

## **Nomination Committee BerGenBio ASA**

### **Proposals for the Extraordinary General Meeting, 4th August 2025**

#### **Mandate and Composition of the Nomination Committee**

The mandate and composition of the Nomination Committee is given by §9 of the articles of association for BerGenBio ASA. The Nomination Committee currently includes:

- Hans Peter Bøhn (Chair)
- Shantrez M. Gillebo (Member)

#### **Merger Proposal**

BerGenBio and OncoInvent have announced a proposed merger and a fully underwritten rights issue. The merger will be contingent to a positive vote at extraordinary general meetings for the shareholders of both companies. Furthermore, it will be contingent to a successful rights issue.

The Merger puts BerGenBio's capital and listing to productive use by strengthening OncoInvent's ability to execute on its clinical strategy and advance potentially life-changing treatments for patients with cancer in the abdominal cavity (peritoneal carcinomatosis).

The plan is based on BerGenBio being the acquiring entity in the merger.

BerGenBio aims for an Extraordinary General Meeting to be held on August 4<sup>th</sup> 2025. At this XOGM, BGB shareholders will decide whether to support the merger. *At the same time, shareholders will decide on the future board of directors in the merged entity.*

The existing board of directors in BerGenBio will remain unchanged until the merger is formalized. This is expected to take place sometime in the middle of September 2025.

#### **Proposals for the Extraordinary General Meeting on 4th August 2025:**

##### **1. Election of Members to the Board of Directors in the Merged Entity:**

None of the existing board members in BerGenBio will remain members of the board in the merged entity. They will therefore leave the board from the date the merger is completed.

The proposed board composition reflects a continuity of governance from OncoInvent, combined with strategic continuity from BerGenBio through the inclusion of its current CEO, Olav Hellebø. This structure aims to balance operational experience, investor representation, and domain expertise during the integration period.

From the date of the merger, we propose that the entire board of OncoInvent will be installed in the merged entity, with the addition of the current CEO of BerGenBio, Olav Hellebø as the final board member:

- Gillies O'Bryan-Tear (chair)
- Ingrid Teigland Akay
- Orlando Oliveira

- Kari Grønås
- Hilde Steiniger
- Johan Häggblad
- Olav Hellebø

Members are elected for a two-year period until the Annual General Meeting in 2027.

In addition, Marcus Dietrich will participate as an observer, and the employees in the merged entity will elect an employee representative to the board. However, these will not be subject to a vote by the XOGM on August 4<sup>th</sup>, 2025.

## **2. Remuneration to the Board of Directors in the Merged Entity from the merger date to the AGM 2026:**

The remuneration of the existing board of BerGenBio will remain unchanged until the time of the merger, adjusted for actual service time. From the date of the merger, we propose the following remuneration to the board of directors:

- **Chairman:** NOK 600 000 (full-year equivalent, to be adjusted for actual service-time)
- **Directors:** NOK 370 000 (full-year equivalent, to be adjusted for actual service-time)

Ingrid Teigland Akay has asked that her own remuneration be waived.

A long-term incentive plan, including potential equity-based compensation for board members, is expected to be considered once the merged company's employee option program has been finalized. No decision will be made on board options until that time, and any proposal will be subject to shareholder approval.

From the date of the merger, all decisions by the 2025 AGM in BerGenBio pertaining to travel expenses and remuneration of sub-committees will be null and void.

## **3. Members of the Nomination Committee from merger date:**

The existing nomination committee will remain unchanged until the time of the merger. After this, they will retire. From the merger date we propose:

- **Lars Lund Roland** (chair)
- **Leiv Askvig**

## **4. Remuneration to the Nomination Committee in the Merged Entity from the merger date to the AGM 2026:**

- **Chairman:** NOK 60 000 (full-year equivalent, to be adjusted for actual service-time)
- **Members:** NOK 40 000 full-year equivalent, to be adjusted for actual service-time)

## **5. Remuneration to the Nomination Committee of BerGenBio for the period from AGM 2025 up to the merger date:**

- **Chairman:** NOK 10 000
- **Members:** NOK 5 000

**Conclusion:**

The proposal from the Nomination Committee is unanimous and based on the discussions with main shareholders, board members and management both BerGenBio and Oncoinvent.

The Nomination Committee extends its appreciation to the outgoing Board of Directors of BerGenBio for their service and stewardship. Their contributions have laid the groundwork for this strategic merger and future value creation.

**Date:** 2. July 2025

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**Hans Peter Bøhn (Chair)**