BerGenBio

Environment, Social and Governance (ESG) is a key focus area for BerGenBio, and the following pages contain a summary of the key policies, initiatives and impacts related to ESG.

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Introduction

For us to reach our ESG-related ambitions, we consider good governance to be of the utmost importance. While we took significant steps in 2020, we raised ESG even higher on our agenda in 2021. We use the term ESG to describe our commitments as a responsible corporate citizen, and we fully support the United Nations' Sustainable Development Goals (SDGs) and Agenda 2030.

While we have gathered the central ESG-related information in this section of the report, we also refer to other parts of the report where the issues in question are explained and presented in more detail. Governance related topics are presented first before we turn to the social and environmental aspects on the following pages. In addition, we have included a table of key ESG-related indicators, combined with an index referring to the most relevant ESG-related information at the end of the annual report.

ESG at BerGenBio

We started the journey to strengthen our sustainability management in 2020, and through 2021 these efforts have been continued and broadened, as we show in this report. Our prioritization of ESG is also reflected in our strategy and our values.

Cancer remains one of the most pressing healthcare challenges, accounting for the second most common cause of death globally. Our vision is to improve and save lives and thereby generate a positive impact for patients, society and shareholders through our work in discovering and developing novel medicines to treat aggressive diseases, including advanced, treatment-resistant cancers. ESG is therefore important to us, as it is the foundation of our activities and directly linked to our long-term success.

The CEO has the overall responsibility for ESG at BerGenBio and our ESG commitment is overseen by the Board of Directors. Our governance structure is elaborated upon in the Corporate Governance report of the annual report.

In the first phase of developing BerGenBio's sustainability strategy, we identified a set of ESG topics related to our activities and our value chain that are material for us and our stakeholders. In the next phase we have proceeded to develop our ESG ambitions and KPIs and we have aligned these with our strategy.

Going forward we will further integrate the material ESG topics into our strategy and governance, including setting strategic ESG targets and incorporating additional metrics. We have now established a foundation which will grow with us to ensure our sustainable value-creation as our Company further develops.

Progress and status on actions and initiatives mentioned in our 2020 report:

- Implementation of our updated Code of Conduct has been delayed. We aim to have the updated Code of Conduct implemented in 2022.
- In 2021 we completed implementation of a supplier selfassessment questionnaire based on the pharmaceutical sector standard (Pharmaceutical Supply Chain Initiative, PSCI) in our supplier management system. This questionnaire will be used as part of the selection process for new vendors as well as mapping of existing vendors.

A whistleblower policy with independent third party reporting channel will be implemented in 1H 2022 This provides a confidential and transparent way for staff to communicate any behavior that may involve wrongdoing, give rise to illegal activity or contravene BerGenBio's governance standards, and cases can more easily be escalated to the right attention level within BerGenBio.

The Sustainable Development Goals

We are committed to building our business in line with international best practice on Environmental, Social and Governance, in particular Agenda 2030 and the Sustainable Development Goals, as formulated by the United Nations and launched in 2015.

Our vision is to develop innovative drugs for aggressive diseases, and a key focus goal for BerGenBio is consequently to innovate (SDG 9) to enable SDG 3 – healthy lives and promote wellbeing for all at all ages. While this is our end goal, we are working systematically at contributing to this goal by our efforts to enable goals 8, 12 and 17. We believe that our positive contribution to Agenda 2030 and the SDGs will be largest if we manage to be a role model for responsible production (SDG 12) – an actor working in partnerships with others (SDG 12 and SDG 17) in order to promote innovation (SDG 9), economic growth and decent work (SDG 8).

Key goals for BerGenBio











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SDG 9 and 3

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Innovation, research and development are at the center of our business. Our dedicated team and collaborators focus on gaining a thorough understanding of cellular mechanisms, therapy resistance, disease-specific attributes and clinical evidence through rigorous research with state-of-the-art technologies. Our approach to innovation and results are elaborated under the Innovation and economic performance heading of this ESG report as well as in the strategic report.

As a pharmaceutical company aiming to provide drugs for some of our society's greatest health issues, our foundation is built on delivering innovation for improved health and well-being in line with SDG 3. The future impact of our drug candidates is potentially great, and we make efforts to also ensure that our drugs will be available for all, and we adhere to international agreements.

The safety and wellbeing of our patients is imperative for our drug candidates to deliver on BerGenBio's vision and will become even more important when we get to the production and commercialization phase of our Company development. We embed drug-safety considerations throughout the drug development lifecycle. Our research from the pre-clinical studies is evaluated and discussed with experts and regulators prior to proceeding to the clinical trial phase. Clinical trials are essential to ascertain the efficacy, safety and effectiveness of drug candidates and it is crucial that they are conducted in accordance with our high standards and regulatory requirements.

We examine the potential outcome of our trials to ensure patients are subjected to testing, only when suitable. The primary consideration of all our clinical trials is to ensure the safety and effectiveness of our medicines. We conduct detailed studies on the safety profiles of our drug candidates throughout the trial and testing phase. Adverse effects and risks linked to drug candidates are recorded and reported to regulatory authorities (aligned with regulations) on a periodic basis. It is also of paramount importance to us to ensure the personal information of our patients and no claims of any data breaches were received in 2021.







SDG 8. 12 and 17

While BerGenBio is a clinical trial stage company with only marginal production activity, we have still chosen to focus on SDG 12 and our role in supporting responsible production and consumption. Key efforts in this regard relate to our emphasis on promoting sustainability in our supply chain through our dialogue and contracts with our partners and suppliers. You can read more about our efforts related to responsible sourcing under the Responsible Sourcing heading of this ESG report, and we are also initiating actions to be ready for the Norwegian Transparency Act that comes into effect in 2022. The new requirements related to performing due diligence, and working on fundamental human rights and decent working conditions is in line with our efforts to be a responsible actor, focusing on a responsible supply chain.

Through our work we are also contributing to SDG 8 – decent work and economic growth, SDG 9 – industry, innovation and infrastructure, and SDG 17 – partnerships for the goals. Decent work relates to the aforementioned efforts to secure human rights and decent working conditions. BerGenBio contributes economically to society through our investments in research and development, and our sound economic performance sets the foundation for our future contribution, as we further develop our Company towards production and commercialization. Our performance is disclosed in our financial statements.

BerGenBio intends to develop its drug candidates itself and through strategic partnerships in multiple indications, and retains all strategic options for the future commercialization of its products. While the research and development strategy is designed in-house, the Company leverages its network of external contract research organizations (CROs) to execute its development strategy. BerGenBio also collaborates with academic institutions to extend research in areas of interest for the Company. This approach allows BerGenBio to react quickly and nimbly to industry changes.



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Material topics

To ensure that our commitment towards sustainability results in activities that positively impact our key sustainability targets, we have performed a materiality analysis. This analysis involved mapping our value chain, as well as reviewing industry standards, organizations, and peers. More importantly, it has led us to engage with key stakeholders and consulted ESG experts, to gain insight into which topics are most important to them, as well as their expectations of us. These key stakeholders include: our patients and their families, our employees, investors, regulators, suppliers, and other business partners such as research organizations and academic institutions.

This resulted in a mapping of the ESG topics that are deemed as important for our long-term sustained value creation. The matrix to the right provides an overview of these topics, arranged according to the significance of their ESG impacts, and the topics' influence on stakeholder assessments and decisions.

The topics in the top right corner are those which are of most strategic importance to BerGenBio and these are given detailed descriptions in this report. A reference index of the reporting is provided on page 83 for ease of location.



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Governance

Business ethics

To ensure that patients, research and development partners, employees, shareholders and other stakeholders feel confident about our commitment to operate in accordance with responsible, ethical and sound corporate and business principles, BerGenBio has established a set of ethical guidelines that are presented in its policy for corporate social responsibility (CSR policy). These guidelines provide a framework for what BerGenBio considers responsible conduct, and defines the individual responsibilities of all employees and Board members through a combination of broad principles and specific requirements. The CSR policy is available on BerGenBio's website.

Our CSR policy will be strengthened to include additional topics such as conflicts of interest, marketing practices and fair competition, data privacy and integrity, supplier conduct and a patient first approach. The policy will also augmented to become our Code of Conduct to reflect our commitment to sustainability. Our aim is to have the Code of Conduct approved by management and the Board of Directors and implemented in 2022. The Code of Conduct will then be distributed to all employees, managers and Board members and shall also be referred to in all employment contracts.

BerGenBio takes a zero-tolerance stance towards corruption, money laundering and insider trading. All employees are encouraged to report any breaches of BerGenBio regulations. No incidents were reported in 2021.

Board governance

For BerGenBio it is important that the Board reflects the diversity of their company's stakeholders to be more aware of their needs. This will enable the Board to assist the Company in making robust strategic decisions, in addition to controlling risks and ensuring legal compliance. Furthermore, this enables us to be well-positioned to deliver long-term value for shareholders and stakeholders. Our Board consists of five non-executive members of which two are women. Four of the members are independent. The members of the Board reflect different nationalities and a breadth of competencies, including health, medicine, pharmacy, research, finance and ESG.

Further information is provided in Section 8: Board of Directors and Independence, which can be found in the Corporate Governance report.

Clinical trials

BerGenBio ensures strict conformity with international, regional and local regulatory requirements in all our sponsored studies. All our clinical studies comply with the principles elucidated in the Declaration of Helsinki, the International Council for Harmonization of Technical Requirements for Pharmaceuticals for Human Use, including Good Clinical Practice guidelines E6 (R2) and International Ethical Guidelines for Health-related Research Involving Humans. In 2021, we had no critical inspection findings from any of our regulators and no monetary claims were received.

We make periodic disclosures of clinical trial data in line with EFPIA-PhRMA Principles for Responsible Clinical Trial Data Sharing. We share information on the outcomes of our clinical trial studies here and through EUDRaCT and other registries in accordance with international legislation. We also support academia by sharing clinical data upon request pursuant to relevant regulations and protocols.

Patient health and safety

As discussed in relation to SDG 3, the safety and wellbeing of our patients is imperative for our drug candidates to deliver on BerGenBio's vision and will become even more important when we get to the production and commercialization phase of our Company development. We embed drug-safety considerations throughout the drug development lifecycle. Our research from the pre-clinical studies are evaluated and discussed with experts and regulators, prior to proceeding to the clinical trial phase. We examine the potential outcome of our trials to ensure patients are subjected to testing only when suitable. The primary consideration of all our clinical trials is to ensure the safety and effectiveness of our medicines. We conduct detailed studies on the safety profiles of our drug candidates throughout the trial and testing phase. Adverse effects and risks linked to drug candidates are recorded and reported to regulatory authorities (aligned with regulations) on a periodic basis. It is also of paramount importance to us to ensure the personal information of our patients, and no claims of any breaches were received in 2021.

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Responsible sourcing

We rely on third parties for clinical studies (Contract Research Organizations), supply of raw materials, office supplies and housekeeping services. We currently have 10 key suppliers. We consider engaging with the right vendors and suppliers as critical, and therefore seek to only partner with third parties who share our values of business ethics, social and environmental consciousness.

Following the ESG analysis, we strengthened our responsible supply-chain management. This involved development of a supplier self-assessment questionnaire. The questionnaire is based on a recognized pharmaceutical sector standard (Pharmaceutical Supply Chain Initiative, PSCI) and has been implemented into our existing supplier management system. In 2022 we will establish routines for meeting the new Transparency Act, which entails routines for due diligence with a focus on risks of human rights violations in our value chain. This is also discussed in the next section.

Our Chief Operating Officer is responsible for procurement and supply chain management-linked activities and oversees effective implementation of management systems. Our vendor selection and management process evaluate vendors on ESG criteria. Under the process we conduct an analysis to determine our critical suppliers based on risks and opportunities linked with each vendor. Going forward, we will administer the selfassessment questionnaire to existing prioritized vendors and to potential new vendors, as part of the vendor selection process. The vendor self-assessment process will enable us to appraise our partners based on their adherence to regulatory norms as well as social and environmental standards. It will also provide insights into our vendors' practices in terms of ethics, labor management, environmental conservation and employee health and safety management. The outcome of the selfassessment exercise will guide us in engaging with them to strengthen their performance on identified improvement areas.

Protection of human and labor rights

We are committed to the protection of human and labor rights in all our operational endeavors. We recognize the universal and fundamental nature of human rights, and align all our operations with the Universal convention on Human Rights and conventions of the International Labor Organization (ILO). Our commitment to human rights protection has been emphasized in our new Code of Conduct that will be implemented in 2022. Whilst having robust systems to ensure the protection of human rights within our operational bounds, we also expect all our suppliers and value-chain partners to strictly comply with relevant norms on human rights protection. We have zero tolerance to child labor, forced labor, discrimination of any form and direct or indirect violation of human rights. We have established grievance redressal mechanisms to ensure timely resolutions of any breaches in this regard. We are not aware of any cases of discrimination or any other human rights breaches in our operations during 2021.

Innovation and economic performance

BerGenBio's goal is to have a positive impact on the lives of patients with aggressive diseases, including immune-evasive, drug-resistant and metastatic cancers. Through cutting-edge technologies, partnerships and scientific expertise we seek to transform the lives of such patients. Over the years, our organization has gained a deep insight into AXL biology to bring value for patients by tailoring transformative drugs targeting AXL signaling pathways.

