BerGenBio

Focused on advancing selective AXL inhibition to improve the lives of lung cancer patients

ANNUAL REPORT & ACCOUNTS 2023

2023 Highlights

BerGenBio (OSE: BGBIO) is a clinical stage biopharmaceutical company developing selective AXL inhibitors to treat aggressive diseases including cancer and severe respiratory infections.

33
Clinical Trial Sites

Expanded 1L STK11m NSCLC Ph1b/2a study into 33 sites in 7 countries

37%
Reduction in Cash Use

Focused strategy yielded significant cost savings

12
Scientific Presentations

Multiple data presentations at prestigious medical conferences

250
NOK

Executed Rights Issue provided meaningful funding

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Chair's Statement

Over the past year, we began to experience the clear benefits of the intense, focused organizational strategy that we implemented in the second quarter of 2023. Most importantly, we made substantial progress in developing an effective new therapy for late-stage lung cancer, which we hope will make an significant impact on the lives of patients suffering from this disease. We are grateful for the faith that our investors have shown in their support for our plan and mission to validate the power of AXL inhibition with our lead candidate, bemcentinib, by successfully treating Non-Small Cell Lung Cancer (NSCLC) patients harboring STK11 mutations (STK11m).

I am extremely proud of our employees for maintaining their focus during what was a transitional year for the Company. They embraced the new streamlined strategy and have been executing it at an impressive level. Their dedication and expertise, along with the considerable support of our investors, provide hope for a patient population in desperate need of an answer.

Anders Tullgren
Chair of the Board of Directors

CEO Statement

BerGenBio is a leader in studying lung cancer patients with some of the highest unmet needs today – those who harbor a mutation in the STK11 gene. Patients with STK11m comprise ~20% of non-squamous NSCLC cases, are not currently eligible for targeted therapy and face a very poor prognosis. STK11m NSCLC patients widely express AXL, the target of bemcentinib, resulting in the development of drug resistance, immune invasion and metastasis. For these reasons, we are evaluating bemcentinib in a first-line setting, before the cancer has a chance to completely transform, giving patients their greatest opportunity to triumph.

In addition to the new findings demonstrating the benefit of the addition of bemcentinib to both immunotherapy and chemotherapy that we reported at scientific conferences throughout the year. The scientific and medical communities also released a trove of publications substantiating the potential of AXL inhibition for STK11m NSCLC patients and the awareness of need for new therapies for this underserved patient group. During 2023 we enrolled patients in the Phase 1b portion of our 1L study in STK11m NSCLC patients and we recently expanded the study. We have great confidence in bemcentinb's potential to prove clinical benefits for a large underserved patient population and we look forward to announcing data from the study late 2024 and into 2025.

I wish to thank our employees, the patients and physicians who are working with us to advance our goal of improving the lives of cancer patients.

Martin Olin
CEO

Strategic Report

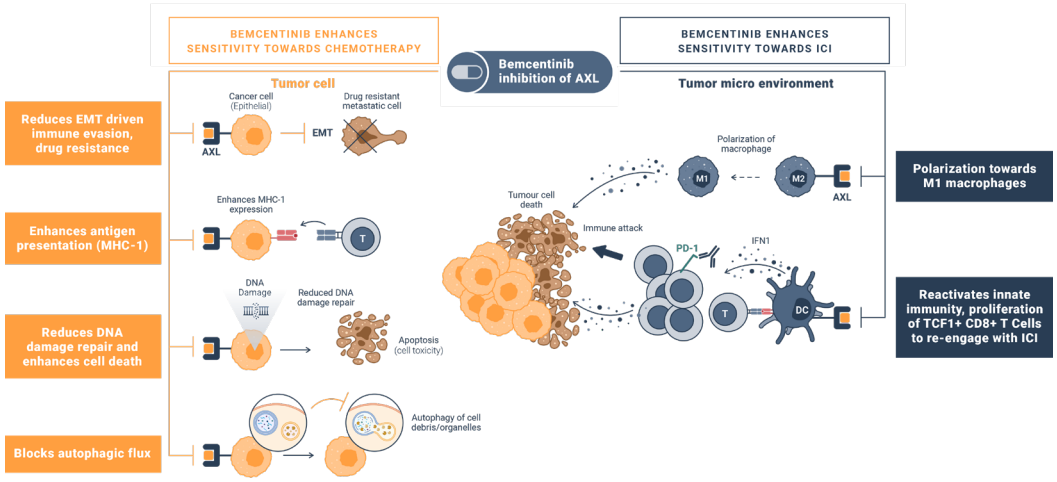
A focused strategy to improve the lives of patients living with NSCLC

BerGenBio is the *only* company solely focused on exploiting the potential of selective AXL inhibition for therapeutic purposes, providing it with a unique competitive position

Over the last decade, there has been growing recognition of the importance of the tyrosine kinase receptor AXL as a highly promising target for new cancer therapies. This places BerGenBio in an enviable position as since its inception the Company has explored and validated the significant role that AXL plays as a driver of serious diseases. Unlike companies pursuing less selective compounds - our approach of highly selective, potent AXL inhibition has allowed us to establish a unique position in the clinical development of AXL inhibitors, with few direct competitors.

BerGenBio has studied its product candidates across several clinical trials to inform its development plans, in both company-sponsored trials and in partnership with some of the leading academic centers in the US and Europe in Investigator Led Trials (ILTs). Data from these trials have been analyzed to identify the indications in which selective AXL intervention has the most promise to treat patients with high unmet medical needs and for which there is competitive "white space".
These analyses have resulted in our focus on clinical development in 1L STK11m NSCLC and early preclinical exploration of severe respiratory infections, where AXL has been shown to play a significant role.

In cancer, it is believed that bemcentinib selectively inhibits the role of AXL in maintaining and expanding cancers – both through its activity on tumor and immune cells.



Abbreviations: ICI - Immune checkpoint inhibition; EMT - Epithelial-mesenchymal transition

Bemcentinib: a potentially 1st-in-class cancer treatment

Bemcentinb was licensed from Rigel, Inc. and we hold exclusive rights to develop and commercialize the product world-wide.

- **High selectivity: precedent setting, reduces off-target toxicity**
- **Extensively studied in multiple indications in over 600 patients**
- **Convenient oral daily dosing**
- **Concentrates in lung (40x); crosses blood-brain-barrier**
- **Monotherapy activity seen in multiple indications**
- **Tolerable in combination with chemotherapy, targeted therapies and checkpoint inhibitors**
- **FDA Fast Track Designations in 2L NSCLC and in STK11m NSCLC**
- **Extensive IP through 2042**

In addition to bemcentinib, an AXL antibody developed by BerGenBio has been licensed to ADC Therapeutics for use in an antibody drug conjugate format. ADC Therapeutics continued to advance its program in 2023 called ADCT-601 and expects to announce data from its Phase I trial in 2024. Tilvestamab a second selective therapeutic antibody developed by BerGenBio is currently available for licensing world-wide.

1L STK11m NSCLC - a significant unmet need

Unique opportunity to establish a large biomarker driven NSCLC market segment

The Opportunity

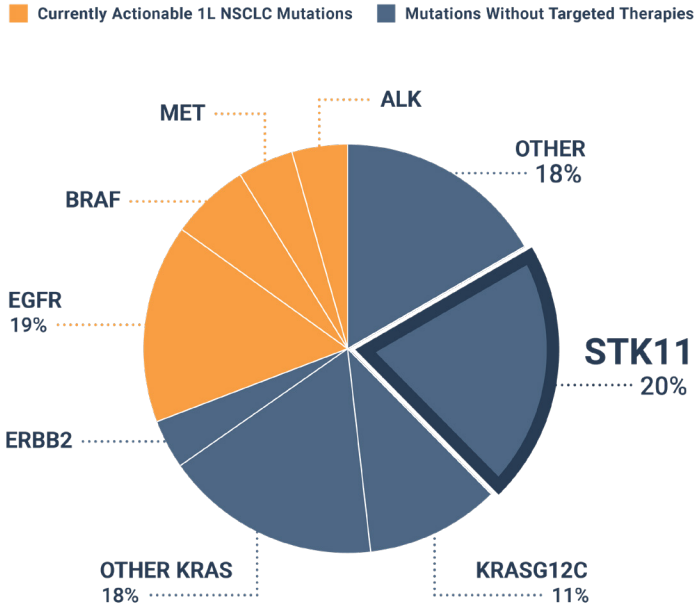
Lung cancer is the world's second most common cancer and despite recent advancements in treatment options, it remains the leading cause of cancer-related mortality. NSCLC is the most common type of lung cancer representing ~85% of patients. NSCLC is often diagnosed late when patients already have metastatic disease, limiting potential treatment options. NSCLC is a severe disease with a 5-year survival for newly diagnosed patients of just 25% (Source: SEER 2020). The activation of the cell surface protein AXL is a recognized negative prognostic factor in lung cancer and has been shown to be an important resistance mechanism in NSCLC patients.

Current treatment of 1L NSCLC is biomarker driven with patients routinely screened for the presence of driver mutations to determine the optimal treatment approach. Several mutations in 1L NSCLC can be specifically addressed with targeted therapies including EGFR, ALK/ROS1, ALK and MET. 2021 sales of lung cancer targeted therapies were estimated at $6.2B USD and are expected to grow to $18.5B USD by 2031 (Nature Reviews, April 2023).

STK11 mutations (STK11m) occur in up to 20% of 1L NSCLC patients (~31,000 patients in the US and EU5) and extensive data suggest that current standard of care treatment with immune checkpoint inhibitors and chemotherapy results in a poor prognosis when compared to patients without mutations in the STK11 gene. No targeted therapies exist for this large population. The chart to the right illustrates the high frequency of STK11 mutations in NSCLC.

In late 2021, BerGenBio received a US FDA Fast Track designation for bemcentinib in NSCLC patients harboring a STK11 mutation supporting the recognition of need for this patient population.

COMMONLY REPORTED 1L NSCLC MUTATIONS



* Sources:Oncogenic driver mutations in non-small cell lung cancer: Past, present and future, World J Clin Oncol. 2021 Apr 24; 12(4): 217–237
Prognostic Impact of KRAS Mutation Subtypes in Metastatic Lung Adenocarcinoma, J.Thor.Onc. 2015; 10(3):431-437

Unique Role of AXL in 1L STK11m NSCLC Patients

AXL plays a key role in cancer to ensure tumor survival and promote metastasis. Our research in NSCLC patients indicates that AXL is almost universally present on tumor and/or immune cells. STK11 mutations are known to create a uniquely adverse tumor microenvironment (TME) in which AXL plays a key role and which decrease the efficacy of current cancer therapies including, immune checkpoint inhibition and chemotherapy. More than 1,300 mutations in the STK11 gene have been identified making development of specific targeted therapies difficult.

STK11m patients have the following hallmarks, all of which the Company believes result in the expression/activation of AXL:

- High oxidative stress and elevated levels of Reactive Oxygen Species (ROS)
- High levels of epithelial to mesenchymal transition (EMT) driving tumor drug resistance, immune evasion and metastasis
- Enhanced replication stress tolerance and resistance to DNA damage and apoptosis
- No/low PDL1 expression and a highly immune suppressed TME

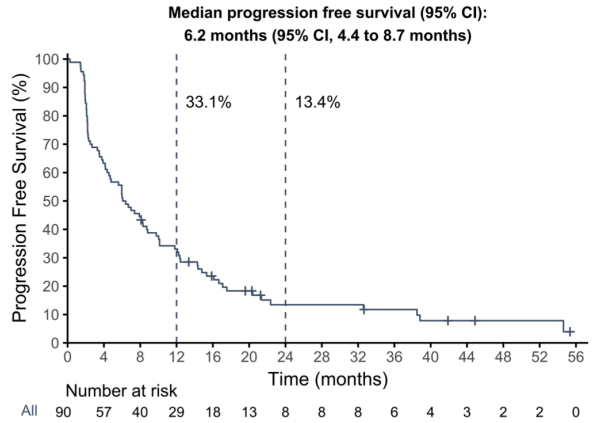
Through the administration of bemcentinib, we hypothesize that potent inhibition of AXL will provide improved response to immune checkpoint inhibition and delay/decrease of chemotherapy resistance in these highly immuno-suppressed STK11m patients.

