

## Corporate governance report

**BioInvent applies the Swedish Corporate Governance Code (“the Code”). In addition to the Code, BioInvent also complies with applicable rules in the Swedish Companies Act, rules and recommendations ensuing from the Company’s listing on Nasdaq Stockholm, and good practices on the stock market.**

This corporate governance report has been prepared in accordance with the provisions of the Annual Accounts Act and the Code. The corporate governance report has been prepared as a document separate from the Annual Report and is as such not part of the formal Annual Report documentation. The corporate governance report has been reviewed by the Company’s auditor in accordance with the provisions of the Annual Accounts Act. The auditor’s statement is attached to the report.

### GENERAL MEETINGS

The Annual General Meeting (“AGM”), or as applicable, the Extraordinary General Meeting, is the supreme decision-making body of BioInvent in which all shareholders are entitled to participate. The Articles of Association contain no restrictions regarding the number of votes that may be cast by a shareholder at a General Meeting and no special provisions regarding amendments of the Articles of Association.

The AGM addresses the Company’s progress and resolves on a number of key issues, such as the adoption of the income statement and balance sheet, allocation of result, discharge from liability for the Board of Directors and the CEO, and the election of Board of Directors until the next AGM. Every second year, an auditor for the Company is elected for a term of two years and the AGM resolves on compensation for the auditor.

At the AGM 2022, the Board of Directors was authorized to resolve on the issue of new shares, on one or several occasions during the period up to the next AGM. The number of shares to be issued by virtue of the authorization shall not entail a dilution effect of more than 20 per cent of the registered share capital after completed issue.

The AGM 2022 was held on April 28 and the minutes are available on BioInvent’s website. An Extraordinary General Meeting was held on July 12, 2022, and the minutes of this meeting are available on BioInvent’s website. The AGM 2023 will be held in Lund on Thursday, April 27 at 4 p.m.

Notification to attend the AGM is published no earlier than six and no later than four weeks before the Meeting. Shareholders who wish to submit a matter for consideration at the AGM should, to ensure that the request can be considered, send such request by post to BioInvent International AB (publ), Attn: Stefan Ericsson, SE-223 70 Lund, Sweden, in good time before the

notification to attend the Meeting is issued and no later than seven weeks before the Meeting.

### NOMINATION COMMITTEE

In accordance with the resolution of the AGM, the Nomination Committee shall consist of the Chairman of the Board as the convener, and a representative for each of the Company’s three largest shareholders as of August 31 each calendar year.

The Nomination Committee shall prepare all the elections and proposals of remuneration that come into question from the Nomination Committee has been appointed until a new Nomination Committee is appointed. The Nomination Committee is tasked with preparing proposals to present to the AGM regarding the election of Chairman of the General Meeting, election of Chairman of the Board and other Board members, resolution on remuneration of the Board of Directors, shared among the Chairman, other Board members and possible compensation for committee work and, where applicable, election of auditors and auditor’s fees.

The Nomination Committee for the AGM 2022 consisted of Laura Feinleib, appointed by Redmile Group, LLC, Erik Esveld, appointed by Van Herk Investments B.V., Vincent Ossipow, appointed by Omega Funds, LP, and Leonard Kruimer, Chairman of the Board. The Nomination Committee formulated proposals regarding the Chairman of the General Meeting, the composition of the Board of Directors, remuneration of the Board of Directors, and election of auditor as well fees to the auditor. The Nomination Committee had three meetings, of which all were meetings per video link. The committee members also had additional telephone contacts. No fees have been paid to the members of the Nomination Committee.

Pursuant to the Nomination Committees reasoned statement ahead of the AGM 2022, the Nomination Committee has, when preparing its proposal for Board members, applied Section 4.1 of the Code as diversity policy. The goal of the policy is that the Board of Directors shall have a composition appropriate to the Company’s operations, phase of development and other relevant circumstances, characterized of diversity and breadth of qualifications, experience and background and that the Company shall strive for gender balance. The AGM 2022 resolved to elect Board members in accordance with the Nomination Committee’s proposal, which resulted in re-election of all Board members.

However, when preparing its proposal, the Nomination Committee concluded that the composition of the Board of Directors regrettably not included any representation of the underrepresented gender, but noted that one of two of the employee representatives appointed, at the time when the nomination committee submitted its proposal, to the Board of Directors was a women. At the AGM 2022, six Board members were elected, whereof all were men.