BerGenBio have made substantial research & development (R&D) investments to strengthen our pipeline and identify new therapeutic opportunities. While our research laboratories provide us with the requisite tools and infrastructure, our greatest R&D assets are our scientists and collaborators, and the scientific know-how they represent. We have 4 peer-reviewed publications and 15 presentations that stand as testament to our organizational knowledge-base.

Over the years, we have strategically expanded our capabilities and our sphere of impact by engaging in partnerships with industry leaders. This has made it possible for us to accelerate our innovation-linked pursuits. We have partnered with leading academic institutions, pharmaceutical companies and clinical research organizations for advancement of our R&D efforts.

You can see a list of our key partnerships under the Our unique position heading of the Strategic Report.

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Social

Our approach to social sustainability is reflected in BerGenBio's relationships with people, communities, and society. Hence, activities that improve social conditions are important for us. By discovering and developing novel medicines to treat aggressive diseases, including advanced, treatment-resistant cancers, we aim to improve and save lives, which creates value for patients, society, and shareholders. Therefore, sustainability is a foundation of our activities and directly linked to our long-term success.

We also seek to maintain and improve the social conditions at both BerGenBio and in our partnering companies. Following the results of our materiality analysis, we especially focus on activities that affects the topics: diversity and inclusion, pay equality and wage level, talent attraction and retention, skills for the future, wellbeing of employees, and occupational safety.

Diversity and inclusion

We value and encourage the development of a diverse and inclusive work environment. BerGenBio promotes an open and strong corporate culture with a healthy, safe and fair work environment that enables free exchange of ideas and fosters collaboration. We are committed to being an equal-opportunity employer and to fair treatment for each of our employees throughout their tenure with BerGenBio. We strictly prohibit discrimination of any form based on gender, age, race, ethnic background and sexual orientation, among other diversity metrics.

BerGenBio recruits from environments where the number of women and men is relatively equally represented. At year-end, we employed 46 people, of which 63% are women. Three out of eight executives in the management team are women whilst two out of the six members of our Board of Directors are women. Our team represents 11 nationalities, and their different backgrounds enhance our ability to innovate and strengthen our work environment. Our team of highly-educated employee, includes 19 colleagues with PhDs. We make provisions to cater to the diverse needs and aspirations of our employees. We also support each of our employees with their individual challenges depending on their personal circumstances.

Pay equality and wage level

BerGenBio's Remuneration Policy aims to support both the purpose and sustainability of the Company, as well as the delivery of our strategic priorities. With remuneration components aligned with the interests of shareholders and other stakeholders, BerGenBio wants to attract, motivate, and retain members of the Board of Directors and the Executive Management Team. The Remuneration Policy also intends to reward members of the Executive Management Team in line with corporate and individual performance.

Our current remuneration policies (ref. 2021 report) are based on the following principles: market competitiveness, "pay for performance", transparency, business alignment and consistency, and shareholder alignment.

In order to ensure the policy's market competitiveness, it is benchmarked with an appropriate peer group of companies. This is a key component in the process of reviewing our Remuneration Policy. To comply with new requirements effective from 1 October 2021, our Remuneration Policy is presented as a separate document, following this link. The policy is not materially changed but updated to reflect the upcoming formal requirements as they materialize.



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Talent attraction and retention

Our employees are at the core of BerGenBio's growth story. We aim to engender an organizational culture which appeals to employees with varied talent and experience. Enabling the all-round development and growth of our employees plays a vital role in attracting and retaining promising talent. Our hiring process focuses on creating a diverse employee pool in terms of culture, educational background and skillsets, among other considerations.

In 2021 we welcomed 16 new colleagues to our team, of which 59% were women. In addition, we have two PhD students employed. All employees receive regular performance and development evaluation.

Skills for the future

Growing our employees and ensuring they are developing themselves, and providing the right skills to support BerGenBio is an important part of the annual development process for employees. During the year our employees have attended conferences which have mainly been online as COVID-19 restrictions prevented these from taking place in person.

All employees have development discussions with their line managers as part of the annual review cycle to support the development and growth of each team member.

We provide various training and development programs for our employees in the areas of Good Clinical Practice (GCP) and Good Manufacturing Practice (GMP), as well as a mandatory basic course in the General Data Protection Regulation (GDPR). We also encourage our employees to enroll in external accredited learning programs with relevant professional bodies such as The Organization for Professionals in Regulatory Affairs (TOPRA) and The Institute of Clinical Research (ICR). In order to support the career growth of our employees, we engage with them through periodic performance appraisals to help them reflect on their progress and set professional goals. The appraisal process also helps in aligning an employee's career

aspirations with BerGenBio's goals. We also provide long term incentives through our stock option program to support long-term association of employees with BerGenBio.

Wellbeing of employees

Employee wellbeing is important to boost workplace satisfaction and productivity levels. To ensure the wellbeing of our employees, we consider it important to focus on job satisfaction, financial security, a healthy work environment and overall engagement in organizational activities. The global pandemic during 2021 required continued changes in working arrangements with working from home and sustained focus on wellbeing of employees. The global pandemic meant that most staff transitioned to working from home. We supported our employees with sessions focusing on wellbeing during lockdown and providing skills development to enable effective working from virtual offices. We continued the series of regular monthly virtual social sessions, which commenced in 2020 which included guizzes, team coffee mornings and a very popular photography competition. 2021 also saw us mark Mental Health Awareness Month with a series of activities as well as marking Blood Cancer Awareness Month with a team awareness session and charity fundraising.

We periodically capture our workforce's sentiment and feedback through employee engagement surveys. In the employee engagement survey conducted in 2021, we had a 75% response rate with an engagement score of 80%. The feedback that we receive from our employees helps us update our policies and design interventions to enhance employee engagement and satisfaction. We provide competitive compensation for all our employees which is commensurate with their level of experience, qualification and expertise.

We had a sick-leave of 1.4% in 2021 compared to 2.0% in 2020.

All employees can take advantage of our flexible hours and we have shower facilities to enable our employees to exercise comfortably around their working day.

Occupational health and safety

We encourage our employees to embrace a proactive approach to managing their health. We focus holistically on the physical, emotional and mental wellbeing of our employees and provide them assistance to cope with identified ailments.

2020 saw the introduction of two dedicated mental health first-aiders to support wellbeing and all staff have access to private medical care. In response to the global pandemic we continually assessed risks to ensure a safe return to work and continued our workstation assessments to ensure our employees have safe work spaces and the right equipment to work virtually.

We believe that safe working conditions are a fundamental right of each employee. We ensure alignment of our occupational safety management systems with globally recognized standards and guidelines. Our laboratory safety management systems conform to the requirements of ISO 15190:2003 and OSHA 3404 laboratory safety guidelines. A systematic protocol is in place to record and investigate any untoward incidents. In 2021, no occupational safety-linked incident occurred at any of our facilities.



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Environment

BerGenBio has a relatively low environmental impact at the current stage of the Company. Nevertheless, we take our impact seriously and have taken measures to start measuring our impact in order to properly manage environmental risks as we grow.

Greenhouse gas emissions (GHG)

We recognize the importance of corporate engagement in environmental conservation and climate action. Our approach to carbon management currently focuses on tracking our energy consumption and corresponding emissions.

As we are currently not engaged in any large-scale manufacturing activities, our environmental footprint stems primarily from the resources consumed in our laboratories and office spaces. In addition, we also account for the footprint arising out of our indirect business activities such as employee travel and supply-chain operations. We are conscious of the impact of waste that we generate, specifically bio-hazardous waste. We are also cognizant of the impact of pharmaceuticals in the environment and are developing systems to manage this risk. Furthermore, we consider it imperative to have stringent systems and initiatives in place to address our future needs in terms of safe and responsible waste management.

In 2021 we started mapping our GHG-emissions to develop baselines for setting emission targets. We consider this a first but crucial step for understanding our carbon footprint and for identifying appropriate actions for reducing this footprint. Our emissions are reported according to the Greenhouse Gas Protcol's standard for carbon accounting, which categorizes emissions in three categories called Scopes. Scope 1 represents direct emissions, Scope 2 covers indirect emissions from purchased energy, and Scope 3 includes indirect emissions from upstream and downstream activities.

Our total emissions in 2021 were 17,54 tonnes CO₂e. The results of our initial mapping of direct and indirect emissions confirm that business travel is where we have our largest impact, representing 66% of our total emissions. Travel activities have been heavily reduced the past two years due to the COVID-19 pandemic. In order to secure the development of our projects, some level of travel between our Norway and UK offices is necessary. We will, in general continue to conduct digital meetings when possible, to limit travel.

Source	tCO ₂ e	Share of emissions
Scope 2		
Total electricity and heat	5,89	34%
Scope 3		
Total flights	11,65	66%
Total	17,54	100%

BerGenBio does not own or lease any vehicles and no other fossil fuels or greenhouse gases are consumed in our direct business activities, hence no Scope 1 emission sources are reported. Within our offices and laboratories in Norway and the UK, use of electricity and district heating represent 34% of our total emissions.

We acknowledge that a large part of the emissions within our business are found in Scope 3. In 2022, we will initiate actions for identifying the most relevant sources to further develop our carbon account. A first step in this work will be to initiate conversations with our suppliers in order to collect data on our indirect emissions generated by our impact on activities represented by our partners' operations.

ESG actions for 2022

In 2022, we will take further steps to strengthen our work on ESG. We have initiated a strategy process in which we will fully integrate sustainability into our business strategy and will develop a sustainability roadmap and action plan. We will also establish a waste minimization plan to identify opportunities to reduce waste from our operations that will take into account where in our value chain we generate waste, types of waste and how waste is handled. In addition, we will start a project to align our business with the Norwegian Transparency Act that will enter into force in June 2022 as well as initiate alignment with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD).

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ANDERS TULLGREN

Independent Chair

Anders Tullgren has over 35 years of global experience in both large pharmaceutical and small/mid-size biotech environments, with senior leadership roles in the United States, Germany, France, the United Kingdom and the Nordic region. He spent over 20 years at Bristol Myers Squibb, most recently as President Intercontinental Region. Anders has in his career worked with several oncology products and was leading the successful launch of BMS immunooncology portfolio in the intercontinental region. Mr Tullgren is an experienced Non-Executive Director with several international Board and Chair positions. He holds an MSc in Pharmaceutical Studies from Uppsala University (Sweden) and a Diploma in Marketing & Business Administration from MIS (Sweden).

SVEINUNG HOLE

Non-Executive Director

Sveinung Hole is the CEO of Trond Mohn Foundation and Stiftelsen Kristian Gerhard Jebsen, Hole holds a number of Board positions amongst others at Tromsø Research Foundation, Sarsia investment funds, SKGJ PE Invest, ICON Capital VII, PE Helse AS and Prophylix Pharma AS. He also headed the Health & Care21 Strategy Council appointed by the Norwegian Minister of Health (2019–2021). Formerly he was the CEO of Sarsia Seed AS, Board Member of Norwegian Venture Capital Association and Bergen Hospital Trust (Helse Bergen). Hole has also held various top management positions in the Nordic and US. Hole holds a Master of International Management from BI Norwegian Business School.

DR DEBRA BARKER

Independent Non-Executive Director

Debra Barker is a seasoned clinical development executive with experience from Novartis, Roche, Smithkline Beecham and Knoll and served until recently as the Chief Medical and Development Officer at Polyphor Ltd. Dr Barker has a Diploma in Pharmaceutical Medicine and received a MSc in immunology from King's College in London and a medical degree from Queens College, Cambridge. She is a UK-Swiss citizen.

DR SALLY BENNETT

Independent Non-Executive Director

Dr Sally Bennett has a career spanning medicine, equity & capital markets and investment management. She brings 25 years industry experience in senior roles across the financial sector within the life science and biopharmaceutical space. She has spent the last 15 years at Healthcor, a US based global healthcare and life science investment manager, where she is currently a senior member of the private investment team. Prior to Healthcor she spent a decade in senior analyst roles at ING Financial Markets and latterly Piper Jaffray. She is a member of the Advisory Board of the P4 Precision Medicine Accelerator Programme in the UK and has served on the Council of Governors at UCLH, an NHS Foundation Trust Hospital. She is a member of the Institute of Directors (IoD) and has been awarded the CertIoD qualification. Dr Bennett received a BSc in Anatomical Sciences and a Medical Degree, awarded with Honours, both from the University of Manchester. She is a UK citizen.

Dr Bennett joined the Board of Directors on 9 December 2020. She is a UK citizen and resides in the UK. She attended 18 Board meetings in 2021.

DR FRANÇOIS THOMAS

Independent Non-Executive Director

François Thomas has more than 25 years of experience in the life sciences sector and is currently a Venture Partner at Sofimac, responsible for management of the Inserm Transfert Initiative portfolio. Prior to this he was the CEO of Cytheris, a private biotech company, and has held management positions at Ipsen (VP Clinical Development), Genset (VP Licensing and Pharmacogenomics), led the healthcare corporate finance at Bryan Garnier and was a Venture Partner at Atlas Ventures. He has been on the Board of Directors of more than 20 biotech companies in the EU and North America, and has been involved in the development of multiple HemOnc drugs during his professional career. Dr Thomas is a French-certified medical oncologist, a former assistant professor at the Gustave Roussy Institute, and received an MSc in cancer biology and an MBA in management from Paris University and MIT (Boston), respectively. He is a French citizen.

