

*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

## **REMUNERATION REPORT FOR IMMUNOVIA AB'S ANNUAL GENERAL MEETING 2024**

### **Background**

This report describes how the guidelines for remuneration to senior executives for Immunovia AB (publ) (“**Immunovia**”), adopted by the 2023 Annual General Meeting, were applied during 2023. The report also contains information on remuneration to the CEO and a summary of the company's incentive programs. The report is prepared in accordance with the Swedish Companies Act and the Stock Market Self-Regulation Committee’s *Rules on remuneration to senior executives and on incentive programs*. Further information on remuneration to senior executives can be found in Note 10 (Employees and personnel expenses) in the annual report for 2023.

### **The Remuneration Committee’s work**

In 2023, the Remuneration Committee consisted of Martin Møller (Chairman) and Peter Høngaard Andersen. During the year, three minuted meetings were held. The minutes of the Remuneration Committee's meetings are distributed to all board members and the committee's chairman reports regularly to the board. The Remuneration Committee prepares remuneration issues prior to decisions by the board. Further information on the work of the Remuneration Committee in 2023 can be found on page 26 of the annual report for 2023.

### **Board fees and other remuneration to board members**

Board fees are approved annually by the Annual General Meeting and are reported in Note 10 in the annual report for 2023 and are thus not covered by this report. In 2023, consultancy services were purchased in accordance with an agreement for KSEK 123 from CB Ocean Capital AB. The consultancy services have been performed by Immunovia's previous chairman of the board and its largest owner Carl Borrebaeck. The services provided do not include tasks that belong to board assignments, but the services are focused on providing the company with scientific and strategic support at, for example, scientific presentations and conferences. The agreement was valid from 1 January 2018 and ended in Q3, 2023.

### **Developments in 2023**

The CEO summarizes the company's overall operations in his report on pages 7-9 of the annual report for 2023.

### **The company's remuneration guidelines**

The prerequisite for a successful implementation of the company's business strategy and the safeguarding of its long-term interests, including its sustainability, is that the company can recruit and retain qualified employees. This requires that the company can offer competitive remuneration. The company's remuneration guidelines enable senior executives to be offered a competitive total remuneration. According to the remuneration guidelines, the remuneration to senior executives shall be market-based and may consist of a fixed salary, any variable cash compensation, other customary benefits and pension.

The variable cash compensation shall be linked to predetermined and measurable criteria that can be financial or non-financial. They can consist of individualized quantitative or qualitative goals. The criteria must be designed so that they promote the company's business strategy and long-term interests, including its sustainability, by, for example, having a clear connection to the business strategy or promoting the executive's long-term development.

The company's guidelines for remuneration to senior executives can be found on page 28 of the annual report for 2023. During 2023, the company has followed the remuneration guidelines adopted by the General Meeting. No deviations from the guidelines have been made and no deviations have been made from the decision-making process that, according to the guidelines, should be applied to determine the remuneration. The auditor's report regarding the company's compliance with the guidelines is available at <https://investor.immunovia.com/governance/general-meetings/>. No compensation has been claimed back. In addition to the remuneration covered by the remuneration guidelines, the company's General Meetings have decided to introduce long-term share-based incentive programs.

Table 1 – Total remuneration of the CEO in 2023 (KSEK)

Executives	Fixed salary	Variable compensation	Extraordinary compensation***	Other benefits**	Pension costs***	Total remuneration	Proportion of fixed and variable remuneration
Jeff Borcharding*	4,110	1,439	0	0	116	5,665	75/25
Philipp Mathieu**	4,108	540	636	3	519	5,806	91/9

\* Jeff Borcharding took over as CEO on 29 April 2023.

\*\* Philipp Mathieu was CEO until 29 April 2023.

\*\*\* In 2023, former CEO Philipp Mathieu received severance pay of KSEK 636 in total.

\*\*\*\* Refers to health insurance.

\*\*\*\*\* Pension costs, which relate entirely to base salary and are defined contribution, have been recognised in full as fixed remuneration.

### Application of performance criteria

The performance criteria for the CEO's variable compensation have been chosen to realize the company's long and short-term strategy as well as the company's long and short-term business priorities. The non-financial performance criteria further contribute to alignment with sustainability and company values.