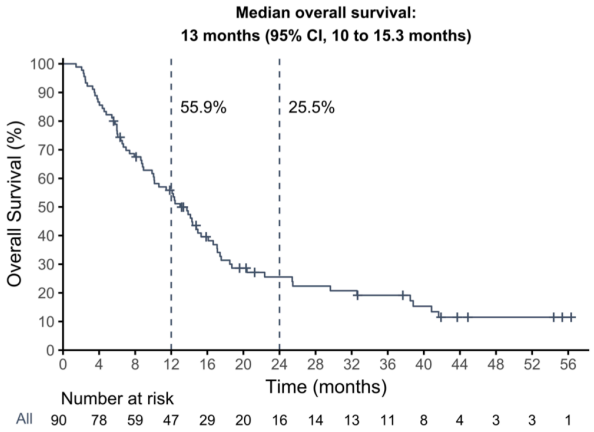
Extensive NSCLC Data

In 2022, the company completed a Ph2 trial (BGBC008) of bemcentinib in combination with the immune checkpoint inhibitor pembrolizumab (KEYTRUDA®) in 2L NSCLC patients. The Company announced on February 16, 2023, positive topline data from this study as shown in the graph to the right. The company believes that these data represent clinically meaningful outcomes when compared to what is achievable with existing therapies.

In addition, a Ph1b Investigator Sponsored Trial (BGBIL005) has been completed studying bemcentinib in combination with the chemotherapy docetaxel in 2L NSCLC patients. Bemcentinib in combination with docetaxel provided significantly improved median overall survival when compared with historical survival data with docetaxel treatment alone in this patient population.

DATA FROM BGBC008 STUDY IN 2L NSCLC





Advancing into 1L NSCLC

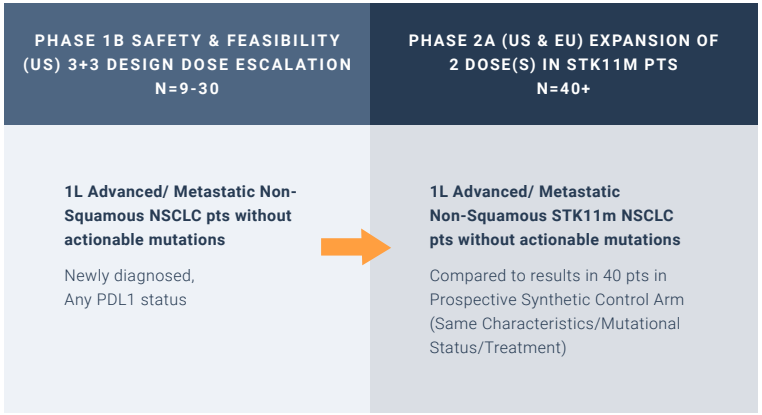
While both 2L NSCLC studies resulted in encouraging signs of efficacy with acceptable tolerability, BerGenBio has decided to prioritize 1L NSCLC STK11m as its next step in clinical development of bemcentinib due to the expected high level of AXL activation and high unmet medical need in this indication. The Company initiated a Ph1b/2a study in 2022 (BGBC016) to study the safety and efficacy of bemcentinib in combination with an anti-PD1 antibody and chemotherapy in 1L STK11m NSCLC patients. The company believes that bemcentinib's unique mechanism of action works synergistically with immunotherapies (such as anti-PD1/PDL1 mAbs) to increase a cancer's ability to be recognized and targeted by the immune system, while reducing its immunosuppressive effects. In late 2021, the US FDA awarded a Fast Track designation for the use of bemcentinib in 1L STK11m NSCLC patients.

BGBC016 Study in 1L STK11m NSCLC

Our focused study in 1L Non-Squamous NSCLC patients with mutations in the STK11m gene is designed in two parts: 1) a Phase 1b study of the safety and tolerability in cancer patients of bemcentinib when added to the standard of care treatments [immuno- and chemo-therapy] and 2) a Phase 2a expansion into 1L Non-Squamous NSCLC STK11m patients to study two doses of bemcentinib in combination with standard of care treatments. The Company announced initiation of the Phase 2a portion of the study in March 2024. The Company expects to provide initial study data during 2024.

On-going Phase 1b/2a Study of Bemcentinib + Anti-PD1/Chemotherapy in 1L Non-Squamous NSCLC patients with STK11 Mutations

BGBC016 STUDY SCHEMATIC



Extensive data supports the role of AXL in Severe Respiratory Infections

Clinical experience with bemcentinib in SRIs

Independent scientific evidence published by academic groups indicate that AXL plays a unique role in the promotion of severe respiratory infections. Bemcentinib was studied in combination with standard of care in two completed hospitalized COVID-19 studies demonstrating clinical response and biomarker improvement consistent with reduced inflammatory response. Based on these data, in 2022 bemcentinib was accepted into the EU funded EU-SolidAct Ph2b trial in hospitalized COVID-19 patients. The EU-SolidAct and BerGenBio mutually decided to discontinue the study; however, due to the changing nature of the COVID-19 pandemic resulting in fewer patients developing severe respiratory symptoms.

While further study in COVID-19 has been discontinued, the need continues for an effective new treatment for hospitalized patients who develop Acute Respiratory Distress Syndrome (ARDS) from infections including influenza and RSV. The Company is currently working with prestigious academic collaborators to further develop preclinical data supporting the expansion into treatment of ARDS.

Environmental, Social and Governance

Environment, Social and Governance (ESG) is a key focus area for BerGenBio, and the following pages contain a summary of the key policies, initiatives and impacts related to ESG

Introduction

Since initiating our journey with ESG principles we have seen a significant evolution within BerGenBio. What began as an initial commitment has grown and deepened, firmly establishing ESG considerations as a core pillar of our strategic vision and our values. Emphasizing the importance of good governance, we have made substantial progress in integrating these priorities throughout the organization. This approach is anchored in our role as a responsible corporate citizen, aligning with the United Nations' Sustainable Development Goals (SDGs) and Agenda 2030.

This section of the report consolidates ESG-related information. We also refer to other parts of the annual report where the issues in question are explained and presented in more detail. Governance related topics are presented first before we turn to the social and environmental aspects on the following pages. In addition, we have included a table of key ESG-related indicators, combined with an index referring to the most relevant ESG-related information at the end of the annual report.

ESG AT BERGENBIO

Cancer remains one of the most pressing healthcare challenges, accounting for the second most common cause of death globally. Our vision is to improve and save lives and thereby generate a positive impact for patients, society and shareholders through our work in discovering and developing novel medicines to treat aggressive diseases, including advanced, treatment-resistant cancers. ESG is therefore important to us, as it is the foundation of our activities and directly linked to our long-term success.

The CEO has the overall responsibility for ESG at BerGenBio and our ESG commitment is overseen by the Board of Directors. Our governance structure is elaborated upon in the Corporate Governance report of the annual report.

Having engaged with ESG principles for several years, we have identified a range of ESG topics relevant for our activities and our stakeholders. Moving forward, our focus will be on refining our ESG ambitions and KPIs, ensuring they are well integrated with our strategy and governance. This long-standing commitment to ESG has laid a robust foundation that will evolve alongside our Company, ensuring sustainable value creation as we continue to develop.

Progress and status on actions and initiatives set out in the 2022 report:

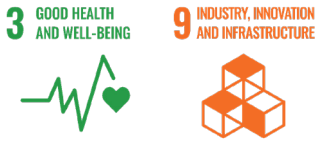
- The revised Code of Conduct was put into effect in March 2023
- Since its implementation in 2022, we have successfully integrated a supplier-assessment questionnaire, aligned with the pharmaceutical sector standard (Pharmaceutical Supply Chain Initiative, PSCI), into our supplier management system. For the past year this questionnaire has been used both in the selection of new vendors and the evaluation of existing vendors.
- Our whistleblower policy was introduced in 2022 and offers staff a independent third-party reporting channel and a confidential and transparent method to report any conduct that may involve wrongdoing, lead to illegal activity, or breach of BerGenBio's governance standards.
- In compliance with the Norwegian Transparency Act we took the necessary steps and published the first inaugural statement in June 2023.

THE SUSTAINABLE DEVELOPMENT GOALS

We are committed to building our business in line with international best practice on Environmental, Social and Governance, in particular Agenda 2030 and the Sustainable Development Goals, as formulated by the United Nations and launched in 2015.

Our vision is to develop innovative drugs for aggressive diseases, and a key focus for BerGenBio is consequently to innovate (SDG 9) to enable SDG 3 – healthy lives and promote well-being for all at all ages. While this is our end goal, we are working systematically at contributing to this goal through our efforts to enable goals 8, 12 and 17. We believe that our positive contribution to Agenda 2030 and the SDGs will be largest if we become a role model for responsible production (SDG 12) and working in partnerships with others (SDG 12 and SDG 17) in order to promote innovation (SDG 9), and economic growth and decent work (SDG 8).

SDG 9 AND 3



Innovation, research and development are at the center of our business. Our dedicated team and collaborators focus on gaining a thorough understanding of cellular mechanisms, therapy resistance, disease-specific attributes and clinical evidence through rigorous research with state-of-the-art technologies. Our approach to innovation and results are elaborated under the Innovation and Economic Performance heading of this ESG report as well as in the strategic report.

As a biopharmaceutical company aiming to provide drugs for some of our society's greatest health issues, our foundation is built on delivering innovation for improved health and well-being in line with SDG 3. The future impact of our drug candidates is potentially great, and we make efforts to ensure that our drugs will be widely available, and we adhere to international agreements.

The safety and well-being of our patients is imperative for our drug candidates to deliver on BerGenBio's vision and will become even more important when we get to a commercialization phase of our drug development. We embed drug safety considerations throughout the drug development lifecycle. Our research from pre-clinical studies is evaluated and discussed with experts and regulators prior to proceeding to the clinical trial phase. Clinical trials are essential to ascertain the efficacy, safety and effectiveness of drug candidates and it is crucial that they are conducted in accordance with our high standards and regulatory requirements.

We examine the potential outcome of our trials to ensure patients are subjected to testing only when suitable. The primary consideration of all our clinical trials is to ensure the safety and effectiveness of our medicines. We conduct detailed studies on the safety profiles of our drug candidates throughout the trial and testing phase. Adverse effects and risks linked to drug candidates are recorded and reported to regulatory authorities (aligned with regulations) on a periodic basis. Ensuring the confidentiality and security of our patient's personal information is of paramount importance to us. In 2023 there were no incidents or claims of data breaches reported.

SDG 8, 12 AND 17

While BerGenBio is a clinical trial stage company with moderate drug manufacturing activity, we have still chosen to focus on SDG 12 and our role in supporting responsible production and consumption. Key efforts in this regard relate to our emphasis on promoting sustainability in our supply chain through our dialog and contracts with our partners and suppliers. We have initiated actions related to the 2022 Norwegian Transparency Act. The new requirements related to performing due diligence, and working on fundamental human rights and decent working conditions is in line with our efforts to be a responsible actor, focusing on a responsible supply chain. In line with the requirements of the Transparency Act, BerGenBio released its first report in June 2023. You can read more about our efforts related to responsible sourcing under the Responsible Sourcing heading of this ESG report.

Through our work we are also contributing to SDG 8 – decent work and economic growth, SDG 9 – industry, innovation and infrastructure, and SDG 17 – partnerships for the goals. Decent work relates to the aforementioned efforts to secure human rights and decent working conditions. BerGenBio contributes economically to society through our investments in research and development, and our economic performance sets the foundation for our future contribution, as we further develop our Company towards production and commercialization. Our performance is disclosed in our financial statements.

