

NORDIC NANOVECTOR ASA
GUIDELINES FOR REMUNERATION OF SENIOR EXECUTIVES
ANNUAL GENERAL MEETING 2021

Approved by the board of directors 26 March 2021

These guidelines for remuneration of senior executives are prepared by the board of directors in Nordic Nanovector ASA (“**Nordic Nanovector**” or the “**Company**”) in accordance with the Norwegian Public Limited Liability Companies Act (the “**Companies Act**”) section 6-16a, for consideration at the annual general meeting on 28 April 2021, according to the Companies Act section 5-6 (3).

The guidelines apply to the CEO, CFO, and other members of the Leadership team who report directly to the CEO, currently a total of seven employees (“**Senior Executives**”). The guidelines apply to the financial year 2021 and until new guidelines are adopted by the general meeting.

1 How the guidelines advance the Company's business strategy, long-term interests and sustainability

Nordic Nanovector is a biopharmaceutical company dedicated to extending and improving the lives of patients with hematological cancers through the development and commercialization of innovative targeted therapeutics. The Company is committed to developing, manufacturing, and delivering innovative therapies that address major unmet medical needs and advance cancer care. The Company aspires to become a leader in the development of targeted therapies for hematological cancers. More information regarding the Company's strategic priorities can be found in the Company's annual report and on the Company's website (www.nordicnanovector.com).

To successfully implement the Company's strategy and safeguard the long-term interests of the Company, the Company must be able to recruit, develop and retain Senior Executives with relevant competence, expertise and advanced leadership skills. It is therefore important that the Company offers its Senior Executives terms that provide motivation and are in line with the market level, and that are also well balanced and reasonably based on the Senior Executives' competence, responsibility and performance. At the same time, it is fundamental for the Company that the policies for the executive payment ensures financial sustainability and that the overall level of remuneration does not entail an unreasonable burden on the Company's liquidity and equity.

The remuneration guidelines seek to provide a clear framework for remuneration for Senior Executives, so that an environment that promote the Company's strategy and long-term goals can be developed and contribute to increased shareholder value.

2 Main principles for executive management policy

Nordic Nanovector seeks to entertain a performance-oriented culture, where the individual achievement is clearly aligned with the Company's overall strategic objectives. The Company evaluates and rewards the Senior Executives based on their contributions to the achievement of the corporate priorities set early in the year. The performance of each Senior Executive is reviewed on an annual basis.

Senior Executives' remuneration in Nordic Nanovector and group companies shall be determined based on the following main principles:

2.1 Remuneration shall be market competitive

Nordic Nanovector shall offer market competitive reward opportunities to its Senior Executives to enable the Company to attract, retain, and motivate the talent needed to achieve the Company's mission and business objectives. The Company balances the need to provide market competitive levels of reward against a desire to be cost-effective when determining reasonable and responsible reward outcomes.

2.2 Remuneration shall be motivational

An appropriate proportion of the total remuneration to each Senior Executive shall be performance-based to ensure reward is linked to the achievement of key financial and non-financial objectives with a balance of short- and long-term performance components. Senior Executives' remuneration shall be structured to drive motivation and encourage improvements in results and shareholder value.

2.3 Remuneration shall be transparent

Compensation programs in the Company shall be designed and communicated in a manner that reinforces the linkage between Nordic Nanovector's business objectives, and its corporate culture. The remuneration system shall not be unduly difficult to explain to the general public and should not involve disproportional complexity for the administration.

2.4 Remuneration shall be flexible, allowing adjustment over time

Compensation decisions are made within a global framework to ensure local practices are aligned and consistent with our principles and policies. The compensation practices shall be flexible enough to evolve as Nordic Nanovector's business priorities change and the markets in which the Company operates evolve.

2.5 Remuneration shall be aligned with the interests of the Company's shareholders

Nordic Nanovector's compensation programs shall align the long-term interests of all employees with those of our shareholders. The compensation programs shall also allow Nordic Nanovector's employees to share the success of the company.

