

# Corporate Governance Report

**This Corporate Governance Report is prepared in accordance with Chapter 6. §6 of the Swedish Annual Accounts Act and the Swedish Code of Corporate Governance (the "Code"). Good corporate governance is important to support Immunovia's vision and create shareholder value based on proactive risk management and a well-functioning corporate culture.**

The Board of Directors is responsible for the Corporate Governance Report. The Corporate Governance Report for the financial year has been reviewed by the company's auditor, which is described in the "Auditor's examination of the corporate governance statement".

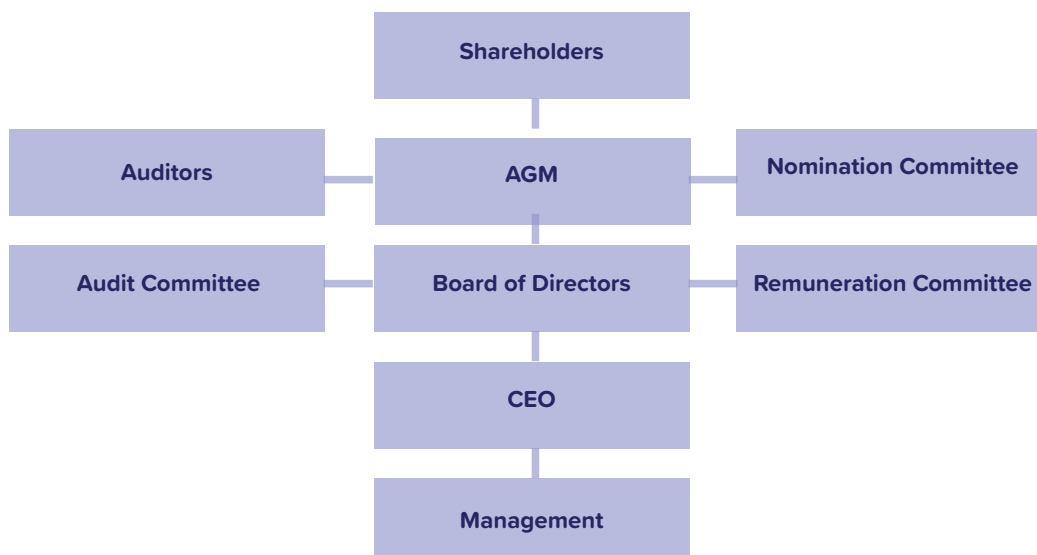
Immunovia is a Swedish public limited company, whose shares have been listed for trading on Nasdaq Stockholm's main list since April 3, 2018. Immunovia complies with the corporate governance guidelines stated in internal and external rules and regulations. In its capacity as a limited company listed on Nasdaq Stockholm, Immunovia is regulated by the Swedish Companies Act and the Swedish Annual Accounts Act, other applicable Swedish and foreign laws and regulations, including Nasdaq Stockholm's Rulebook for Issuers.

To ensure compliance with all applicable legal standards, Immunovia has also adopted internal instructions and policies, which are reviewed below. The Board of Directors has also adopted and implemented Rules of Procedure for its work, and adopted instructions for the Chief Executive Officer, with instructions for financial reporting.

## Compliance with the Swedish Code of Corporate Governance

Immunovia's shares are listed for trading on Nasdaq Stockholm's main list and thereby the company is required to comply with the Swedish Code of Corporate Governance (the "Code"). The Code forms part of Swedish self-regulation and it defines a norm for good corporate governance. The Swedish Corporate Governance Board manages the Code, and it is available at their website ([www.corporategovernanceboard.se](http://www.corporategovernanceboard.se)). The Code is based on the principle of "comply or explain" which means that companies are not obliged to always comply but are allowed the freedom to choose alternative solutions which for them are better suited, but when doing so they are required to openly report deviation and explain the reason for deviating. At an extraordinary general meeting, November 21, 2023, it was decided to adopt equity incentive program for the Company's board of directors, based on the rationale that an equity-based incentive program in the form of stock options is a central part of an attractive and competitive remuneration package in order to attract, retain and motivate competent board members in Immunovia and to focus the participants on delivering exceptional performance which contributes to value creation for all shareholders. The proposed program is designed to match US market practices, reflecting the importance of attracting US-based board members. During the financial year 2023, Immunovia had no other exceptions from the Code.

## The Company's Governing Bodies



As of December 2023, Immunovia had four outstanding warrant programs aimed at employees and board directors in the company. In countries where the allocation of warrant programs for different reasons are not appropriate, it has been decided to introduce alternative cash-based incentive programs for employees in the company. The alternative incentive programs are designed in such a way that their financial effect mirrors the conditions in the corresponding warrant program.

#### **Articles of Association**

Immunovia's Articles of Association, which are the basis of governing the company's operations, state the company's name, registered office, the aim of business operations, the company's shares and share capital, and it also includes rules governing shareholders' meetings. The Articles of Association state no limitations in terms of how many votes each shareholder is entitled to cast at shareholders' meetings, nor any stipulations regarding appointing and dismissing Directors, or amending the Articles of Association. The Articles of Association are stated at [www.immunovia.com](http://www.immunovia.com).

