

# Remuneration Report

## INTRODUCTION

This Remuneration Report provides an overview of how Oncopeptides AB's guidelines for remuneration to senior executives, adopted by the Annual General Meeting (AGM) 2021 and 2022 respectively, have been applied during 2022. The report also includes information on the remuneration of the CEO as well as a summary of the company's share-based and share price-related incentive programs outstanding. The report was prepared in accordance with the Swedish Companies Act and the rules on remuneration issued by the the Stock Market Self-Regulation Committee.

More information on remuneration of members of senior management is available in Note 10 to the 2022 Annual Report, Employees and personnel costs. Information on the work of the Remuneration Committee in 2022 can be found in the

Corporate Governance Report, pages 36–43 in the 2022 Annual Report.

Remuneration of the Board of Directors is not encompassed by this report. Such remuneration is resolved by the AGM yearly and published in Note 10 in the 2022 Annual Report.

## Performance in 2022

The CEO provides a summary of the company's overall performance on page 5–6 of the 2022 Annual Report.

## COMPANY'S REMUNERATION GUIDELINES: SCOPE, PURPOSE AND DEVIATIONS

Oncopeptides is a biotech company focused on the commercialization, research and development of treatments for difficult-to-treat hematological diseases. The company uses its proprietary PDC

platform to develop peptide-linked drugs that rapidly and selectively deliver chemotherapy into cancer cells.

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. Achieving this requires that the company offer competitive remuneration. The remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. In addition, the AGM may, independently of the guidelines for remuneration of senior management, decide on, for example, share and share price related remuneration. The satisfaction of criteria for awarding variable cash remuneration shall be measured over a

period of one year. The variable cash remuneration shall be linked to predetermined and measurable criteria which can be financial or non-financial. They may be individualized, quantitative or qualitative objectives.

The criteria shall be designed so as to promote the company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or to promote the executive's long-term development.

These guidelines enable the company to offer the members of senior management a competitive total remuneration. Variable cash remuneration covered by the guidelines for remuneration of senior management shall aim at promoting the company's business strategy and long-term interests, including its sustainability.

## TOTAL REMUNERATION OF THE CEO, 2022 (SEK THOUSAND)<sup>1</sup>

	Basic salary	Invoiced fees	Variable remuneration	Pension expenses <sup>2</sup>	Share-based remuneration <sup>3</sup>	Total	Ratio of fixed/variable remuneration <sup>4</sup>
2022							
CEO, Jakob Lindberg	4,207	–	2,058	995	0	7,260	72%/28%
<b>Total</b>	<b>4,207</b>	<b>–</b>	<b>2,058</b>	<b>995</b>	<b>0</b>	<b>7,260</b>	<b>72%/28%</b>

1) With the exception of Multi-year variable remuneration (Share-based remuneration above), the table presents remuneration that accrues in 2022. Multi-year variable remuneration is presented to the extent it vested in 2022 pursuant to that stated in the following table presenting the CEO's Option programs. This applies irrespective of whether payment has, or has not, been made in the same year.

2) Pension expenses, which are defined contribution and pertain entirely to basic salary, have been fully recognized as fixed remuneration.

3) The value of the employee options vested during the year and thereby exercised, as shown below in the CEO's Option programs table. The employee options vested during the year have not been exercised, whereby share-based remuneration is calculated to SEK 0 thousand. At the vesting date, the market value of the underlying shares amounted to SEK 407 thousand. The exercise price for them was SEK 5,782 thousand.

4) Pension expenses (column 4), which are defined contribution and pertain entirely to basic salary, have been fully counted as fixed remuneration.

Long-term share-based incentive programs have been implemented in the company. Such programs have been resolved by the general meeting and are therefore excluded from these guidelines. The programs include senior management, Board members, founders and other personnel, and are reported under Note 26, Share-based remuneration, in the 2022 Annual Report. For more information about these programs, including the criteria determining outcomes, see [oncopeptides.com/sv/foretaget/bolagsstyrning/ersattning](https://oncopeptides.com/sv/foretaget/bolagsstyrning/ersattning).

The guidelines for remuneration of senior management are reported on pages 28–29 in the 2022 Annual Report. No deviations from the guidelines occurred during 2022.

No claim for repayment of remuneration has been made.

For information about the guidelines applicable until the 2023 AGM, refer to the Corporate Governance Report on pages 36–43 of the 2022 Annual Report.

## SHARE-BASED REMUNERATION

### Share price-related incentive programs outstanding

The objective of share-based incentive programs is to promote the company's long-term interests by motivating and rewarding the company's senior management, founders and other personnel in line with the shareholders' interests. Oncopeptides currently has nine active programs encompassing management, certain Board members, founders and employees.

"Employee Option Program 2016/2023" was introduced in 2016. "Co-worker LTIP 2017" was introduced in 2017. At the 2018 AGM, the incentive

program "Co-worker LTIP 2018" was introduced and at the 2019 AGM it was resolved to introduce "Co-worker LTIP 2019". At the 2020 AGM, it was resolved to introduce the "Board LTIP 2020" incentive program. At the 2021 AGM, it was resolved to introduce two incentive programs: "Board LTIP 2021" and "Co-worker LTIP 2021". At the 2022 AGM, it was resolved to introduce two incentive programs: "Board LTIP 2022" and "Co-worker LTIP 2022".