Mr Thomas joined the Board of Directors on 9 December 2020. He is a French citizen and resides in France. He attended 17 Board meetings in 2021.

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Mr Tullgren joined the Board of Directors on 6 January 2022 as Chairman. He is a Swedish citizen and resides in Portugal. Mr Hole joined the Board of Directors on 1 September 2010 and served as Chairman from 13 March 2019 to 6 January 2022. He is a Norwegian citizen and resides in Norway. He attended 17 Board meetings in 2021.

Dr Barker joined the Board of Directors on 13 March 2019. She is a UK citizen and resides in Switzerland. She attended 18 Board meetings in 2021.



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MARTIN OLIN

Chief Executive Officer

Martin Olin joined BerGenBio as Chief Executive Officer in September 2021. Mr Olin has more than 20 years of experience as an executive in the pharmaceutical and biotechnology industries. He previously served as CEO of Symphogen, a biotechnology company focused on the development of protein drugs based on recombinant monoclonal antibody mixtures, acquired by Servier in 2020. Before joining Symphogen in 2012, Mr Olin was a senior partner with SLS Invest, a Scandinavian-based healthcarefocused private equity fund. During his career he has held managerial positions in Novo Nordisk including Finance Director, EMEA. Prior to joining BerGenBio he served as Managing Partner of Nordic Eye, a Copenhagen-based Venture Capital Firm.

NIGEL MCCRACKEN MSC, PHD

Chief Scientific Officer

Dr Nigel McCracken joined BerGenBio as Chief Scientific Officer in 2021. He has more than 25 years of experience across Pharma, Biotech and CRO companies, most recently as the Chief Operating Officer, concurrently holding the position as Senior VP Discovery and Early Development, at NuCana plc. Prior to this he was an Executive Board Member and Vice President of Translational Medicine at Debiopharm International. Dr McCracken has worked in senior roles in the US and Europe, covering both preclinical and clinical development within a number of therapeutic areas such as cardiovascular, respiratory, rare disease, oncology, anti-infectives, metabolic disease, neuroscience, haematology and GI with both small and large molecules. He has broad experience recognizing and evaluating high-quality science and also has a deep business and regulatory understanding and has spent the last eight years working primarily in oncology with a focus on developing drug candidates in the area of targeted therapy and targeted delivery. Dr McCracken has a BSc in Biochemistry and Pharmacology as well as a PhD in Biochemical Toxicology and an MSc in Clinical Pharmacology.

RUNE SKEIE

Chief Financial Officer

Rune Skeie joined BerGenBio as Chief Financial Officer in 2018. He has over 20 years of financial management, corporate development, corporate governance and advisory experience with public and private companies across multiple industry sectors. The majority of his career was spent at EY (formerly Ernst & Young), where he held the role of Executive Director, before joining REMA Franchise Norge AS, the multinational supermarket business. Mr Skeie has been awarded as Registered Accountant and a State Authorised Public Accountant.

JAMES BARNES PHD

Chief Operating Officer

Dr James Barnes joined BerGenBio in March 2019 as Director of Regulatory Affairs and Programme Management. He has more than 15 years' experience in the fields of regulatory strategy, regulatory policy and project management across a wide range of therapeutic areas, including oncology. His early and late-stage development experience, recently focused on innovative breakthrough products for rare diseases, has been gained from both pharmaceutical and consultancy roles. He has a Cellular & Molecular Biology PhD from the University of Bristol in the field of colorectal cancer and held a Postdoctoral Research position in Human Embryonic Stem Cells at the University of Sheffield.

GAYLE MILLS

Chief Business Officer

Gayle Mills joined BerGenBio as Chief Business Officer in November 2021. Ms Mills has held a variety of positions at senior levels in both major pharmaceutical and biotechnology firms. Her most recent position was as Chief Business Officer at Symphogen A/S, where she executed major collaborators with Merck KGaA and Baxalta. Prior to Symphogen she was in senior business development positions at Abgenix, Inc., Roche Bioscience and Syntex USA. In addition to leading the execution and management of significant partnerships with several major pharmaceutical firms, she has been actively involved in the negotiation and execution of the acquisitions of Symphogen A/S, ROXRO Pharma and Abgenix, Inc.



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GWYN THOMAS MD. BCH

Interim Head of Clinical Development

Dr E. Gwyn Thomas joined BerGenBio in June 2021 as Interim Head of Clinical Development. Dr Thomas is a physician specializing in medical oncology and clinical pharmacology and has over 25 years of experience in pharmaceutical medicine, drug development and medical affairs. Having trained at the Royal Marsden Hospital, London and the Christie Hospital, Manchester, Dr Thomas has held senior leadership roles at Wyeth Research, Genzyme Europe, Ibsen, Blue Earth Diagnostics and Mundipharma Research. During his career, Dr Thomas has successfully managed a number of New Drug Applications in the US, Japan and Singapore, as well as Marketing Authorisation Applications for new drug candidates in Europe.

DEBBIE MOLYNEUX

Chief People Officer

Debbie Molyneux joined the Company in 2019 as Consultant for Human Resources. She has 20 years experience of HR in multi-national organizations and SMEs in a variety of industry sectors, including medical devices. Debbie has experience of leading multi-national HR teams with strategic leadership and her consultancy has seen her support businesses undergoing change, advising management teams and providing a wide range of HR services including organization design and learning and development. Debbie is a graduate of the University of Birmingham, a member of the Russell Group of Universities, holds a postgraduate qualification in Human Resource Management from Oxford Brookes University, and is a Chartered Member of the CIPD (Chartered Institute of Personnel and Development).

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Our remuneration policy has not materially changed but is updated and reflecting the formal requirements, like the Shareholder Rights Directive (SRD II), as they materialize.

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1. Chairman's letter

We are pleased to share the 2021 BerGenBio Remuneration Report. With this report, we are providing greater insight and transparency into the remuneration outcomes for 2021 and our Executive remuneration practices. In 2021, the Remuneration Committee engaged external assistance to ensure our policies are compliant and that the application serves our business needs. Our remuneration policy has not materially changed but is updated and reflecting the formal requirements, like the Shareholder Rights Directive (SRD II), as they materialize.

I joined as Chair of the Board of Directors and Remuneration Committee in January 2022 replacing Sveinung Hole who remains as Board member, member of the Remuneration Committee and the Audit Committee.

Our core focus is inhibition of AXL, which is known to play a central role in the mediation of aggressive diseases. Our strategic priorities are diseases in which the scientific rationale, pre-clinical and clinical data confers to a clear rationale for advancing our two highly selective AXL inhibitors, bemcentinib and tilvestamab, towards potential treatment modalities addressing unmet medical needs. The COVID-19 pandemic has affected BerGenBio along with many other companies across this sector. However, for BerGenBio the pandemic also presented a unique business opportunity related to bemcentinib's potential role in treating hospitalized COVID-19 patients.

In August 2021 BerGenBio announced the change of our CEO. Our former CEO Richard Godfrey stepped down with immediate effect to pursue other business interests. In September 2021 Martin Olin joined as our new CEO. Martin brings more than 20 years of executive experience in the pharmaceutical and biotechnology industry to BerGenBio. We are confident that BerGenBio under Martin's leadership is well-positioned to bring our two drug candidates to patients in great need for more effective treatment modalities.

After careful consideration, the Board of Directors has applied its remuneration practices cautiously, but be able to develop the business, recruit and retain key personnel to pursue our strategic goals.

This statement regarding remuneration of the management of BerGenBio ASA has been adopted by the Board of Directors of BerGenBio ASA pursuant to section 6–16a of the Norwegian Public Limited Companies Act.

Anders Tullgren

Chairman of the Remuneration Committee 7 April 2022

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2. Introduction

2.1 Remuneration policy and objectives

The remuneration principles for the Board and Executive Management are governed by our Remuneration Policy, which has been adopted at the Annual General Meeting held on 19 March 2021. The Remuneration Policy is available in the Corporate Governance section at www.bergenbio.com.

The objective of the remuneration principles for the Board and Executive Management are to;

- Support the purpose and sustainability of BerGenBio;
- Align the remuneration components with the interests of our stakeholders;
- Support delivery of BerGenBio's strategic priorities;
- Attract, motivate and retain members of the Board of Directors and the Executive Management Team of the appropriate calibre, given the size and complexity of the business; and
- Reward members of the Executive Management Team in line with corporate and individual performance.

This Remuneration Report discloses all the Group's remuneration of members of the Board of Directors of BerGenBio ASA ("the Company"), inclusive of remuneration received from the subsidiary BerGenBio Limited, and of the Executive Management of BerGenBio in 2021.

The disclosures are primarily derived from the audited financial statements, which are available at www.bergenbio.com. The Remuneration Report has been compiled in accordance with section 6–16a of the Norwegian Public Limited Companies Act and to align with the amended Shareholder Rights Directive.

2.2 Nomination and Remuneration Committees

The Board has established both a Nomination Committee and a Remuneration Committee to assist the Board with all matters related to establishing, implementing, and executing the principles set out in the Remuneration Policy.

The Nomination Committee of BerGenBio ASA consist of three members: Hans Peter Bøhn (Chairman), Ann-Tove Kongsnes and Shantrez Miller Gillebo. The Nomination Committee shall recommend candidates for the election of member and Chairman to the Board of Directors; and remuneration for the Board of Directors. The Nomination Committee issues a report to the Annual General Meeting on the work of the Nomination Committee and the recommendation of remuneration of the Board of Directors and committees.

In 2021, the Remuneration Committee held seven meetings and consisted of three members: Sveinung Hole (Chairman), Debra Barker and Sally Bennett. As of 6 January 2022 the composition is: Anders Tullgren (Chairman), Sveinung Hole and Debra Barker. The objective is to act as a preparatory and advisory body in relation to the Company's remuneration of Executive Management. The Remuneration Committee shall review the remuneration and benefits strategy, review the performance and prepare matters relating to other material employment issues in respect of the Executive Management.

The Remuneration Committee reviews the approach to remuneration based on the following principles:

Principle	Summary
Market competitive remuneration	BerGenBio offers market-competitive remuneration opportunities to attract, retain, and motivate the talent needed to achieve BerGenBio's vision, business strategy and other Company objectives. BerGenBio shall balance the need to provide competitive levels of reward against a desire to be cost effective when determining reasonable and responsible reward outcomes.
Pay for performance	A proportion of the remuneration package, the short-term incentive program, is performance based to link remuneration outcomes with the achievement of key financial and non-financial targets that are aligned with BerGenBio's strategy. Each element of remuneration is weighted to ensure continuous and further positive development of BerGenbio.
Transparency	Remuneration programs are designed and communicated in a manner that reinforces the link between vision, business objectives and culture.
Business alignment and consistency	Remuneration decisions are made to ensure local practices are aligned and consistent with BerGenBio's principles and policies. The remuneration practices will remain flexible enough to evolve as BerGenBio's business priorities change.
Shareholder and strategic alignment	The remuneration programs will align the interests of all employees in driving value creation for shareholders. BerGenBio's strategy is focused on developing novel medicines for aggressive diseases. To sustain BerGenBio's position as a world leader in this field, BerGenBio's strategy hinges upon actionable strategic priorities. Each of these strategic priorities consists of several themes where BerGenBio has defined specific financial and non-financial goals and related actions to execute over time.

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3. Overall Company financial performance in 2021

In 2021 BerGenBio continued with its clinical trials of bemcentinib in immune evasive and therapy resistant cancers; NSCLC and AML, and as a potential treatment for severe respiratory infections, initially for hospitalized COVID-19 patients.

BerGenBio's EBIT reached a loss of NOK 314 million in 2021 against a loss of NOK 261 million in 2020. Revenue stood at NOK 0.8 million (2020: NOK 0.6 million). Revenue in 2021 and 2020 is refund of patent-cost from a license agreement with ADCT.

4. Remuneration of the Board of Directors

The Nomination Committee, as defined in the Corporate Governance section of BerGenBio's website, reviews Board fees at least annually. Fees are evaluated relative to Nordic and UK companies of comparable size and complexity to BerGenBio. The work of the Board of Directors and committees are covered in section 8 and 9 in the Corporate Governance Report in the Annual Report.

The Nomination Committee prepares recommendations for remuneration of the Board of Directors. The recommendations are put before shareholders for approval before they come into effect. The Board of Directors' remuneration is approved by the shareholders as a separate item on the agenda at the Annual General Meeting.

The Chairman and each member of the Board of Directors receives a fixed annual fee. The Chairman or Board members who participate in the Audit Committee, Remuneration Committee or Clinical Committee receive separate compensation for this. Individual Board members may be required to take on specific ad hoc tasks outside their normal duties assigned by the Board of Directors. In each such case, the Board of Directors shall determine a fixed fee (e.g. per diem) for the work carried out related to those tasks. The fixed and total fees will be disclosed in the annual Remuneration Report.

As relevant, Board members not domiciled in Norway are also entitled to compensation for travelling time to and from Board meetings.

Additional fees or benefits may be provided to reflect, for example, accommodation, office, transport and other business-related expenses incurred while carrying out their role.

Board members are not eligible to participate in any incentive arrangements operated by BerGenBio.