#### **Shares and Shareholders**

The total number of shares and votes of the company as of December 31, 2023 was 45,287,498. The shares are denominated in SEK and each share has a quota value of SEK 0.05. Total share capital was SEK 2,264,374.90. The shares in the Company have been issued in accordance with Swedish law and all issued shares are fully paid and freely transferable. The shares in the Company are of the same share class, each share carries one vote, and all shares grant equal right to the company's assets and earnings. The company had approximately 10,000 shareholders as of December 31, 2023. The company's largest shareholders as of December 31, 2023 are listed on page 22.

According to the company's knowledge, all other significant relationships between Immunovia and the company's largest shareholders are listed in Note 30 titled "Transactions with related parties". The Board of Directors is not aware of any shareholders' agreements or other agreements regarding voting rights or other shareholders' rights.

#### **Annual General Meeting**

The AGM is the company's highest decision-making body. The AGM must be held within six months of the end of the financial year. The AGM elects the Board of Directors and auditors. The AGM also adopts the Income Statement and Balance Sheet, and considers matters of the dividend, discharging the Directors and Chief Executive Officer from liability, and approving fees to the Board of Directors and auditors. The AGM also deals with matters that it is subject to according to the Swedish Companies Act and the Articles of Association.

The company's ambition is for the AGM to be a satisfactory body for shareholders, and accordingly, aim is for the whole Board, at least one representative of the Nomination Committee, the Chief Executive Officer and other members of management, as well as the auditor, to always attend the AGM.

The board is to call for an Extraordinary General Meetings (EGM) if a shareholder minority representing at least ten per cent of the company's shares or the auditor so requests. The board may also call an extraordinary general meeting on its own initiative.

In accordance with Immunovia's Articles of Association, notices convening AGMs and EGMs are through an announcement in a Swedish Official Gazette (Post- och Inrikes Tidningar), and by making the notice available on the company's website. Issuance of the convening notice is announced in the Swedish daily newspaper Dagens Industri.

Resolutions of meetings are published in press releases and are available on the company website.

The 2024 AGM will be held on June 4 at Medicon Village in Lund.

### Entitlement to Attend the AGM

All shareholders directly registered in the share register maintained by Euroclear Sweden AB five days prior to the AGM and have notified the company of their intention to attend (with potential assistants) by no later than the date stated in the convening notice of the AGM, are entitled to attend the AGM and vote for the number of shares they own. Shareholders can attend the AGM personally or by proxy and may also be assisted by a maximum of two people. Normally, shareholders can register in several different ways, as stated in the convening notice.

### Initiatives from Shareholders

Each shareholder also has the right, regardless of the number of shares held, to have items included on the agenda of the meeting to be considered at the AGM. Prerequisite is that the request has been submitted to the board of directors in sufficient time for the item to be included in the notice of meeting.

### Nomination Committee

The company must have a nomination committee with the task of preparing and submitting proposals to the AGM, and where appropriate, to the EGM in resolutions on elections and remuneration issues and, where applicable, in procedural matters for the next nomination committee.

The nomination committee shall propose:

- The chair of the AGM
- Candidates for the post of chair and other members of the Board
- Fees and other remuneration for board assignments to each of the Board members
- Remuneration to members of committees within the board
- Election and remuneration of the company's auditor
- Principles for the Nomination Committee

The Nomination Committee shall, when assessing the Board's evaluation and in its proposals, consider the requirement on the versatility and breadth of the board and the requirement to strive for a balanced gender distribution. Nomination Committee members, regardless of how they have been appointed, shall safeguard the interest of shareholders in the company. Any changes in the composition of the Nomination Committee shall immediately be made public.

The Nomination Committee, which will be appointed for the period until a new Nomination Committee has been appointed, should consist of four members, three of whom should be appointed by the company's largest shareholders in terms of votes, and the fourth member should be the Chair of the Board. When evaluating which shareholder should be considered the largest shareholder of the company, calculations of participating interest should include ownership based on groups of shareholders that collaborate in the company's administration. As soon as possible after the end of the third quarter each year, the Chair of the Board should contact the three largest shareholders at this date in an appropriate manner and encourage them to designate the individual such shareholder wishes to appoint as a member of the Nomination Committee in writing within a reasonable time that does not exceed 30 days. If one of the three largest shareholders does not exercise his or her right to appoint a member of the Nomination Committee, the next shareholder in line will be offered the right to appoint a member of the Nomination Committee. In cases where several shareholders decline the entitlement to appoint members of the Nomination Committee, the Chair of the Board should not have to contact more than eight shareholders, unless it is necessary to compose a Nomination Committee with at least three members.

Unless otherwise agreed between members, the Chair of the Nomination Committee should represent the largest shareholder. The Chair of the Board or other Directors may not serve as Chair of the Nomination Committee. Employees of the Group may not be members of the Nomination Committee.

