8.1. Sum of notice period and severance paid in 2023 then equals GBP 0.28 million which translates to NOK 3.36 million. Brondberg joined Nordic Nanovector in February 2018 as Vice President Investor Relations and was appointed Chief Financial Officer in May 2020. Following the restructuring of the company in May 2020, she was also responsible for Investor Relations and Human resources. Brondberg also served as Interim CEO from July 2021 until the permanent CEO, Erik Skullerud, joined in September 2021. Brondberg received 3.5 per cent pay increase on base CFO salary in February 2022. When taking on the interim CEO position, the board decided to adjust Brondberg's salary and benefit to be in line with the former CEO.
- 2) Jostein Dahle has been with the company since 2008. In the respective period for this table he has served as Chief Scientific Officer. Dahle received a 4 per cent pay increase on base salary in February 2022.
- 3) Lars Nieba joined Nordic Nanovector on 1 December 2019 as Chief Technology Officer and was appointed Interim Chief Executive Officer on 26 February 2020. Due to the restructuring of the company, he has served the role as Interim CEO and CTO between February 2020 to April 2021. In 2022, Nieba signed a severance agreement which entitled him to a two months severance payment after contractual notice period of three months. Nieba received a 1.5 per cent pay increase on base salary in February 2022. Lars Nieba's last day in the company is end of January 2023. Severance payment and one out of three months' notice period is paid in 2023 and therefore not included in the table above.
- 4) Erik Skullerud joined Nordic Nanovector in September 2021 as Chief Executive Officer and served in this position until September 2022 when he transitioned out of his role as part of the restructuring of the company. In September 2022, he signed a severance agreement which entitled him to two months' severance payment after the contractual notice period of six months. Severance payment and salary for two months' notice period is paid in 2023 and not included in the table above. Skullerud received a 1.5 per cent pay increase on base salary in February 2022.
- 5) Gabriele Elbl joined Nordic Nanovector in November 2019. In 2022, she signed a severance agreement which entitled her to two months' severance payment after contractual notice period of three months. Elbl received a 1.5 per cent pay increase on base salary in February 2022. Gabriele Elbl's last day in the company was end of November 2022. Remuneration has been annualized to ensure comparability to management employed full year.
- 6) Sandra Jonsson joined the company in January 2022 and due to the restructuring of the company she left in October 2022. Jonsson signed a severance agreement which entitled her to a two months' severance payment after the contractual notice period of three months. Remuneration has been annualized to ensure comparability to management employed full year.
- 7) Rosemarie Corrigan joined Nordic Nanovector in December 2017 and left the company in April 2022. Corrigan received no pay increase on base salary in February 2022. Remuneration has been annualized to ensure comparability to management employed full year.
- 8) Pierre Dodion was appointed Chief Medical Officer in November 2021, hired through Immuno Oncology Partners. He served as CMO until 1 August 2022. During 2022, the company has paid NOK 1.1 million for his services as Chief Medical Officer.
- 9) Chris Freitag was appointed Chief Medical Officer in August 2022. During 2022, the company has paid NOK 0.9 million for his services as Chief Medical Officer.

TABLE 8.2 Employee remuneration and company performance

Amounts in NOK million	2018	2019	2020	2021	2022
	2017 vs 2018	2018 vs 2019	2019 vs 2020	2020 vs 2021	2021 vs 2022
Average remuneration on a full-time equivalent basis of employees					
Average employee remuneration excl. registered executives in the company.	1,02	1,18	1,26	1,29	1,23
Average remuneration growth (parent company)	-4,1 %	15,2 %	7,3 %	1,9 %	-4,2 %
Average employee remuneration excl. registered executives in the group	1,16	1,34	1,34	1,35	1,33
Average remuneration growth (group)	-0,3 %	15,9 %	0,1 %	0,5 %	-1,1 %
Full-time equivalent basis of employees in the group	37,8	44,9	40,8	38,9	35,9
Company performance	2018	2019	2020	2021	2022
Loss for the year	-337,8	-433,6	-417,1	-441,3	-311,2
Achievement of corporate priorities	78,1 %	58,0 %	76,5 %	82,5 %	n/a*

* Due to the discontinued clinical study PARADIGME and the restructuring of the company, the annual achievement of corporate priorities have not been set by the board for 2022 and as a result of this the annual cash bonus was cancelled.

TABLE 8.3 Exchange rates used in the conversion of remuneration from CHF and GBP to NOK

Currency	2017	2018	2019	2020	2021	2022
GBP	10,654	10,853	11,240	12,082	11,827	11,861
CHF	8,400	8,318	8,859	10,036	9,409	10,069

Exchange rates are annual average exchange rates for the applicable year.