3 Types of remuneration and principles regarding benefits offered in addition to base salary

In general, the remuneration consists of five elements:

- base salary,
- short term cash bonus,
- long term equity award,
- pension benefits, and
- other benefits.

3.1 Base salary

The base salary is the main element of the Senior Executives' remuneration. Additional and variable remuneration elements are, at time of grant, subject to determination of specific maximum amounts depending on the position of the employee.

Base salaries for Senior Executives shall be reviewed annually by the compensation committee and the board. The salaries shall be set by taking into consideration the scope of the role, the level of

experience of the individual, the geographical location of the role, and external economic environment.

The review shall also refer to the mid-point of the market range for equivalent roles in peer companies. The overall performance rating, employee potential, and current compensation market competitiveness will be combined to assess any proposed salary revision. The compensation committee shall also consider subjective performance criteria, such as an individual's ability to lead, organise and motivate others.

3.2 Variable remuneration

The variable remuneration, short term and long term, is linked to value generation for shareholders over time. The variable remuneration is determined both by the achievement of individual and companywide key performance indicators and goals. Instrumental is that Senior Executives, both individually and as a team, can influence achievement of the key performance indicators and goals.

The long term incentives are tied to the development of the share price of the Company.

According to the regulations for the guidelines, the guidelines for variable remunerations shall contain:

1. Clear, exhaustive and complete criteria for allocating variable remuneration.
2. Information on financial and non-financial performance criteria related to the company's social responsibility and environmental impact when relevant.
3. Explanation of how the performance criteria contribute to the company's business strategy, as well as long-term interests and financial sustainability.
4. Method to be used to determine if the criteria are met.
5. Information about any deferral periods and the company's ability to claim a refund of variable remuneration.

The descriptions included below under bonuses and share-based compensation can be considered updated to address the content requirements to a greater extent.

3.2.1 Short term incentive / cash bonus scheme

The corporate priorities for each year shall be set by the board and used as the annual objectives for the CEO. For the balance of the management team, a major part of the objectives shall replicate those of the CEO, with the remaining part representing objectives relevant to the individuals' area of responsibility. The objectives for the Senior Executives shall be set by the CEO, based on principles defined by the board. The cash bonus scheme is built up as follows:

- 50% of the bonus shall be tied to company key performance indicators at group level, and
- 50% of the bonus shall be tied to individual key performance indicators, each considered to contribute to long-term growth in shareholder value.

Following the end of the year, the level of performance achieved and the amount of bonus to be awarded to the members of the management team shall be reviewed by the compensation committee, in discussion with the CEO, and approved by the board. The corporate priorities will change from year to year depending on the development of the business, as well as the overall strategic direction.

In 2020, the annual cash bonus plan was based upon the following key priorities, selected from several categories critical to the continued growth of the business.

The following compensation principles shall apply for the Company

Comparative factor	Objectives
Execution of Betalutin [®] development plan	<ul style="list-style-type: none"> • Advancement of the PARADIGME trial • Plan and execute Interim analysis of PARADIGME • Complete the current cohort of DLBCL • Complete the current cohort of Archer-1 • CMC (Chemistry, manufacturing and control) commercial readiness
Finance management	<ul style="list-style-type: none"> • Restructure the organisation to extend cash runway • Secure sufficient funding to execute approved plan
Development of business	<ul style="list-style-type: none"> • Betalutin[®] positioning and awareness outside Nordic Nanovector

The corporate priorities include an additional performance level for the Senior Executives, one which is linked to stretch objectives. The stretch objectives require a superior level of performance to be achieved, far exceeding the level required for achieving the target objectives. Percentages shown below could be earned for achieving the target and stretch objectives.

The annual bonus percentages 2021:

2021 annual bonus percentages	Target(% of base salary)	Maximum% of base salary)
Chief Executive Officer	45%	55%
All other executives	30%	45%

Bonus payments based on performance in 2020:

2020 annual bonus percentages	Target (% of base salary)	Maximum % of base salary)	Actual
Chief Executive Officer	30%	45%	47.6%
All other executives (average)	30%	45%	30.8%

(The actual bonus received by the CEO for 2020 includes an ad hoc bonus given to the CTO during his service as interim CEO.)

