

The board of directors' of Immunicum AB (publ), reg. no 556629–1786, (the "Company") complete proposal for resolution regarding amendment of the guidelines for remuneration to senior executives

The board of directors has carried out an overview of the present guidelines for remuneration to senior executives, adopted at the Annual General Meeting of 2020, and has resolved, to enable a competitive remuneration structure for senior executives, both from a national and an international perspective, to make a proposal for amendment of the guidelines wherein the limitation for variable remuneration is increased from 35 percent to 50 percent of the fixed annual salary and the limitation for pension is increased from 25 percent to 30 percent for all senior executives.

In the light of above, the board of directors proposes that the annual general meeting adopt the following guidelines for remuneration to the CEO and other senior executives. The guidelines also apply to prospective compensation to the board of directors' members in excess of the board of directors' fee.

The guidelines apply to remuneration agreed to after the annual general meeting 2021 and to amendments to already agreed remunerations which are made thereafter. These guidelines do not apply to issues or transfers that fall within Chapter 16 of the Swedish Companies Act or fees and other remuneration resolved by the general meeting. For employments governed by regulations other than Swedish, pension benefits or other benefits may be duly adjusted for compliance with mandatory rules or established local practice, considering, to the extent possible, the overall purpose of these guidelines.

The guidelines' promotion of the Company's business strategy, long-term interests and sustainability

In order to successfully implement the Company's business strategy and safeguard the Company's long-term interests, including its sustainability, it is required that the Company is able to recruit and retain qualified employees. The Company's area of operation, immunology, is an area with high demand for individuals with the right competence, both from a national and an international perspective. The Company aspire to offer a competitive total compensation at market level both from a national and an international perspective and thereby be able to attract and retain qualified employees.

Forms of remuneration, etc.

The remuneration shall be at market level, be in relation to responsibility and authority and consist of the following components: fixed salary, any variable remuneration in accordance with separate agreements, pension and other benefits. The general meeting may in addition – irrespective of these guidelines – resolve on, shares or share price-based instruments that form part of remuneration.

Fixed salary

The fixed salary shall constitute the base of the total compensation and shall consist of fixed cash salary, which shall be reviewed annually. The fixed salary shall be competitive and reflect the requirements of the position regarding competence, responsibility, complexity and in which way the remuneration promotes the business goals.

Variable remuneration

In addition to the fixed salary, the CEO and other senior executives may, in accordance with separate agreements, receive variable remuneration upon fulfilment of predetermined criteria. Any variable remuneration shall consist of annual variable cash salary and may not exceed 50 per cent of the fixed annual salary.

The variable remuneration shall be linked to one or several predetermined and measurable objectives and shall be designed to promote the Company's business strategy and long-term interests, including sustainability, and be determined by the board of directors. The variable salary shall depend on the individual's achievement of qualitative and quantitative objectives. The objectives shall be based on both the Company's overall objectives with the business and on individual objectives relevant to the senior executive's position in the Company. The criteria shall be valid for one financial year at a time.

When the measurement period for fulfillment of the criteria for payment of variable remuneration has been completed, the extent to which the criteria have been fulfilled shall be assessed. The assessment shall be based on an actual achievement of the individual criteria and on an overall view.

Pension

For the CEO and other senior executives, pension benefits, including health insurance, shall be fixed and the premiums may not exceed 30 per cent of the fixed annual salary. Variable remuneration shall not contribute to pension.

Other benefits

Other benefits, which may include travel benefit and health care insurance, shall be at market level and constitute a limited share of the total remuneration. Premiums and other costs arising from such benefits may not exceed 15 per cent of the fixed annual salary.

Termination of employment

The notice period for termination for the CEO and other senior executives shall be a maximum of twelve months. When termination is made by the Company, severance may be paid with an amount corresponding to a maximum of twelve months fixed salary.

Additional remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income. The remuneration may not exceed 60 per cent of the fixed salary at the time of termination of employment and be paid during the time the non-compete undertaking applies, however not for more than 18 months following termination of employment.

Remuneration to the board of directors

The members of the Company board of directors, elected by the general meeting, may under certain circumstances and during a limited period be paid for services, which is not part of the work of the board of directors, within their field of competence. The remuneration for such services (including services conducted by a company wholly owned by the member of the board of directors) shall be at market rate and the services shall contribute to the Company's business and long-term interest, including sustainability.

Salary and employment conditions for employees

In the preparation of the board of directors' proposal of these guidelines, the salary and employment terms of the Company's employees have been considered through the inclusion of information on the employees' total compensation, the components of the remuneration and the remunerations increase and growth rate over time. This information has informed the remuneration committee and the board of directors when evaluating and deciding whether the guidelines and the limitations set out herein are reasonable.

Preparation and decision procedure

The board of directors has established a remuneration committee. The committee's tasks include, among other things, to prepare principles for remuneration to the senior executives and prepare the board of directors' resolution regarding proposal for guidelines for remuneration to senior executives. The board of directors shall prepare a proposal for new guidelines at least every fourth year and present it to the annual general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting.

The remuneration committee shall also monitor and evaluate programs for variable remuneration for the senior executives, the application of the guidelines for salary and other remuneration to the senior executives as well as the current remuneration structures and compensation levels in the Company. Remuneration to the CEO shall be resolved by the board of directors after preparation and recommendation from the remuneration committee and remuneration to other senior executives shall be resolved by the board of directors based on proposal from the CEO. The CEO or other senior executives do not participate in the board of directors' processing of, and resolutions regarding, remuneration-related matters if they are affected by such matters.

Deviations from the guidelines

The board of directors may resolve to deviate from the guidelines, in whole or in part, if in a specific case there is special cause for a deviation and that deviation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As stated above, the remuneration committee's duties include preparing the board of directors' resolutions regarding remuneration-related matters, including resolutions to deviate from the guidelines.

Information regarding previously resolved remuneration that has not fallen due for payment

In addition to commitments to pay ongoing remuneration such as salary, pension and other benefits, there are no previously decided remuneration to any senior executives that has not fallen due for payment.

Stockholm, March 2021

Immunicum AB (publ)

The board of directors