



# Remuneration report 2022

<i>Introduction</i> .....	1
<i>Letter from the Remuneration Committee</i> .....	2
<i>Summary of the Remuneration Principles</i> .....	3
<i>Remuneration</i> .....	4
<i>Remuneration for Executive Management 2022 and 2021</i> .....	6
<i>Remuneration for Board of Directors 2022 and 2021</i> .....	7
<i>Summary of Targovax's remuneration development 2018 – 2022</i> .....	8
<i>Share-based compensation - long-term incentive program</i> .....	9
<i>Share-based Remuneration for 2022 (the reported financial year)</i> .....	10
<i>Share-based Remuneration for 2021 (the previous reported financial year)</i> .....	11
<i>Outstanding options for shares by range of exercise price for 2022</i> .....	12
<i>Outstanding options for shares by range of exercise price for 2021</i> .....	13
<i>Auditors Opinion Remuneration Report</i> .....	14

## Introduction

Targovax ASA ("the Company") and its subsidiaries (together, the Group) is a clinical stage immunology company developing immune activators to target hard-to-treat solid tumors.

This 2022 Remuneration Report for Governing Bodies ("Remuneration Report") has been prepared in accordance with the requirements of the Norwegian Code of Practice for Corporate Governance 2021 and the Public Companies Act §6-16aog 6-16b and Regulations on guidelines and report on remuneration for senior executives (12/2020). It further reflects the recommendations of the European Commission Guidelines draft on the standardized presentation of the remuneration report regarding the encouragement of long-term shareholder engagement.

The report will be presented for an advisory vote at the Annual General Meeting (AGM) in April 2023 and is disclosed with other information on [Targovax's website](#).

Last year's AGM adopted the Remuneration Principles. The table below shows remuneration-related votes at the 2022 AGM. Total percentage of shareholders voting at the AGM: 17.99%.

### *Percentage of AGM participating investors voting for/against the proposals or abstain*

<b>Remuneration to the members of the board of Directors</b>	<b>100% / 0.00% / 0.00%</b>
<b>Restricted stock units to the members of the board of directors</b>	<b>100% / 0.00% / 0.00%</b>
<b>The board of directors' guidelines on determination of salary and other remuneration to the CEO and Executive management</b>	<b>57.96% / 40.24% / 1.80%</b>

To increase transparency around the remuneration of governing bodies, this Remuneration Report provides an overview of the total remuneration received by each member of the Board of Directors and the Executive management in the 2022 financial year with comparative figures for the past financial years where relevant. This Remuneration Report also explains how the remuneration is linked to the performance and the overall strategy of Targovax.

Key changes in the composition of Executive Management during 2022:

- Dr Lubor Gaal was appointed Chief Financial Officer (7 March 2022)

Furthermore, this Remuneration Report confirms that through the course of 2022 the Remuneration report complied with [the Principles](#).

## Letter from the Remuneration Committee

Dear shareholders

It is our pleasure to present the Targovax Remuneration Report for the year 2022. We encourage our shareholders to read the entire Remuneration Report before attending the Annual General meeting in May 2023.

During 2022 the company executed on all major development goals and is expected to build on this momentum in 2023 and deliver several important milestones on both the clinical and pre-clinical programs. In particular, circRNA is emerging as an area of rapidly growing interest, and new ways to fully unlock the potential of the unique circAde vector delivery approach are actively being explored.

Targovax (OSE:TRVX) is a clinical stage cancer immunotherapy and RNA therapeutics company. In order to implement our strategy and build shareholder value Targovax needs to be able to attract and retain experienced and qualified key individuals. The Company's total compensation philosophy reflects this in that equity incentives play an important role in compensating, motivating, and retaining the employees. Moreover, the Remuneration Committee believes that it is essential that a substantial part of management's compensation is aligned with the interests of Targovax's shareholders. The equity incentive is an important motivator of Targovax's organization, in particular key employees, to deliver the milestones that will advance Targovax and underpin long-term value creation. In order to make this journey successful, it is of crucial importance for Targovax to be able to attract and retain senior and talented individuals that are willing to build lasting careers with the Company.