If a shareholder who has appointed a member of the Nomination Committee ceases to be one of the company's three largest shareholders in the year, the member elected by such a shareholder should resign from the Nomination Committee. Instead, a new shareholder among the three largest shareholders will be entitled, independently and at their own discretion, to appoint a member of the Nomination Committee. However, no marginal differences in shareholdings and changes to shareholdings arising later than three months prior to the AGM should cause any changes to the composition of the Nomination Committee, unless in special circumstances.

If a member of the Nomination Committee leaves before the Nomination Committee has completed its assignment due to reasons other than those stated in the preceding paragraph, that shareholder that appointed such member shall be entitled, independently and at their own discretion, to appoint a replacement. If the Chair of the Board leaves the Board of Directors, his/her replacement should also replace the Chair of the Board on the Nomination Committee. No fees are payable to members of the Nomination Committee. However, the company will pay expenses that the Nomination Committee considers necessary to complete its assignment.

The current Nomination Committee members are:

- Carl Borrebaeck, representing Carl Borrebaeck
- Sara Ek, representing Sara Ek Chair of the Nomination Committee
- Peter Høngaard Andersen, Chair of the Board of Directors of Immunovia
- Mats Leifland, representing Mats Ohlin

The composition of the Nomination Committee must be published on the company's website no later than six months before the AGM.

### AGM 2023

AGM was held on May 26, 2023. The meeting resolved that the number of board members should be four, with no deputy members. It was resolved to re-elect the Directors Peter Høngaard Andersen, Hans Johansson and Martin Møller and to elect Michael Löfman as new Director.

The AGM resolved to re-elect chartered accountant Mats-Åke Andersson, HLB Auditoriet AB, as auditor of the company, with Martin Gustafsson, HLB Auditoriet AB as deputy auditor, for the period up to the end of the 2024 Annual General Meeting.

It was resolved that the remuneration to the Board would amount SEK 1 510 000, of which SEK 550 000 to the Chair of the Board and SEK 240 000 to each of the other members of the Board. Further SEK 50 000 to the Chair of the Audit Committee, SEK 50 000 to the Chair of the Remuneration Committee and SEK 30 000 each to other members of these committees. In addition, it was decided that the auditor should be reimbursed according to an approved bill.

The proposal that no dividend be paid for the financial year 2023 was approved.

Furthermore, it was decided to appoint a Nomination Committee for the next AGM, in accordance with the above section "Nomination Committee".

The AGM further resolved, in order to enable the Board to increase working capital to the company and/or bring new owners of strategic importance for the company, and/or acquire other companies or businesses, to authorize the Board during the period until the next AGM on one or more occasions, to decide on a new share issue, corresponding to a maximum of 20 percent of the number of shares as per the 2023 AGM, with or without deviation from shareholders' preferential rights and with or without a provision for a capital contribution.

### EGM 2023

EGM was held on November 21, 2023. The meeting resolved, in accordance with the nomination committee's proposal, that the number of board members shall be six, with no deputy members, and to elect Melissa Farina and Valerie Bogdan-Powers as new board members. For the time up until the next annual general meeting, the board will consist of Peter Høngaard Andersen (chair), Hans Johansson, Michael Löfman, Martin Møller, Melissa Farina and Valerie Bogdan-Powers.

It was resolved that the remuneration resolved by the Annual General Meeting 2023 to the board members elected by the Annual General Meeting 2023 for the period from their election to the Extraordinary General Meeting shall be paid in proportion to the length of their respective terms of office. The meeting further resolved that remuneration for work within the board to each of the current board members elected by the Annual General Meeting 2023 and to each of the newly elected board members shall be SEK 180,000 (on an annual basis) and for the Chair SEK 420,000 (on an annual basis), and that the remuneration to these members for the period from the time their election takes effect until the end of the next Annual General Meeting shall be paid in proportion to the length of their respective terms of office.

Furthermore, it was resolved that the Chair of the Audit, Science and Remuneration Committee should be remunerated with SEK 40,000 and other members of said committees to be remunerated with SEK 25,000 (on an annual basis), and that the remuneration to these members for the period from the time their election takes effect until the end of the next Annual General Meeting shall be paid in proportion to the length of their respective terms of office. Finally, it was resolved that the board members should be compensated for reasonable travel expenses in accordance with the company's travel policy.

With a lower cash compensation, it was also resolved to adopt an equity incentive program for the Company's management and key personnel, including a resolution to issue not more than 2,597,234 warrants to ensure the delivery of shares to the participants and for hedging of social security costs. The Incentive program entails that the participants will be granted options which entitle the holder to purchase shares in the company at a pre-determined exercise price corresponding to 100 percent of the volume-weighted average price of the Immunovia share on Nasdaq Stockholm during the five (5) trading days preceding the granting date. It was also decided to adopt an equity incentive program for the Company's board of directors, including a resolution to issue not more than 649,309 warrants to ensure the delivery of shares to the participants and for hedging of social security costs. The incentive program entails that the participants will be granted options which entitle the holder to purchase shares in the company at a pre-determined exercise price corresponding to 100 percent of the volume-weighted average price of the Immunovia share on Nasdaq Stockholm during the five (5) trading days preceding the granting date. Of the two programs decided only the Board ESOP has been allocated by year-end 2023.