The EGM on July 12, 2022 resolved, in accordance with the Nomination Committee's proposal, to increase the Company's Board of Directors with two members by new election of Natalie Berner and Nanna Lüneborg as Board members.

The composition of the Nomination Committee for the AGM 2023 was presented on BioInvent's website on December 19, 2022. According to the Code, the Company must post the names of the Nomination Committee's members on the Company's website six months prior to the AGM and, where applicable, information on which shareholder the Committee member represent. Due to the fact that it has taken longer than anticipated to appoint the Nomination Committee, BioInvent has deviated from the abovementioned requirement. The Nomination Committee for the AGM 2023 consists of Laura Feinleib, appointed by Redmile Group, LLC, Erik Esveld, appointed by Van Herk Investments B.V., Dr. Ivo Staijen appointed by HBM Healthcare Investments Ltd, and Leonard Kruimer, Chairman of the Board. No fees have been paid to the members of the Nomination Committee.

## SHAREHOLDERS

On December 31, 2022, BioInvent had 9,486 shareholders. The shareholders Redmile Group, LLC. and

Van Herk Investments B.V. has a shareholding amounting to 10 per cent or more of the number of votes in BioInvent. More information about the ownership structure is presented on page 45.

## THE BOARD OF DIRECTORS AND ITS WORK

BioInvent's Board of Directors is elected annually at the AGM for the period until the next AGM and shall, according to the Articles of Association, consist of no less than five and no more than nine members. The Articles of Association contain no special provisions regarding the election or dismissal of Board members.

The AGM 2022 discharged the Board members and the CEO from liability and re-elected the Board members Kristoffer Bissessar, Dharminder Chahal, Thomas Hecht, Leonard Kruimer, Vincent Ossipow and Bernd Seizinger. Leonard Kruimer was elected Chairman of the Board. The EGM on July 12, 2022 resolved to increase the Company's Board of Directors with two members through new election of Natalie Berner and Nanna Lüneborg as Board members.

The Board of Directors consists of eight directors elected by the General Meeting, as well as the employee representatives Elin Birgersson and Martin Pålsson, and the employee deputy Vessela Alexieva.

The Board of Directors is presented on pages 36-37. All Board members elected by the General Meeting are independent in relation to the Company, senior executives, and major shareholders, except for Natalie Berner and Dharminder Chahal who is considered dependent in relation to major shareholders.

The AGM 2022 resolved that the Board's fee shall amount to SEK 682,500 to the Chairman of the Board

### Board and committee members 2022

Board member	Elected	Board		Audit Committee		Remuneration Committee		R&D Committee	
		Function	Attendance	Function	Attendance	Function	Attendance	Function	Attendance
Leonard Kruimer	2018	Chairman	10 (10)	Member	6 (8)	Member	2 (2)		
Vessela Alexieva <sup>1)</sup>	2013	Member	10 (10)						
Natalie Berner <sup>2)</sup>	2022	Member	3 (4)						
Kristoffer Bissessar <sup>3)</sup>	2020	Member	10 (10)	Chairman	8 (8)	Member	1 (1)		
Dharminder Chahal	2017	Member	10 (10)	Member	6 (8)				
Thomas Hecht	2020	Member	10 (10)			Chairman	2 (2)	Member	2 (2)
Nanna Lüneborg <sup>2)</sup>	2022	Member	2 (4)						
Anette Mårtensson <sup>4)</sup>	2020	Member	- (-)						
Vincent Ossipow	2021	Member	9 (10)					Member	2 (2)
Martin Pålsson <sup>5)</sup>	2022	Member	10 (10)						
Bernd Seizinger	2018	Member	10 (10)			Member	2 (2)	Chairman	2 (2)

1) Resigned as ordinary employee representative on February 7, 2023 (thereafter employee deputy).  
 2) Elected on July 12, 2022 in conjunction with the EGM.  
 3) Elected to the Remuneration Committee on April 28, 2022.  
 4) Resigned as employee representative on January 26, 2022.  
 5) Elected on February 16, 2022.

and SEK 325,000 to each of the other Board members, who are not employed by the company. In addition hereto, the AGM resolved on fees for committee work of (i) SEK 70,000 to the Chairman of the Audit Committee and SEK 50,000 to other members of the Audit Committee, (ii) SEK 35,000 to the Chairman of the Remuneration Committee and SEK 25,000 to other members of the Remuneration Committee, and (iii) SEK 70,000 to the Chairman of the R&D Committee and SEK 50,000 to other members of the R&D Committee. Fee for committee work shall not be paid to the Chairman of the Board.