During the year the Remuneration Committee engaged closely with management in order to ensure essential means and tactics necessary to fulfil the needs of the Company. Long-term incentives have been the most important topic to ensure a successful compensation policy. The Remuneration Committee believes that the suggested compensation policy will support and fulfil the essential needs of sustainable engagement and long-term value creation of the Company.

The Remuneration Committee will continue to measure and monitor the effectiveness of the compensation policies and return with further amendments when needed.

*Thomas Falck, Robert Burns, and Damian Marron  
Targovax Remuneration Committee, 13 April 2023*

## Summary of the Remuneration Principles

Principle	Summary
Market competitive compensation	Targovax offers market competitive reward opportunities on a level adequate to enable the Company to attract, retain, and motivate the talent needed to achieve our vision and business objectives. We balance the need to provide market competitive levels of reward against a desire to be cost-effective when determining reasonable and responsible reward outcomes.
Pay for performance and commitment	An appropriate proportion of the reward package is performance-based for top executives to ensure reward is linked to the achievement of key financial and non-financial objectives with a balance of short and long-term performance components - with priority being given to securing the long-term commitment of key employees.
Transparency	Compensation programs are designed and communicated in a manner that reinforces the linkage between business objectives, our vision, and culture.
Business alignment and consistency	Compensation decisions are made within an international framework to ensure local practices are aligned and consistent with our principles and policies. Compensation practices will remain flexible enough to evolve as the business priorities of Targovax change.
Shareholder alignment	Compensation programs will align the interests of all employees in driving long-term value creation for our shareholders. Targovax will share the success of the Company wherever possible with its employees.

Element	2022
Base salary	✓
Short term incentive for top executives: Annual cash bonus	✓
Short term incentive for all employees: Annual cash bonus	✓
Long term incentive for all employees: Share options	✓
Benefits	✓
Pension	✓
Equity as part of Board fee	✓

# Remuneration

## Executive Management

Executive Management remuneration is evaluated on a regular basis against relevant benchmarks of Norwegian and other Nordic companies as well as European pharmaceutical companies similar to Targovax in terms of size, complexity, and market capitalization. To ensure comparability executive positions are evaluated in accordance with an international position evaluation system which among other parameters includes and reflects the development of the Company size measured in terms of company revenue and number of employees.

The remuneration package consists of a fixed base salary, a short-term cash-based incentive (bonus), a long-term share-based incentive, a pension contribution, and other benefits.

The fixed base salary is chosen to attract and retain executives with professional and personal competences required to drive the Company's performance.

Targovax employs a delayed approach when establishing general salary adjustments: market data from the previous year defines the default salary increase in the subsequent year. The market data in question is the average salary increase from the Association of the Pharmaceutical Industry in Norway (LMI).

The short-term incentive program (STIP) consists of a cash-based incentive (bonus) which is linked to the achievement of a number of predefined functional and individual business targets for each member of Executive Management. The calculation of the STIP – if any – for a year is based on the salary throughout the year. The targets for the Chief Executive Officer are set by the Board of Directors while the targets for the Executive Management are set by the Chief Executive Officer. The Compensation Committee evaluates the degree of target achievement for each member of the Executive Management and gives recommendation for the Board for their approval. Cash-based incentives – if any – for a particular financial year are usually paid at the beginning of the subsequent financial year.

STIP is subject to recovery or 'claw-back' by Targovax, provided the remuneration was paid on the basis of data which proved to be manifestly misstated. Claw-back in relation to the STIP is possible up to 12 months after the actual payment of the cash-based incentive.

## Board of Directors

The shareholders in the AGM resolve on the fees payable to the directors for their services on the Board of Directors and on a Board Committee for the period from the current AGM and until the next AGM. If the current board members have served for a shorter period than since the annual general meeting in 2022, the remuneration shall be pro rata adjusted down (based on the number of days served compared to the full period). The members of the board of directors may choose to receive their remuneration, or parts thereof, in the form of restricted stock units (RSUs). See page 9 for more information about RSUs.