#### **Announcement of CEO**

On May 29, 2023 Jeff Borcharding was appointed CEO.

#### **The Board of Directors**

The Board of Directors is the highest decision-making body after the AGM. The responsibilities of the Board of Directors are regulated through means including the Swedish Companies Act, the company's Articles of Association and other laws and regulations, as well as the Board of Directors' Rules of Procedure and other internal policies.

Pursuant to the Swedish Companies Act, the Board of Directors is responsible for the company's administration and organization, which means that the Board is responsible for matters including setting goals and strategies, ensuring procedures and systems for evaluating established goals, continuously evaluating Immunovia's financial position and results of operations, as well as appraising executive management. The Board of Directors is also responsible for ensuring that the Annual Accounts and Consolidated Accounts, as well as interim reports, are prepared on time. The Board also appoints the CEO.

The Directors are elected by the AGM each year, or where appropriate, by an EGM, for the period until the end of the next AGM. The Chair is elected by the AGM, or where appropriate, an EGM, and has a special responsibility to lead the work of the Board of Directors and for the work of the Board being well organized and conducted effectively.

The Board of Directors follows written Rules of Procedure, which are reviewed yearly and adopted at the Board Meeting following election each year, or as necessary. The Rules of Procedure divide responsibilities for the work of the Board between the Board and its Committees, and between the Board and the CEO. Pursuant to the Articles of Association, the Board should decide on strategies and budgets, adopt the Annual Accounts and other financial statements, important policies and authorization lists, appoint the CEO and appraise the work of the CEO, adopt rules governing internal controls and monitoring how internal controls are functioning, decide on major investments and far-reaching agreements, decide on the direction of the work of the Board of Directors, appoint the Audit and Remuneration Committees, and appraise the work of the Board's Committees.

The Chair of the Board leads the work of the Board. The Chair of the Board should monitor the company's progress and ensure that the Board receives the information necessary for the Board to perform its duties.

The Board meets in accordance with an annual schedule that is approved in advance. In addition to these meetings, further meetings can be arranged to deal with issues that cannot be considered at a scheduled meeting. In addition to Board meetings, the Chair and CEO maintain an ongoing and regular dialogue regarding management of the company.

#### **The Work of the Board of Directors**

Board meetings are prepared by the Chair of the Board jointly with the company's CEO. Written material is provided to the Board for each meeting. Certain matters are consulted within the audit committee, whose members are Hans Johansson, Melissa Farina and Michael Löfman. Regular issues for Board meetings include reviews of business conditions and financial reporting. The minutes of Board meetings are recorded by the company's CFO.

#### **Appraising the Work of the Board**

Pursuant to the Articles of Association, the Board appraises its work each year. The work of the Board is evaluated yearly through a systematic and structured process that is designed to produce good supporting data for improvements of the Board's own work. The appraisal is conducted partly individually, and partly through discussions at Board meetings. The aim of the appraisal is to provide the Chair of the Board with information on how Directors perceive the efficiency and aggregate competence of the Board, and if there is a need for changes within the Board. The other Directors appraise the Chair of the Board. The Chair of the Board informs the Nomination Committee of the outcome of these appraisals.

#### **Summary of Board Meetings During the Year**

In 2023, the Board held 27 meetings. During the year, the external auditor attended one meeting. Matters considered apart from scheduled items included continuous reviews of long-term strategies, review of new product alternatives, and the budget for 2024.

#### **Board Composition and Independence**

Pursuant to the company's Articles of Association, where elected by the AGM, the Board should consist of a minimum of three and a maximum of ten Directors and maximum of ten deputies. There is otherwise no stipulation in the Articles of Association regarding appointing or dismissing Directors. Pursuant to the Code, a majority of the Directors elected by shareholders' meetings should be independent of the company and its management. At least two should also be independent of the company's major shareholders. Immunovia considers that the Board satisfies the requirements of independence.

At present, the company's Board of Directors consists of six members elected by shareholders' meetings.

## Share information

The number of registered shares amounted to 45,287,498 shares at the end of the reporting period. The share's nominal value is SEK 0.05.