3.2.2 Long term incentives

The board believes that equity awards create incentives for the Senior Executives to further develop and implement the Company's long-term strategic plan to create long-term shareholder value. Equity awards also create an ownership culture, where the interests of the employees and the shareholders are aligned. The vesting requirements of the equity awards provide an incentive to the Senior Executives and employees to remain employed during the vesting period, thereby contributing to a valuable retention of Senior Executives and key employees.

The Company's long-term equity incentive plan ("**EIP**") was first approved at the Company's EGM on 20 December 2017 (2017 EGM). The Company's AGM on 30 May 2018 (2018 AGM), 25 April 2019 (2019 AGM), and 10 June 2020 (2020 AGM) approved a continuation of the EIP. The board proposes a continuation of the EIP.

Eligibility

Employees, including new hired employees, will be eligible for an equity award under the EIP, on a discretionary basis, considering overall performance, work responsibility, importance of retention, organisation level and position. Members of the board will not be eligible to participate in the EIP.

The board will exercise discretion as to who will receive an equity award in any given year, based on recommendations made by the compensation committee.

The board intends to grant awards under the EIP on an annual basis within the maximum size of the awards approved at the Company's AGM each year. The annual awards will normally be allocated during the first quarter of the financial year following the financial year where the AGM is held.

Grants will also be made in connection with new recruitments. None of the Senior Executives nor other employees is party to an employment agreement that provides for an automatic grant of equity incentives.

General terms of the EIP

The EIP provides for the grant of performance share units ("**PSUs**"). PSUs will be granted by the board to Senior Executives and other employees, including new recruitments on a discretionary basis.

The PSUs will vest three years after the date of grant. Upon vesting, the holder of the PSUs will receive Nordic Nanovector ASA shares (if any), with the number of shares issuable determined by multiplying the number of PSUs granted by a factor of between 0 per cent and 100 per cent. Vesting of half of the granted PSUs will be determined by an operational factor and vesting of the other half will be determined by a share price factor.

The operational factor shall be determined by the fulfilment of a selection of predefined annual operational objectives, which are considered important for the creation of long-term shareholder value. If all objectives are fulfilled the operational factor will be set at 100 per cent, which will result in full vesting of half of the granted PSUs. Partial fulfilment will lead to a partial or no vesting of half of the PSUs.

The share price factor shall be determined by the development of the Company's share price over a three year period, using the volume weighted average share price for the 30 trading days immediately following the date of grant and the 30 trading days immediately preceding the third anniversary of

the date of grant. Based on this measure, an increase in the share price by more than 60 per cent will result in a share price factor of 100 per cent, which translates into full vesting of half of the PSUs. A share price increase of 20 per cent will result in a share price factor of 33 per cent, which translates into vesting of 33 per cent of the half of the PSUs. Share price increases between 20 and 60 per cent will result in a share price factor between 33 and 100 per cent, calculated linearly. Share price increases below 20 per cent will result in a share price factor of 0 per cent, which will result in half of the PSUs not vesting.

Upon vesting of PSUs the holder of the PSUs will have a right to subscribe for one new share in the Company for each vested PSU, at a subscription price per share corresponding to the par value of the Company's shares.

If the PSU holder resigns or is given summary dismissal, all unvested PSUs will lapse. If the PSU holder is dismissed all unvested PSUs will lapse, unless the board decides otherwise. For PSUs granted after the 2019 AGM the following amendment applies: If the PSU holder is dismissed or a severance agreement is entered into more than 12 months after the grant of the PSUs, due to circumstances related to the Company, and there being at that time no circumstances related to the PSU holder that might give reason for justifiable dismissal or lawful summary dismissal, the PSU holder shall have the right to retain a number of his/hers unvested PSUs corresponding to 1/3 of the PSUs granted to him/her, plus an additional 1/24 of the remaining PSUs each month thereafter until the date of receipt of the notice of dismissal or the date the severance agreement is signed, with the first 1/24 earned 13 months after the grant date.