<i>Amounts in NOK</i>	2020-2021	2021-2022	2022-2023
Annual fee, chairperson	500 000	515 000	525 000
Annual fee, other Board members	290 000	300 000	310 000
Committee meeting, chairperson of committee	8 000 per meeting, not less than 40 000 for the period	8 000 per meeting, not less than 40 000 for the period	8 000 per meeting, not less than 40 000 for the period
Committee meeting, other members of committee	4 000 per meeting, not less than 20 000 for the period	4 000 per meeting, not less than 20 000 for the period	4 000 per meeting, not less than 20 000 for the period
RSU	If the Board members choose to receive the Board remuneration in RSUs they must choose to either (i) receive 100% 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	If the Board members choose to receive the Board remuneration in RSUs they must choose to either (i) receive 100% 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	If the Board members choose to receive the Board remuneration in RSUs they must choose to either (i) receive 100% 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

# Performance criteria of short-term incentive program

The short-term incentive program (STIP) is designed to incentivize the individual executives (with the exception of the CEO) for individual performance (50%) within his/her functional area and overall company performance (50%) and to ensure short-term achievements in line with company objectives. The CEO's STIP is 50% of the fixed base salary and is based 100% on company performance. The STIP for all other members of Executive Management is between 20% and 35% of the fixed base salary.

The corporate objectives are set by the Board and determined for and agreed with the CEO. The bonus of the CEO is determined by achievements of corporate objectives. Other employee bonuses are based on the achievement of the corporate objectives as well as individual objectives.

The level of performance achieved and the amount of bonus to be awarded individual members of the Executive Management is reviewed by the committee, in discussion with the CEO, and approved by the Board.

The Corporate Objectives for 2022 and 2023 focus on yearly execution of clinical plans and longer-term business development:

Per 2022	Performance criteria	Weight	Performance	
			Achieved	% of target
Company objectives	Financial goals	25 %	15 %	60 %
	Non-financial goals	75 %	75 %	100 %
		100 %	90 %	

	Target bonus % of base salary	
	2022	2023
Erik Digman Wiklund (Chief Executive Officer)	50%	50%
Lubor Gaal (Chief Financial Officer)	35%	35%
Lone Ottesen (Chief Development Officer)	30%	30%
Victor Levitsky (Chief Scientific Officer)	20%	20%
Ingunn Munch Lindvig (VP Regulatory Affairs)	20%	20%
Ola Melin (Head of Manufacturing)	20%	20%

## Remuneration for Executive Management 2022 and 2021

2022	Fixed remuneration			Variable remuneration		Pension expenses in 2022	Total remuneration in 2022	Proportion of remuneration	
	Fixed annual salary as at 31 Dec 2022	Earned salaries in 2022	Benefits in kind in 2022	Earned bonus in 2022	Exercise of share options/RSUs			Fixed	Variable
Amounts in NOK thousands (TNOK)									
Erik Digman Wiklund, Chief Executive Officer	2 500	2 550	13	1125		103	3 792	70 %	30 %
Lubor Gaal, Chief Financial Officer <sup>1</sup>	2 425	2 028	142	568		0	2 738	79 %	21 %
Lone Ottesen, Chief Development Officer <sup>2</sup>	2 826	2 826	134	801		388	4 149	81 %	19 %
Victor Levitsky, Chief Scientific Officer <sup>3</sup>	510	510	141	146		0	798	82 %	18 %
Ingunn Munch Lindvig, VP Regulatory Affairs	1 515	1 561	14	288		103	1 966	85 %	15 %
Ola Melin, Head of Manufacturing <sup>7</sup>	1 469	1 392	36	278		460	2 165	87 %	13 %
<b>Total Management Team<sup>4,5</sup></b>	<b>11 245</b>	<b>10 867</b>	<b>481</b>	<b>3 206</b>	<b>0</b>	<b>1 054</b>	<b>15 608</b>	<b>79 %</b>	<b>21 %</b>