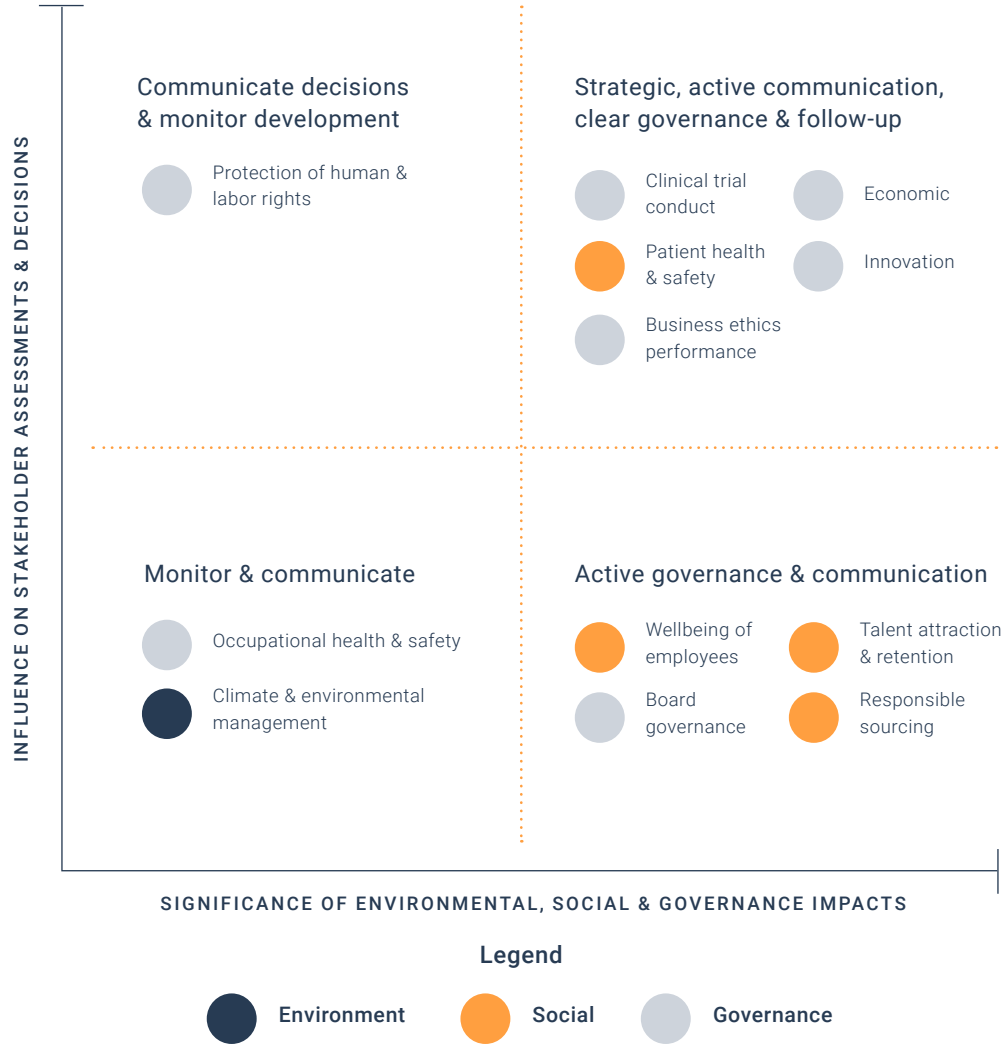
BerGenBio intends to develop drug candidates ourself and through strategic partnerships in multiple indications and retains all strategic options for the future commercialization of our products. While the research and development strategy is designed in-house, the Company leverages our network of external contract research organizations (CROs) to execute our development strategy. BerGenBio also collaborates with academic institutions to extend research in areas of interest for the Company. This approach allows BerGenBio to react quickly and nimbly to industry changes.

Material topics

To ensure that our commitment towards sustainability results in activities that positively impact our key sustainability targets, we have performed an initial materiality analysis which have been reviewed annually. This analysis involved mapping our value chain, as well as reviewing industry standards, organizations, and peers. More importantly, it has led us to engage with key stakeholders and consulted ESG experts, to gain insight into which topics are most important to them, as well as their expectations of us. These key stakeholders include: our patients and their families, employees, investors, regulators, suppliers, and other business partners such as research organizations and academic institutions.

This resulted in a mapping of the ESG topics deemed important to our long-term sustained value creation. The matrix to the right provides an overview of these topics, arranged according to the significance of their ESG impacts, and the topics' influence on stakeholder assessments and decisions.

The topics in the top right corner are those which are of most strategic importance to BerGenBio and these are given detailed descriptions in this report. A reference index of the reporting is provided on page 78 for ease of location.



Governance

BUSINESS ETHICS

To ensure that patients, research and development partners, employees, shareholders and other stakeholders feel confident about our commitment to operate in accordance with responsible, ethical and sound corporate and business principles, the Company has established a set of ethical guidelines that are presented in its Code of Conduct policy.

The Code of Conduct, implemented in 2023, reflects our commitment to sustainability and the guidelines provide a framework for what the Company considers responsible conduct and defines the individual responsibilities of all employees and Board members through a combination of broad principles and specific requirements.

The Code of Conduct has been distributed to all employees, managers and Board members and is available on the BerGenBio website.

BerGenBio takes a zero-tolerance stance towards corruption, money laundering and insider trading. All employees are encouraged to report any breaches of the Company's policy. No incidents were reported in 2023.

BOARD GOVERNANCE

For BerGenBio it is important that the Board reflects the diversity of their Company's stakeholders to be adequately aware of their needs. This will enable the Board to assist the Company in making robust strategic decisions, in addition to controlling risks and ensuring legal compliance. Furthermore, this enables us to be well-positioned to deliver long-term value for shareholders and stakeholders. Our Board consists of four non-executive members of whom two are women. All of the members are independent. The members of the Board reflect different nationalities and a breadth of competencies, including healthcare, medicine, pharmacy, research, finance and ESG.

Further information about the Board of Directors and its Independence can be found in section 8 of the Corporate Governance report.

CLINICAL TRIALS

BerGenBio ensures strict conformity with international, regional and local regulatory requirements in all our sponsored studies. All our clinical studies comply with the principles elucidated in the Declaration of Helsinki, the International Council for Harmonization of Technical Requirements for Pharmaceuticals for Human Use, including Good Clinical Practice guidelines E6 (R2) and International Ethical Guidelines for Health-related Research Involving Humans. In 2023, we had no critical inspection findings from any regulators and no monetary claims were received.

We make periodic disclosures of clinical trial data in line with EFPIA-PhRMA Principles for Responsible Clinical Trial Data Sharing. We share information on the outcomes of our clinical trial studies here and through EUDRaCT, ClinicalTrials.gov and other registries in accordance with international legislation. We also support academia by sharing clinical data upon request pursuant to relevant regulations and protocols.

PATIENT HEALTH AND SAFETY

As discussed in relation to SDG 3, the safety and well-being of our patients is imperative for our drug candidates to deliver on BerGenBio's vision and will become even more important when we reach the production and commercialization phase of our drug development. We embed drug-safety considerations throughout the drug development lifecycle. Our research from pre-clinical studies is evaluated and discussed with experts and regulators prior to proceeding to the clinical trial phase. We examine the potential outcome of our trials to ensure patients are subjected to testing only when suitable. The primary consideration of all our clinical trials is to ensure the safety and effectiveness of our medicines. We conduct detailed studies on the safety profiles of our drug candidates throughout the trial and testing phase. Adverse effects and risks linked to drug candidates are recorded and reported to regulatory authorities in alignment with regulations on a periodic basis. It is also of paramount importance to us to ensure the security and confidentiality of the personal information of our patients. No personal data privacy claims of any breaches or incidents were received in 2023.

RESPONSIBLE SOURCING

We rely on third parties for clinical studies (Contract Research Organizations), supply of medicinal products, office supplies and housekeeping services. We currently have 6 key suppliers. We consider engaging with the right vendors and suppliers as critical, and therefore seek to only partner with third parties who share our values of business ethics, social and environmental consciousness.

We have successfully implemented a supplier self-assessment questionnaire, adhering to the Pharmaceutical Supply Chain Initiative (PSCI) standards, into our existing supplier management system. Additionally, we have established routines to comply with the new Transparency Act, focusing on due diligence processes that address the risks of human rights violations within in our value chain. This topic is further discussed in the next section.

Our CMO and CEO are responsible for procurement and supply chain management-linked activities, overseeing the effective implementation of management systems and vendor selection process. As an important component of our process we perform an analysis on ESG criteria, helping us to identify our critical suppliers based on risks and opportunities associated with each vendor. We administer a self-assessment questionnaire to prioritized existing and potential new vendors. This vendor self-assessment process enables us to appraise our partners based on their adherence to regulatory norms as well as social and environmental standards. It also provides insights into our vendors' practices in terms of ethics, labor management, environmental conservation and employee health and safety management. The outcome of the self-assessment exercise helps us in engaging with them to strengthen their performance on identified improvement areas.

PROTECTION OF HUMAN AND LABOR RIGHTS

We are committed to the protection of human and labor rights in all our operational endeavors. We recognize the universal and fundamental nature of human rights and align all our operations with the Universal convention on Human Rights and conventions of the International Labor Organization (ILO). Our commitment to human rights protection has been emphasized in our Code of Conduct that was implemented in 2023, as well as in our Transparency Act statement, both available on our website under the Corporate Governance section.

While having robust systems to ensure the protection of human rights within our operational bounds, we also expect all our suppliers and value-chain partners to strictly comply with relevant norms on human rights protection. We have zero tolerance to child labor, forced labor, discrimination of any form and direct or indirect violation of human rights. We have established grievance redressal mechanisms to ensure timely resolutions of any breaches in this regard. We are not aware of any cases of discrimination or any other human rights breaches in our operations during 2023.

INNOVATION AND ECONOMIC PERFORMANCE

BerGenBio´s goal is to have a positive impact on the lives of patients with aggressive diseases, including immune-evasive, drug-resistant and metastatic cancers. Through cutting-edge technologies, partnerships and scientific expertise we seek to transform the lives of such patients. Over the years, our organization has gained a deep insight into AXL biology to bring value for patients by tailoring transformative drugs targeting AXL signaling pathways.

We have made substantial research & development (R&D) investments to strengthen our pipeline. Our greatest R&D assets are our staff and collaborators, and the scientific know-how they represent. In 2023, we issued four peer-reviewed publications and 12 scientific presentations that stand as a testament to our organizational knowledge-base.

Over the years, by engaging in partnerships with industry leaders, academic institutions, pharmaceutical companies and clinical research organizations, we have strategically focused our capabilities and impact. This has made us able to accelerate our innovation-driven research and development efforts.

Social

Our approach to social sustainability is reflected in BerGenBio's relationships with people, communities, and society. Hence, activities that improve social conditions are important for us. By discovering and developing novel medicines to treat aggressive diseases, including advanced, treatment-resistant cancers, we aim to improve and save lives, which in turn creates value for patients, society, and shareholders. Therefore, sustainability is a foundation of our activities and is directly linked to our long-term success.

We also seek to maintain and improve the social conditions at both BerGenBio and in our partnering companies. We especially focus on activities that affect the topics: diversity and inclusion, pay equality and wage level, talent attraction and retention, skills for the future, well-being of employees, and occupational safety.

DIVERSITY AND INCLUSION

We value and encourage the development of a diverse and inclusive work environment. BerGenBio promotes an open and strong corporate culture with a healthy, safe and fair work environment that enables free exchange of ideas and fosters collaboration. We are committed to being an equal-opportunity employer and to fair treatment for each of our employees throughout their tenure with BerGenBio. We strictly prohibit discrimination of any form based on gender, age, race, ethnic background and sexual orientation, among other diversity metrics.

BerGenBio recruits from environments where the number of women and men is relatively equally represented. At year-end, we employed 16 people, of which 56% are women. Two out of four executives in the management team are women while two out of the four members of our Board of Directors are women. Our team represents a variety of nationalities, and their different backgrounds enhance our ability to innovate and strengthen our work environment. Our team of highly-educated employees includes six colleagues with PhDs. We make provisions to cater to the diverse needs and aspirations of our employees. We also support each of our employees with their individual challenges depending on their personal circumstances.

PAY EQUALITY AND WAGE LEVEL

BerGenBio's Remuneration Policy aims to support both the purpose and sustainability of the Company, as well as the delivery of our strategic priorities. With remuneration components aligned with the interests of shareholders and other stakeholders, BerGenBio wants to attract, motivate, and retain members of the Board of Directors and the Executive Management Team. The Remuneration Policy also intends to reward members of the Executive Management Team in line with corporate and individual performance.

Our current remuneration policies are based on the following principles: market competitiveness, "pay for performance", transparency, business alignment and consistency, and shareholder alignment.

In order to ensure the policy's market competitiveness, it is benchmarked with an appropriate peer group of companies. This is a key component in the process of reviewing our Remuneration Policy. The current Remuneration Policy was approved by the Annual General Meeting 19 March 2021 and is available at the Company's website under the Corporate Governance section. The policy was not materially changed in 2021 but updated to reflect the new formal requirements effective from 1 October 2021. See the Remuneration Report in the Annual Report for further details.