9. Independent auditors statement on the remuneration report



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Medlemmer av Den norske Revisorforening

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON REMUNERATION REPORT

To the General Meeting of Nordic Nanovector ASA

Opinion

We have performed an assurance engagement to obtain reasonable assurance that Nordic Nanovector 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

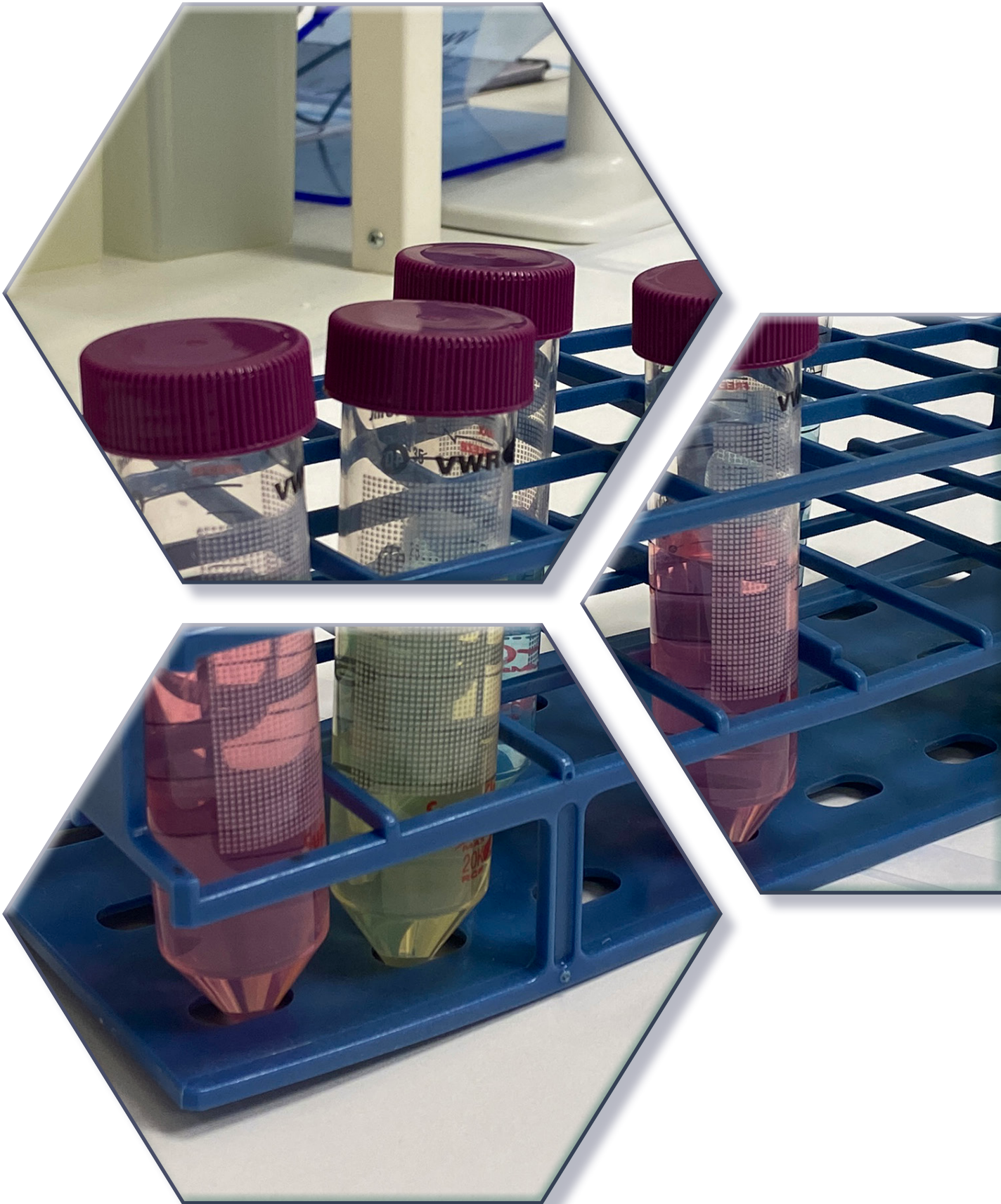
Our responsibility is to express an opinion on whether the remuneration report contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and that the information in the remuneration report is free from material misstatements. 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, 23 March 2023
ERNST & YOUNG AS

The auditor's assurance report is signed electronically

Anja Maan
State Authorised Public Accountant (Norway)



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