2021	Fixed remuneration			Variable remuneration		Pension expenses in 2021	Total remuneration in 2021	Proportion of remuneration	
	Fixed annual salary as at 31 Dec 2021	Earned salaries in 2021	Benefits in kind in 2021	Earned bonus in 2021	Exercise of share options/RSUs			Fixed	Variable
Amounts in NOK thousands (TNOK)									
Erik Digman Wiklund, Chief Executive Officer <sup>6</sup>	2 500	2 137	10	561		90	2 799	80 %	20 %
Øystein Soug, Interim Chief Financial Officer	2 814	2 927	8	739		90	3 763	80 %	20 %
Magnus Jäderberg, Chief Medical Officer <sup>2</sup>	2 928	2 929	704	755		-	4 389	83 %	17 %
Lone Ottesen, Chief Development Officer <sup>2,7</sup>	2 720	1 369	66	354		196	1 985	82 %	18 %
Victor Levitski, Chief Scientific Officer <sup>3</sup>	475	2 053	569	472		-	3 094	85 %	15 %
Ingunn Munch Lindvig, VP Regulatory Affairs	1 469	1 494	7	238		90	1 830	87 %	13 %
Ola Melin, Head of Manufacturing <sup>8</sup>	1 549	352	42	65		97	556	88 %	12 %
<b>Total Management Team<sup>9,10</sup></b>	<b>14 455</b>	<b>13 261</b>	<b>1407</b>	<b>3 184</b>	<b>0</b>	<b>563</b>	<b>18 415</b>	<b>83 %</b>	<b>17 %</b>

- Lubor Gaal joined Targovax 7 March 2022. Fixed annual salary is the annual salary in EUR multiplied by the average exchange rate throughout the year.
- Fixed annual salary is the annual salary in GBP multiplied by the average exchange rate throughout the year.
- Victor Levitsky is working 20% for Targovax as per 31.12.2021. Fixed annual salary is the annual salary in CHF multiplied by the average exchange rate throughout the year.
- Magnus Jäderberg resigned from his position as CMO 15 February 2022. During 2022 his remuneration consisted of TNOK 475 in salary, TNOK 3 798 in severance, TNOK 752 in bonus, and TNOK 90 in benefits in kind.
- Øystein Soug resigned from his position as Special Advisor and Interim CFO on 30 April 2022. During 2022 his remuneration consisted of TNOK 3 426 in salary, TNOK 246 in earned bonus, TNOK 33 in pension and TNOK 18 in benefits in kind.
- Erik Digman Wiklund became CEO 20<sup>th</sup> October 2021. Prior to that he was the CBO of Targovax.

- Lone Ottesen joined Targovax 1 July 2021.
- Ola Melin joined Targovax 1 October 2021. Fixed annual salary is the annual salary in SEK multiplied by the average exchange rate throughout the year.
- Torbjørn Furuseth resigned from his position as CFO on 31 October 2021. During 2021 his remuneration consisted of TNOK 2 150 in salary, TNOK 566 in bonus, TNOK 74 in pension and TNOK 10 in benefits in kind.
- Kirsi Hellström resigned from the Management Team during 2021, her remuneration in 2021 consisted of TNOK 826 in salary, TNOK 92 in bonus, TNOK 146 in pension and TNOK 2 in benefits in kind and TNOK 7 in exercise of share options.

All amounts in the tables exclude National Insurance

## Remuneration for Board of Directors 2022 and 2021

Amounts in NOK thousands (TNOK)	Year	Fixed remuneration			Variable remuneration		Total earned fee per 31.12	Proportion of remuneration	
		Fixed annual fee <sup>1</sup>	Annual fee as cash (NOK)	Annual fee as RSUs (NOK) <sup>2</sup>	Earned committee meetings fee per 31.12	Exercise of share options/RSUs		Fixed	Variable
Damian Marron, Chairperson of the Board, (from AGM 2020)	2022	522	348	174	24		546	96 %	4 %
	2021	511	341	170	40		551	93 %	7 %
Bente-Lill B. Romøren, Board member	2022	307	277	30	40		347	88 %	12 %
	2021	298	223	75	40		338	88 %	12 %
Thomas Falck, Board member (from AGM 2022)	2022	217	72	144	28		245	89 %	11 %
	2021								
Raphael Clynes Board member (from AGM 2022)	2022	217	72	144			217	100 %	0 %
	2021	-	-				-	-	-
Robert Burns, Board member	2022	307	217	90	20	129	456	67 %	33%
	2021	298		298	20		318	94 %	6 %
Eva-Lotta Coulter, Board member	2022	307	205	102	20	52	379	81 %	19 %
	2021	298	198	99	20		318	94 %	6 %
Diane Mellett, Board member	2022	307	175	132	40	8	355	87 %	13 %
	2021	298	123	174	52		350	85 %	15 %
Sonia Quaratino, Board member (from AGM 2021)	2022	307	102	205			307	100 %	0 %
	2021	225	75	150			225	100 %	0 %
Johan Christenson, former Board member (until AGM 2022)	2022	90	90		-		90	100 %	0 %
	2021	298	298		20		318	94 %	6 %
Per Samuelsson, former Board member (until AGM 2022)	2022	90	90		8		98	92 %	8 %
	2021	298	298		56		354	84 %	16 %
Catherine Wheeler, former Board member (until AGM 2021)	2022						-	-	-
	2021					45	45	0 %	100 %
<b>Total</b>	<b>2022</b>	<b>2 671</b>	<b>1 648</b>	<b>1 023</b>	<b>180</b>	<b>188</b>	<b>3 039</b>	<b>88 %</b>	<b>12 %</b>
<b>Total</b>	<b>2021</b>	<b>2 521</b>	<b>1 555</b>	<b>966</b>	<b>248</b>	<b>45</b>	<b>2 814</b>	<b>90 %</b>	<b>10 %</b>