### Share capital development

Year	Event	Total share capital (SEK)	Change (SEK)	Total no. of shares	Change in shares	Nominal value (SEK)
May 24, 2007	Formation	100,000.00	100,000.00	1,000,000	1,000,000	0.10
Oct 19, 2011	New share issue	105,263.00	5,263.00	1,052,630	52,630	0.10
Oct 27, 2011	Share split 5:1	105,263.00	-	5,263,150	4,210,520	0.02
July 5, 2012	New share issue	108,869.92	3,606.92	5,443,496	180,346	0.02
May 21, 2013	New share issue	122,483.76	13,613.84	6,124,188	680,692	0.02
Sep 10, 2013	New share issue	124,899.76	2,416.00	6,244,988	120,800	0.02
Jun 5, 2014	New share issue	220,924.32	96,024.56	11,046,216	4,801,228	0.02
Aug 13, 2015	Bonus issue	552,310.80	331,386.48	11,046,216	-	0.05
Dec 17, 2015	New share issue	714,560.80	162,250.00	14,291,216	3,245,000	0.05
Sep 15, 2016	New share issue	823,728.40	109,167.60	16,474,568	2,183,352	0.05
Oct 17, 2016	New share issue	840,202.95	16,474.55	16,804,059	329,491	0.05
Oct 4, 2017	New share issue via warrants	865,902.95	25,700.00	17,318,059	514,000	0.05
Jun 8, 2018	New share issue	974,042.65	108,139.70	19,480,853	2,162,794	0.05
Sep 19, 2018	New share issue via warrants	976,567.65	2,525.00	19,531,353	50,500	0.05
Sep 9, 2019	New share issue via warrants	982,742.65	6,175.00	19,654,853	123,500	0.05
June 4, 2020	New share issue	1,130,154.05	147,411.40	22,603,081	2,948,228	0.05
Oct 4, 2020	New share issue via warrants	1,131,579.05	1,425.00	22,631,581	28,500	0.05
April 12, 2023	New share issue	2,264,374.90	1,132,795.85	45,287,498	22,655,917	0.05
<b>At end of period</b>		<b>2,264,374.90</b>		<b>45,287,498</b>		<b>0.05</b>

### The 10 largest shareholders on December 31, 2023

Shareholders	No. of shares	Share (capital and votes)
Avanza Pension	4,713,411	10.41%
Carl Borrebaeck	1,709,900	3.78%
Caceis Bank, Switzerland Branch, WBIMY	1,319,706	2.91%
Nordnet Pensionsförsäkring AB	938,127	2.07%
Vincent Saldell	924,000	2.04%
Mats Ohlin	848,950	1.87%
Sara Andersson Ek	848,907	1.87%
Christer Wingren	748,525	1.65%
Åhlandsbanken ABP (Finland), Svensk filial	692,027	1.53%
EFG Bank/Geneva	481,387	1.06%
Ten largest owners	13,224,940	29.20%
Others	32,062,558	70.80%
<b>Total</b>	<b>45,287,498</b>	<b>100.00%</b>

Source: Monitor by Modular Finance AB. Compiled and processed data from Euroclear, Morningstar and the Swedish Financial Supervisory Authority, among others

## Incentive schemes

Immunovia has four outstanding warrant schemes comprising 1,055,309 options with the right to subscribe for 1,055,309 shares. There is no dilution effect on earnings per share as long as the Group's earnings are negative.

For more information about the outstanding warrant schemes see Note 10.



## Board

Immunovia's board of consists of six members, including the chair of the board. The board's members and their independence as well as shareholdings are shown in the table below and refer to the calendar year 2023 and based on the election at the AGM in May and EGM in November.

Name	Assignment for the company and other material assignments	Elected to the board	Independent in relation to		Holdings in the company
			Company and management	Major shareholders	
Peter Høngaard Andersen	Chair of the board	2020	Yes	Yes	11 730 shares 138 176 options
Hans Johansson	Member	2016	Yes	Yes	312 432 shares 69 088 options
Martin Møller	Member	2021	Yes	Yes	1 056 shares 69 088 options
Michael Löfman Elected May 2023	Member	2023	Yes	Yes	692 027 shares 69 088 options
Melissa Farina Elected November 2023	Member	2023	Yes	Yes	0 shares 69 088 options
Valerie Bogdan-Powers Elected November 2023	Member	2023	Yes	Yes	0 shares 69 088 options

Name	Assignment for the company and other material assignments	Elected to the board	Attendance board meetings	Attendance Remuneration Committee	Attendance Audit Committee	Attendance Science Committee
Peter Høngaard Andersen	Chair of the board	2020	27/27	1/1		4/4
Hans Johansson	Member	2016	27/27		3/3	4/4
Martin Møller	Member	2021	27/27	3/3	2/2	
Michael Löfman Elected May 2023	Member	2023	13/13		1/1	
Melissa Farina Elected November 2023	Member	2023	3/3		1/1	
Valerie Bogdan-Powers Elected November 2023	Member	2023	3/3			



## Board of Directors

### PETER HØNGAARD ANDERSEN

Born 1956. Member since 2020.<sup>1</sup>

#### Education

B.Sc. in chemistry, M.Sc. in biochemistry and Dr. Med.

#### Other current assignments

Chair of the board KyNexis BV and Sidera Bio ApS. Owner and CEO of Høngaard Consulting ApS and Høngaard Holding. Member of the board Immunovia Incentive AB, operating partner in Forbion.

#### Previous assignments

Founder and Managing Partner of Innovation Fund Denmark, member of the executive committee of IC Permed (the International Consortium of Personalized Medicine). Chair of the board in Scandion Oncology A/S, Prexton Therapeutics Ltd and Edvince AB, and member of the board in Monsenso A/S.

<sup>1</sup> Peter Høngaard Andersen valdes som styrelseledamot den 7 maj 2020 och valdes som styrelseordförande den 26 maj 2023.



### HANS JOHANSSON

Born 1954. Member since 2016.

#### Education

M.Sc. (Eng.) in chemical engineering

#### Other current assignments

Chair of the board in Doloradix Clinics AB and Myrtila AB. Member of the board in Q-linea AB och Doloradix AB. Deputy member of the board in Duvbo Projektkonsult AB.