ATTRACTION AND RETENTION OF TALENT

Our employees are at the core of BerGenBio's growth story. We aim to engender an organizational culture which appeals to employees with varied talent and experience. Enabling the all-round development and growth of our employees plays a vital role in attracting and retaining promising talent. Our hiring process focuses on creating a diverse employee pool in terms of culture, educational background and skill sets, among other considerations.

In 2023 there was limited new hire of employees caused by the reorganization as part of the focused strategy. At the end of 2023 we had two PhD students employed. All employees receive regular performance and development evaluation.

SKILLS FOR THE FUTURE

Growing our employees by ensuring they are developing themselves and providing the right skills to support BerGenBio are important parts of the annual development process for employees.

All employees have development discussions with their line managers as part of the annual review cycle to support the development and growth of each team member.

During the year our employees have attended conferences and are encouraged to discuss their continued development with their line manager and to request any appropriate training which may assist in the advancement of their skills which can be applied in their role.

We provide various training and development programs for our employees in the areas of Good Clinical Practice (GCP) and Good Manufacturing Practice (GMP), as well as a mandatory basic course in the General Data Protection Regulation (GDPR) and Information security. We also encourage our employees to enroll in external accredited learning programs with relevant professional bodies such as The Organization for Professionals in Regulatory Affairs (TOPRA) and The Institute of Clinical Research (ICR). In order to support the career growth of our employees, we engage with them through periodic performance appraisals to help them reflect on their progress and set professional goals. The appraisal process also helps to align an employee's career aspirations with BerGenBio's goals. We also provide long term incentives through our stock option program to support long-term association of employees with BerGenBio.

WELL-BEING OF EMPLOYEES

Employee well-being is important to boost workplace satisfaction and productivity levels. To ensure the well-being of our employees, we consider it important to focus on job satisfaction, financial security, a healthy work environment and overall engagement in organizational activities. When the global pandemic during 2020 and 2021 required changes in working arrangements with working from home and sustained focus on employee well-being, we introduced a hybrid working model in 2022 and involved employee representatives in well-being and social activities for the entire team. The hybrid working arrangements has continued during 2023.

We periodically capture our workforce's sentiment and feedback through employee engagement surveys and the feedback that we receive from our employees helps us to update our policies and design interventions to enhance employee engagement and satisfaction. We provide competitive compensation for all our employees commensurate with their level of experience, qualification and expertise.

The Group has focused the clinical development of bemcentinib into NSCLC in patients harboring a mutation in the STK11 gene and in preclinical development in severe respiratory infections. As a result, a restructuring of the team was implemented in 2023. Redundant employees have been given outplacement support.

We had a sick-leave of 3.6% in 2023 compared to 2.3% in 2022.

All employees can take advantage of our flexible hours and we have shower facilities to enable our employees to exercise comfortably around their working day.

OCCUPATIONAL HEALTH AND SAFETY

We encourage our employees to embrace a proactive approach to managing their health. We focus holistically on the physical, emotional and mental well-being of our employees and provide them assistance to cope with identified ailments.

All staff have access to private medical care and we have employee assistance programs which offer support with health (physical and mental) and on general topics related to well-being. We support a hybrid working arrangement and occasionally review our workstation assessments to ensure our employees have safe work spaces and the right equipment to work virtually as and when required.

We believe that safe working conditions are a fundamental right of each employee. We ensure alignment of our occupational safety management systems with globally recognized standards and guidelines. A systematic protocol is in place to record and investigate any untoward incidents. In 2023, no occupational safety-linked incidents occurred at any of our facilities.

Environmental

At the current development stage, BerGenBio's direct environmental impact is relatively small. However, we are proactive in our environmental responsibility and have initiated measures to better assess our impact. This will enable us to effectively manage environmental risks as the Company progress.

GREENHOUSE GAS EMISSIONS (GHG)

We recognize the importance of corporate engagement in environmental conservation and climate action. Our approach to carbon management currently focuses on tracking our energy consumption and corresponding emissions.

As we are currently not engaged in any commercial drug supply manufacturing activities, our direct environmental footprint stems primarily from the resources consumed in our office spaces. We account for the footprint arising out of our indirect business activities such as employee travel and are conscious of the impact of waste that we generate. Specifically bio-hazardous waste and managing this risk is an important aspect of our supply chain management. Currently we do not measure the environmental footprint of the activities conducted by third parties. We are also cognizant of the impact of pharmaceuticals on the environment and are developing systems to manage this risk. Furthermore, we consider it imperative to have stringent systems and initiatives in place to address our future needs in terms of safe and responsible waste management.

We have started mapping our GHG-emissions to develop baselines for setting emission targets. We consider this a first but crucial step for understanding our carbon footprint and for identifying appropriate actions for reducing this footprint. Our emissions are reported according to the Greenhouse Gas Protocol's standard for carbon accounting, which categorizes emissions in three categories called Scopes. Scope 1 represents direct emissions, Scope 2 covers indirect emissions from purchased energy, and Scope 3 includes indirect emissions from upstream and downstream activities.

Our total emissions in 2023 were 76.91 tons CO2e (2022: 54.63 tons CO2e). The results of our initial mapping of direct and indirect emissions confirm that business travel is where we have our largest impact, representing 97% (2022: 90%) of our total emissions. While our office space and scope 2 CO2e consumption have reduced over the last two years due to our focused strategy and reorganization, the impact from travel activities has increased after the COVID-19 pandemic. In order to secure the development of our projects and business, some level of travel is required externally and between our offices. We will, in general continue to conduct digital meetings, when possible, to limit travel. The increase from 2022 to 2023 is primarily caused by improved registration of CO2e consumption from travel.

	2023		2022	
SOURCE	**tCO2e**	**Share of emissions**	**tCO2e**	**Share of emissions**
SCOPE 2				
Total electricity & heat	2.03	3%	5.63	10%
SCOPE 3				
Total flights	74.88	97%	49.00	90%
Total	**76.91**	**100%**	**54.63**	**100%**

BerGenBio does not own or lease any vehicles and no other fossil fuels or greenhouse gases are consumed in our direct business activities, hence no Scope 1 emission sources are reported. Within our offices in Norway and the UK, use of electricity and district heating represent 3% (2022: 10%) of our total emissions. The scope 3 numbers recorded in 2021 were significantly affected by travel restriction caused by the pandemic and therefore represent an historic low.

We acknowledge that a large part of the emissions within our business are found in Scope 3. Going forward we will take further steps to identify the most relevant sources to develop our carbon account. This will include conversations with our suppliers in order to collect data on our indirect emissions generated by our impact on the activities of our partners' operations.

ESG actions for 2024

BerGenBio will not be required to adhere to the new sustainability standards under CRSD until 2026. While there are no current plans to voluntarily adopt these standards before their mandatory implementation, we are committed to enhancing and aligning our ESG reporting in the intervening years, ensuring alignment with the relevant standards leading up to the adaptation of the CRSD framework.

Governance

Board of Directors

ANDERS TULLGREN Independent Chair

Anders Tullgren has over 35 years of global experience in both large pharmaceutical and small/mid-size biotech environments, with senior leadership roles in the United States, Germany, France, the United Kingdom and the Nordic region. He spent over 20 years at Bristol Myers Squibb, most recently as President Intercontinental Region. Anders Tullgren has in his career worked with several oncology products and was leading the successful launch of BMS immuno-oncology portfolio in the intercontinental region. Mr Tullgren is an experienced Non-Executive Director with several international Board and Chair positions. He holds an MSc in Pharmaceutical Studies from Uppsala University (Sweden) and a Diploma in Marketing & Business Administration from MIS (Sweden).

Mr. Tullgren joined the Board of Directors on 6 January 2022 as Chairman. He is a Swedish citizen and resides in Portugal. He attended 16 Board meetings in 2023.

SVEINUNG HOLE Independent Non-Executive Director

Sveinung Hole is a seasoned PE/Venture Capital/Investment Management executive and has extensive leadership-, board- and chair experience from PE/VC-funds, listed companies, private companies and foundations. Mr Hole is currently Managing Partner/CEO of Sarsia Management AS, which has approximately NOK 1.3 billion AUM in three venture funds. The last seven years Mr Hole has been the CEO of the largest foundations in Norway funding research; Trond Mohn Foundation and Stiftelsen Kristian Gerhard Jebsen with investment portfolios of approximately NOK 4 billion. Mr Hole also headed the Health & Care21 Strategy Council appointed by the Norwegian Minister of Health (2019–2021) and was Member of the Steering Committee of National Knowledge Program for Covid-19 (Norwegian Institute of Public Health). Mr Hole has previously been board member of Norwegian Venture Capital Association and Bergen Hospital Trust (Helse Bergen). Mr Hole has held various top management positions in the Nordic and US and holds a Master of International Management from BI Norwegian Business School.

Mr. Hole joined the Board of Directors on 1 September 2010 and served as Chairman from 13 March 2019 to 6 January 2022. He is a Norwegian citizen and resides in Norway. He attended 16 Board meetings in 2023.

DR DEBRA BARKER Independent Non-Executive Director

Debra Barker is a seasoned clinical development executive with experience from Novartis, Roche, SmithKline Beecham and Knoll and serves as Chief Medical Officer in Destiny Pharma PLC (UK). Dr Barker has a Diploma in Pharmaceutical Medicine and received a MSc in immunology from King's College in London and a medical degree from Queens College, Cambridge.

Dr Barker joined the Board of Directors on 13 March 2019. She is a UK citizen and resides in Switzerland. She attended 15 Board meetings in 2023.

DR SALLY BENNETT Independent Non-Executive Director

Dr Sally Bennett has a career spanning medicine, equity & capital markets and investment management. She brings 25 years industry experience in senior roles across the financial sector within the life science and biopharmaceutical space. She currently serves as a senior advisor to Catalio Capital Management, a multi strategy investment firm. Prior to Catalio she spent 15 years as a senior member of the investment team at HealthCor, a global healthcare investment manager. Prior to HealthCor she spent a decade in senior analyst roles at ING Financial Markets and latterly Piper Jaffray. She currently serves on the Board of several other publicly listed and private biotech companies. Dr Bennett is a member of the Institute of Directors (IoD) and has been awarded the CertIoD qualification. She received a BSc in Anatomical Sciences and a Medical Degree, awarded with Honours, both from the University of Manchester.

Dr Bennett joined the Board of Directors on 9 December 2020. She is a UK citizen and resides in the UK. She attended 16 Board meetings in 2023.

Management Team

MARTIN OLIN Chief Executive Officer

Martin Olin joined BerGenBio as Chief Executive Officer in 2021. Mr Olin has more than 20 years of experience as an executive in the pharmaceutical and biotechnology industries. He previously served as CEO of Symphogen, a biotechnology company focused on the development of protein drugs based on recombinant monoclonal antibody mixtures, acquired by Servier in 2020. Before joining Symphogen in 2012, Mr. Olin was a senior partner with SLS Invest, a Scandinavian-based healthcare-focused private equity fund. During his career he has held managerial positions in Novo Nordisk including Finance Director, EMEA. Prior to joining BerGenBio he served as Managing Partner of Nordic Eye, a Copenhagen-based Venture Capital Firm.

CRISTINA OLIVA Chief Medical Officer

Cristina Oliva, MD, joined BerGenBio as Chief Medical Officer in 2022. Cristina brings over 20 years of senior clinical development experience across large pharmaceutical, biotechnology and Clinical Research Organizations (CROs). Most recently Cristina was Vice President, Oncology and Head of Oncology Centre of Excellence at IQVIA Ltd, where she supported customers with their oncology development plans and established and led the IQVIA Oncology Global Scientific Advisory Board. Prior to her role at IQVIA, Cristina held senior positions leading oncology development programs for Nordic Nanovector, Takeda Pharmaceuticals, GlaxoSmithKline and Eli Lilly. Cristina is a Board-certified oncologist and has global experience in drug development in oncology and onco-haematology compounds.