## Summary of Targovax's remuneration development 2018 – 2022

Amounts in NOK thousands (TNOK)

Annual development	2018 vs 2017	2019 vs 2018	2020 vs 2019	2021 vs 2020	2022 vs 2021	2022
<b>Managing Director's</b>						<b>TNOK</b>
Erik Digman Wiklund, CEO	62 %	14 %	15 %	5 %	23 %	3 433
Luor Gaal, CFO						2 586
Lone Ottesen, CDO					4 %	4 135
Ingunn Munch Lindvig, VP & Head of RA			13 %	-3 %	7 %	1 966
Ola Melin, VP & Head of Manufacturing					-2 %	2 173
Victor Levitsky, CSO				-8 %	-78 % <sup>1</sup>	795
Magnus Jäderberg, former CMO <sup>2</sup>	5 %	6 %	15 %	-2 %	-15 %	3 751
Øystein Soug, former CFO	14 %	5 %	12 %	-5 %		
Torbjørn Furuseth, former CFO		-1 %	14 %	17 %		
Kirsi Hellström, former Head of CMC				4 %		
Kristina Hyvärinen, former Director CMC			24 %			
Anne-Sophie Møller, former			10 %			
Berit Iversen, former VP CMC	2 %	34 %				
Anne-Kirsti Aksnes, former VP Clin. Dev	28 %	1 %				
Tina Madsen, former VP QA	23 %					
<b>Board of Directors</b>						
Damian Marron, Chair				3 %	2 %	525
Per Samuelsson, Board member	20 %	8 %	12 %	3 %	3 %	310
Johan Christenson, Board member	20 %	8 %	12 %	3 %	3 %	310
Eva-Lotta Allan, Board member	20 %	8 %	12 %	3 %	3 %	310
Diane Mellett, Board member	20 %	8 %	12 %	3 %	3 %	310
Robert Burns, Board member	20 %	8 %	12 %	3 %	3 %	310
Bente-Lill Romøren, Board member	20 %	8 %	12 %	3 %	3 %	310
Patrick Vink, former Chair		6 %	5 %			
Catherine Wheeler, Board member		8 %	12 %			
Jonas Einarsson, former Chair	29 %					
<b>Company performance</b>						
MCAP end year – change per year	-58 %	51 %	8 %	-31 %	-50 %	206 576
Return on equity	-24 %	-39 %	-50 %	-29 %	-23 %	-31 %

<sup>1</sup> Victor Levitsky is working 20% for Targovax as per 31.12.2021.

<sup>2</sup> Magnus Jäderberg resigned from his position as CMO 15 February 2022.

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# Share-based compensation - long-term incentive program

## Share options

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) in Targovax ASA. The Company has granted share options under its long-term incentive program (the "LTI Option Program"). The Option Program applies to the Management Team as well to employees in general:

- New employees and consultants are eligible for option grants upon joining the Company. Employees and consultants will be eligible for an annual option award on a discretionary basis, taking into account overall performance, work responsibility, importance of retention, organization level, and position.
- The Board of Directors 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 of Directors intends to grant awards under the plan, alongside the existing option plan, on an annual basis. The share option grants are not subject to any performance-based vesting conditions.
- Board members are not eligible to participate.