In the event of any share split, combination of shares, dividend payment or other distribution in cash above a certain threshold, rights issue or repair issue, standard adjustments will be made. If the PSUs are not replaced with a substitute incentive programme or cash settled in full, the PSUs will vest in full in the event of a change of control (as defined in the PSU agreements), a demerger or a merger where the Company is not the surviving entity (merger). In case of a change of control (as defined in the PSU agreements) or a merger, all unvested PSUs shall vest in full if, within 18 months following the completion of such event, the PSU holder's employment is terminated other than for cause as defined in the employment agreement (the double trigger). The PSU holders are not required to accept a substitute incentive programme unless it contains a double trigger clause.

Share ownership guidelines

The board believes that the Senior Executives of the Company should own shares in the Company to further align their interests with the long-term interests of shareholders and further promote the Company's commitment to sound corporate governance.

The CEO will be recommended to hold a number of shares representing a market value equal to three times the CEO's annual base salary. The other Senior Executives will be recommended to hold a number of shares representing a market value equal to between one and two times their respective base salary.

Unless a Senior Executive has satisfied his or her applicable level of share ownership, he or she is expected to retain an amount equal to 50 per cent of the shares received (number of shares remaining after sale of shares to pay any applicable exercise price and tax obligations) as the result of the exercise of any equity awards granted to him or her. Each Senior Executive that was employed prior to 1 January 2018 is expected to satisfy his or her applicable level of share ownership within five years calculated from 1 January 2018, and within five years calculated from the date of employment for other Senior Executives.

Current authorisation

The 2020 AGM approved a continuation of the EIP and authorised the board to grant up to 1,200,000 PSUs during the period from the 2020 AGM to the 2021 AGM. Pursuant to the authorisation granted at the 2017, 2018, 2019 and 2020 AGMs, the board has granted 2,487,050 PSUs, which of 1,744,500 PSUs are outstanding per 26 March 2021. All PSUs are secured by a corresponding number of free-standing warrants as further described in note 6.3.1 to the annual accounts of Nordic Nanovector ASA. Per 26 March 2021 the total number of outstanding options and PSUs was 1 344 467 and 1,744,500 respectively. Subject to all vesting conditions being fulfilled exercise of the options and PSUs would have created a 3.14 per cent dilution per 26 March 2021 of the outstanding shares on a fully diluted basis.

New authorisation for the period

Nordic Nanovector is in a critical phase of the development of Betalutin[®]. The Company expects to, given a positive read-out of clinical data, start preparing the filing for market approvals in various markets. In parallel, the Company has started preparations for a commercial launch for Betalutin[®]. This will involve, among many other things, growing the current organisation by initiating the recruitment of a full commercial organisation. When recruiting experienced commercial managers and other key employees in the US and in Europe it will be important for Nordic Nanovector to be able to offer attractive compensation terms. A competitive equity-based incentive programme will be a key component in order to be able to attract and retain highly skilled and experienced individuals as Nordic Nanovector prepares for the commercial launch.

As set out in the statement, the board proposes that the shareholders at the 2021 AGM authorise the board to grant PSUs under the existing EIP during the period from the 2021 AGM until the AGM in 2022 (period). The board will propose the number of PSUs to be granted and include this proposal to the notice of the 2021 AGM. The final allocation of PSUs will be determined, and reviewed, based on market competitiveness of the equity component of the compensation package and the overall size of the authorisation granted at the 2021 AGM.

The board further proposes that the shareholders at the 2021 AGM resolve to issue free-standing warrants ("**Warrants**") to employees being awarded PSUs in the period. The sole purpose of the Warrants is to ensure delivery of shares in the Company upon exercise of the PSUs, and the Warrants will not give the PSU holders a right to subscribe for any additional shares in the Company.