RUNE SKEIE Chief Financial Officer

Rune Skeie joined BerGenBio as Chief Financial Officer in 2018. He has over 25 years of financial management, corporate development, corporate governance and advisory experience with public and private companies across multiple industry sectors. The majority of his career was spent at EY (formerly Ernst & Young), where he held the role of Executive Director, before joining REMA Franchise Norge AS, the multinational supermarket business. Mr Skeie has been awarded as Registered Accountant and a State Authorized Public Accountant.

GAYLE MILLS Chief Business Officer

Gayle Mills joined BerGenBio as Chief Business Officer in 2021. Ms Mills has held a variety of positions at senior levels in both major pharmaceutical and biotechnology firms. Her most recent position was as Chief Business Officer at Symphogen A/S, where she executed major collaborators with Merck KGaA and Baxalta. Prior to Symphogen she was in senior business development positions at Abgenix, Inc., Roche Bioscience and Syntex USA. In addition to leading the execution and management of significant partnerships with several major pharmaceutical firms, she has been actively involved in the negotiation and execution of the acquisitions of Symphogen A/S, ROXRO Pharma and Abgenix, Inc.

Remuneration Report

1. Chair's Letter

With this report, we are providing greater insight and transparency into the remuneration outcomes for 2023 and our Executive remuneration practices. The current Remuneration Policy was approved by the Annual General Meeting in 2021. The policy is in compliance with the Shareholder Rights Directive (SRD II) and serves our current business needs.

Our core focus is inhibition of AXL, which is known to play a central role in the mediation of aggressive diseases. Our strategic priorities are diseases in which the scientific rationale, pre-clinical and clinical data confers a clear rationale for advancing our highly selective AXL inhibitor bemcentinib towards potential treatment modalities addressing unmet medical needs.

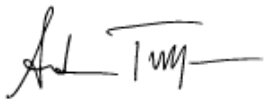
During 2023 the Company focused its strategy into the following activities:

- Clinical development of our main AXL inhibitor, bemcentinib, in 1L NSCLC STK11 mutated patients in our Ph 1b/2a BGBC016 clinical study.
- Pre-clinical development of bemcentinib in Severe Respiratory Infections.

The implementation of the focused strategy implied a significant change of the organization, including a reduction of members the Executive management and the Board of Directors. These changes were implemented during 2023 and the impact of the reduced remuneration to the Executive management and Board of Directors will materialize with full effect in 2024. This report shows a reduction of the total remuneration of the Board of Directors of 20% from 2022 to 2023 and a reduction of the total remuneration of the Executive management of 19% from 2022 to 2023 in nominated currencies. The majority of the Executives are remunerated in a different currency than NOK and when translated into NOK in table 7.1., the numbers are affected by weakness of NOK from 2022 to 2023 by more than 10%. The full effect of the reduction in remuneration to the Executive management and the Board of Directors from 2023 to 2024 is expected to represent a reduction of approximately 30% in nominated currencies.

The Board of Directors has cautiously applied its remuneration practices, while retaining the ability to develop the business, recruit and retain key personnel to pursue our strategic goals.

This statement regarding remuneration of the management of BerGenBio ASA has been adopted by the Board of Directors of BerGenBio ASA pursuant to section 6–16a of the Norwegian Public Limited Companies Act.



ANDERS TULLGREN
Chairman of the Remuneration Committee
30 April 2024

2. Introduction

2.1 REMUNERATION POLICY & OBJECTIVES

The remuneration principles for the Board and Executive Management are governed by our Remuneration Policy, which was adopted at the Annual General Meeting held on 19 March 2021. The Remuneration Policy is available in the Corporate Governance section at **www.bergenbio.com**.

The objective of the remuneration principles for the Board and Executive Management are to:

- Support the purpose and sustainability of BerGenBio
- Align the remuneration components with the interests of our stakeholders
- Support delivery of BerGenBio's strategic priorities
- Attract, motivate and retain members of the Board of Directors and the Executive Management Team of the appropriate calibre, given the size and complexity of the business
- Reward members of the Executive Management Team in line with corporate and individual performance

This Remuneration Report discloses all the Group's remuneration of members of the Board of Directors of BerGenBio ASA ("the Company") and the Executive Management of BerGenBio in 2023, inclusive of remuneration received from the subsidiaries BerGenBio Limited and BerGenBio ApS.

The disclosures are primarily derived from the audited financial statements, which are available at www.bergenbio.com in the Investor/Financial report section. The Remuneration Report has been compiled in accordance with section 6–16a of the Norwegian Public Limited Companies Act and to align with the amended Shareholder Rights Directive.

2.2 NOMINATION & REMUNERATION COMMITTEES

The Board has established both a Nomination Committee and a Remuneration Committee to assist the Board with all matters related to establishing, implementing, and executing the principles set out in the Remuneration Policy.

2.2.1 NOMINATION COMMITTEE

The objectives for the Nomination Committee are to recommend candidates for the election of member and Chairman to the Board of Directors; and remuneration for the Board of Directors and board Committees. The Nomination Committee issues a report to the Annual General Meeting on the work of the Nomination Committee and the recommendation of remuneration of the Board of Directors and Committees. The Nomination Committee of BerGenBio ASA consists of three members: Hans Peter Bøhn (Chairman), Ann-Tove Kongsnes and Shantrez Miller Gillebo.

2.2.2 REMUNERATION COMMITTEES

The objective for the Remuneration Committee is to act as a preparatory and advisory body in relation to the Company's remuneration of Executive Management. The Remuneration Committee shall review the remuneration and benefits strategy, review the performance and prepare matters relating to other material employment issues in respect of the Executive Management, including Short Term Incentive (STI) and Long Term Incentive (LTI) principles.

In 2023, the Remuneration Committee held three meetings and consisted of three members: Andes Tullgren (Chairman), Sveinung Hole and Debra Barker.

The Remuneration Committee reviews the approach to remuneration based on the following principles:

PRINCIPLES	SUMMARY
Market competitive remuneration	BerGenBio offers market-competitive remuneration opportunities to attract, retain, and motivate the talent needed to achieve BerGenBio's vision, business strategy and other Company objectives. BerGenBio shall balance the need to provide competitive levels of reward against a desire to be cost effective when determining reasonable and responsible reward outcomes.
Pay for performance	A proportion of the remuneration package, the short-term incentive program, is performance based to link remuneration outcomes with the achievement of key financial and non-financial targets that are aligned with BerGenBio's strategy. Each element of remuneration is weighted to ensure continuous and further positive development of BerGenBio.
Transparency	Remuneration programs are designed and communicated in a manner that reinforces the link between vision, business objectives and culture.
Business alignment and consistency	Remuneration decisions are made to ensure local practices are aligned and consistent with BerGenBio´s principles and policies. The remuneration practices will remain flexible enough to evolve as BerGenBio's business priorities change.
Shareholder and strategic alignment	The remuneration programs will align the interests of all employees in driving value creation for shareholders. BerGenBio's strategy is focused on developing novel medicines for aggressive diseases. To sustain BerGenBio's position as a world leader in this field, BerGenBio's strategy hinges upon actionable strategic priorities. Each of these strategic priorities consists of several themes where BerGenBio has defined specific financial and non-financial goals and related actions to execute over time.

3. Overall Company financial performance in 2023

In 2023 BerGenBio sharpened its strategy to focus on NSCLC STK11m and severe respiratory infections for its lead compound bemcentinib. BerGenBio's EBIT in 2023 was a loss of NOK 192 million against a loss of NOK 306 million in 2022. The significant decrease in loss from 2022 to 2023 is a direct effect of the focused strategy including the rightsizing of the organization and is expected to further materialize in 2024. Revenue were NOK 0.4 million (2022: NOK 0.4 million). Revenue in 2023 and 2022 resulted from a repayment of patent costs from our license agreement with ADCT.

4. Remuneration of the Board of Directors

The Nomination Committee, as defined in the Corporate Governance section of BerGenBio's website, reviews Board fees at least annually. Fees are evaluated relative to Nordic and UK companies of comparable size and complexity to BerGenBio. The work of the Board of Directors and committees are covered in section 8 and 9 in the Corporate Governance Report in the Annual Report.

The Nomination Committee prepares recommendations for remuneration of the Board of Directors. The recommendations are put before shareholders for approval before they come into effect. The Board of Directors' remuneration is approved by the shareholders as a separate item on the agenda at the Annual General Meeting.

The Chairman and each member of the Board of Directors receives a fixed annual fee. The Chairman or Board members who participate in the Audit Committee or Remuneration Committee receive separate compensation for this.

As relevant, Board members not domiciled in Norway are also entitled to compensation for traveling time within business hours to and from Board meetings.

Additional fees or benefits may be provided to reflect, for example, accommodation, transport and other business-related expenses incurred while carrying out their role.

Board members are not eligible to participate in any incentive arrangements operated by BerGenBio.

The remuneration of Board members is not linked to the Company's performance and does not contain option elements.

4.1 REMUNERATION OF INDIVIDUAL MEMBERS OF THE BOARD OF DIRECTORS IN 2023

Table 4.1 Remuneration of individual members of the Board of Directors in 2023

IN '1,000 NOK				COMMITTEE FEES			
NAME	POSITIONS 2023	BASE BOARD FEE	AUDIT COMMITTEE	REMUNERATION COMMITTEE	CLINICAL COMMITEE[2]	OTHER BENEFITS[3]	TOTAL FEES
Anders Tullgren	Chair of the board, Chair of Remuneration Committee and member of Audit Committee	650	30	45		123	858
Sveinung Hole	Non-executive member of the Board of Directors, member of Remuneration Committee and member of Audit Committee	280	30	25			335
Debra Barker	Non-executive member of the Board of Directors, member of Remuneration Committee and member of Clinical Committee	280		25	12	27	344
Sally Bennett	Non-executive member of the Board of Directors, Chair of the Audit Committee and member of the Clinical Committee	280	55		12	11	358
Francois Thomas[1]	Non-executive member of the Board of Directors, and Chair of Clinical Committee	117			23		140
Total remuneration		**1,607**	**115**	**95**	**47**	**161**	**2,025**

[1] François Thomas was not re-elected as board member at the AGM in 2023 and resigned in May 2023.

[2] Clinical Committee fee is according to AGM approval in 2022. The committee was discontinued in May 2023 and fee is paid to end of May 2023.

[3] Other benefits include compensation for traveling hours related to board meetings and for taxes in connection with a one-off bonus received by the Chair of the Board in 2022, representing the after-tax value of 25,000 shares in BerGenBio.

4.2 BOARD OF DIRECTORS SHAREHOLDINGS

The table illustrates shares purchased and sold by Board members in 2023.

Table 4.2 Board of Directors shareholdings

NAME	SHARES AT 1 JANUARY 2023	ADDITIONS DURING THE YEAR	SOLD DURING THE YEAR	SHARES AT 31 DECEMBER 2023
Anders Tullgren	50,000	2,114,730		2,164,730
Sveinung Hole[1]	107,394	3,000,000	107,394	3,000,000
Debra Barker	0	466,540		466,540
Sally Bennett	0	472,239		472,239
Total	**157,394**	**6,053,509**	**107,394**	**6,103,509**

[1] Sveinung Hole holds his shares through Svev AS.

5. Remuneration of the Executive Management

Remuneration for the CEO is proposed by the Remuneration Committee and subsequently approved by the Board of Directors annually, in line with the policy. Remuneration for other members of the Executive Management is proposed by the CEO to the Remuneration Committee for their approval in line with the policy.

The remuneration arrangements for the BerGenBio Executive Management comprise the following elements:

REMUNERATION	DESCRIPTION
Base salary	Enables BerGenBio to attract, engage and retain talent needed to drive long-term value creation. It is an annual market-consistent remuneration that is fixed based on skills, performance, experience, scope of work and responsibility, taking into consideration the rate of pay rise for executives and other employees.
Short-term incentive (STI)	Enables BerGenBio to incentivize delivery of its short-term objectives and ensure a clear link with value creation. Performance measures and targets are normally set annually by the Board of Directors. The Board sets the individual objectives of the CEO and the overall objectives for the executive team. The Committee, in discussion with the CEO, reviews the level of performance achieved and the amount of STI earned by the members of the Executive Management. The Board of Directors determines pay-outs based on performance against the targets and to ensure that the outcome is fair in the context of overall performance of BerGenBio and the individual. Awards are normally paid out in cash. The target award for CEO is 50%, with a maximum award in any financial year up to 75% of base salary. For other executives the target award is 30%, with a maximum award in any financial year up to 45% of base salary.
Long-term incentive (LTI) program	Enables BerGenBio to incentivize and reward long-term value creation and align with shareholders' interest. Award of share options is not dependent on achieving specific targets; however, their values are linked to BerGenBio's share price and its development. Share options vest over three years from time of grant and expire eight years after grant.
Other benefits	Enables BerGenBio to provide market competitive and cost-effective benefits. Benefits may include, but are not limited to healthcare, life and accident insurance on customary terms, house allowance. Specific benefit provision may be subject to minor change from time to time. Additional benefits may be provided on recruitment or to support relocation.
Pension	Encourages planning for retirement and long-term saving. BerGenBio ASA has a defined contribution pension plan according to the mandatory requirements in the Norwegian Law. BerGenBio Limited has a defined contribution pension plan according to the requirements in the UK. Company-paid pension contributions are set considering the wider workforce rate and market practice in the country in which the executive resides.