The options shall be granted to the participants free of charge and have a three-year vesting period from the date of allotment, provided that, subject to customary exceptions, the participant is still employed by/still providing services to Oncopeptides.

The share awards will be allotted free of charge to participants. The share awards are vested over approximately three years and are also subject to performance-based vesting, based on the performance of Oncopeptides' share price during the period from the allotment date up to and including the final vesting date. For further information about these programs, refer to Note 26 in the 2022 Annual Report.

Full exercise of allotted options and share awards, including warrants set aside to hedge the company's social security contributions, as of December 31, 2022 corresponded to in total 3,970,011 shares and would result in a dilution of shareholders of 4.2 percent based on full dilution. The full utilization of all resolved options and share awards corresponding to a total of 7,815,639 shares (including unallotted employee options and share awards as well as warrants intended for hedging of social security contributions) would result in a dilution for shareholders of 8.0 percent based on full dilution.

## CEO'S PERFORMANCE DURING THE REPORTED FISCAL YEAR VARIABLE CASH REMUNERATION

Description of criteria pertaining to variable remuneration	a) Measured performance and b) actual remuneration
<b>Goals linked to launch</b> - Applying for approval in Europe - Planning and implementing EU launch	a) 75% b) SEK 2,058 thousand
<b>Goals linked to strategy</b> - Develop a strategy for the future in the US - Reducing costs - Develop a funding strategy	

## COMPARATIVE INFORMATION REGARDING CHANGES IN REMUNERATION AND COMPANY PERFORMANCE CHANGES IN REMUNERATION AND COMPANY PERFORMANCE IN THE LAST TWO REPORTED FINANCIAL YEARS (SEK THOUSAND)

	Income statement vs Income statement-1	Income statement 2022
Total remuneration of the CEO <sup>1</sup>	-4,015 (-36%)	7,260
Consolidated operating result	+1,071,566	-349,350
Average remuneration based on the number of FTEs employed <sup>1</sup> in the company	-1,055 (-61%)	682

1) Excluding members of Group management

CEO INCENTIVE PROGRAM<sup>1, 2</sup>

CEO	Program title	Subtitle	Vesting period	Allotment date	Expiry date of exercise period	Last vesting date	Exercise period	Exercise price	INFORMATION FOR THE REPORTED FISCAL YEAR				
									Options Jan 1, 2022	Allotted 2022	Exercised 2022	Options Dec 31, 2022	Vested %
Jakob Lindberg	Co-worker LTIP	2017:1	2017-2020	May 18, 2017	May 18, 2020	May 18, 2020	May 18, 2020-May 18, 2024	44.48	181,000	–	–	181,000	–
Jakob Lindberg	Co-worker LTIP	2017:3	2018-2021	Feb 21, 2018	Feb 21, 2021	Feb 21, 2021	Feb 21, 2021-Feb 21, 2025	79.77	23,190	–	–	23,190	–
Jakob Lindberg	Co-worker LTIP	2018:2	2019-2022	May 3, 2019	May 3, 2022	May 3, 2022	May 3, 2022-May 3, 2026	126.09	45,860	–	–	45,860	100%
Jakob Lindberg	Co-worker LTIP	2019:3	2020-2023	Jan 2, 2020	Jan 2, 2023	Jan 2, 2023	Jan 2, 2023-Jan 2, 2027	128.68	65,373	–	–	65,373	–
Jakob Lindberg	Co-worker LTIP	2019:7	2021-2024	Jan 4, 2021	Jan 4, 2024	Jan 4, 2024	Jan 4, 2024-Jan 4, 2028	169.53	34,245	–	–	34,245	–
Jakob Lindberg	Co-worker LTIP	2019:9	2022-2025	Feb 18, 2022	Feb 18, 2025	Feb 18, 2025	Feb 18, 2025-Feb 18, 2029	8.93	–	255,413	–	255,413	–
Jakob Lindberg	Co-worker LTIP	2021:02	2022-2025	Feb 18, 2022	Feb 18, 2025	Feb 18, 2025	May 18, 2025	9.38	–	175,663	–	175,663	–
<b>Total</b>									<b>349,668</b>	<b>431,076</b>	<b>–</b>	<b>780,744</b>	<b>–</b>

1) The total market value of the underlying shares at the allotment date was SEK 33,971 thousand. The total exercise price was SEK 33,830 thousand. The total market value of the underlying shares according to the closing price on Nasdaq Stockholm on December 30, 2022 was SEK 9,532 thousand.

2) The total market value of the underlying shares at the vesting date in 2022 was SEK 407 thousand. The total exercise price for the underlying shares amounts to SEK 5,782 thousand. The total market value of the underlying shares according to the closing price on Nasdaq Stockholm on December 30, 2022 was SEK 560 thousand.