The remuneration of Board members is not linked to the company's performance and does not contain option elements

4.1 Remuneration of individual members of the Board of Directors in 2021

Table 4.1 Remuneration of individual members of the Board of Directors in 2021

in '1,000 NOK		Committee fees								
Name	Position 2021	Base Board fee	Audit Committee	Remuneration Committee	Clinical Committee	Other benefits ⁵⁾	Total fees			
Sveinung Hole ¹⁾	Chairman of the Board, Chair of Remuneration Committee and member of Audit Committee	442	22	43			506			
Stener Kvinnsland ²⁾	Non-executive member of the Board of Directors and member of the Clinical Committee	250			35		285			
Debra Barker	Non-executive member of the Board of Directors, member of Remuneration Committee and member of Clinical Committee	250		22	35	14	320			
Sally Bennett ³⁾	Non-executive member of the Board of Directors, Chair of the Audit Committee and member of the Remuneration Committee	250	43	22			315			
François Thomas ⁴⁾	Non-executive member of the Board of Directors, Chair of Clinical committee and member of the Audit Committee	250	22		75	20	366			
Total remuneration	on	1,441	86	86	145	33	1,792			

- 1) Sveinung Hole has as of 6 January 2022 changed his position to non-executive member of the Board of Directors, member of the Remuneration Committee and member of Audit Committee
- 2) Stener Kvinnsland has as of 6 January 2022 resigned his position as member of the Board of Directors and member of the Clinical Committee
- 3) Sally Bennett has as of 6 January 2022 resigned as a member of the Remuneration Committee
- 4) François Thomas has as of 6 January 2022 resigned as a member of the Audit Committee
- 5) Other benefits include compensation for traveling hours related to Board meetings

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4.2 Board of Directors shareholdings

The table illustrates shares purchased and sold by Board members in 2021.

Table 4.2 Board of Directors shareholdings

Name	Shares at 1 January 2021	Additions during the year	Shares at Sold during 31 December the year 2021
Sveinung Hole	107,394		107,394
Stener Kvinnsland	104,444		104,444
Debra Barker			
Sally Bennett			
François Thomas			
Total	211,838		211,838

Anders Tullgren was elected as Chairman of the Board of Directors as of 6 January 2022. At time of election, he held 25,000 shares in BerGenBio and an additional 25,000 shares will be purchased in 2022 as part of his one-time bonus on his appointment as Chairman of the Board.

5. Remuneration of the Executive Management

Remuneration for the CEO is proposed by the Remuneration Committee and subsequently approved by the Board of Directors annually, in line with the policy. Remuneration for other members of the Executive Management is proposed by the CEO to the Remuneration Committee for their approval in line with the policy.

The remuneration arrangements for the BerGenBio Executive Management comprise the following elements:

Remuneration	Description
Base salary	Enables BerGenBio to attract, engage and retain talent needed to drive long-term value creation. It is an annual market-consistent remuneration that is fixed based on skills, performance, experience, scope of work and responsibility, taking into consideration the rate of pay rise for executives and other employees.
Short-term incentive (STI)	Enables BerGenBio to incentivize delivery of its short-term objectives and ensure a clear link with value creation. Performance measures and targets are normally set annually by the Board of Directors. The Board sets the individual objectives of the CEO and the overall objectives for the executive team. The Committee, in discussion with the CEO, reviews the level of performance achieved and the amount of STI earned by the members of the Executive Management. The Board of Directors determines pay-outs based on performance against the targets and to ensure that the outcome is fair in the context of overall performance of BerGenBio and the individual. Awards are normally paid out in cash. The target award for CEO is 50%, with a maximum award in any financial year up to 75% of base salary. For other executives the target award is 30%, with a maximum award in any financial year up to 45% of base salary.
Long-term incentive (LTI) program	Enables BerGenBio to incentivize and reward long-term value creation and align with shareholders' interest. Award of share options is not dependent on achieving specific targets; however, their values are linked to BerGenBio's share price and its development. Share options vest over three years from time of grant and expire eight years after grant.
Other benefits	Enables BerGenBio to provide market competitive and cost-effective benefits. Benefits may include, but are not limited to healthcare, life and accident insurance on customary terms. Specific benefit provision may be subject to minor change from time to time. Additional benefits may be provided on recruitment or to support relocation.
Pension	Encourages planning for retirement and long-term saving. BerGenBio ASA has a defined contribution pension plan according to the mandatory requirements in the Norwegian Law. BerGenBio Limited has a defined contribution pension plan according to the requirements in the UK. Company-paid pension contributions are set considering the wider workforce rate and market practice in the country in which the executive resides.

Terms and conditions for indemnity for the members of the Board of Directors

BerGenBio has a Directors and Officers' liability insurance and indemnification for the members of the Board of Directors. It is the policy of BerGenBio to indemnify Directors and Officer's against claims for damages of up to NOK 100 million. In 2021, no claims were reported and BerGenBio did not indemnify its Directors and Officers against claims for damages.

5.1 Executive Management remuneration benchmark

Executive Management remuneration is evaluated annually against relevant benchmarks of Nordic general industry companies and European biotech companies, similar to BerGenBio in size, complexity, and market capitalization.

After the 2020 update, the BerGenBio Comparator Peer Group consists of 19 companies from the Nordic countries (13) and the UK (6) with number of employees, revenue, R&D expense and market capitalization spanning from well below to well above the relevant metrics for BerGenBio. The peer group is used for a benchmarking of the Executive Management Team to assess the market positioning of the remuneration packages.

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5.2 Remuneration of individual members of the Executive Management in 2021

Table 5.2.1 Remuneration of individual members of the Executive Management in 2021

Variable remuneration in '1,000 NOK Fixed remuneration **Total granted** Joined/ Total fixed % out of total Short-term fair value of Total variable % out of total Name Departed Year Base salary Pension Severance pay⁴⁾ Other benefits⁶⁾ remuneration remuneration bonus One-off bonus²⁾ share options remuneration Total remuneration 1,500 Martin Olin¹⁾ 2021 1,461 232 1,693 43% 705 2,205 3,898 Joined (CEO) 8 Sep 2021 2020 0 Richard Godfrev³⁾ 2021 2,227 118 5,145 7,898 933 4,083 Departed 408 66% 3,150 34% 11,981 (Previous CEO) 22 Aug 2021 2020 3,100 197 12 3,309 41% 1,621 3,100 4,721 59% 8,030 2021 14 787 Rune Skeie⁵⁾ 1,896 2,090 394 1,181 36% 3,271 (CFO) 2020 1,450 12 52% 435 193 1,655 1,100 1,535 48% 3,190 Nigel McCracken 2021 2,168 217 2,385 86% 390 390 Joined 14% 2,775 (CSO) 1 Mar 2021 2020 0 **James B Lorens** Departed 2021 0 (Previous CSO) 31 Dec 2020 2020 2,678 201 2,887 58% 763 1,339 2,102 42% 4,989 2021 2,104 210 2,314 63% 410 929 1,339 37% 3,653 **James Barnes** (Chief Operating Officer) 2020 1,919 192 2,111 52% 625 1,335 1,960 48% 4,071

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Table 5.2.1 Remuneration of individual members of the Executive Management in 2021 (continued)

in '1,000 NOK		Fixed remuneration							Variable remuneration						
Name	Joined/ Departed	Year	Base salary	Pension	Severance pay ⁴⁾	Other benefits ⁶⁾	Total fixed remuneration	% out of total remuneration	Short-term bonus	One-off bonus ²⁾	Total granted fair value of share options	Total variable remuneration	% out of total remuneration	Total	
Hani Gabra	Departed												,		
(Previous CMO)	17 July 2021 ⁷⁾	2021	1,672				1,672	100%					0%	1,672	
		2020	3,118			180	3,298	58%	815		1,560	2,375	42%	5,673	
Other executives ⁸⁾		2021	3,340	413		26	3,780	62%	546		1,798	2,344	38%	6,123	
		2020	3,538	418		26	3,982	59%	1,026		1,775	2,801	41%	6,783	

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- 1) Martin Olin has been remunerated as CEO from 8 September 2021
- 2) Martin Olin has received a sign-on bonus of NOK 1.500k.
- 3) Richard Godfrey stepped down as CEO as of 22 August 2021
- 4) Richard Godfrey's last date of employment was 22 August 2021. The total severance payment of NOK 5.145k equal to 12 months base salary, bonus and other benefits. 50% of the severance payment was paid in August 2021 and the remaining 50% in January 2022.
- 5) Rune Skeie has been interim CEO in the period 22 August to 8 September 2021. Compensation included in base salary.
- 6) Other benefits include housing allowance, insurances, expenses to mobile, internet, newspapers, and other business-related expenses
- 7) Stepped down from Executive Management during 2021 but remains employed as of 31 December 2021.
- 8) Other Executives are Alison Mession, Gro Gausdal and endre Kjærland. Gro Gausdal and Endre Kjærland stepped down from Executive Management from 30 November 2021 but remain employee in BerGenBio.

Table 5.2.2 Remuneration of individual members of the Executive Management engaged as contractors

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in '1,000 NOK		Remuneration
Name	Joined/ Resigned Year	Invoiced fee
Gayle Mills ¹⁾	Joined	
Gayle Mills ¹⁾ (Chief Business Officer)	8 Oct 2021 2021	544
	2020	0
Gwyn Thomas ²⁾	Joined	
(Interim Head of Clinical Development)	28 Jun 2021 2021	1,317
	2020	0
Debbie Molyneux ²⁾		
(Chief People Officer)	2021	2,405
	2020	2,304

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- 1) Gayle Mills has joined the Executive Management from 8 October 2021. Gayle Mills is employed through a consultancy agreement with a fixed monthly fee and eligible for an incentive fee on partnering deals.
- 2) Gwyn Thomas and Debbie Molyneux are employed through individual consultancy agreements.

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5.3 Short-term incentive of the Executive Management in 2021

BerGenBio Executive Management participate in a short-term incentive scheme in line with the Remuneration Policy. Target bonus level for CEO is 50% of base salary and 30% of base salary for all other Executives. Individual bonus is dependent on performance and achievement of goals. Goals for 2021 consisted of specific development goals of bemcentinib, development goals of tilvestamab and organization development. Overall achievement of corporate goals for 2021 ended on 50% with an individual achievement range of 50% to 75%.

Short-term bonus for Executive Management for 2021 amounted in total NOK 3.4 million.

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Category	Measures	Overall achievements 2021
Development of bemcentinib	 Advance the clinical development of bemcentinib related to AML, NSCLC and COVID-19 to position bemcentinib for confirmatory trials 	50%
	 Conduct formulation and manufacturing activities to support further development 	
Development of tilvestamab	Establish proof of concept (pre-clinical) and conduct MAD and PK/PD trials	50%
	 Conduct formulation and manufacturing activities to support clinical development 	
Organization development	Development of management and quality systems	50%
	Financial strategy	
	Pursue where relevant partnership and licence opportunities	

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5.4 Long-term incentive (LTI) programme

To promote and achieve long-term goals and strategies for BerGenBio, as well as sustainability, and thereby contribute to BerGenBio's development and growth, incentive remuneration in the form of share option schemes is offered to the Executive Management and the wider team.

Share options normally vest over three years by one third per annum. The maximum award in respect of a financial year is 100% of annual base salary for the CEO and 50% for all other executives calculated according to the Black-Scholes model. Options are awarded at an exercise price identical to the fair value of the shares at the time of the initial grant, which is to be determined when the initial grant is made. In addition to the exercise price, the participant shall pay to the Company an amount that covers any payroll tax payable as a result of exercising the options. Individual share option awards are determined by considering the overall performance, potential, competitiveness of the employment terms, position responsibility, need for retention, and the overall long-term organization need. Exercise is not subject to performance measures, but the value of the options will be measured based on development in share price. Vested share options can be exercised partly or fully at four specified points per year in connection with the release of financial results. In addition, the Board of Directors may allow exercise at other suitable times during the year.