The work of the Board of Directors is governed by rules of procedure which are revised and adopted by the Board of Directors at least once a year. The rules of procedure primarily consist of directions for the Board of Directors work, instructions for the division of duties between the Board of Directors and the CEO and instructions for the financial reporting.

In 2022 the Board of Directors held seven ordinary meetings and three extraordinary meetings. The Board of Directors met with the Company's auditor on two occasions, including one occasion without the presence of the CEO or other persons from the senior management. Attorney Madeleine Rydberger, Mannheimer Swartling Advokatbyrå, has served as the secretary of the Board of Directors during the year. Regular items on the agenda at the meetings included monitoring of the operation in relation to the Company's budget and strategic plan. In addition, the Board of Directors has considered and resolved on issues pertaining to research and development, financing, intellectual property, strategic focus and planning, the budget, essential agreements, audit, financial reporting, and compensation related issues.

The Board of Directors conducts an annual structured evaluation of the Board of Directors and the CEO, and the result of this evaluation is shared with the Nomination Committee. The evaluation is conducted with the purpose to develop the Board of Directors' procedures and efficiency. The evaluation takes the form of a questionnaire that the Board members answer, after which the responses are compiled and presented to the Board of Directors and the Nomination Committee along with the results of the evaluations carried out in the two preceding years.

#### REMUNERATION COMMITTEE

The Board of Directors has appointed a Remuneration Committee consisting of Thomas Hecht (Chairman), Kristoffer Bissessar, Leonard Kruimer and Bernd Seizinger. All members are independent in relation to the Company and the senior executives. The work is regulated in the instructions that comprise part of the rules of procedure for the Board of Directors and include to consider and to resolve on issues pertaining to remuneration and benefits to senior executives. The work includes preparation of

other remuneration issues of greater importance, such as incentive programs. Added to this are assignments to monitor and evaluate ongoing and completed programs for variable remuneration to senior executives, monitor and evaluate implementation of the guidelines for remuneration to senior executives applicable for the year, as well as applicable remuneration structures and levels within the Company. The Remuneration Committee reports to the Board of Directors. The committee held two meetings in 2022.

#### AUDIT COMMITTEE

The Board of Directors has appointed an Audit Committee consisting of Kristoffer Bissessar (Chairman), Dharminder Chahal and Leonard Kruimer. The Audit Committee's members have the requisite accounting expertise. The Audit Committee, whose work is regulated in the instructions that serve as part of the rules of procedure for the Board of Directors, is tasked with preparing issues on behalf of the Board of Directors regarding procurement of audit services and remuneration, monitoring the auditors' work and the Company's internal control systems, monitoring the current risk scenario, monitoring external audits and the Company's financial information, adopting the interim reports for quarters 1 and 3, preparing the interim report for quarters 2 and 4, as well as the Company's Annual Report, monitoring issues pertaining to financing, and preparing the adoption and revision of financial policy and other issues that the Board of Directors entrusts to the Committee to prepare. The Audit Committee reports to the Board of Directors. The committee held eight meetings in 2022.

#### R&D COMMITTEE

The Board of Directors has appointed a Research and Development Committee consisting of Bernd Seizinger (Chairman), Thomas Hecht and Vincent Ossipow. The other Board members have also had a very high attendance at these meetings. The R&D Committee's primary tasks and responsibilities are to assist the Board of Directors with the interpretation of scientific data, assist management with the preparation of the communication of scientific data to different stakeholders, review, assess and give advice regarding scientific research that have been conducted by the Company, review materials provided by management or the Board of Directors, and give advice with respect to the overall research, clinical development, and regulatory strategy of the Company. The committee held two meetings in 2022.

#### AUDITORS

According to the Articles of Association, BioInvent shall appoint a registered auditing company for a term of two years. The auditor attends at least one Board meeting

a year not attended by the CEO and other members of the Company's senior management. The AGM 2022 elected KPMG AB to serve as the Company's auditor for a period of two years. Linda Bengtsson, authorized public accountant, is the auditor in charge.

