

**Nomination Committee BerGenBio ASA
proposals to the
Extraordinary General Meeting, 9th December 2020**

The Nomination Committee; Mandate and Composition

§9 of the articles of association for BerGenBio ASA stipulates:

“The company shall have a nomination committee to nominate board members and recommend the board remuneration to the general meeting. The nomination committee shall consist of three members elected by the general meeting for a period of two years. The general meeting shall also approve the remuneration to the members of the nomination committee. The general meeting may adopt an instruction to the work of the nomination committee.”

On the General Meeting 13th March 2019 the following members were elected to the Nomination Committee for the two year period up to the Annual General Meeting (AGM) in 2021.

Hans Peter Bøhn (chair)
Ann-Tove Kongsnes (member)
Masha P.N. Le Gris Strømme (member)

Activities of the nomination Committee

The Nomination Committee has not held face-to-face meetings but been in contact over telephone, video-meetings and e-mail. On behalf of the Committee, the chairperson has interviewed the Chairman of the BoD Sveinung Hole, the CEO Richard Godfrey and certain board members. A number of potential board candidates have been identified, interviewed and evaluated.

Proposals for the Extraordinary General Meeting on 9th December 2020:

1. Election of members to the Board of Directors

The current Board of Directors was elected at the General Meeting on March 16th 2020 and comprises Sveinung Hole (chairman), Stener Kvinnsland, Debra Barker, Pamela A. Trail and Grunde Eriksen.

Due to time commitments, Grunde Eriksen and Pamela A. Trail, PhD have expressed a wish to retire from the board as soon as convenient for BergenBio. They will retire, effective from the Extraordinary General Meeting on 9th December 2020, when also their replacements

will be formally installed. The board wishes to thank them both for their many contributions to the progress at BergenBio.

In search of their replacements, the Nomination Committee has taken into account the current and near-time challenges facing the Company and how this should be reflected in the composition of the Board.

The Nomination Committee proposes to elect François Thomas and Sally Bennett as new members to the Board for the period up to the AGM in 2021, with the intention to then re-elect them for the customary two-year period up to the AGM in 2023.

Thus, the board of Directors in BerGenBio will become as follows:

Sveinung Hole / Chair	(served since 2010)
Stener Kvinnsland / Director	(served since 2015)
Debra Barker / Director	(served since 2019)
François Thomas / Director	(new)
Sally Bennett / Director	(new)

François Thomas most recently served as the president of Inserm Transfert Initiative, a Biotech seed fund. He was assistant professor at the Gustave Roussy cancer Institute, VP clinical development of Ipsen, and Partner at Atlas Venture. He has been on the board of directors of more than 20 Biotech Companies in EU and NA, and has been involved in the development of multiple HemOnc drugs over the last 30 years. Dr Thomas is a French certified medical oncologist and received MSc in cancer biology and in management from Paris University and MIT (Boston), respectively.

Sally Bennett has a career spanning medicine, equity and capital markets and investment management. She has spent the last 13 years at Healthcor, one of the largest healthcare focused investment firms in the US, where she is currently a senior member of the investment team. Prior to Healthcor she spent a decade in senior analyst roles at ING Financial Markets and latterly Piper Jaffray. She serves on the Council of Governors at UCLH, an NHS Foundation Trust Hospital and is a Board member of the P4 Precision Medicine Accelerator Programme in the UK. 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.

2. Remuneration to the Board of Directors for the period up to the AGM in 2021

At the AGM on March 16th 2020 the following remuneration was agreed for the period up to the AGM in 2021:

Chairman – NOK 410,000

Directors – NOK 230,000

For those directors who serve less than the full period we suggest their remuneration is shortened to NOK 230,000 times N/12 where “N” is the number of months served (rounded up to the nearest full month) as board members.

Compensation for time spent on international travel

As an incentive for attracting board members from outside Norway, the Nomination Committee the AGM on March 16th 2020 established that:

For each working hour spent traveling to and from Board meetings, Board members domiciled outside Norway are compensated the equivalent of EUR 110.