At the Annual General Meeting (AGM) in April 2022 the Board of Directors was authorized to increase the Group's share capital in connection with share incentive arrangements by up to the lower of (a) NOK 2 600 000 and (b) 10% of the Company's outstanding shares, options and RSU's. This authorization replaces the previous authorizations to increase the share capital by up to NOK 865 313, given to the Board of Directors at the AGM held in March 2021.

There were granted 4 555 000 share options during 2022 and 2 225 000 share options during 2021.

## Exercise price

The exercise price is determined at grant and reflects the volume weighted average share price on the day of the grant. The share option grants are not subject to any performance-based vesting conditions. Under the current plan, share options have been granted to employees upon joining the Company. Additional grants have been awarded to employees on a discretionary basis taking into account the number of options held, overall performance, competitiveness of terms, work responsibility, importance of retention, organization level, and position.

## Vesting of share options

Each share option converts into one ordinary share of the Company on exercise. Granted share options vest over a four-year period as follows: 25 percent of the options vest on the first anniversary of the grant date; and the remaining 75 percent of the options vest in equal monthly tranches over the next 36 months. Options expire seven years after the grant date.

## Expiry date for share options

The Options may not under any circumstances be exercised later than 7 years from the date of grant.

## Resignation

If the Option Holder resigns from the Option Holder's employment with an entity in the Group at his/her own request, any Options which have not vested prior to the date on which notice of resignation is given shall lapse. Options which have vested prior to the date of the notice of resignation must be exercised no later than the later of (i) the expiry of the second Exercise Period following the termination date for the Option Holder's employment with such entity in the Group and (ii) six months following the termination date of the Option Holder's employment with such entity in the Group (unless a later date has been resolved by the Board). Options not exercised prior to the above deadline will lapse.

## Restricted Stock Units (RSUs)

The Board of directors may choose to receive their remuneration (base fee only), or parts thereof, in the form of RSUs. If the Board members choose to receive the Board remuneration in RSUs they must choose to either (i) receive 100% 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 is calculated on the basis of the annual fixed board remuneration, divided by the market price of the Company's shares calculated as the volume weighted average share price for the 10 trading days prior to the AGM.

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 0.10 per share (corresponding to the nominal value of the shares) subject to satisfaction of the applicable vesting conditions.

The total compensation to each member of the Board of Directors for the period between the AGM 2021-2022 have been set out in the minutes from the Annual General Meeting 20 April 2022. The Annual General Meeting 20 April 2022 decided to remunerate the Board of Directors for the period between the AGM 2022 to the AGM 2023 with a combination of cash and Restricted Stock Units (RSUs), hence at the 20 April 2022, additional 559 589 RSUs were granted to the Board of Directors.

## Share-based Remuneration for 2022 (the reported financial year)

	Holding shares as at 31 Dec 2022	% ownership 31 Dec 2022	Expired options 2022	Exercised options 2022	Granted options 2022	Holding of options as at 31 Dec 2022	Exercised RSU's 2022	Granted RSU's 2022 <sup>2</sup>	Holding of RSU's as at 31 Dec 2022
<b>Board of Directors</b>									
Damian Marron, Chairperson of the Board						-		109 365	153 353
Bente-Lill Bjerkelund Romøren, Board member	35 577	0,02 %				-		2 996	14 357
Raphael Clynes, Board member						-		115 456	115 456
Sonia Quaratino, Board member								121 448	144 170
Thomas Falck, Board member						-		115 456	115 456
Robert Burns, Board member	275 454	0,15 %				-	-88 351	32 295	66 378
Eva-Lotta Coulter, Board member	94 859	0,05 %				-	-40811	68 493	68 493
Diane Mellett, Board member	102 078	0,05 %				-	-6 049	73 086	125 258
<b>Total Board of Directors</b>	<b>507 968</b>	<b>0,27 %</b>				<b>0</b>	<b>-135 211</b>	<b>638 595</b>	<b>802 921</b>
<b>Management team:</b>									
Erik Digman Wiklund, Chief Executive Officer <sup>1</sup>	100 000	0,05 %			600 000	1 800 000			
Lubor Gaal, Chief Financial Officer		0,00 %			700 000	700 000			
Lone Ottesen, Chief Development Officer	47 000	0,02 %			400 000	890 000			
Victor Levitsky, Chief Scientific Officer	10 000	0,01 %			100 000	645 000			
Ola Melin, VP & Head of Manufacturing	50 000	0,03 %			400 000	725 000			
Ingunn Munch Lindvig, VP & Head of RA	10 000	0,01 %			400 000	792 000			
<b>Total Management<sup>3</sup></b>	<b>217 000</b>	<b>0,12 %</b>	<b>0</b>	<b>0</b>	<b>2 600 000</b>	<b>5 552 000</b>			
<b>Total</b>	<b>724 968</b>	<b>0,38 %</b>	<b>0</b>	<b>0</b>	<b>2 600 000</b>	<b>5 552 000</b>	<b>-135 211</b>	<b>638 595</b>	<b>802 921</b>

