
BioInvent International AB (publ)

Guidelines for remuneration to senior executives

These guidelines shall apply to those persons who, during the period the guidelines are in effect, belong to the executive management, hereinafter referred to as “senior executives”.

BioInvent shall offer compensation and terms of employment deemed necessary to recruit and retain qualified executives who are capable of achieving established goals. The overarching principle is to offer market-based salaries and other remuneration to senior executives at BioInvent.

In addition to fixed cash base salary, remuneration may be paid in the form of variable cash salary, pension benefits and other benefits. Additionally, the general meeting may resolve on share-related incentive programmes. Incentive programmes resolved by the general meeting are excluded from these guidelines, subject to what is stated below regarding the content of the Board of Directors’ proposal.

The fixed cash base salary shall be based on the individual senior executives area of responsibility, authority, competence, experience and performance.

The variable cash salary shall reward clearly target related accomplishments in a simple and transparent way. The senior executives’ variable remuneration shall depend on the extent to which previously established targets are met within the frame of the Company’s operation, mainly technical and commercial milestones within proprietary drug projects. By rewarding clear and measurable progress in the Company’s own drug projects as well as commercial progress, the criteria contribute to support and motivate employees to achieve the BioInvent’s established business strategy and long-term value creation. The senior executives’ annual variable cash remuneration may amount to not more than 40 per cent of the fixed salary. The variable cash remuneration shall qualify for pension benefits. The Board of Directors shall have the possibility to, in accordance with general legal principles, reclaim variable cash salary.

In addition to the fixed cash base salary and variable cash salary, the company may pay a stay-on bonus (deferred fixed remuneration), which for a three year period may amount to a maximum of 100 per cent of the fixed cash base salary for one year, and in the case of new recruitment, a guaranteed fixed bonus which may amount to a maximum of 100 per cent of the fixed cash base salary.

Each year, the Board of Directors shall consider whether a share-based incentive programme should be proposed for the annual general meeting. If the general meeting is proposed to resolve on share-based remuneration, the Board of Directors’ proposal for the general meeting shall include information about acquiring periods and, if applicable, information about the share-based remuneration expected share of total remuneration, the obligation to retain shares for a certain period after acquisition and an explanation of how the share-based remuneration promote the Company’s business strategy, long-term interests and sustainability.

The senior executives’ non-monetary benefits, such as company cars, computers, mobile phones, extra health insurance, or occupational health care, may be provided to the extent that such benefits are deemed market-based for senior executives in equivalent positions in the market where the company is active. The total amount of such benefits shall be to less than 10 per cent of the fixed cash base salary.

The ITP plan (Sw: *Industrins och handelns tilläggs pension*) shall be applicable to senior executives according to collective agreement or equivalent. Depending on the age of the senior executive, ITP1 or ITP2 are applicable. According to ITP1, the company pays a premium of 4.5% of the executive's pensionable salary¹ up to 7.5 income base amounts and 30% of the exceeding pensionable salary. Senior executives covered by ITP2 are entitled to so called alternative ITP, which means that the company pays a defined benefit premium on pensionable salary up to 7.5 income base amounts. On pensionable salary exceeding 7.5 income base amounts, the company pays a premium of 30%, and a premium of 2% to supplementary age-pension (ITPK). Senior executive who reside outside Sweden or are foreign nationals and have their main pension in a country other than Sweden, may be offered other pension solutions that are reasonable in the relevant country. Such solutions must be defined contribution plans and not exceed 35 per of the salary base.

Senior executives shall be employed for an indefinite period of time. For the CEO, the termination pay and the severance pay may together not exceed an amount equivalent to 24 monthly salaries and for other senior executives may the termination pay and the severance pay not exceed an amount equivalent to 12 monthly salaries. Severance pay shall not be paid when termination is made by the senior executive.

Senior executives may be reimbursed for non-compete undertakings after termination of the employment, however, only to the extent that severance pay is not paid for the corresponding period of time. Such remuneration shall intend to compensate the senior executive for the difference between the fixed cash salary at the time of termination of the employment and the (lower) income obtained, or could be obtained, through a new employment, assignment or own business. The remuneration may be paid during the time the non-compete undertaking applies, however not for more than 12 months following termination of employment.

Remuneration to board members and deputy board members is, according to law, resolved by the general meeting to the extent the remuneration is related to the board assignment. If a board member is employed by the company, remuneration to such board member shall be paid in accordance with these guidelines. Board members employed by the company shall not receive additional remuneration for a board assignment in the company or in a group company. If a board member performs work for the company that is not board related, market-based remuneration, taking into account the nature of the work and the work effort, shall be paid. Such remuneration shall be resolved by the Board of Directors (or, if follows from the Swedish Companies Act, the general meeting).

The Board of Directors' Remuneration Committee prepares and formulates proposals for the Board of Directors to resolve on remuneration for the CEO. The Board of Directors' Remuneration Committee prepares, in consultation with the CEO, and resolves on matters regarding remuneration to other senior executives. The assessment of whether the criteria for variable remuneration have been fulfilled shall be made by the Board of Directors and the Remuneration Committee, respectively, in a substantially non-discretionary way. The CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

These guidelines promotes the company's business strategy, long-term interests and sustainability in the way stated above regarding the criteria for variable remuneration and

¹ In addition to fixed cash salary, the pensionable salary also include variable cash salary as well as certain other remuneration.

contribute to the company's ability to attract and retain important people to the operation in the long term. In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Remuneration Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

The Board of Directors shall have the right to derogate from these guidelines if justified by particular circumstances in individual cases and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. In such case, the Board of Directors shall in its decision state in which part derogation from the guidelines have been made, the specific reasons that justify the derogation and also report any derogation and the reasons in the Board of Directors annual report on the Remuneration Committee's evaluation of remuneration to senior management.

The Board of Directors shall prepare a proposal for new guidelines when there is a need for changes in these guidelines, but no later than at the annual general meeting 2024.

Information on remuneration to senior executives during previous fiscal years is presented in the company's annual report, including any previously remuneration resolved by not yet due.

Lund in March 2020
BIOINVENT INTERNATIONAL AB (publ)
The Board of Directors