Table 2 – Performance of the CEO in the reported financial year: variable cash remuneration

Executives (position)	1 Description of criteria related to the remuneration component	2 Relative weighting of performance criteria	3 a) Measured performance; and b) actual allocation / compensation outcome
Jeff Borcharding (CEO)	Securing funding	25%	a) 100% b) 478 KSEK
	Building a commercial base in the US	75%	a) 67% b) 961 KSEK

Philipp Mathieu (former CEO)	Securing funding	25%	a) 100% b) 225 KSEK
	Develop tests and build commercial base	75%	a) 100% b) 315 KSEK

## Share-based remuneration

### *Completed incentive programs in 2023*

The 2019 Annual General Meeting resolved to implement a warrant program for senior executives and other personnel in the company. Each warrant entitled the holder to acquire one new share in the company at a subscription price of SEK 342.06. The exercise period in the program ran during the period 1–30 June 2023. No warrants in the program were exercised for subscription of shares in the company.

### *Outstanding incentive programs*

Immunovia has two outstanding warrant programs as of December 31, 2023, which include 406,000 warrants in two different series, series 2020/2024 and series 2022/2026. Each warrant entitles the holder to subscribe for one share in accordance with the terms and conditions that apply to each series. The warrant programs are aimed at the board of directors, management group's permanent employees and other key people important to the company. At the time of allotment, all warrants have been valued according to the Black & Scholes' valuation model.

At the Extraordinary General Meeting on 21 November 2023, it was resolved to adopt a share-based incentive program ("**ESOP**") for the company's senior executives and key employees, including a resolution to issue a maximum of 2,597,234 warrants to secure delivery of shares to the participants and to cover social security contributions. The ESOP entails that participants are allocated options free of charge, which entitle the holder to acquire shares in the company at a predetermined price, corresponding to 100 per cent of the volume-weighted average price of Immunovia's share on Nasdaq Stockholm during the five (5) trading days preceding the date of allocation. As of 31 December 2023, no options had been granted to participants in the ESOP.

The Extraordinary General Meeting also resolved to adopt a share-based incentive program for the company's board members ("**Board ESOP 2023**") including a resolution to issue a maximum of 649,309 warrants to secure the delivery of shares to the participants and to cover social security contributions. The Board ESOP 2023 entails that participants are allocated options free of charge, which entitle the holder to acquire shares in the company at a predetermined price, corresponding to 100 per cent of the volume-weighted average price of Immunovia's share on Nasdaq Stockholm during the five (5) trading days preceding the date of allocation. As of 31 December 2023, a total of 649,309 options were outstanding in the Board ESOP (including options issued to secure delivery of shares to participants and to cover costs for social security contributions that may arise as a result of the program).

### *Outstanding alternative cash-based incentive programs*

In countries where allocation of warrants under warrant programs is not appropriate for various reasons, it has been decided to introduce alternative cash-based incentive programs for employees and key personnel in the company. The alternative incentive programs are designed in such a way that their financial effect corresponds to the terms in the corresponding warrant program.

### *Summary of outstanding incentive programs*

A summary of the company's outstanding incentive programs as of 31 December 2023 is set out below, including the total cost of the cash-based incentive programs. All incentive programs are subject to customary recalculation terms in connection with issues etc.

#### Breakdown of outstanding incentive programs

Incentive program	Decision date	Utilization period	Number of outstanding warrants	Subscription price/share	Change in share capital at full utilization	Total cost of alternative cash-based incentive programs (USD)
Warrant program 2020/2024	Sep 23, 2020	Jun 1, 2024 – Jun 30, 2024	280,000	455.59	14,000.00	
Warrant program 2020/2024	April 7, 2022	Jun 1, 2026 – Jun 30, 2026	126,000	88.69	6,300.00	
Alternative cash-based incentive program 2020/2024	Sep 23, 2020	Jun 1, 2024 – Jun 30, 2024				39,812
Board ESOP	Nov 21, 2023	Until December 28, 2033	649,309		32,465.45	
<b>Total</b>			<b>1,055,309</b>		<b>52,765,45</b>	<b>39,812</b>

#### Comparative information on changes in remuneration and company performance

Table 3 – Changes in remuneration and company performance over the last five reported financial years (RFY) (KSEK)\*

	RFY 2023	RFY 2022	RFY 2021	RFY 2020
Remuneration of the CEO	11,471 <sup>1)</sup>	7,023 <sup>2)</sup>	3,199	7,728 <sup>3)</sup>
Group operating profit	-296,460	-191,150	-166,628	-134,343
Average remuneration based on the number of full-time equivalent employees <sup>4)</sup> in the parent company	835	693	665	527

\* As from the financial year 2020, which is the first financial year for this type of remuneration report.

<sup>1)</sup> Including remuneration to current CEO Jeff Borcharding and former CEO Philipp Mathieu.

<sup>2)</sup> Including remuneration to former CEO Philipp Mathieu and Patrik Dahlen.

<sup>3)</sup> Including remuneration to former CEO Patrik Dahlen and Mats Grahn.

<sup>4)</sup> Excluding members of the Group executive management.

Lund in May 2024

The Board of Directors of Immunovia AB (publ)