#### Previous assignments

Member of the board in Single Technologies AB, Uppsala Innovation Centre AB and Swelife. MD of Personal Chemistry/Pyrosequencing (Biotage AB), MD for Sidec AB, Vice President, responsible for "Companion Diagnostics", in ThermoFisher's Speciality Diagnostics Group, Manager global marketing and commercial development, ThermoFisher's Immuno-Diagnostic Division and responsible for the Laboratory business area at Pharmacia Biotechnology AB. Chair of the board in Doloradix AB.



### MARTIN MØLLER

Born 1975. Member since 2021.

#### Education

University degree in humanities.

#### Other current assignments

Chair of the board in Scandion Oncology A/S and Re-Zip ApS. Member of the board Rehaler ApS and owner and MD of MM Advisory v/ Martin Møller.

#### Previous assignments

Senior Partner, McKinsey & Company. Chair of the board McKinsey & Company Denmark P/S and member of the board Edvince AB.



**MICHAEL LÖFMAN****Born 1963. Member since 2023.****Education**

Master of Science in Economics and Business Administration, Uppsala university.

**Other current assignments**

Chair of the board Roeshults Group AG.

**Previous assignments**

CEO, Fat Tail Capital AG, Senior Investment Analyst, SEB Investment Management, Senior Investment Analyst, Trygg-Hansa Insurance, Investment Analyst Swedbank Markets.

**MELISSA FARINA****Born 1979. Member since 2023.****Education**

M.B.A. Rice University, Houston, Texas.

**Other current assignments**

CFO i Conformal Medical Inc.

**Previous assignments**

CFO and deputy CEO of Neuspera, Med Tech Sector. CFO of Halma PLC. VP finance and IR LivaNova PLC.

**VALERIE BOGDAN-POWERS****Born 1967. Member since 2023.****Education**

BA in American History, Harvard University.

**Other current assignments**

President of Hub Heartland, of Hub International.

**Previous assignments**

Marketing director Procter &amp; Gamble Pharmaceuticals, President of HORAN Health.



### **Audit Committee**

The audit committee consists of Hans Johansson (Chairman), Michael Löfman and Melissa Farina. The primary duty of the Committee is to ensure the quality of financial reporting, which includes internal controls, reviews of material accounting and measurement issues, and reviews of the company's external reporting. Prior to the AGM, the Committee shall also provide the Nomination Committee with proposals regarding audit fees. The Audit Committee also determines which other services apart from auditing the company may purchase from the company's auditors.

The auditors meet the full Board of Directors and Audit Committee each year, both with and without management in attendance.

Minutes are taken at all Audit Committee meetings and distributed to all Directors. The Committee also provides regular reports to the board on its work through the Chairman of the Committee verbally reporting at the following board meeting.

The audit committee monitors the company's internal controls through continuous feedback and maintains regular contact with the external auditors.

The EGM November 2023 resolved that the Chairman of the audit committee would receive a fee of SEK 40,000 and that the other members should each receive SEK 25,000 as well as travel expenses in line with corporate policy.

### **Remuneration Committee**

Martin Møller is Chair of the Remuneration Committee and Peter Høngaard Andersen member. Its primary duty is to consult on salary, other benefits and employment terms for the CEO and other senior executives, as well as incentive schemes for each group. The Remuneration Committee should ensure compliance with the established guidelines for the remuneration of senior executives.

Minutes are taken at all Remuneration Committee meetings and distributed to all Directors. The Committee also provides regular reports to the board on its work through a verbal report from the Chairman of the Committee at the next board meeting.

The EGM November 2023 resolved that the Chairman of the Remuneration Committee would receive a fee of SEK 40,000 and that the other members should each receive SEK 25,000 as well as travel expenses in line with corporate policy.

### **Scientific Committee**

Hans Johansson is chair of the Scientific Committee and Peter Høngaard Andersen together with Valerie Bogdan-Powers members. The Scientific Committee shall evaluate the project that management and the board have to decide on and also monitor the Company's R&D from a scientific perspective.

Minutes are taken at all Scientific Committee meetings and distributed to all Directors. The Committee also provides regular reports to the board on its work through a verbal report from the Chairman of the Committee at the next board meeting.

The EGM November 2023 resolved that the Chairman of the Scientific Committee would receive a fee of SEK 40,000 and that the other members should each receive SEK 25,000 as well as travel expenses in line with corporate policy.

### **Auditors**

At the 2023 AGM, authorized accountant Mats Åke Andersson was appointed as auditor with authorized accountant Martin Gustafsson as deputy auditor for the period until the end of the 2024 AGM, both HLB Auditoriet AB. The company has engaged Mazars Revisionsbyrå AB in various accounting matters. Information on fees can be found in note 9.