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Table 5.4 Long-term incentive (LTI) program

Name	Program	Grant date	Earliest vesting date	Exercise price	No. of share options Beginning of the year	No. of share options granted	No. of share options cancelled	No. of share options exercised	No. of share options end of the year	options at grant (1'000 NOK) ³⁾
Martin Olin (CEO) ¹⁾										
Richard Godfrey (Previous CEO) ²⁾	2021	06.05.2021	06.05.2022	28.55		217,361	(217,361)			3,150
	2020	08.04.2020	08.04.2021	15.00	413,333		(275,555)	(70,000)	67,778	3,100
	2019	17.04.2019	17.04.2020	25.00	236,800		(78,933)		157,867	2,960
	2018	31.10.2018	31.10.2019	28.50	50,000		(16,667)		33,333	713
	2018	22.05.2018	22.05.2019	46.70	122,484				122,484	2,860
	2016	19.12.2016	19.12.2017	24.00	100,000				100,000	1,200
	2015	22.05.2015	22.05.2016	16.01	275,000			(137,500)	137,500	2,201
	2014	11.06.2014	11.06.2015	11.15	120,000			(120,000)		669
	2013	03.09.2013	03.09.2014	10.62	150,000			(150,000)		797
	2013	13.06.2013	13.06.2014	10.62	75,000			(75,000)		398
Rune Skeie (CFO)	2021	06.05.2021	06.05.2022	28.55		54,340			54,340	787
	2020	08.04.2020	08.04.2021	15.00	146,667				146,667	1,100
	2019	17.04.2019	17.04.2020	25.00	52,000				52,000	650
	2018	31.10.2018	31.10.2019	28.50	20,000				20,000	285
	2018	22.05.2018	22.05.2019	46.70	24,090				24,090	563

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¹⁾ Martin Olin will join the LTI program in 2022

²⁾ Richard Godfrey is entitled to keep the vested outstanding share options for six months after he stepped down as CEO as of 22 August 202

³⁾ Fair value of total share options at grant date is based on Black Scholes fair value calculation from 2021

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Table 5.4 Long-term incentive (LTI) program (continued)

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Name	Program	Grant date	Earliest vesting date	Exercise price	No. of share options Beginning of the year	No. of share options granted	No. of share options cancelled	No. of share options exercised	Reclassification	No. of share options end of the year	Fair value of share options at grant (1'000 NOK) ³⁾
James B Lorens (Previous CSO)	2019	17.04.2019	17.04.2020	25.00	6,933			(6,933)			260
	2018	31.10.2018	31.10.2019	28.50	4,666			(4,666)			100
	2018	22.05.2018	22.05.2019	46.70	7,138		(7,138)				250
	2016	19.12.2016	19.12.2017	24.00	50,000			(50,000)			600
	2015	22.05.2015	22.05.2016	16.01	275,000			(275,000)			2,201
	2014	11.06.2014	11.06.2015	11.15	70,000			(70,000)			390
	2013	03.09.2013	03.09.2014	10.62	55,000			(55,000)			292
	2013	13.06.2013	13.06.2014	10.62	100,000			(100,000)			531
James Barnes											
(Chief Operating Officer)	2021	06.05.2021	06.05.2022	28.55		64,122				64,122	929
	2020	08.04.2020	08.04.2021	15.00	178,000					178,000	1,335
	2019	17.04.2019	17.04.2020	25.00	59,400					59,400	743
Hani Gabra (CMO)	2020	08.04.2020	08.04.2021	15.00	208,000					208,000	1,560
Other Executives 4)	2021	06.05.2021	06.05.2022	28.55		124,103			(63,035)	61,068	1,798
	2020	08.04.2020	08.04.2021	15.00	236,667				(128,667)	108,000	1,775
	2019	17.04.2019	17.04.2020	25.00	20,180				(20,180)		252
	2018	31.10.2018	31.10.2019	28.50	19,829				(19,829)		372
	2018	22.05.2018	22.05.2019	46.70	50,225				(50,225)		776
	2016	19.12.2016	19.12.2017	24.00	35,000				(35,000)		340
	2015	22.05.2015	22.05.2016	16.01	20,000				(20,000)		160

³⁾ Fair value of total share options at grant date is based on Black Scholes fair value calculation from 2021.



⁴⁾ Other Executives are Alison Messom, Gro Gaudal (stepped down from Executive Management 30 November 2021). Gro Gausdal and Endre Kjærland holds the share options after stepping down as Executive Management members and as such the share options have been reclassified.

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5.5 Executive Management Shareholdings

Shares purchased and sold by Executive members in 2021.

Table 5.5 Executive Management shareholdings

Name	Shares at 1 January 2021	Additions during the year	Sold during the year	Reclassification	Shares at 31 December 2021
Martin Olin (CEO) ³⁾					
Richard Godfrey (Previous CEO) ¹⁾	21,005			(21,005)	
Endre Kjærland ²⁾	3,262			(3,262)	
Total shares	24,267			(24,267)	

- 1) Richard Godfrey holds the shares after he stepped down as CEO and as such the shares have been reclassified.
- 2) Endre Kjærland holds the shares after his resignation as Executive Management member and as such the shares has been reclassified.
- 3) In 2022, Martin Olin purchased in total 37,100 shares.

6. Terms of termination and termination benefits

BerGenBio does not apply a standard notice policy. The normal notice period for the Executive Management Team is 3 months by the executive or the Company. The CEO has a notice period of 6 months by the CEO and 6 months by the Company. If the CEO's employment is terminated without cause by the Company, the CEO is entitled to receive a severance payment equal to 12 months remuneration excluding short term bonus. If the CEO's contract is terminated within 18 months of a change of control (or change of ownership), the CEO will be compensated with 18 months' remuneration.

Severance payments for executives will normally be made up of salary, benefits, pension contributions and bonus (where eligible) and would reflect the notice period of the contract.

The Board of Directors reserves the right to make any other payments in connection with a member of the Executive Management stepping down/ceasing employment where the payments are made in good faith in discharge of an existing legal obligation (or by way of damages for breach of such an obligation) or by way of settlement of any claim arising in connection with the individual stepping down/ceasing employment. Any termination payments, including payment during the notice period, may not exceed a total value of the equivalent to 12 months' remuneration. This maximum severance amount includes all components of remuneration, both fixed and variable elements.

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7. Comparison of remuneration and financial performance figures

This is the first year of reporting and BerGenBio has chosen to include relevant comparative figures for 2020. Prospectively and year-on-year, BerGenBio will build up five years of comparative figures for the annual change in remuneration, in Company performance, and in average remuneration based on full-time equivalents ("FTEs") of employees other than Executive Management members.

Table 7.1 Comparison of remuneration and financial performance figures

Executive Management remuneration include base salary, pension, other remuneration, short-term bonus and total calculated fair value of granted options.

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In '1,000 NOK	2021	Change, %	2020	
Executive Management – remuneration				
Martin Olin ¹⁾	3,898		0	
Richard Godfrey ²⁾	11,981	49.2%	8,030	
Rune Skeie	3,271	2.5%	3,190	
Nigel McCracken ³⁾	2,775		0	
James B. Lorens ⁴⁾	0	-100%	4,989	
James Barnes	3,653	-10.3%	4,071	
Hani Gabra ⁵⁾	1,672	-70.5%	5,673	
Other employed executives	6,124	-9.7%	6,783	
Board of Directors – remuneration				
Anders Tullgren, from 6 January 2022	0	0.0%	0	
Sveinung Hole	506	7.7%	470	
Stener Kvinnsland	285	22.8%	232	
Debra Barker	320	26.4%	253	
Sally Bennett ⁶⁾	315	1,201.6%	24	
François Thomas ⁷⁾	366	1,251.5%	27	

¹⁾ Martin Olin joined as CEO from 8 September 2021

The calculation of average fixed and variable remuneration is very sensitive to the relatively low number of FTEs involved and is further impacted due to increasing FTEs during 2021 compared to 2020.

	2021	Change, %	2020
Financial performance figures			
Employees – average remuneration based on FTE:			
Number of FTEs (excl. Executive Management) – Group	37.2	47.1%	25.3
Average total remuneration for Group employees (1,000 NOK) ^{10) 12)}	1,371	25.9%	1,089
Average fixed remuneration for Group employees (1,000 NOK) ¹¹⁾	972	12.9%	861
Average variable remuneration for Group employees (1,000 NOK) ¹²⁾	399	75.2%	228
Number of FTEs (excl. Executive Management) – Parent	12.4	15.9%	10.7
Average total remuneration for Company employees (1,000 NOK) ^{10) 12)}	1,142	40.2%	815
Average fixed remuneration for Company employees (1,000 NOK) ¹¹⁾	774	8.1%	716
Average variable remuneration for Company employees (1,000 NOK) ¹²⁾	368	271.6%	99
Group financial results:			
Revenue of BerGenBio (1,000 NOK)	774	28.8%	601
Research & Development (R&D) costs (1,000 NOK)	259,900	25.6%	206,857

¹⁰⁾ Average total remuneration for Group employees and Company employees is calculated as total remuneration (salary, pension and short-term bonus for all employees (excluding Executive Management) including fair value of granted options divided by total FTEs (excluding Executive Management)

²⁾ Richard Godfrey stepped down as CEO as of 22 August 2021. The total remuneration includes a total severance payment of NOK 5,145k. When annualising the total remuneration excluding the severance payment a total increase of 5% has been realised compared to 2020.

³⁾ Nigel McCracken joined as CSO from 1 March 2021

⁴⁾ James B Lorens departed as member of Executive Management as of 30 December 2020

⁵⁾ Hani Gabra has stepped down as previous CMO on 17 July 2021

⁶⁾ Sally Bennett joined as member of Board of Directors from 9 December 2020

⁷⁾ François Thomas joined as member of Board of Directors from 9 December 2020

¹¹⁾ Average fixed remuneration for Group employees and Company employees is calculated as fixed remuneration (salary, pension and short-term bonus for all employees (excluding Executive Management) excluding fair value of granted options divided by total FTEs (excluding Executive Management)

¹²⁾ Variable remuneration include introduction of STI and LTI scheme for additional employees in 2021.

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8. Compliance with the remuneration policy

The remuneration of members of the Board of Directors and Executive Management for 2021 is consistent with the scope of the Remuneration Policy. There has been no deviation or derogation from the framework provided by the Remuneration Policy.

9. Statement by the Board of Directors

The Board of Directors has today considered and approved the Remuneration Report of BerGenBio for the financial year 1 January to 31 December 2021.

The Remuneration Report is presented in accordance with section 6–16a of the Norwegian Public Limited Companies Act.

In our opinion, the Remuneration Report is in accordance with the Company's Remuneration Policy, which has been adopted at the Company's Annual General Meeting, and is free of material misstatement, whether due to fraud or error.

We recommend the Remuneration Report for advisory vote at the Company's Annual General Meeting.

Bergen, 7 April 2022

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Board of Directors

ALTIM-

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Sveinung Hole

Zelou S. Barbeur

Semel

Anders Tullgren

Chairman

Non-Executive Director

Debra Barker

Non-Executive Director

Non-Executive Director

Sally Bennett

François Thomas

Non-Executive Director

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Statsautoriserte revisorer Ernst & Young AS

Thormøhlens gate 53 D, 5006 Bergen Postboks 6163, 5892 Bergen

Foretaksregisteret: NO 976 389 387 MVA Tlf: +47 24 00 24 00

www.ey.no Medlemmer av Den norske Revisorforening

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON REMUNERATION REPORT

To the General Meeting of BerGenBio ASA

Opinion

We have performed an assurance engagement to obtain reasonable assurance that BerGenBio ASA's report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31 December 2021 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 control

We are independent of the company in accordance with the requirements of the relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. Our firm applies International Standard on Quality Control 1 (ISQC 1) and accordingly maintains 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.

Bergen, 7 April 2022 ERNST & YOUNG AS

Truls Nesslin

State Authorised Public Accountant (Norway)

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Corporate Governance Report

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1. Corporate Governance in BerGenBio

BerGenBio considers good corporate governance to be a prerequisite for value creation and trustworthiness, and for access to capital. In order to secure strong and sustainable corporate governance, it is important that BerGenBio ensures good and healthy business practices, reliable financial reporting and an environment of compliance with legislation and regulations.

BerGenBio is incorporated and registered in Norway and is subject to Norwegian law. The Company's shares are listed on Oslo Stock Exchange (Oslo Børs) under the ticker BGBIO, and thus subject to the requirement to prepare an annual statement of its principles and practices for corporate governance. The Company endorses the Norwegian Code of Practice for Corporate Governance, issued by the Norwegian Corporate Governance Board, most recently revised on 17 October 2018 (the "Code"). Compliance with the Code is based on the "comply or explain" principle, which means that the Company must either comply with the individual items in the Code or

explain why they have chosen an alternative solution.

Implementation and reporting of corporate governance

BerGenBio has governance documents setting out principles for how business should be conducted. References to more specific policies are included in this corporate governance report where relevant. The BerGenBio governance regime is approved by the Board of Directors in the Company.

BerGenBio believes good corporate governance involves openness and trustful cooperation between the Company and all its stakeholders. By practising good corporate governance, the Company's Board of Directors and management will contribute to achieving the Company's objectives of openness, independence, equal treatment, and control and management.

The following sections provide a discussion of the Company's corporate governance in relation to each section of the Code. According to the Company's own evaluation, the Company deviates from the Code on the following points:

- Formulation of Company takeover policy (section 14)
- Formulation of guidelines for use of the auditor for services other than auditing (section 15)

Values and ethical policies

The Company's main values and ethical principles form the basis for the Company's corporate social responsibility (CRS) policy. The CSR policy is distributed to all employees, management and Board members, and published on the Company's website.

The Company's ethical and CRS rules set forth the basic principles for business practices and personal behaviour for BerGenBio and apply to all employees, as well as persons/ entities related to the Company, including hired consultants acting on behalf of the Group. They comprise the Company's main principles on issues such as human and labor rights, health and safety, business ethics, legal compliance, insider trading, whistleblowing and other relevant issues related to the Company's operations.

Material breaches of the ethical guidelines may result in termination of employment/engagements.

2. Business

BerGenBio is a clinical-stage biopharmaceutical company focused on developing novel medicines for aggressive diseases, including advanced, treatment-resistant cancers.

The Company's operations comply with the business objective set forth in its articles of associations section 3:

"The company's objective is to undertake research and development in biotechnology with a focus on new pharmaceutical therapeutics".

The Company has developed clear goals and strategies which are further described in the annual report for 2021.

3. Equity and Dividends

Capital adequacy

BerGenBio's total equity at 31 December 2021 was NOK 384 million, corresponding to an equity ratio of 85%. The Board of Directors considers this to be an adequate level, relative to the risk and scope of operations based on the Company's internal estimated capital requirements.

The Company's capital situation is continuously monitored, and the Board of Directors will take adequate steps to capitalise the Company if deemed necessary.