3.3 Pension

Nordic Nanovector ASA in Norway has a defined contribution pension scheme. The Company is exceeding the statutory contribution of 2 per cent and sets up 5 per cent of the annual salary between 0G and 7.1G; and 8 per cent of the annual salary between 7.1G and 12G for each employee. "G" is the national insurance basic amount set by the Norwegian government each year. There are no contributions made for salaries exceeding 12G.

Nordic Nanovector GmbH in Switzerland has a pension scheme with the requirements of the Swiss federal social insurance legislation (BSV). Depending on the employee's age, the total contribution, which is split between the employee and the company, is between 7 per cent and 18 per cent of the annual salary.

Nordic Nanovector Ltd in the UK has a statutory defined contribution pension scheme. The contribution is split between the company and the employee with 4 per cent and 5 per cent respectively of the annual salary.

Nordic Nanovector DK in Denmark contributes with up to 8 per cent of the annual salary to the pension insurance scheme.

3.4 Other benefits

Benefits to the Senior Executives will normally be in line with market practice, including cell phone expenses and payment of IT and telecommunication expenses. There are no specific restrictions on what other benefits may be agreed. Representation allowance is given, if relevant.

4 Conditions for dismissal and severance schemes

The COO, is in the event of termination of his employment agreement by the group for reasons other than cause, entitled to 12 months' pay and the accrued target performance bonus up until the date of notice of termination of employment. Apart from the above, no member of management has entered into employment agreements which provide for any special benefits upon termination.

Agreements may be signed regarding severance pay for the Company's CEO and other Senior Executives in order to attend to the Company's needs, at all times, to ensure that the selection of managers is in commensuration with the Company's needs. Pursuant to the Norwegian Working Environment Act, such agreements will not have a binding effect on executives other than the CEO. Severance schemes shall in general be sought to be formulated in a way that they are acceptable internally and externally. The Company's CEO shall normally have an agreement that enables the Company to request that the CEO resign immediately if this is considered to be in the Company's interest.

An agreement on severance pay shall, if this is relevant, normally be entered into when establishing employment relationships, but may in special cases also be agreed upon termination of employment.

The period for the severance scheme is assessed on the basis of what will be sufficient for the relevant Senior Executive to accept an agreement on reduced notice of termination. However, in addition to salary and other benefits during the term of notice, such schemes are not to give entitlement to severance pay for more than 12 months.

5 Senior Executives in other jurisdictions than Norway

For Senior Executives where the employment relationship is regulated in whole or in part by regulations in countries other than Norway, a level of remuneration may be agreed that deviates from these guidelines. However, the total remuneration must always safeguard the Company's business strategy, long-term interests and sustainability. Adjustments shall be limited to those that are necessary as a result of applicable legislation with associated regulations and market practices in the relevant markets.

Senior Executives where the employment relationship is regulated in whole or in part by regulations in countries other than Norway can be given an extended offer of other remuneration. Such remuneration shall not exceed 20% of the employee's base salary. Examples of such compensation may include accommodation, stays abroad, school fees for children and paid return travel.

6 Remuneration to Senior Executives in other Nordic Nanovector companies

All companies in the Nordic Nanovector group are to follow the main principles for the determining of Senior Executives' salaries and remuneration as set out in these guidelines. Nordic Nanovector aims at coordinating management remuneration policy and the schemes used for variable benefits throughout the group.

7 Preparation and decision-making process for establishing, reviewing and implementing the guidelines

The board of directors has established a compensation committee. The compensation committee shall monitor and evaluate the application of the guidelines, variable remuneration programs for Senior Executives that are ongoing and those that were concluded during the year, as well as remuneration structures and levels within the Company and the group. For each financial year, the board of directors shall prepare a remuneration report and make this available to shareholders on the Company's website at least three weeks prior to the annual general meeting.