1) The shares are held through Digman AS

2) Granted RSUs to the Board of Directors are a part of the yearly Board remuneration fee which the Board members can select either to receive in cash or in RSUs.

3) Magnus Jäderberg, resigned from his position as CMO on 15 February 2022. Per 31.12.22 he holds 775 900 options and 20 000 shares.

## Share-based Remuneration for 2021 (the previous reported financial year)

	Holding shares as at 31 Dec 2021	% ownership 31 Dec 2021	Expired options 2021	Exercised options 2021	Granted options 2021	Holding of options as at 31 Dec 2021	Exercised RSU's 2021	Granted RSU's 2021 <sup>4</sup>	Holding of RSU's as at 31 Dec 2021
<b>Board of Directors</b>									
Damian Marron, Chairperson of the Board						-		19 503	43 988
Bente-Lill B. Romøren, Board member	35 577	0.02%				-	-15 250	11 361	11 361
Johan Christenson, Board member <sup>1</sup>						-			-
Sonia Quaratino, Board member								22 722	22 722
Per Samuelsson, Board member <sup>1</sup>						-			-
Robert Burns, Board member	187 103	0.10 %				21 235		34 083	122 434
Eva-Lotta Allan, Board member	71 368	0.04 %				-		11 361	40 811
Diane Mellett, Board member	96 029	0.05 %				-		22 722	58 221
<b>Total Board of Directors<sup>1</sup></b>	<b>390 077</b>	<b>0.21 %</b>				<b>-</b>	<b>-</b>	<b>21 235</b>	<b>-15 250</b>
<b>Management team:</b>									
Erik Digman Wiklund, Chief Executive Officer <sup>2</sup>	100 000	0.05 %			450 000	1 200 000			
Magnus Jäderberg, Chief Medical Officer	20 000	0.01 %	- 133 265			946 735			
Lone Ottesen, Chief Development Officer	47 000	0.02 %			490 000	490 000			
Øystein Soug, Interim Chief Financial Officer <sup>3</sup>	320 000	0.17 %				1 310 000			
Victor Levitsky, Chief Scientific Officer	10 000	0.01 %			45 000	545 000			
Ola Melin, Head of Manufacturing	50 000	0.03 %			325 000	325 000			
Ingunn Munch Lindvig, VP Regulatory Affairs	10 000	0.01 %			125 000	392 000			
<b>Total Management<sup>5</sup></b>	<b>557 000</b>	<b>0.30 %</b>	<b>-133 265</b>		<b>1 435 000</b>	<b>5 208 735</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>947 077</b>	<b>0.50 %</b>	<b>-133 265</b>		<b>1 435 000</b>	<b>5 229 970</b>	<b>-15 250</b>	<b>121 752</b>	<b>299 537</b>

1) Johan Christenson and Per Samuelsson, both former Member of the Board, are partners at HealthCap, HealthCap owns 12 458 375 shares at 31.12.2021

2) The shares are held through Digman AS

3) The shares are held through Abakus Invest AS

4) Granted RSUs to the Board of Directors are a part of the yearly Board remuneration fee which the Board members can select either to receive in cash or in RSUs. Catherine Wheeler left the Board of Targovax March 2021. She exercised 6 049 RSUs during 2021 and holds no RSUs as per 31.12.21.

5) Torbjørn Furuseth resigned from his position as CFO on 31 October 2021. Per 31.12.21 he holds 248 783 options, but no shares. Kirsi Hellström left the management team 1.12.21. Per 31.12.21 she holds 4 350 shares and 264 000 options.