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CORPORATE GOVERNANCE

Dividend policy

BerGenBio has not developed any dividend policy. The Company is focusing on the development of novel pharmaceutical products and does not anticipate paying any cash dividend until sustainable profitability is achieved. The Company has not previously distributed any dividends to its shareholders.

Authorizations to the Board of Directors

At the Company's Annual General Meeting, on 19 March 2021, the Board of Directors was granted the following authorization:

- Authorization to increase the Company's share capital by up to NOK 872,599.80 in connection with its existing share option scheme. The authorization is effective until the earlier of the AGM in 2022 and 30 June 2022.
- Authorization to increase the Company share capital by up to NOK 1,745,199.50 by subscription of new shares, which constitute approximately 20% of the Company's outstanding shares. The purpose of the authorization is to permit the issue of new shares to strengthen the Company equity and to increase the liquidity and/or to broaden the Company's shareholder base.

For supplementary information on the authorizations, reference is made to the minutes of the Annual General Meeting held on 19 March 2021, available from the Company's website.

4. Equal treatment of shareholders and transactions with close associates

BerGenBio has only one class of shares. Each share in the Company carries one vote, and all shares carry equal rights, including the right to participate in general meetings. All shareholders shall be treated on an equal basis, unless there is just cause for treating them differently.

Share issues without preferential rights for existing shareholders

In the event of a share capital increase through the issue of new shares, a decision to waive the existing shareholders' preferential rights to subscribe for shares shall be justified. Where the Board of Directors resolves to issue shares, and waive the preferential rights of existing shareholders pursuant to an authorisation granted to the Board of Directors by the general meeting, the justification will be publicly disclosed in a stock exchange announcement issued in connection with the shares issuance. There were no such transactions in 2021.

Transactions in treasury shares

Any transactions in treasury shares shall be carried out through Oslo Børs, and in any case to prevailing stock exchange prices. In the event that there is limited liquidity in the Company's shares, the Company will consider other ways to cater for equal treatment of shareholders. There were no such transactions in 2021.

Approval of agreements with shareholders and close associates

For transactions that are considered to be not immaterial between the Company and its closely related parties, the Board of Directors will arrange for an independent third-party valuation. Members of the Board of Directors and executive personnel are required to notify the Board of Directors when such members have any significant, direct or indirect, interest in a transaction carried out by the Company. There were no such transactions in 2021.

5. Freely Negotiable Shares

The shares of the Company are freely negotiable, and the Company's articles of association do not place any restrictions on the negotiability of shares.





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6. General Meetings

The general meeting is open to all shareholders, and BerGenBio encourages all shareholders to participate and exercise their rights in connection with the Company's general meetings. The right to participate and vote at the general meeting can only be exercised for shares registered in the shareholders' register by the fifth business day prior to the day of the general meeting.

Notice of a general meeting and any supporting documents, including the recommendation by the Nomination Committee and other information on the resolutions to be considered, shall be made available on the Company's website no later than 21 days prior to the date of the general meeting. In accordance with the Company's articles of association, documents that are to be considered by the general meeting are not required to be sent to the shareholders if they have been made available on the Company's website. The deadline for registration will be set as close to the meeting as possible, and all the necessary

registration information will be described in the notice.

Shareholders unable to attend may vote by proxy. Whenever possible, the Company will prepare a proxy form that will allow separate votes for the items that are to be considered in the general meeting.

The agenda for the Annual General Meeting is stipulated by the articles of association, and the main topics to be considered include the approval of the annual accounts and the Directors' report, including distribution of dividend, and remuneration of leading personnel.

If the Board Chairman is the chair for the general meeting and there is disagreement on individual items for which the Board Chairman belongs to one of the factions, or is not regarded as being impartial for other reasons, another chairperson will be appointed to ensure impartiality regarding the items to be considered.

The Board Chairman and the CEO will be present at general meetings, together with representatives of the Board. Representatives of the Nomination Committee, the Remuneration Committee and the Audit Committee, as well as the auditor, should be present at general meetings where matters of relevance for such committees/persons are on the agenda.

Minutes from the general meetings will be published in accordance with the stock exchange regulations and made available on the Company's website.

In 2021, BerGenBio held its Annual General Meeting on 19 March.

7. Nomination Committee

The Nomination Committee of BerGenBio consists of three members, elected pursuant to section 9 of the Company's articles of association.

The Nomination Committee is responsible for recommending candidates for the election of members and Chairman of the Board of Directors, candidates for the election of members and Chairman of the Nomination Committee, and remuneration of the Board of Directors, Board subcommittees and the Nomination Committee.

The objectives, responsibilities and functions of the Committee are further described in the "Instructions for the Nomination Committee", which were adopted by the general meeting at the AGM in 2017. The instructions are available from the Company's website.

The current Nomination Committee consists of:

- Hans Peter Bøhn (Chair) elected at the Annual General Meeting 13 March 2019
- Ann-Tove Kongsnes elected at the Annual General Meeting 13 March 2019
- Shantrez Miller Gillebo elected at the Extraordinary General Meeting 9 December 2020

All members are elected with a term until the Annual General Meeting in 2023. All members are considered independent of the Company's Board of Directors and Executive Management.

All shareholders are entitled to nominate candidates to the Board, and contact information for proposing candidates can be found on the Company's website.

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8. Board of Directors; Composition and Independence

Pursuant to the articles of association section 5, the Company's Board of Directors shall consist of three to seven members. At 31 December 2021, the Board of Directors consisted of five members, of which two are women:

- Sveinung Hole (Chair) elected at the Annual General Meeting (AGM) in 2010 and re-elected annually, last time at the AGM on 16 March 2020, from 6 January 2022 continue as Board member up to the AGM in 2022.
- Stener Kvinnsland elected at the AGM in 2015 and re-elected annually, last time at the AGM on 16 March 2020.
 Resigned from the Board 6 January 2022.
- Debra Barker elected at the Annual General Meeting on 13 March 2019 and re-elected up to the Annual General Meeting in 2023
- Sally Bennett elected at the Extraordinary General Meeting on 9 December 2020 and re-elected up to the Annual General Meeting in 2023
- François Thomas elected at the Extraordinary General Meeting on 9 December 2020 and re-elected up to the Annual General Meeting in 2023

In an Extraordinary General Meeting 6 January 2022, Anders Tullgren was elected as Chairman of the board, Sveinung Hole was reconfirmed as Board member and Stener Kvinnsland resigned from the Board. He will continue in an observer/advisory position.

with the independence requirements of the Norwegian Code of Practice for Corporate Governance, (the "Corporate Governance Code"), meaning that (i) the majority of the shareholder-elected Board Members are independent of the Company's Executive Management and material business contacts, (ii) at least two of the shareholder-elected Board Members are independent of the Company's main shareholders (shareholders holding more than 10% of the shares in the Company), and (iii) no members of the company's Management serve on the Board of Directors. Furthermore, pursuant to the Norwegian Public Limited Companies Act, if the Board of Directors of a Norwegian public limited liability company consists of four to five members, then each gender shall be represented by at least two members.

The composition of the Board of Directors is in compliance

Except for Sveinung Hole and Stener Kvinnsland, all Board Members are independent of the Company's significant business relations and large shareholders (shareholders holding more than 10% of the shares in the Company) and of the Management.

Board members are encouraged to own shares in BerGenBio. The following shares are held by the Board as of 31 December 2021:

Name	Position	Considered independent	Served since	Term expires	Board meeting attendance 2021	Shares	Share options
Sveinung Hole	Chair/Board member	No	01.09.2010	AGM 2022	17	107,394 ¹⁴	0
Stener Kvinnsland	Board member	No	22.02.2015	6 Jan 2022	17	104,444	0
Debra Barker	Board member	Yes	13.03.2019	AGM 2023	18	0	0
Sally Bennett	Board member	Yes	09.12.2020	AGM 2023	18	0	0
François Thomas	Board member	Yes	09.12.2020	AGM 2023	17	0	0

14) Sveinung Hole holds 104,444 shares in the Company through Svev AS, a wholly-owned company of Sveinung Hole, and 2,950 shares directly

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9. The work of the Board of Directors

The Board of Directors is responsible for the management of the Company, including the appointment of the Chief Executive Officer (CEO), convening and preparing for general meetings and supervising the daily management and the activities of the Company in general.

The Board of Directors has implemented instructions for the Board and the Executive Management, with focus on allocation of internal responsibilities and duties. The objectives, responsibilities and functions of the Board of Directors and the CEO are in compliance with rules and standards applicable to the Company and are described in the Company's "Instructions for the Board of Directors" and "Instructions for the CEO".

The Board of Directors will produce an annual schedule for its work, with particular focus on objectives, strategy and implementation. The CEO is responsible for keeping the Board of Directors informed and provides regular reports to the Board of Directors about the Company's activities, position and financial and operational developments. During 2021, the Board of Directors held 18 meetings.

The Board of Directors' consideration of material matters in which the Chairman of the Board is, or has been, personally involved, shall be chaired by another member of the Board.

The Board of Directors shall annually evaluate its performance and expertise in the previous year. The evaluation is made available to the Nomination Committee.

Audit Committee

The Board of Directors established an Audit Committee on 28 February 2017, which is a sub committee of the Board of Directors. Its main duties are to assess the Company's financial reporting and internal control, monitor statutory audit and report outcome of the audit to the Board of Directors. The Audit Committee also supports the Board in the administration and exercise of its responsibility for supervision in accordance

with applicable rules and legislations. From 2021 pre-approval of non-audit services delivered by the independent auditor is required from the Audit Committee. The Company's Audit Committee is governed by the Norwegian Public Limited Liability Companies Act and a separate instruction adopted by the Board of Directors. The Audit Committee has held five meetings in 2021, and met with the Auditor, EY, separately without the Executive Management present.

The members of the Audit Committee are elected by and amongst the members of the Board of Directors for a term of up to two years. The current members of the Audit Committee are:

- Sally Bennett (Chair)
- Sveinung Hole
- Anders Tullgren, from 6 January 2022

François Thomas served as Audit Committee member up to 6 January 2022.

Clinical Committee

The Board of Directors established a Clinical Committee in December 2020 as a preparatory and advisory committee for the Board of Directors, to address questions relating to clinical development and trials.

The members of the Clinical Committee are elected by and amongst the members of the Board of Directors. The current members of the Clinical Committee are;

- François Thomas (Chair)
- Debra Barker
- Sally Bennett (from 6 January 2022)

Stener Kvinnsland served as Clinical Committee member up to 6 January 2022.

Remuneration Committee

The Board of Directors has established a Remuneration Committee as a preparatory and advisory committee for the Board of Directors, to address questions relating to remuneration of the Company's Executive Management.

The duties are described in the Company's "Instructions for the Remuneration Committee". The main duties include the responsibility to review the remuneration and benefits strategy of the members of the Executive Management; review the performance of the Executive Management vs. the adopted objectives and recruitment policies, career planning and management development plans; and prepare matters related to other material employment issues in respect of the Executive Management. The Remuneration Committee meets as often as deemed necessary, but normally four to six times a year.

The members of the Remuneration Committee are elected by and amongst the members of the Board of Directors for a term of up to two years and shall be independent of the Company's Executive Management. The current members of the Remuneration Committee are:

- Anders Tullgren (Chair), from 6 January 2022
- Sveinung Hole, Chair up to 6 January 2022
- Debra Barker

Sally Bennett served as Remuneration Committee member up to 6 January 2022.

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10. Risk Management and Internal Control

The Board of Directors of BerGenBio are responsible for ensuring that the Company has sound and appropriate risk management and internal control systems in accordance with the regulations that apply to its business activities.

The Company has implemented a comprehensive set of relevant corporate manuals and procedures, which provide detailed descriptions of procedures covering all aspects of managing its operations, including the development of clinical data and financial performance. The procedures and manuals are continuously revised to reflect best practice derived from experience or adopted through regulations.

The Board of Directors receives reports from the management on developments and results related to strategy, finance, KPIs, risk management, clinical studies, challenges and plans for the coming periods. In addition, quarterly and annual reports are prepared in accordance with the listing requirements and recommendations of Oslo Børs, and they are reviewed by the Audit Committee prior to the Board's approval and subsequent publication.

BerGenBio prepares its financial accounts in accordance with the international accounting standard IFRS, which aims to provide a true and fair overview of the Company's assets, financial obligations, financial position and operating profit. For information on the Company's financial risk and risk management, reference is made to the Board of Directors' report and Note 20 in the 2021 annual report.

11. Remuneration of the Board of Directors

The remuneration of the Board of Directors is determined by the shareholders at the Annual General Meeting of the Company based on the proposal from the Nomination Committee. Guidelines are set out in the Remuneration policy approved by the AGM 19 March 2021. The level of the remuneration is based on remuneration of Board members for comparable companies and reflects the Board of Directors' responsibility, expertise, the complexity of the Company, as well as time spent and the level of activity in both the Board of Directors and any Board Committees.

The remuneration of Board members is not linked to the Company's performance and does not contain option elements. Board members who participate in the Audit Committee, Remuneration Committee or Clinical Committee receive separate compensation for this.

Detailed information on the remuneration of the Board of Directors can be found in the Remuneration Report for 2021.