TERMS AND CONDITIONS FOR INDEMNITY FOR THE MEMBERS OF THE BOARD OF DIRECTORS

BerGenBio has a Directors and Officers' liability insurance and indemnification for the members of the Board of Directors. It is the policy of BerGenBio to indemnify Directors and Officer's against claims for damages. In 2023, no claims were reported and BerGenBio did not indemnify its Directors and Officers against claims for damages.

5.1 EXECUTIVE MANAGEMENT REMUNERATION BENCHMARK

Executive Management remuneration is evaluated annually against relevant benchmarks of Nordic general industry companies and European biotech companies, similar to BerGenBio in size, complexity, and market capitalization. After the 2020 update, the BerGenBio Comparator Peer Group consists of 19 companies from the Nordic countries (13) and the UK (6) with number of employees, revenue, R&D expense and market capitalization spanning from well below to well above the relevant metrics for BerGenBio. The peer group is used for a benchmarking of the Executive Management Team to assess the market positioning of remuneration packages. A revised benchmark is expected to be updated in 2024.

5.2 REMUNERATION OF INDIVIDUAL MEMBERS OF THE EXECUTIVE MANAGEMENT IN 2023

Table 5.2.1 shows a decrease in the total remuneration to employed Executive management by 12% and table 5.2.2 a reduction by 40% for executives engaged as consultants, in total a reduction in remuneration to executive management by 19% from 2022 to 2023. This is caused by individual reduction in compensation package and reduction of Executive Management members during 2023. The full effect of this will materialize in 2024 and is expected to represent a 30-40% reduction for the full year effect from 2022 in fixed currencies on total level.

Table 5.2.1 Remuneration of individual members of the Executive Management in 2023

This table is presented in nominated currency per individual Executive member.

IN '1,000 AND NOMINATED CURRENCY				FIXED REMUNERATION						VARIABLE REMUNERATION				
NAME	Joined / Departed	Currency	Year	Base salary	Pension	Severance pay	Other benefits[1]	Total fixed remuneration	% out of total remuneration	Short-term incentive	Total granted fair value of share options	Total variable remuneration	% out of total remuneration	Total
Martin Olin[3] (CEO)		GBP	2023	407	61		33	501	63%	133	156	289	37%	**790**
		GBP	2022	414	63		42	519	56%	178	229	407	44%	**926**
Rune Skeie (CEO)		NOK	2023	1,960	205		27	2,192	61%	375	1,025	1,400	39%	**3,592**
		NOK	2022	1,876	192		19	2,086	73%	472	286	758	27%	**2,844**
Cristina Oliva (CMO)	**Joined 25 April 2022**	GBP	2023	283	28			312	71%	51	78	129	29%	**441**
		GBP	2022	189	19			207	69%	47	48	95	31%	**303**
Other Executives[2]		GBP	2023	360	36	13	17	426	95%	23	0	23	5%	**449**
		GBP	2022	463	51	50		563	74%	102	93	195	26%	**759**

[1] Other benefits include housing allowance, insurances, expenses to mobile, internet, newspapers, and other business-related expenses.

[2] Other executives in 2023: Nigel McCracken (to 31 August 2023) and James Barnes (to 31 December 2023), in 2022: Nigel McCracken and James Barnes full year and Alison Messom (to 30 March 2022).

[3] Base salary is reduced by 23 % effective from 1 October 2023. From 2024 base salary is nominated in DKK.

Table 5.2.2 Remuneration of individual members of the Executive Management engaged as contractors

IN '1,000 — REMUNERATION

NAME	Joined / Resigned	Year	Invoice fee
Gayle Mills[1] (CBO)		2023 2022	322 (USD) 346 (USD)
Gwyn Thomas[2] (Interim Head of Clinical Development)	**Left 30 April 2022**	2023 2022	0 (GBP) 99 (GBP)
Debbie Molyneux (CPO)	**Left 30 June 2023**	2023 2022	51 (GBP) 227 (GBP)

[1] Gayle Mills is contracted through a consultancy agreement with a fixed monthly fee and is eligible for an incentive fee on partnering and/or M&A deals.

[2] Debbie Molyneux and Gwyn Thomas were contracted through individual consultancy agreements.

5.3 SHORT-TERM INCENTIVE OF THE EXECUTIVE MANAGEMENT IN 2023

BerGenBio Executive Management participates in a short-term incentive scheme in line with the Remuneration Policy. Target STI level for CEO is 50% of base salary and 30% of base salary for all other Executives, and maximum STI level is 75% of base salary for CEO and 45% for other Executives. Individual STI is dependent on performance and achievement of goals. Goals for 2023 consisted of specific development goals relating to financials, bemcentinib and organizational development. Overall achievement of corporate goals for 2023 was 50%, with an average individual performance achievement between 100%-130%. Short-term incentive for Executive Management for 2023 amounted in total NOK 3.2 million.

CATEGORY	MEASURES	OVERALL ACHIEVEMENTS 2023
Financials	• Secure additional capital to fund activities beyond 2023	
Development of bemcentinib	• Patient enrollment in the Ph1b and initiation of Ph2a of the NSCLC STK11m clinical study • Patient enrolment and interim analysis of the COVID-19 Ph2b clinical study (EUSolidAct) • Establish clinical and regulatory plan to support development in other serious respiratory infections (SRI) • Conduct formulation and manufacturing activities to support further development	
Organization development	• Organization design to support strategy • Financial strategy • Pursue relevant partnership and licence opportunities • Corporate compliance and inspection readiness • Complete or close activities not part of the core strategy	
Total		**50%**

5.4 LONG-TERM INCENTIVE (LTI) PROGRAM

To promote and achieve long-term goals and strategies for BerGenBio, as well as sustainability, and thereby contribute to BerGenBio´s development and growth, incentive remuneration in the form of share options are offered to the Executive Management and the wider team.

Share options normally vest over three years by one third per annum. The maximum award in respect of a financial year is 100% of annual base salary for the CEO and 50% for all other executives calculated according to the Black-Scholes model. Options are awarded at an exercise price identical to the fair value of the shares at the time of the grant, which is to be determined when the grant is made. In addition to the exercise price, the participant shall pay to the Company an amount that covers any payroll tax payable as a result of exercising the options. Individual share option awards are determined by considering the overall performance, potential, competitiveness of the employment terms, position responsibility, need for retention, and the overall long-term organization need. Exercise is not subject to performance measures, but the value of the options will be measured based on development in share price. Vested share options can be exercised partly or fully at four specified points per year in connection with the release of financial results. In addition, the Board of Directors may allow exercise at other suitable times during the year.

Table 5.4 Long-term incentive (LTI) program

NAME	Program	Grant date	Earliest vesting date	Exercise price	No. of share options Beginning of the year	No. of share options granted	No. of share options cancelled or reclassified	No. of share options exercised	No. of share options end of the year	Fair value of share options at grant (1'000 NOK)[3]
Martin Olin (CEO)[1]	2023	08.12.2023	08.12.2024	0.2113	0	24,000,000			24,000,000	2,050
	2022	23.11.2022	08.09.2022	7.59	950,000				950,000	2,714
Rune Skeie (CFO)	2023	08.12.2023	08.12.2024	0.2113		12,000,000			12,000,000	1,025
	2022	23.11.2022	23.11.2023	7.59	100,000				100,000	286
	2021	06.05.2021	06.05.2022	28.55	54,340				54,340	787
	2020	08.04.2020	08.04.2021	15.00	146,667				146,667	1,100
	2019	17.04.2019	17.04.2020	25.00	52,000				52,000	650
	2018	31.10.2018	31.10.2019	28.50	20,000				20,000	285
	2018	22.05.2018	22.05.2019	46.70	24,090				24,090	563
Cristina Oliva (CMO)	2023	08.12.2023	08.12.2024	0.2113	0	12,000,000			12,000,000	1,025
	2022	23.11.2022	25.04.2023	7.59	200.000				200,000	571
Other executives[3]	2022	21.11.2022	21.11.2023	7.59	385,000		(385,000)		0	1,100
	2021	06.05.2021	06.05.2022	28.55	64,122		(21,374)		42,748	929
	2020	08.04.2020	08.04.2021	15.00	178,000				178,000	1,335
	2019	17.04.2019	17.04.2020	25.00	59,400				59,400	743

[1] Fair value of total share options at grant date is based on Black Scholes fair value calculation (from 2021 program).

[2] 2022 grant includes initial grant from 2021.

[3] Other executives are James Barnes and Nigel McCracken. For Nigel McCracken the number of options at end of 2023 are reclassified and not included as he resigned from the executive management in August 2023.

5.5 EXECUTIVE MANAGEMENT SHAREHOLDINGS

Shares purchased and sold by Executive members in 2023.

Table 5.5 Executive Management shareholdingss

NAME	SHARES AT 1 JANUARY 2023	ADDITIONS DURING THE YEAR	RECLASSIFICATION	SHARES AT 31 DECEMBER 2023
Martin Olin (CEO)	37,100	3,000,000		3,037,100
Rune Skeie (CFO)	0	388,785		388,785
James Barnes (COO to December 2023)	0	259,190	(259,190)	0
Nigel MacCracken (CSO to August 2023)	0	285,108	(285,108)	0
Total shares	**37,100**	**3,933,083**	**(544,298)**	**3,425,885**

6. Terms of termination and termination benefits

BerGenBio does not apply a standard notice policy. The normal notice period for the Executive Management Team is three months by the executive or the Company. The CEO has a notice period of six months by the CEO or the Company. If the CEO's employment is terminated without cause by the Company, the CEO is entitled to receive a severance payment equal to 12 months remuneration excluding short term incentive. If the CEO's contract is terminated within 18 months of a change of control (or change of ownership), the CEO will be compensated with 18 months' remuneration.

Severance payments for executives will normally be made up of salary, benefits, pension contributions and short-term incentive (where eligible) and would reflect the notice period of the contract. The Board of Directors reserves the right to make any other payments in connection with a member of the Executive Management stepping down/ceasing employment where the payments are made in good faith in discharge of an existing legal obligation (or by way of damages for breach of such an obligation) or by way of settlement of any claim arising in connection with the individual stepping down/ceasing employment. Any termination payments, including payment during the notice period, may not exceed a total value of the equivalent to 12 months' remuneration. This maximum severance amount includes all components of remuneration, both fixed and variable elements.

7. Comparison of remuneration and financial performance figures

BerGenBio will build up five years of comparative figures for the annual change in remuneration, Company performance, and average remuneration based on full-time equivalents ("FTEs") of employees other than Executive Management members. 2021 was the first year of reporting and BerGenBio has chosen to only include relevant comparative figures from 2020 in table 7.1.

TABLE 7.1 COMPARISON OF TOTAL REMUNERATION AND FINANCIAL PERFORMANCE FIGURES

Executive Management total remuneration includes base salary, pension, other remuneration, short-term incentive and total calculated fair value of granted options. Table 7.1 is presented in NOK. Individual Executive Management members and Group employees have remuneration nominated in GBP. The average exchange rates NOK/GBP used for conversion are: 2023: 13.13, 2022: 11.85, 2021: 11.83 and 2020: 12.05. Caused by the weakness in NOK/GBP from 2022 to 2023, the NOK amount below for individual with base salary nominated in GBP is positive affected by > 10%.