## Outstanding options for shares by range of exercise price for the reported financial year 2022

Exercise price in NOK	1.15	1.53	2.18	5.19-5.59	6.00-6.06	7.16-8.72	9.61	16.59	20.58	Total
<b>Management team:</b>										
Erik Digman Wiklund, CEO	600 000		200 000		380 000	130 000	190 000	150 000	150 000	1 800 000
Lubor Gaal, CFO	400 000	300 000								700 000
Victor Levitsky	100 000		45 000			250 000	250 000			645 000
Lone Ottesen, CMO	400 000		140 000			350 000				890 000
Ingunn Munch Lindvig, VP & Head of RA	400 000		125 000	27 000	90 000		150 000			792 000
Ola Melin, VP & Head of Manufacturing	400 000		75 000		250 000					725 000
<b>Total Management <sup>1</sup></b>	<b>2 300 000</b>	<b>300 000</b>	<b>585 000</b>	<b>27 000</b>	<b>720 000</b>	<b>730 000</b>	<b>590 000</b>	<b>150 000</b>	<b>150 000</b>	<b>5 552 000</b>

Magnus Jäderberg resigned from his position as Chief Medical Officer on 15 February 2022. As of 31.12.2022 he holds 46 875 options for shares of exercise price 6,00, 222 290 between 7.16-11.81, 250 000 between 16.59-21.38 and 256 735 at 24.42

## Outstanding options for shares by range of exercise price for the reported financial year 2021

Exercise price in NOK	2.18	5.19-5.59	6.00-6.06	7.16-8.72	9.61	11.81	16.59	20.58	21.38	24.42	37.60	Total
<b>Board of Directors</b>												
Robert Burns, Board member											21 235	21 235
<b>Total Board of Directors</b>											21 235	21 235
<b>Management team:</b>												
Erik Digman Wiklund, CEO	200 000		380 000	130 000	190 000		150 000	150 000				1 200 000
Øystein Soug, Interim CFO			150 000	300 000	300 000		220 000		250 000	90 000		1 310 000
Magnus Jäderberg, CMO			90 000	80 000	150 000	120 000	100 000		150 000	256 735		946 735
Victor Levitsky	45 000			250 000	250 000							545 000
Lone Ottesen, CDO	140 000			350 000								490 000
Ingunn Munch Lindvig, VP RA	125 000	27 000	90 000		150 000							392 000
Ola Melin, Head of Manufacturing	75 000		250 000									325 000
<b>Total Management <sup>1,2</sup></b>	<b>585 000</b>	<b>27 000</b>	<b>960 000</b>	<b>1 110 000</b>	<b>1 040 000</b>	<b>120 000</b>	<b>470 000</b>	<b>150 000</b>	<b>400 000</b>	<b>346 735</b>	<b>-</b>	<b>5 208 735</b>
<b>Total</b>	<b>585 000</b>	<b>27 000</b>	<b>960 000</b>	<b>1 110 000</b>	<b>1 040 000</b>	<b>120 000</b>	<b>470 000</b>	<b>150 000</b>	<b>400 000</b>	<b>346 735</b>	<b>21 235</b>	<b>5 229 970</b>

1) Torbjørn Furuseth resigned from his position as Chief Financial Officer on 31 October 2021. As of 31.12.2021 he holds 48 748 options for shares of exercise price 6,00, 62 494 at 7,16 and 137 496 at 9,68.

2) Kirsi Hellström left the management team 1.12.21. As of 31.12.2021 she holds 45 000 options for shares of exercise price 2,18, 10 000 of 5,19, 25 000 of 6,00, 25 000 of 6,52, 20 000 of 7,16, 120 000 of 9,61, 9 000 of 16,59 and 10 000 of 25,65.



To the General Meeting of Targovax ASA

## Independent auditor's assurance report on report on salary and other remuneration to directors

### Opinion

We have performed an assurance engagement to obtain reasonable assurance that Targovax ASA 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 Management

We are independent of the company as required by laws and regulations and the International Ethics Standards Board for Accountants' Code of International Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We apply the International Standard on Quality Management (ISQM) 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, and accordingly, maintain 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, 13 April 2023  
PricewaterhouseCoopers AS

  
Herman Skibrek  
State Authorised Public Accountant

targovax