# Management

## CEO and Management

The CEO is appointed by the board and has the primary responsibility for the company's ongoing administration and daily operations. The segregation of duties between the Board and CEO is stated in the Rules of Procedure of the Board of Directors and instructions for the CEO. The CEO and Group management are also responsible for preparing reports and compiling information for Group management for board meetings and present this material at Board meetings. The CEO is responsible for the company's financial reporting and should ensure accordingly that the board possesses sufficient information to enable continuous evaluation the company's financial position. Accordingly, and jointly with the rest of Group management, the CEO is responsible for compliance with the Group's overall strategy, financial and business controls, capital structure, risk management and acquisitions. This includes the preparation of financial statements and communication with the capital markets.

During 2023, successive changes were made to Group management. In May, Jeff Borcherding was appointed President and CEO. He had previously been responsible for Immunovia's US operations.

As of 2023-12-31, the Group management consisted of the CEO and 2 additional members. Autumn 2023, it was decided it was decided that Karl Stone would leave as COO, which took place on April 1, 2024.

### JEFF BORCHERDING

**Born 1973. President and CEO since 2023.**

#### Education

Attended Indiana University, B.Sc. in business and a M.B.A. from Kellogg Graduate School of Management of Northwestern University.

#### Other current assignments

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#### Previous assignments

Marketing director, Myriad Genetics, Brand manager Procter & Gamble.

**Holdings in the Company as per Dec. 31, 2023:** 350 000 shares and 100 000 warrants



### KARIN ALMQVIST LIWENDAHL

**Born 1962. CFO since 2022.**

#### Education

B. Sc. Lunds university.

#### Other current assignments

Member of the board Nitator Stainless Steel AB and Almqvist Liwendahl AB.

#### Previous assignments

CFO Dignitana AB and CFO Sprint Bioscience AB. Senior positions within the Telecom industry, head of Investor Relations Ericsson. Member of the Modelon AB and member of the board Fragment Finans AB.

**Holdings in the Company as per Dec. 31, 2023:** 0 shares and no warrants



**KARL STONE****Born 1963. COO since 2023.****Education**

PhD in Biochemical Engineering from University College London, M.Sc. in Medical Electronics and Physics from the University of London and a B.Sc. in Electrical and Electronics Engineering from King's College London.

**Other current assignments**

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**Previous assignments**

Chief Operating Officer of Microtest Matrices Limited

**Holdings in the Company as per Dec. 31, 2023:** 0 shares and no warrants

**Remuneration of Group Management**

Total remuneration and other benefits granted directly or indirectly by the company to members of Group management are stated in Note 10. The company has not issued any loans to members of Group management.

**The Board's Guidelines for Remunerating Senior Executives**

The board shall prepare proposals for new guidelines in the event of a need for significant changes to the guidelines, but at least every four years. The AGM 2023, determined the following guidelines for remuneration to senior executives, which are unchanged compared with the previous year.

Remuneration to senior executives of the company should consist of basic salary, potential variable compensation, other customary benefits and pensions. Total annual remuneration should be on market terms and competitive on the labor market where the executive is deployed, and consider individual qualifications and experience, as well as reflecting exceptional performance in overall compensation. Basic salary should be subject to annual review. Senior executives means the CEO and other members of the company's management.

Basic salary and variable compensation should relate to the executive's responsibilities and authority. Variable compensation should be payable in cash and/or in shares/share warrants/convertible instruments or other share-based instruments such as synthetic options or staff stock options and based on outcomes in relation to established targets and structured to promote shared interests between the executive and the company's shareholders. The vesting period or period from entering into an agreement until a share may be acquired should not be less than three years. Variable cash compensation should not exceed basic salary.

The terms and conditions governing variable compensation should be structured so that in especially severe financial conditions, the board is able to limit or refrain from paying variable compensation if such payment is considered unreasonable and irreconcilable with the company's other responsibilities to shareholders. The annual bonus should have an option for limitation or refraining from paying variable compensation if the board considers that this is justified for other reasons.

If a board director renders services on behalf of the company in addition to service on the Board, consulting fees and other compensation for such work should be payable after a special decision by the board.

As far as possible, pension benefits should be defined contribution. The CEO and other senior executives should have maximum notice periods of 18 months. Basic salary during the notice period and severance pay should not exceed an aggregate maximum amount corresponding to two years' basic salary.

The company's Board of Directors should endeavor for the Group's subsidiaries to apply these principles. The board should be entitled to depart from the above guidelines if the board considers that there are special reasons justifying this in an individual case.

Questions regarding salary and other compensation to the CEO are subject to consultation by the Remuneration Committee and determined by the board.

#### **Internal audit**

The Group is small with a straightforward legal and operational structure with established governance and internal control systems. In light of this, the board has chosen not to have a special internal audit function.

#### **The Board's Report on Internal Control of Financial Reporting**

The board's responsibility for internal control and governance is regulated by the Swedish Companies Act and the Swedish Annual Accounts Act, and the Code is also applied. Immunovia aims to manage its operations as efficiently as possible. Financial reporting should be reliable and reflect the company's operations accurately and be prepared in accordance with applicable laws and ordinances. The board determines which reports should be produced for the board to be able to monitor the company's progress. Initially, the quality of financial reporting to the board is evaluated by the Audit Committee.