IN '1,000 NOK	2023[1]	Change %	2022	Change %	2021	Change %	2020
Executive Management – remuneration							
Martin Olin CEO, from September 2021[1]	10,376	-5.4%	10,974	181.5%	3,898		0
Rune Skeie, CFO	3,592	26.3%	2,844	-13.0%	3,271	2.5%	3,190
Cristina Oliva CMO, from April 2022[1]	5,787	61.5%	3,586		0		0
Other employed executives[1]	5,902	-34.4%	8,990	-62.9%	24,204	-18.1%	29.546
Board of Directors – remuneration							
Anders Tullgren, from January 2022	848	-23.9%	1,115		0		0
Sveinung Hole	335	-2.9%	345	-31.9	506	7.7%	470
Sally Bennet, from December 2020	358	-5.3%	378	20.2	315	1,201.6%	24
Debra Barker	344	-2.5%	353	10.3	320	26.4%	253
François Thomas, from Dec 2020 to May 2023	140	-59.9%	349	-4.7	366	1,251.5%	27
Stener Kvinnsland, to January 2022			24	-91.6	285	22.8%	232

[1] Remuneration nominated in GBP. Converted to NOK by average annual currency rate. 2023 numbers in NOK are significantly (> 10%) effected by weakness in NOK.

The calculation of average fixed and variable remuneration is very sensitive to the relatively low number of FTEs involved and is further impacted due to a significant reduction in FTEs during 2023 and 2022 as part of the announced focused strategy, compared to 2021 and 2020. Increase of average fixed remuneration from 2022 to 2023 was 4% on Group level (from 2021 to 2022 4% on Group level).

	2023[1]	Change %	2022	Change %	2021	Change %	2020
Financial performance figures: Employees – average remuneration based on FTE's							
Number of FTE's (excl. Executive Management) – Group	20.7	-33.9%	31.3	-15.8%	37.2	47.1%	25.3
Average total remuneration for Group employees (1'000 NOK)[1 2]	1,384	10.0%	1,258	-8.3%	1,371	25.9%	1,089
Average fixed remuneration for Group employees (1'000 NOK)[1 3]	1,082	0.7%	1,074	10.5%	972	12.9%	861
Average variable remuneration for Group employees (1'000 NOK)[1 4]	302	64.2%	184	-53.9%	399	75.2%	228
Number of FTE's (excl. Executive Management) – Parent	9.0	-25.3%	12.0	-2.9%	12.4	15.9%	10.7
Average total remuneration for parent company employees (1'000 NOK)[2]	1,277	16.7%	1,094	-4.2%	1,142	40.2%	815
Average fixed remuneration for parent company employees (1'000 NOK)[3]	986	3.2%	956	23.5%	774	8.1%	716
Average variable remuneration for parent company employees (1'000 NOK)[4]	290	110.0%	138	-62.4%	368	271.6%	99
Group financial results							
Revenue of BerGenBio (´1.000 NOK)	354	-9.0%	389	-49.7%	774	28.8%	601
Research & Development (R&D) costs (´1.000 NOK)	141,800	-43.9%	252,600	-0.4%	253,700	22.6%	206,857

[1] Remuneration nominated in GBP is converted to NOK by average annual currency rate. 2023. Numbers in NOK is significantly (> 10%) effected by weakness in NOK/GBP.

[2] Average total remuneration for Group employees and Parent Company employees is calculated as total remuneration [salary, pension and short-term incentive for all employee (excluding Executive Management) including fair value of granted options divided by total FTEs (excluding Executive Management)].

[3] Average fixed remuneration for Group employees and Parent Company employees is calculated as fixed remuneration [salary and pension for all employees (excluding Executive Management) excluding short-term incentive and fair value of granted options divided by total FTEs (excluding Executive Management)].

[4] Variable remunerations include introduction of STI and LTI scheme for additional employees from 2021.

8. Compliance with the remuneration policy

The remuneration of members of the Board of Directors and Executive Management for 2023 is consistent with the scope of the Remuneration Policy. There has been no deviation or derogation from the framework provided by the Remuneration Policy.

9. Statement by the Board of Directors

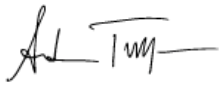
The Board of Directors has today considered and approved the Remuneration Report of BerGenBio for the financial year 1 January to 31 December 2023.

The Remuneration Report is presented in accordance with section 6–16a of the Norwegian Public Limited Companies Act.

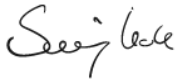
In our opinion, the Remuneration Report is in accordance with the Company's Remuneration Policy, which has been adopted at the Company's Annual General Meeting, and is free of material misstatement, whether due to fraud or error.

We recommend the Remuneration Report for advisory vote at the Company's Annual General Meeting.

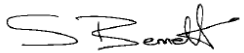
Bergen, 30 April 2024
Board of Directors



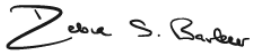
Anders Tullgren
Chair of the Board of Directors



Sveinung Hole
Non-Executive Director



Dr. Sally Bennett
Non-Executive Director



Dr. Debra Barker
Non-Executive Director

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INDEPENDENT AUDITOR'S ASSURANCE REPORT ON REMUNERATION REPORT

To the General Meeting of Bergenbio ASA

Opinion

We have performed an assurance engagement to obtain reasonable assurance that Bergenbio ASA's report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31 December 2023 has been prepared in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

In our opinion, the remuneration report has been prepared, in all material respects, in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

Board of directors' responsibilities

The board of directors is responsible for the preparation of the remuneration report and that it contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and for such internal control as the board of directors determines is necessary for the preparation of a remuneration report that is free from material misstatements, whether due to fraud or error.

Our independence and quality control

We are independent of the company in accordance with the requirements of the relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The firm applies International Standard on Quality Management, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's responsibilities

Our responsibility is to express an opinion on whether the remuneration report contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and that the information in the remuneration report is free from material misstatements. We conducted our work in accordance with the International Standard for Assurance Engagements (ISAE) 3000 – "Assurance engagements other than audits or reviews of historical financial information".

We obtained an understanding of the remuneration policy approved by the general meeting. Our procedures included obtaining an understanding of the internal control relevant to the preparation of the remuneration report in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. Further we performed procedures to ensure completeness and accuracy of the information provided in the remuneration report, including whether it contains the information required by the law and accompanying regulation. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Bergen, 30 April 2024
ERNST & YOUNG AS

Truls Nesslin
State Authorised Public Accountant (Norway)

Corporate governance report

1. Corporate Governance in BerGenBio

BerGenBio considers good corporate governance to be a prerequisite for value creation and trustworthiness, and for access to capital. In order to secure strong and sustainable corporate governance, it is important that BerGenBio ensures good and healthy business practices, reliable financial reporting and an environment of compliance with legislation and regulations.

BerGenBio is incorporated and registered in Norway and is subject to Norwegian law. The Company's shares are listed on Oslo Stock Exchange (Oslo Børs) under the ticker BGBIO, and thus subject to the requirement to prepare an annual statement of its principles and practices for corporate governance. The Company endorses the Norwegian Code of Practice for Corporate Governance, issued by the Norwegian Corporate Governance Board (the "Code"). Compliance with the Code is based on the "comply or explain" principle, which means that the Company must either comply with the individual items in the Code or explain why they have chosen an alternative solution.

IMPLEMENTATION AND REPORTING OF CORPORATE GOVERNANCE

BerGenBio has governance documents setting out principles for how business should be conducted. References to more specific policies are included in this corporate governance report where relevant. The BerGenBio governance regime is approved by the Board of Directors in the Company.

BerGenBio believes good corporate governance involves openness and trustful cooperation between the Company and all its stakeholders. By practicing good corporate governance, the Company's Board of Directors and management will contribute to achieving the Company's objectives of openness, independence, equal treatment, and control and management.

The following sections provide a discussion of the Company's corporate governance in relation to each section of the Code.

According to the Company's own evaluation, the Company deviates from the Code on the following points:

- Formulation of Company takeover policy (section 14)
- Formulation of guidelines for use of the auditor for services other than auditing (section 15)

VALUES AND ETHICAL POLICIES

The Company's main values and ethical principles form the basis for the Code of Conduct. The Code of Conduct is distributed to all employees, management and Board members, and published on the Company's website.

The Company's Code of Conduct rules set forth the basic principles for business practices and personal behavior for BerGenBio and apply to all employees, as well as persons/entities related to the Company, including hired consultants acting on behalf of the Group. They comprise the Company's main principles on issues such as human and labor rights, health and safety, business ethics, legal compliance, insider trading, whistleblowing and other relevant issues related to the Company's operations.

Material breaches of the ethical guidelines may result in termination of employment/engagements.

2. Business

BerGenBio is a clinical-stage biopharmaceutical Company focused on developing novel medicines for aggressive diseases. The Company's lead clinical asset, bemcentinib, targeting the receptor tyrosine kinase AXL, is currently in development in a Ph1b/2a study in 1L STK 11 mutated NSCLC and preclinical development for severe respiratory infections.

The Company's operations comply with the business objective set forth in its articles of associations section 3:

"The company's objective is to undertake research and development in biotechnology with a focus on new pharmaceutical therapeutics".

The Company has developed clear goals and strategies which are further described in the Annual Report for 2023.

3. Equity and Dividends

CAPITAL ADEQUACY

BerGenBio's total equity as of 31 December 2023 was NOK 127.5 million, corresponding to an equity ratio of 73.1%. The Company cash position as of 31 December 2023 was NOK 156.4 million. In June 2023 the Company secured NOK 250 million in new funding from a Rights Issue. As part of the Rights Issue the Company issued 1,249,999,617 Warrants to the subscribers in the Rights Issue. The Warrants could be exercised in two periods; the first in November 2023 where 5% of the total Warrants were exercised with gross proceeds of NOK 8.9 million, and the last period in April 2024 when 88.5% of the Warrants were exercised with gross proceeds of NOK 138.9 million. The cash position in combination with the proceeds from the Warrant exercise in April 2024 will fund the planned activities into 2H 2025 on a going concern basis. The Board of Directors considers this to be an adequate level, relative to the risk and scope of operations based on the Company's internal estimated capital requirements.

DIVIDEND POLICY

BerGenBio has not developed a dividend policy. The Company is focusing on the development of novel pharmaceutical products and does not anticipate paying any cash dividend until sustainable profitability is achieved. The Company has not previously distributed any dividends to its shareholders.

AUTHORIZATIONS TO THE BOARD OF DIRECTORS

At the Company's Annual General Meeting, on 22 May 2023, the Board of Directors was granted the following authorization:

- Authorization to increase the Company's share capital by up to NOK 12,909,000 in connection with its existing share option scheme. The authorization is effective until the earlier of the AGM in 2024 and 30 June 2024.
- Authorization to increase the Company share capital by up to NOK 72,773,210 by subscription of new shares, which constitute approximately 20% of the Company´s outstanding shares including all issued Warrants. The purpose of the authorization is to permit the issue of new shares to strengthen the Company equity and to increase the liquidity and/or to broaden the Company's shareholder base, in addition to issue shares to Underwriters in the Rights Issue which elect settlement of the underwriting fee in shares. The authorization is effective until the earliest of the AGM in 2024 and 30 June 2024. By 31 December 2023 NOK 3,187,200 of this authorization has been used to issue new shares to the Underwriters in the Rights Issue.

For supplementary information on the authorizations, reference is made to the minutes of the Annual General Meeting held on 22 May 2023, available from the Company's website.

4. Equal Treatment of Shareholders and Transactions with Close Associates

BerGenBio has only one class of shares. Each share in the Company carries one vote, and all shares carry equal rights, including the right to participate in General Meetings. All shareholders shall be treated on an equal basis, unless there is just cause for treating them differently.

SHARE ISSUES WITHOUT PREFERENTIAL RIGHTS FOR EXISTING SHAREHOLDERS

In the event of a share capital increase through the issue of new shares, a decision to waive the existing shareholders' preferential rights to subscribe for shares shall be justified. Where the Board of Directors resolves to issue shares, and waive the preferential rights of existing shareholders pursuant to an authorization granted to the Board of Directors by the general meeting, the justification will be publicly disclosed in a stock exchange announcement issued in connection with the shares issuance. There were no such transactions in 2023. The Rights Issue in June 2023 was conducted by issuing subscription rights to all existing shareholders and the Warrants issued as part of the Rights Issue were issued to all subscribers in the Rights Issue. The Rights Issue was partly underwritten and guaranteed by existing shareholders and external underwriters. The fee to the underwriters was set at market level for similar transactions.