Members of the Board of Directors, or companies with which they are associated, should not engage in specific assignments for the Company in addition to their appointment as members of the Board, but if they do, this shall be fully disclosed to the Board of Directors. The remuneration for such additional duties will be approved by the Board of Directors and specifically identified in the annual report.

12. Remuneration of Executive Management Team

The Remuneration Policy sets out the main principles for remuneration of BerGenBio's Executive Management Team, and was approved by the AGM on 19 March 2021.

The overall objectives of the Remuneration Policy are to:

- Support the purpose and sustainability of the Company
- Align the remuneration components with the interests of shareholders and other stakeholders relevant to the above
- Support delivery of BerGenBio's strategic priorities
- Attract, motivate, and retain members of the Board of Directors and the Executive Management Team of the appropriate caliber given the size and complexity of the business; and
- Reward members of the Executive Management Team in line with corporate and individual performance

Detailed information on the remuneration of the Executive Management Team can be found in the Remuneration Report for 2021.



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13. Information and Communications

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BerGenBio complies with Oslo Børs' Code of Practice for IR. The Board of Directors has adopted an investor relations (IR) policy, to clarify roles and responsibilities related to financial reporting, regulate contact with shareholders and the investor market and ensure that the principles of openness and equal treatment of market participants are followed. The IR policy is available from the Company's website. In addition, the Board has adopted separate instructions for financial reporting and the handling of inside information in line with the EU's Market Abuse Regulation and the Norwegian Securities Trading Act.

The Company will each year publish a financial calendar, providing an overview of the dates for major events such as its ordinary general meeting and publication of interim financial reports and annual report. Interim reports are published on a quarterly basis, in line with Oslo Børs' recommendations. The Company will give open presentations in connection with its interim financial reporting.

All financial and other IR information is provided in English. All information is distributed to the Company's shareholders by postings on the Company's website at the same time as it is sent to Oslo Børs through its information system www.newsweb.no.

14. Take-Overs

There are no defence mechanisms against take-over bids in the Company's articles of association, nor have other measures been implemented to specifically hinder acquisitions of shares in the Company.

In the event of a take-over process, the Board of Directors and the Executive Management will ensure that the Company's shareholders are treated equally and that the Company's activities are not unnecessarily interrupted. The Board of Directors has a special responsibility in ensuring that the shareholders have sufficient information and time to assess the offer. In addition to complying with relevant legislation and regulations, the Board of Directors will seek to comply with the recommendations in the Code, including a valuation from an independent third party. On this basis, the Board of Directors will make a recommendation as to whether the shareholders should accept the bid.

The Board of Directors has not established any other written guidelines for procedures to be followed in the event of a take-over bid, as such situations normally are characterized by specific and one-off situations which makes guidelines challenging to prepare.

15. Auditor

The Company's auditor is EY and is regarded as independent in relation to BerGenBio ASA. The Audit Committee and Board of Directors receives an annual confirmation from the auditor that the requirements regarding independence and objectivity have been satisfied.

The auditor prepares an annual plan for carrying out the auditing work, which is made known to the Audit Committee. The Audit Committee have annual meetings with the auditor to discuss the annual accounts, accounting principles, assessment of any important accounting estimates and matters of importance on which there has been disagreement between the auditor and the Company's Executive Management. At least once per year, the auditor will present to the Audit Committee a review of the Company's internal control procedures, including identification of weaknesses and proposals for improvement. These meetings will also be held with an opportunity for a review with the auditor, without the Company's day-to-day management being present. No separate guidelines have been prepared for use of the auditor for services other than auditing, but from 2021 pre-approval is required from the Audit Committee for non-audit services.

The Board of Directors will disclose the remuneration paid to the auditor, to the shareholders, at the Annual General Meeting, including a break-down of the fee paid for audit work and fees paid for other specific assignments, if any. The Audit Committee has reviewed the work of the auditor and recommend to the General Meeting to retain EY as the Company's auditor.

The auditor will participate at the Annual General Meeting.





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Strategy

BerGenBio ASA ("the Company") and its subsidiary (together "the Group") is a biopharmaceutical company developing novel medicines for patients with severe unmet medical needs, with a focus on advanced, immune-evasive and treatment-resistant cancers and respiratory diseases. The Company has two key clinical assets targeting the receptor tyrosine kinase AXL. The Company's lead asset bemcentinib is currently in Phase II development in 2nd line (2L) NSCLC, 2nd line (2L) AML and as a treatment for severe respiratory infections, initially in hospitalized COVID-19 patients. The Company is a world-leader in understanding the potential applications of AXL inhibition in mediating aggressive diseases.

The Company's lead drug candidate, bemcentinib, is a highly selective, potent, oral, first-in-class small-molecule AXL inhibitor, currently being evaluated in a Phase II clinical program in AML and NSCLC and in COVID-19.

In NSCLC, the Company is investigating bemcentinib as a potential combination treatment for STK11 mutated advanced/metastatic NSCLC and received FDA Fast Track designation in November 2021.

In 2L AML, bemcentinib has shown promising early clinical data in relapsed patients unfit for intensive chemotherapy. Following full availability of the dataset from this Phase II study and regulatory interaction, BerGenBio will determine its clinical strategy in this patient population.

In respiratory disease, COVID-19 has been an initial focus. Encouraging survival benefit data from two Phase II bemcentinib COVID-19 studies were shared at the European Congress of Clinical Microbiology and Infectious Diseases (ECCMID) in July 2021. In early 2022 BerGenBio announced its participation in the EU-SolidAct trial, part of EU-RESPONSE, a pan-European research project and will share updates as they emerge.

In addition, a broad set of investigator-initiated trials are exploring the wider potential of bemcentinib in disease indications with strong scientific rationale, Key Opinion Leaders (KOL) support, and high unmet medical need with a view to developing future pipeline opportunities.

BerGenBio's second clinical asset is tilvestamab (formerly BGB149), a first-in-class anti-AXL antibody which is currently in an international Phase Ib first-in-patient trial to evaluate safety, tolerability and determine a recommended Phase II dose.

BerGenBio's focused near-term strategy includes the following key initiatives:

- Aggressively pursue the NSCLC opportunity for patients harboring STK11 mutations through additional pre-clinical work and conducting clinical trials
- Pursue the potential within acute respiratory disease initially through the EU-SolidAct sponsored platform to conduct a confirmatory randomized placebo-controlled trial to position bemcentinib as a treatment modality in hospitalized COVID-19 patients
- Following full availability of the dataset from the 2L AML Phase 2 study and regulatory interaction, BerGenBio will determine its clinical strategy in this patient population.
- Progress the clinical development of tilvestamab
- Secure additional pipeline opportunities for the Company's AXL inhibitors in oncology and respiratory diseases.

Operational review

During 2021 the Company maintained its clinical research focus with its lead drug candidate bemcentinib, a novel, once-a-day, orally-administered, highly-selective inhibitor of AXL. Data generated through clinical trials so far have been encouraging and the Company is committed to continuing the progression of bemcentinib into late-stage clinical trials and through to regulatory approval where data warrants.

The FDA has granted Fast Track Designation for bemcentinib for the treatment of AML as well as for bemcentinib in combination with an anti-PD-(L)1 agent as a treatment for patients with STK11 mutated advanced/metastatic NSCLC. The Company's focus going forward is on the clinical development of bemcentinib within NSCLC, AML and acute respiratory diseases, representing three distinct shots on goal.

Clinical Trial Progress: NSCLC

In 2021, BerGenBio progressed its Phase II clinical trial (BGBC008) assessing bemcentinib in combination with pembrolizumab in 2L patients with NSCLC.

Updated data from this study was presented at the Society for Immunotherapy of Cancer (SITC) Annual Meeting in November 2021. In pre-clinical NSCLC mouse models harboring STK11 mutations, sensitivity to PD-1 blockade was evaluated in the absence and presence of bemcentinib. Systemic inhibition of AXL with bemcentinib resulted in the expansion of tumorassociated T cells and restored therapeutic response to anti-PD-1 checkpoint inhibition. Data from the Phase II bemcentinib and pembrolizumab (Keytruda®) combination study (BGBC008) in advanced NSCLC showed that 3 of 3 evaluable patients with identified STK11 mutations demonstrated objective clinical response/clinical benefit to the combination of bemcentinib and pembrolizumab.

In November 2021, the Company was granted FDA Fast Track Designation for the STK11 mutated population and the Company also signed an exclusive license to intellectual property covering the treatment of STK11 mutated patients. The Company intends to pursue the STK11 opportunity through initiation of clinical trials during 2022.

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Clinical Trial Progress: COVID-19

In response to the global pandemic that emerged in early 2020, BerGenBio began to explore bemcentinib as a potential COVID-19 treatment, based on the Company's understanding of its reported potent anti-viral activity in preclinical models against several enveloped viruses, including Ebola and Zika. Two COVID-19 bemcentinib studies were undertaken:

- A Phase II study which was part of the UK Research and Innovation (UKRI) funded COVID-19 ACCORD platform trial
- A BerGenBio-sponsored Phase II study of 120 hospitalized COVID-19 patients in South Africa and India (BGBC020)

In April 2021 the Company provided an update on data from BGBC020 and ACCORD2 which showed bemcentinib was well tolerated by patients with no significant safety concerns. Both studies demonstrated a numerically lower number of deaths in the bemcentinib arm vs. standard of care (1 vs. 5 and 2 vs. 3 respectively). A post-hoc analysis identified a sub-group of patients with more severe disease where there was evidence of a benefit from bemcentinib treatment. This sub-group represented more than 60% of the patients across the two studies. The data reported increased survival, a significantly reduced likelihood of progression to ventilation and a significantly increased likelihood of shorter time to recovery or discharge. The data generated from these studies has been thoroughly evaluated to inform the design and endpoints of future studies.

In January 2022, BerGenBio announced that bemcentinib will be included in the sponsored EU-SolidAct Phase II adaptive, multi-center trial. Bemcentinib will be studied in up to 500 hospitalized COVID-19 patients.

Clinical Trial Progress: AML

BerGenBio is assessing bemcentinib as a treatment for AML and Myelodysplastic Syndromes (MDS). The US FDA has granted bemcentinib Fast Track Designation and Orphan Drug status for the treatment of AML in patients unfit for intensive chemotherapy.

BGBC003 is a Phase II trial of bemcentinib in combination with low-dose cytarabine (LDAC) chemotherapy in AML patients who cannot tolerate intensive chemotherapy. Encouraging updated preliminary data from the study was presented at the European Hematology Association (EHA) conference in June. The data, although not yet mature, suggest there is a meaningful clinical benefit to patients, supporting bemcentinib as a therapeutic modality in AML.

Following full availability of the dataset in relapsed patients from our Phase II study and regulatory interactions, BerGenBio will determine its clinical strategy in this patient population.

Progress: tilvestamab (BGB149)

Tilvestamab (BGB149) is the first functional blocking anti-AXL monoclonal antibody to enter clinical development and is BerGenBio's second clinical stage drug development program targeting AXL.

In June 2021 data from a preclinical study conducted to characterize AXL as a target in chronic kidney disease (CKD) and to investigate the anti-fibrotic efficacy of tilvestamab using an ex-vivo model of human Precision Cut Kidney Slices (PCKSs) was presented at the European Renal Association – European Dialysis and Transplant Association (ERA-EDTA) Virtual Congress.

The study results showed that AXL expression was induced in key cell populations during the development of kidney fibrosis in the unilateral ureteric-outflow obstruction (UUO) model of kidney fibrosis in mice. These data support AXL as a novel target in CKD and highlight the potential of tilvestamab as a promising candidate for pharmacologic intervention in kidney fibrosis, with potential synergies with current reno-protective therapies warranting further exploration.

An international Phase Ib first-in-patient trial investigating tilvestamab (BGB149) is currently ongoing to study safety, tolerability and determine a recommended Phase II dose (RP2D) for use in subsequent clinical trials.

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Progress: Companion Diagnostics Program

The availability of a predictive biomarker test significantly enhances the chance of regulatory success and later reimbursement, in general, and particularly for high-value oncology drugs.

The development of a Companion Diagnostics test is a strategic priority for the Company. In certain indications, such as STK11m NSCLC, the availability of a clinically validated Companion Diagnostic assay will be critical to market adoption.

Other progress

The company supports its own clinical development program with a broad portfolio of investigator sponsored clinical trials of high scientific value, commercial interest and KOL endorsement. This is considered a cost-effective strategy to explore opportunities for potential future label extension for bemcentinib.

Similarly, pre-clinical academic collaborations exploring AXL's role in driving serious diseases continue to be an important part of BerGenBio's strategy to expand the understanding of AXL biology and potential clinical applications of our selective AXL inhibitors.

Risks and uncertainties

The Group operates in a highly competitive industry sector with many large players and may be subject to rapid and substantial technological change.

The long-term impact of the COVID-19 pandemic remains unclear. Our ability to conduct clinical trials at the expected pace is a risk factor in the evolving pandemic.

BerGenBio is currently in a development phase involving activities that entail exposure to various risks. BerGenBio's lead product candidate bemcentinib is currently in Phase II clinical trials. This is regarded as an early stage of development and the clinical studies may not prove to be successful. Timelines for completion of clinical studies are to some extent dependent on external factors outside the control of the Group, including resource capacity at clinical trial sites, competition for patients, etc.

The financial success of BerGenBio and/or its commercial partners requires obtaining marketing authorization and achieving an acceptable reimbursement price for its drugs. There can be no guarantee that the drugs will obtain the selling prices or reimbursement rates foreseen.