### GROUP MANAGEMENT

According to its guidelines and instructions, the Board of Directors has delegated the day-to-day business to the CEO. The CEO and, under his leadership, other members of the management group, are responsible for collective business operations and day-to-day business. The CEO regularly reports to the Board of Directors on the Company's business operations, financial performance, and other issues relevant to the Company. Once a year the Board of Directors evaluates the work of the CEO. No member of the senior management is present at this meeting. The CEO and the senior management are presented on pages 38-39.

### REMUNERATION TO SENIOR EXECUTIVES

The AGM 2022 adopted revised guidelines for remuneration to senior executives. In relation to the previous guidelines, the AGM resolved that senior executives shall be able to receive a variable cash salary amounting to a maximum of 50 per cent of the fixed cash base salary, compared to previously 40 per cent of the fixed cash base salary.

According to the guidelines, salaries, and other terms of employment for senior management are set at market rates. In addition to a fixed base salary, senior executives can also receive a variable salary, which will be limited and based mainly on technical and commercial milestones within proprietary drug projects. In addition to such fixed and variable compensation, the Company may grant retention bonuses which for a three-year period may amount to a maximum of 100 percent of the fixed salary for a year. Senior executives may also receive remuneration in the form of options or other share-related incentive programs, as decided by the Annual General Meeting of shareholders. The complete guidelines are presented in the Board of Directors Report on pages 49-50.

### INTERNAL CONTROL

#### **The Company's systems for internal control and risk management with respect to financial reporting for the 2022 financial year**

According to the Swedish Companies Act and the Code the Board of Directors is responsible for internal control. This description has been prepared in accordance with the Annual Accounts Act, Chapter 6, Section 6, and describes the Company's systems and procedures for internal control in connection with financial reporting. Internal control and risk management regarding financial

reporting is a process designed by the Board of Directors to provide the Board of Directors, senior management and others involved in the organization a reasonable assurance regarding the reliability of external financial reporting and the extent to which the financial statements are formulated in compliance with generally accepted accounting principles, applicable laws, and regulations as well as other requirements for listed companies.

#### **Control Environment**

The foundation of the internal control process consists of the overall control environment, including among other things: the Company's ethical values, organizational structure, and decision-making procedures, as well as the allocation of powers and responsibilities. The most essential components of the control environment at BioInvent are documented in its policies and other governing documents. BioInvent's rules of procedure describe the allocation of responsibilities between the Board of Directors and the CEO, as well as among the Board's committees. Other policies and governing documents include the Company's ethical guidelines, treasury policy and authorization instructions.

#### **Control activities**

Appropriate control activities are a prerequisite to manage essential risks associated with the internal control process. To ensure the efficacy of the internal control procedures, BioInvent has both computerized controls in IT systems to handle authorization and approval authority, as well as manual controls such as inventories and reconciliation procedures. Detailed financial analyses of the Company's performance, as well as follow-up of plans and forecasts, supplement the controls and provide an overall confirmation of the quality of financial reporting.

#### **Information and communications**

BioInvent's most essential policies and other governing documents are updated regularly and communicated to everyone involved through established information channels, in print and/or in electronic format.

#### **Follow-up**

BioInvent follows up and assesses its compliance with internal policies and other governing documents on a regular and annual basis. Suitability and functionality are also evaluated on a regular and annual basis. Inadequacies are reported and remedied in accordance with specific established procedures.

#### **Internal audit**

BioInvent has formulated governance and internal control systems with regular follow-up of compliance at various levels within the Company. The Board of Directors therefore does not consider a separate audit function to be necessary in the current situation. This is reconsidered annually by the Board of Directors.

Lund April 6, 2023

The Board of Directors

# Auditor's report on the corporate governance statement

**To the general meeting of the shareholders in BioInvent International AB (publ), corporate identity number 556537-7263**

## ENGAGEMENT AND RESPONSIBILITY

It is the Board of directors who is responsible for the corporate governance statement for the year 2022 on pages 81-84 and that it has been prepared in accordance with the Annual Accounts Act.

## THE SCOPE OF THE AUDIT

Our examination has been conducted in accordance with FAR's auditing recommendation RevR 16 The auditor's examination of the corporate governance statement. This means that our examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

## OPINIONS

A corporate governance statement has been prepared. Disclosures in accordance with chapter 6 section 6 the second paragraph points 2-6 the Annual Accounts Act and chapter 7 section 31 the second paragraph the same law are consistent with the annual accounts and the consolidated accounts and are in accordance with the Annual Accounts Act.

Malmö, April 6, 2023

KPMG AB

Linda Bengtsson  
Authorized Public Accountant