The Nomination Committee does not propose any changes to this model at the Extraordinary Shareholder meeting on 9th December 2020.

3. Remuneration of the Remuneration Committee

The AGM 2020 resolved that the remuneration for the Chairman and the members of the Remuneration Committee in the Board of Directors for the following year shall be:

Chairman – NOK 40,000

Members – NOK 20,000

For those directors who serve less than the full period we suggest their remuneration is shortened to [FULL FEE] times N/12 where “N” is the number of months served (rounded up to the nearest full month) as committee chair/member.

4. Remuneration of the Audit Committee

The AGM 2020 resolved that the remuneration for the Chairman and the members of the Audit Committee in the Board of Directors for the following year shall be:

Chairman – NOK 40,000

Members – NOK 20,000

For those directors who serve less than the full period we suggest their remuneration is shortened to [FULL FEE] times N/12 where “N” is the number of months served (rounded up to the nearest full month) as committee chair/member.

5. Remuneration of Clinical Committee

Due to the importance of clinical development and strategy at the present development stage of BerGenBio, it is proposed that the Board formally establishes a Clinical Committee. Furthermore, we propose that François Thomas is asked to Chair this committee. Finally, we propose that for a full year AGM 2020 to AGM 2021 the remuneration of the Chairman and members of the Clinical Committee shall be:

Chairman – NOK 75,000

Members – NOK 35,000

For those directors who serve less than the full year period we suggest their remuneration is shortened to [FULL FEE] times $N/12$ where “N” is the number of months served (rounded up to the nearest full month) as committee chair/member.

6. Members and Remuneration of the Nomination Committee

The members of the Nomination Committee are presently Hans Peter Bøhn (Chair), Ann-Tove Kongsnes and Masha P.N. Le Gris Strømme. They were re-elected at the 2019 Annual General Meeting for another two-year period until the AGM in 2021.

Due to other commitments, Masha P.N. Le Gris Strømme has expressed a wish to retire from the Committee as soon as practically possible and before the Annual General Meeting in 2021. Thus, she will retire, effective from the Extraordinary General Meeting on 9th December 2020, when also her replacement will be formally installed.

The Nomination Committee proposes to elect Shantrez Gillebo as new member to the Nomination Committee for the period up to the AGM in 2021, with the intention to then re-elect her for the customary two-year period up to the AGM in 2023.

Accordingly, the Nomination Committee will become as follows:

Hans Peter Bøhn (chair)

Ann-Tove Kongsnes

Shantrez M. Gillebo

Shantrez Miller Gillebo is an Organizational Development Leader, advisor and investor with 20+ years’ experience; 10+ years in the life sciences sector. Her work in the Pharma and biotech sphere focuses on supporting businesses to realize growth strategies including successful M&A deals and portfolio changes; her experience spans Discovery, Development, Commercialization as well as Manufacturing & Quality. Previously as Global Senior OD Leader and Head Change Management at Novartis, she supported the delivery of Group and Pharma strategy by driving a progressive people and organizational agenda, focused on the operating model, cultural transformation, talent and capability building across business. She holds a Master’s in Organizational Psychology with a specialization in change and leadership from Columbia University.

The Annual General Meeting 2020 resolved that the remuneration for the Chairman and the members of the Nomination Committee for the following year shall be:

Chairman – NOK 35,000
Members – NOK 15,000

However, the need for a mid-period changes to the Board makes this resolution impractical and unreasonable. The Nomination Committee therefore proposes that this resolution is revoked.

The Committee proposes that henceforth the remuneration of the Nomination Committee is established retro-actively (i.e. after the job is done).

Finally, the Nomination Committee propose that the remuneration of the Chairman and the members of the current Nomination Committee for the period up to the Extraordinary Shareholder Meeting on 9th December 2020 shall be:

Chairman – NOK 25,000
Members – NOK 12,000

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The proposals from the Nomination Committee are unanimous.

6th November 2021



Nomination Committee BerGenBio ASA
Hans Peter Bøhn (chair)