#### **Internal Controls and Control Environment**

The Board of Directors' responsibility for internal controls is regulated by the Swedish Companies Act and the Swedish Annual Accounts Act, which stipulates that information on the most important elements of the company's systems for internal controls and risk management relating to financial reporting should be included in the Corporate Governance Report, as well as the Code. The board's duties include ensuring that the company has good internal controls and formal procedures that ensure compliance with established principles for financial reporting and internal controls, and that expedient systems for monitoring and controlling the company's operations and the risks the company and its operations are associated with, are in place. Decision channels, authorizations and responsibilities being clearly defined and communicated between different levels of the organization, as well as control documentation such as policies and guidelines covering all material segments, and providing guidance to different executives within the group, are an important component of the control environment.

One important part of the board's work is to formulate and approve a number of fundamental policies, guidelines and frameworks. These include the Board's Rules of Procedure, the Instructions for the CEO, Authorization Policy. The purposes of these policies include providing a foundation for good internal controls. All policies are subject to annual review and approval by management or the board. Additionally, the board should aim for its organizational culture to provide clearly defined roles, responsibilities and processes that favor efficient management of the operation's risks and enable targets to be achieved.

The overall purpose of internal controls is to ensure that the company is following up on its operational strategies and goals, and its owners' investments are protected. Additionally, internal controls should ensure that there is reasonable assurance that financial reporting is reliable and prepared consistently with generally accepted accounting practice, compliant with applicable laws and ordinances and the standards applying to listed companies.

#### **Financial Reporting**

The board bears overall responsibility for internal controls over financial reporting. With the aim of creating and maintaining a functional control environment, the board has adopted a number of

policies and control documents that regulate financial reporting. They mainly consist of the Board's Rules of Procedure, Instructions for the CEO and instructions for financial reporting. The board has also adopted a dedicated approvals list and Finance Policy. The company has an accounting handbook stating the principles, guidelines, and process definitions for accounting and financial reporting. Additionally, the board has established an Audit Committee whose primary duty is to ensure compliance with established principles for financial reporting and internal controls, and to maintain regular contact with the company's auditors. Responsibility for maintaining an effective control environment and ongoing work on internal controls over financial reporting has been delegated to the company's CEO. The CEO provides regular reports to the board pursuant to the established instructions for the CEO, and instructions for financial reporting. The board also receives reports from the company's auditor. Based on a control environment perceived as effective and external examination by auditors, the board judges that there are no special circumstances in the operation, or other conditions, that would justify establishing an internal audit function.

#### **Risk Assessment**

Risk assessment includes identifying risks that may arise if the fundamental standards applying to the company's financial reporting are not satisfied. The company's management has identified and evaluated the risks that are relevant to the company's operations and evaluated how these risks can be managed in a dedicated risk assessment document. Within the board, the Audit Committee bears primary responsibility for continuously evaluating the company's risk situation, with the board subsequently conducting an annual review of the risk situation. Impairment tests are conducted when necessary.

#### **Control Activities**

Control activities limit identified risks and ensure accurate and reliable financial reporting. The board is responsible for internal controls and monitoring management. This is conducted through internal and external control activities, and by examining and following up on the company's control documents related to risk management.

#### **Information and Communication**

The company has information and communication pathways intended to promote the accuracy of financial reporting and enable reporting and feedback from operations to the board and management, through means including making control documents in the form of internal policies, guidelines, and instructions for financial reporting available and familiar to the affected staff. The board has also adopted a Corporate Communication Policy that formalizes the company's communication through financial information in the form of interim reports, financial statements, annual accounts and press releases in tandem with significant events that may be share price sensitive. Corporate communication complies with the standards stated in Nasdaq Stockholm's Rulebook for Issuers. The board reviews external financial reports prior to publication. The Corporate Communication Policy also stipulates how communication can be affected, and which parties may represent the company. Information distributed through press releases is also available on the company's website, as is other information considered relevant.

#### **Monitoring**

The compliance with, and effectiveness of, internal controls are subject to regular monitoring. The CEO ensures that the board receives regular reports on the progress of the company's operations, including the process of the company's results of operations and financial position, and information on important events, such as research outcomes and important agreements. The CEO also reports these issues at each board meeting.



# The Auditor's Examination of the Corporate Governance Statement

To the general meeting of shareholders of Immunovia AB (Publ),  
corporate ID no. 556730-4299

## Assignment and Segregation of Duties

The Board of Directors is responsible for that the corporate governance statement for 2023 on pages 15-30 has been prepared in accordance with the Annual Accounts Act.

## Orientation and Scope of Review

My examination of the corporate governance statement is conducted in accordance with FAR's auditing standard Rev R16 *The auditor's examination of the corporate governance statement*. This means that my examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. I believe that the examination has provided us with sufficient basis for my opinions.

## Opinion

A corporate governance statement has been prepared. Information in accordance with chapter 6 § 6 second paragraph points 2-6 of the Annual Accounts Act and chapter 7 § 31 second paragraph of the same law are compatible with the annual report and the consolidated accounts and are in accordance with the Annual Accounts Act.

Lund, April 29, 2024

Mats-Åke Andersson  
Authorized public accountant