BerGenBio has a liability insurance which covers Directors and Officers in the Company and subsidiaries. The insurance is limited to NOK 100,000,000 per claim and in total during the insurance period.

Financial risks

Interest rate risk

The Group holds cash and cash equivalents and does not have any borrowings. The Group's interest rate risk is therefore in the rate of return of its cash on hand. Bank deposits are exposed to market fluctuations in interest rates, which affect the financial income and the return on cash.

Exchange rate risk

The value of non-Norwegian currency denominated costs will be affected by changes in currency exchange rates or exchange control regulations. The Group undertakes various transactions in foreign currencies and is consequently exposed to fluctuations in exchange rates. The exposure arises largely from the clinical trials and research expenses. The Group is mainly exposed to fluctuations in pounds sterling (GBP), euro (EUR), and US dollar (USD). The Group are holding part of the bank deposit in GBP, EUR and USD depending on the need for such foreign exchange.

The foreign currency exposure is also mostly linked to trade payables with short payment terms. The Group might consider changing its current risk management of foreign exchange rate if it deems it appropriate.

Credit risk

Credit risk is the risk of a counterparty's default in a financial asset, liability or customer contract, giving a financial loss. The Group's receivables are generally limited to receivables from public authorities by way of government grants. The credit risk generated from financial assets in the Group is limited since it is cash deposits. The Group places its cash in bank deposits in recognized financial institutions to limit its credit risk exposure.

The Group has not suffered any loss on receivables during 2021 and the Group considers its credit risk as low.

Funding and liquidity risk

Liquidity is monitored on a continued basis by Group management.

The Group works continuously to ensure financial flexibility in the short and long term to achieve its strategic and operational objectives.

Funding of ongoing operations is and will be for some time depending on external sources, mainly equity contributions. Significant changes to financial market conditions, may affect the climate for investor investments.

Management considers the Group's liquidity situation to be satisfactory.

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Non-financial risks

Technology risk

The Group's lead product candidate, bemcentinib (BGB324), is currently in Phase II clinical trials. This is regarded as an early stage of development and the Group's clinical studies may not prove to be successful.

Competitive technology

The Group operates in a highly competitive industry sector with many large players and is subject to rapid and substantial technological change. The long-term impact of the COVID-19 crisis remains unclear although no greater for BerGenBio than any other business in the sector.

The Group is currently in a development phase involving activities that entail exposure to various risks. The Group's lead product candidate bemcentinib is currently in Phase II clinical trials. This is regarded as an early stage of development and the clinical studies may not prove to be successful. Timelines for completion of clinical studies are to some extent dependent on external factors outside the control of the Group, including resource capacity at clinical trial sites, competition for patients, etc.

Patent and Intellectual Property IP risks

The success of the Company will highly depend on the Company's ability to obtain and maintain patent protection for its products, methods, processes and other technologies, to preserve trade secrets, to prevent third parties from infringing proprietary rights of the Company and to operate without infringing the proprietary rights of third parties. To date, the Company holds certain exclusive patent rights in major markets. The patent rights are limited in time. The Company cannot predict the range of protection any patents will afford against competitors and competing technologies, including whether third parties will find ways to invalidate the patents, obtain patents claiming aspects similar to those covered by the Company's patents and patent applications, and whether the Company may be subject to litigation proceedings.

Regulatory and commercial risks

The financial success of the Group requires obtaining marketing authorization and achieving an acceptable reimbursement price for its drugs. There can be no guarantee that the Group's drugs will obtain the selling prices or reimbursement rates foreseen by the Group.

The Group will need approvals from the FDA to market its products in the US, and from the European Medicines Agency (EMA) to market its products in Europe, as well as equivalent regulatory authorities in other worldwide jurisdictions to commercialize in those regions. The Group's future earnings are likely to be largely dependent on the timely marketing authorization of bemcentinib for various indications.

Financial review

(Figures in brackets = same period 2020 unless stated otherwise)

Accounting policies

The financial statements of BerGenBio Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU on 31 December 2021. Figures are for the Group and for the Parent Company BerGenBio ASA labelled ASA below.

Financial results

Operating revenues

Revenue for the full year 2021 amounted to NOK 0.8 million (NOK 0.6 million) for the Group and NOK 1.2 million (NOK 0.7 million) for ASA. Revenue in 2021 and 2020 is refund of patent costs from an out-licensed agreement with ADCT.

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Operating expenses

Total operating expenses for 2021 for the Group amounted to NOK 315.2 million (NOK 261.7 million), and NOK 317.4 million (NOK 263.3 million) for ASA.

Employee expenses were NOK 74.0 million (NOK 60.2 million) for the Group and NOK 32.3 million (NOK 35.9 million) for ASA. Payroll expenses increased in 2021 compared to 2020 due to increased headcount as part of organizational development in preparation for the next phase of clinical trials, including transfer of contractors to employees. In addition, employee expenses increase is attributed to the change of CEO, including severance payment to the departing CEO. Employee share option costs decreased compared to 2020 caused by negative development of the share price in the year and the decrease of non-cash accruals for social security tax.

For the full-year 2021, other operating costs for the Group amounted to NOK 239.9 million (NOK 200.8 million), and NOK 283.8 million (NOK 226,6 million) for ASA. The increased costs year-on-year are related to increased clinical trial activities with a significant number of patients recruited in 1H 2021. Some of these trials have completed recruitment during 2021.

The Group has recognized government grants amounting to NOK 13.3 million (NOK 21.4 million) for the full-year 2021. Government grants are recognized as cost reduction in the profit and loss. Payroll expenses have been reduced by NOK 6.4 million (NOK 4.8 million) and operating expenses by NOK 6.9 million (NOK 16.6 million) as a result of these government grants. ASA has recognized government grants for a total of NOK 8.6 million (NOK 18.6 million) for the full year 2021. Payroll expenses have been reduced by NOK 1.7 million (NOK 2.0 million) and operating expenses by NOK 6.9 million (NOK 16.6 million) as a result of these government grants.

The operating loss for the Group in 2021 was NOK 314.5 million (NOK 261.1 million) and NOK 316.2 million (NOK 262.6 million) for ASA, reflecting the increased level of activity related to the clinical trials and organizational development.

Net financial gain for the Group was NOK 5.1 million (gain NOK 4.1 million) and NOK 5.5 million (NOK 4.1 million) for ASA for the full-year 2021.

Losses after tax for the Group were NOK 309.4 million (NOK 257.0 million) and NOK 310.7 million (NOK 258.6 million) for ASA for the full year 2021.

Financial position

Total assets as of 31 December 2021 for the Group decreased to NOK 450.2 million (NOK 738.2 million at year-end 2020) for the Group and to NOK 441.0 million (NOK 733.5 million at year-end 2020) for ASA, mainly due to the operational loss in the period.

Total liabilities were NOK 65.8 million (NOK 68.0 million at year-end 2020) for the Group and NOK 57.1 million (NOK 62.6 million at year-end 2020) for ASA.

Total equity as of 31 December 2021 was NOK 384.4 million (NOK 670.2 million at year-end 2020) for the Group and NOK 383.9 million (NOK 670.9 million at year-end 2020) for ASA, corresponding to an equity ratio of 85.4% (90.8%) for the Group and 87.1% (91.5%) for ASA.

Cash flow

Net cash flow from operating activities was negative by NOK 303.3 million (NOK 234.3 million) for the Group and negative by NOK 311.4 million (NOK 234.3 million) for ASA for the full-year 2021, mainly driven by the level of activity related to the clinical trials the Group is conducting, as well as milestone payments related to progress made.

Net cash flow received from investing activities during the full-year 2021 was NOK 3.1 million (NOK 3.5 million) for the Group and NOK 3.1 million (NOK 3.5 million) for ASA.

Net cash flow from financing activities was NOK 16.0 million (NOK 699.5 million) for the Group and NOK 16.0 million (NOK 699.5 million) for ASA for the full-year 2021, representing the proceeds from the private placements in 2020 on total gross NOK 740 million.

Cash and cash equivalents decreased to NOK 436.6 million (NOK 721.6 million) for the Group and NOK 428.1 million (NOK 721.2 million) for ASA.



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Research and development

While the research and development strategy is designed in-house in BerGenBio, the Group leverages its network of external contract research organizations (CROs) in order to execute its development strategy. BerGenBio also collaborates with academic institutions to extend the research in areas of interest of the Group.

The Group has employed experienced personnel that are capable of directing work that is performed by the CROs. This approach to product development allows the Group to quickly change research directions and efforts when needed and to quickly bring in new technologies and expertise when necessary.

Uncertainties related to the regulatory approval process and results from ongoing clinical trials generally indicate that the criteria for capitalization of R&D costs are not met until market authorization is obtained from relevant regulatory authorities. The Group has currently no development expenditure that qualifies for recognition as an asset under IAS 38.

Going concern

The Board stated that the annual accounts represent a true and fair view of the Group's financial position at the turn of the year. According to the Norwegian Accounting Act section 3-3 (a), the Board of Directors confirmed that the financial statements have been prepared under the assumption of going concern.

Environmental, social and governance (ESG)

In order to have a real impact, we worked to strengthen our sustainability management. The aim was to identify ESG topics in BerGenBio's value chain that are material for us and our stakeholders. Our key stakeholders include our patients and their families, our employees, investors, regulators, suppliers and other business partners, such as research organizations and academic institutions.

The work involved mapping of our value chain and a review of industry standards, other organizations and peers.

The topics which are of most strategic importance to us are; innovation, clinical trial conduct, business ethics, economic performance and patient health and safety.

In connection with the materiality analysis, we also analyzed the United Nation's Sustainability Development Goals (SDGs) to identify those we have the largest impact upon. We directly contribute to SDG 3 – health and wellbeing. In addition, we also contribute to SDG 8 – decent work and economic growth for our employees and society, SDG 9 – industry, innovation and infrastructure – through our research and development and finally, SDG 17 – partnerships for the goals – through our extensive cooperation with research organizations and academic institutions. Given the current stage of development of BerGenBio, we do not have significant negative impact on the goals, but this may change when we move into production and will be reassessed.

All topics are addressed in the ESG section of this annual report and we refer to the World Economic Forum disclosure reference index in the appendix, for ease of location, along with an overview of performance data. The reporting in this section addresses BerGenBio's requirements under section 3-3 a and c of the Norwegian Accounting Act.

The ESG analysis provided a basis for determining BerGenBio's ambitions and KPIs and alignment with our strategy. We also determined metrics to monitor our performance for our material ESG topics. Moreover, we strengthened our management structures by revising our Corporate Social Responsibility policy and augmenting it to our new Code of Conduct in addition to strengthening our responsible supplychain management.

Share information

As of 31 December 2021, there were 88,455,255 ordinary shares outstanding, up from 87,259,983 shares at year end 2020.

The Company has one class of shares and all shares carry equal voting rights.

The Company had more than 12,000 shareholders at 31 December 2021.

The results for BerGenBio ASA for 2021 show a loss of tNOK 310,657. The Board proposes that the loss should be covered by share premium.



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Outlook

BerGenBio's broad clinical development program with bemcentinib, pipeline of AXL inhibitors and financial position together, provide a strong foundation to create and deliver significant value for its shareholders.

The Board considers that the results emerging from on-going development programs provide support for AXL inhibition as an attractive approach for cancer therapy and respiratory diseases. Further clinical data will be reported at future medical congresses and as appropriate by the Company.

We continue to develop our organization with skilled and experienced personal to support our strategies.

In retaining global rights to bemcentinib, BerGenBio maintains complete strategic flexibility for its future development and commercialization. It is anticipated that the high novelty of bemcentinib plus its promising therapeutic profile, particularly in combination with existing therapies, could make it and future pipeline candidates attractive targets for partnering. A go-to market strategy may also be considered in selected indications in discrete territories, where greater value for shareholders could be created.

The Board believes the potential of our two first-in-class AXL inhibitors are relevant therapeutic modalities in several aggressive diseases. However the recent and ongoing geopolitical situation and associated impacts on financial market conditions requires a highly focused development strategy.

The Board of Directors, BerGenBio ASA Bergen, 7 April 2022

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Anders Tullgren Chairman

Debue S. Barber

Dr. Debra BarkerNon-Executive Director



Dr. François Thomas
Non-Executive Director

Surfleck

Sveinung Hole
Non-Executive Director

Semel

Dr. Sally BennettNon-Executive Director

Markets

Martin Olin CEO

Confirmation from the Board of Directors and CEO

We confirm that, to the best of our knowledge, the financial statements for the period from 1 January to 31 December 2021 have been prepared in accordance with IFRS as adopted by EU and the Norwegian Accounting Act and give a true and fair view of the Group and the Company's consolidated assets, liabilities, financial position and results of operations, and that the Report of the Board of Directors provides a true and fair view of the development and performance of the business and the position of the Group and the Company together with a description of the key risks and uncertainty factors that the Company is facing.

The Board of Directors, BerGenBio ASA

Bergen, 7 April 2022

Anders Tullgren
Chairman

Debue S. Barber

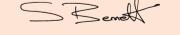
Dr. Debra Barker
Non-Executive Director



Dr. François ThomasNon-Executive Director

See lede

Non-Executive Director



Dr. Sally Bennett
Non-Executive Director



Martin Olin CEO