The duties of the compensation committee include preparing the board of directors' resolution on proposed guidelines for remuneration of Senior Executives. The board is to prepare proposed new guidelines at least every four years and submit the proposal for decision at the annual general meeting. The guidelines shall apply until new guidelines have been adopted by the annual general meeting.

Remuneration to the CEO shall be decided by the board of directors in line with approved policies following preparation and recommendation by the compensation committee. Remuneration to other Senior Executives shall be decided by the CEO in line with approved policies and after consultation with the compensation committee if deemed necessary. The CEO and other members of the management shall not participate in the board of directors' discussions and decisions on remuneration-related matters that pertain them.

The members of the compensation committee are independent in relation to the management. The CEO and other members of the management shall not participate in the board of directors' discussions on matters related to remuneration that concerns them.

7.1 Market comparison

Nordic Nanovector aims to attract and retain talented executives in a competitive market. The compensation committee believes it is important for the board to be informed as to the current practices of comparable companies with which the company competes for talent when making compensation decisions. The compensation committee shall review market data for each executive's position, including information relating to the mix of elements and levels of compensation. During 2018, the compensation committee took independent advice from Deloitte LLP, UK. Deloitte advised the compensation committee and the company solely on the matter of executive compensation strategy and practices in European peer companies. The compensation review for 2019 used the same report for input.

As part of its engagement, Deloitte was requested by the compensation committee to develop a comparative group of peer companies and to perform analyses of competitive performance and compensation levels for that group. To reflect Nordic Nanovector's international business, with the assistance of Deloitte, the compensation committee has selected to use a peer group consisting of European-based companies. The constituents of the comparator group are predominantly companies

in mid- to late stage drug development phase. The size and scope of these comparators are, on average, comparable with Nordic Nanovector when it comes to e.g. organisation and market capitalisation. Larger companies have been included to reflect the company's medium-term challenges in respect of attracting and retaining talent.

The details of the peer group constituents are:

Peer companies	
4 D Pharma, UK	Innate Pharma, France
Adaptimmune Therapeutics, UK	Merus, Netherlands
Bavarian Nordic, Denmark	Molecular Partner, Switzerland
BerGenBio, Norway	Oasmia Pharmaceutical, Sweden
Collectis, France	Oncopeptides, Sweden
Celyad, Belgium	Silence Therapeutics, UK
Circassia Pharmaceuticals, UK	Targovax, Norway
Erytech Pharma, France	Verona Pharma, UK
Hansa Medical, Sweden	Zealand Pharma, Denmark

8 Consideration of salary and terms of employment for other employees

In preparing the board of directors' proposal for these guidelines for remuneration, payment and employment conditions for employees in the group have been taken into account. The level of remuneration is assessed in light of information about the employee's total income, the components of the remuneration and increase and growth over time. Information on payment and employment conditions in the group forms part of the compensation committee's and the board of directors' basis for decision when assessing whether the guidelines and restrictions set out in these are reasonable.

9 Deviation from these guidelines

The principles in these guidelines are binding for the Company from the time they are adopted by the general meeting.

The board of directors may nevertheless decide to deviate from the guidelines in individual cases, provided that special circumstances are considered to make it necessary to deviate from the guidelines in order to satisfy the Company's long-term, interests, including its sustainability, or to ensure the Company's financial viability. The compensation committee prepares the board of directors' assessments of matters concerning remuneration, including deviations from these guidelines.

10 Statement on executive salary policy and consequences of agreements on remuneration in the previous financial year

Remuneration, including pension and insurances, severance schemes, benefits in kind and other benefits granted to Senior Executives are discussed in note 6 to the annual accounts for the financial year 2020.

The annual report and annual accounts for 2020 are available on the web site of the Company, www.nordicnanovector.com.

The agreements entered into with senior management during the financial year 2020 are entered into in accordance with the principles for determining senior management salaries and remuneration as approved by the general meeting in 2020.

The board of directors believes that the guidelines for share-based remuneration promote value creation in the Company and that the impact they have on the Company and shareholders is positive.

Oslo, 26 March 2021
The board of directors of Nordic Nanovector ASA