TRANSACTIONS IN TREASURY SHARES

Any transactions in treasury shares shall be carried out through Oslo Stock Exchange, and in any case to prevailing stock exchange prices. In the event that there is limited liquidity in the Company's shares, the Company will consider other ways to cater for equal treatment of shareholders. There were no such transactions in 2023

APPROVAL OF AGREEMENTS WITH SHAREHOLDERS AND CLOSE ASSOCIATES

For transactions that are considered to be not immaterial between the Company and its closely related parties, the Board of Directors will arrange for an independent third-party valuation. Members of the Board of Directors and executive personnel are required to notify the Board of Directors when such members have any significant, direct or indirect, interest in a transaction carried out by the Company. There were no such transactions in 2023.

In October 2022 the Company secured a shareholder loan facility agreement with Meteva AS, holding 27% of the shares in the Company. The contribution from the Company were a comitment fee of 1.5% on any undrawn amount and interest of 6% of any drawn amount. The maximum contribution from the Company, consisting of commitment fee and interest was consider to be below the threshold in the Norwegian Public Limited Liability Companies Act section 3-10 which requires approval by the General Meeting. The Company also considers the terms in the loan agreement to be favorable compared to alternative similar financing solutions. The facility was terminated by the approval of the Rights Issue in May 2023 according to the terms of the facility. As no amount was drawn under the facility, the total fee under the agreement was less than NOK 1 million.

5. Freely Negotiable Shares

The shares of the Company are freely negotiable, and the Company's articles of association do not place any restrictions on the negotiability of shares.

6. General Meetings

The General Meeting is open to all shareholders, and BerGenBio encourages all shareholders to participate and exercise their rights in connection with the Company's General Meetings. The right to participate and vote at the general meeting can only be exercised for shares registered in the shareholders' register by the fifth business day prior to the day of the General Meeting.

Notice of a General Meeting and any supporting documents, including the recommendation by the Nomination Committee and other information on the resolutions to be considered, shall be made available on the Company's website no later than 21 days prior to the date of the General Meeting. In accordance with the Company's articles of association, documents that are to be considered by the General Meeting are not required to be sent to the shareholders if they have been made available on the Company's website. The deadline for registration of proxy or pre-votes will be set as close to the meeting as possible, and all the necessary registration information will be described in the notice.

Shareholders unable to attend may vote by proxy. Whenever possible, the Company will prepare a proxy form that will allow separate votes for the items that are to be considered in the General Meeting.

The agenda for the Annual General Meeting is stipulated by the articles of association, and the main topics to be considered include the approval of the annual accounts and the Directors' report, including distribution of dividend, and remuneration of leading personnel.

If the Board Chairman is the chair for the General Meeting and there is disagreement on individual items for which the Board Chairman belongs to one of the factions, or is not regarded as being impartial for other reasons, another chairperson will be appointed to ensure impartiality regarding the items to be considered.

The Board Chairman and the CEO will be present at General Meetings, together with representatives of the Board. Representatives of the Nomination Committee, the Remuneration Committee and the Audit Committee, as well as the auditor, should be present at General Meetings where matters of relevance for such committees/persons are on the agenda.

Minutes from the General Meetings will be published in accordance with the stock exchange regulations and made available on the Company's website.

In 2023, BerGenBio held its Annual General Meeting on 22 May 2023.

7. Nomination Committee

The Nomination Committee of BerGenBio consists of three members, elected pursuant to section 9 of the Company's Articles of Association.

The Nomination Committee is responsible for recommending candidates for the election of members and Chairman of the Board of Directors, candidates for the election of members and Chairman of the Nomination Committee, and remuneration of the Board of Directors, Board subcommittees and the Nomination Committee.

The objectives, responsibilities and functions of the Committee are further described in the "Instructions for the Nomination Committee", which were adopted by the General Meeting at the AGM in 2017. The instructions are available from the Company's website.

The current Nomination Committee consists of:

- **Hans Peter Bøhn (Chair) –** elected at the Annual General Meeting 22 March 2017
- **Ann-Tove Kongsnes –** elected at the Annual General Meeting 19 June 2014
- **Shantrez Miller Gillebo** – elected at the Extraordinary General Meeting 9 December 2020

All members are elected with a term until the Annual General Meeting in 2025. All members are considered independent of the Company's Board of Directors and Executive Management.

All shareholders are entitled to nominate candidates to the Board and contact information for proposing candidates can be found on the Company's website.

8. Board of Directors; Composition and Independence

Pursuant to the articles of association section 5, the Company's Board of Directors shall consist of three to seven members. **As of 31 December 2023, the Board of Directors consisted of four members, of which two are women:**

- **Anders Tullgren (Chair) –** elected at the Extraordinary General Meeting (EGM) 6 January 2022 and re-elected at the AGM in 2022 up to the AGM in 2024
- **Sveinung Hole –** elected at the Annual General Meeting (AGM) in 2010 and re-elected annually, last time at the AGM on 28 April 2022 up to the AGM in 2024
- **Debra Barker –** elected at the Annual General Meeting on 13 March 2019 and re-elected up to the Annual General Meeting in 2025
- **Sally Bennett –** elected at the Extraordinary General Meeting on 9 December 2020 and re-elected up to the Annual General Meeting in 2025

The composition of the Board of Directors is in compliance with the independence requirements of the Norwegian Code of Practice for Corporate Governance, (the "Corporate Governance Code"), meaning that (i) the majority of the shareholder-elected Board Members are independent of the Company's Executive Management and material business contacts, (ii) at least two of the shareholder-elected Board Members are independent of the Company's main shareholders (shareholders holding more than 10% of the shares in the Company), and (iii) no members of the Company's Management serve on the Board of Directors. Furthermore, pursuant to the Norwegian Public Limited Companies Act, if the Board of Directors of a Norwegian Public Limited Liability Company consists of four to five members, then each gender shall be represented by at least two members.

All board members are independent of the Company's significant business relations and large shareholders (shareholders holding more than 10% of the shares in the Company) and of the Management.

Board members are not part of the share option program in the Company but are encouraged to own shares in BerGenBio. The following shares are held by the Board as of 31 December 2023:

NAME	POSITION	CONSIDERED INDEPENDENT	SERVED SINCE	TERM EXPIRES	BOARD MEETING ATTENDANCE 2023	SHARES
Anders Tullgren	Chair	Yes	06.01.2022	AGM 2024	16	2,164,730
Sveinung Hole	Board member	Yes	01.09.2010	AGM 2024	16	3,000,000[1]
Debra Barker	Board member	Yes	13.03.2019	AGM 2025	15	466,540
Sally Bennett	Board member	Yes	09.12.2020	AGM 2025	16	472,239

[1] Sveinung Hole holds 3,000,000 shares in the Company through Svev AS, a wholly-owned company of Sveinung Hole.

9. The Work of the Board of Directors

The Board of Directors is responsible for the management of the Company, including the appointment of the Chief Executive Officer (CEO), convening and preparing for General Meetings and supervising the daily management and the activities of the Company in general.

The Board of Directors has implemented instructions for the Board and the Executive Management, with focus on allocation of internal responsibilities and duties. The objectives, responsibilities and functions of the Board of Directors and the CEO are in compliance with rules and standards applicable to the Company and are described in the Company's "Instructions for the Board of Directors" and "Instructions for the CEO".

The Board of Directors will produce an annual schedule for its work, with particular focus on objectives, strategy and implementation. The CEO is responsible for keeping the Board of Directors informed and provides regular reports to the Board of Directors about the Company's activities, position and financial and operational developments. During 2023, the Board of Directors held 16 meetings.

The Board of Directors' consideration of material matters in which the Chairman of the Board is, or has been, personally involved, shall be chaired by another member of the Board.

The Board of Directors shall annually evaluate its performance and expertise in the previous year. The evaluation is made available to the Nomination Committee.

AUDIT COMMITTEE

The Board of Directors established an Audit Committee on 28 February 2017, which is a subcommittee of the Board of Directors. Its main duties are to assess the Company's financial reporting and internal control, monitor statutory audit and report outcome of the audit to the Board of Directors. The Audit Committee also supports the Board in the administration and exercise of its responsibility for supervision in accordance with applicable rules and legislations. From 2021 pre-approval of non-audit services delivered by the independent auditor is required from the Audit Committee. The Company's Audit Committee is governed by the Norwegian Public Limited Liability Companies Act and a separate instruction adopted by the Board of Directors. The Audit Committee has held five meetings in 2023, and met with the Auditor, EY, separately without the Executive Management present.

The members of the Audit Committee are elected by and amongst the members of the Board of Directors for a term of up to two years. **The current members of the Audit Committee are:**

- **Sally Bennett (Chair)**
- **Sveinung Hole**
- **Anders Tullgren**

CLINICAL COMMITTEE

The Board of Directors had established a Clinical Committee in December 2020 as a preparatory and advisory committee for the Board of Directors, to address questions relating to clinical development and trials. Due to the size of the board and the Company's focused strategy, the committee was terminated at the Annual General Meeting in May 2023.

10. Risk Management and Internal Control

The Board of Directors of BerGenBio are responsible for ensuring that the Company has sound and appropriate risk management and internal control systems in accordance with the regulations that apply to its business activities.

The Company has implemented a comprehensive set of relevant corporate manuals and procedures, which provide detailed descriptions of procedures covering all aspects of managing its operations, including the development of clinical data and financial performance. The procedures and manuals are continuously revised to reflect best practice derived from experience or adopted through regulations.

The Board of Directors receives reports from the management on developments and results related to strategy, finance, KPIs, risk management, clinical studies, challenges and plans for the coming periods. In addition, quarterly and annual reports are prepared in accordance with the listing requirements and recommendations of Oslo Børs, and they are reviewed by the Audit Committee prior to the Board's approval and subsequent publication.

BerGenBio prepares its financial accounts in accordance with the international accounting standard IFRS, which aims to provide a true and fair overview of the Company's assets, financial obligations, financial position and operating profit. For information on the Company's financial risk and risk management, reference is made to the Board of Directors' report and Note 20 in the 2023 annual report.

11. Remuneration of the Board of Directors

The remuneration of the Board of Directors is determined by the shareholders at the Annual General Meeting of the Company based on the proposal from the Nomination Committee. Guidelines are set out in the Remuneration policy approved by the AGM 19 March 2021. The level of the remuneration is based on remuneration of Board members for comparable companies and reflects the Board of Directors' responsibility, expertise, the complexity of the Company, as well as time spent and the level of activity in both the Board of Directors and any Board Committees.

The remuneration of Board members is not linked to the Company's performance and does not contain option elements. Board members who participate in the Audit Committee or Remuneration Committee receive separate compensation for this.

Detailed information on the remuneration of the Board of Directors can be found in the Remuneration Report for 2023.

Members of the Board of Directors, or companies with which they are associated, should not engage in specific assignments for the Company in addition to their appointment as members of the Board, but if they do, this shall be fully disclosed to the Board of Directors. The remuneration for such additional duties will be approved by the Board of Directors and specifically identified in the annual report.

12. Remuneration of Executive Management Team

The Remuneration Policy sets out the main principles for remuneration of BerGenBio's Executive Management Team, and was approved by the AGM on 19 March 2021.

The overall objectives of the Remuneration Policy are to:

- Support the purpose and sustainability of the Company
- Align the remuneration components with the interests of shareholders and other stakeholders relevant to the above
- Support delivery of BerGenBio's strategic priorities
- Attract, motivate, and retain members of the Board of Directors and the Executive Management Team of the appropriate caliber given the size and complexity of the business; and
- Reward members of the Executive Management Team in line with corporate and individual performance

Detailed information on the remuneration of the Executive Management Team can be found in the Remuneration Report for 2023.

13. Information and Communications

BerGenBio complies with Oslo Børs' Code of Practice for IR. The Board of Directors has adopted an investor relations (IR) policy, to clarify roles and responsibilities related to financial reporting, regulate contact with shareholders and the investor market and ensure that the principles of openness and equal treatment of market participants are followed. The IR policy is available from the Company's website. In addition, the Board has adopted separate instructions for financial reporting and the handling of inside information in line with the EU's Market Abuse Regulation and the Norwegian Securities Trading Act.

The Company will each year publish a financial calendar, providing an overview of the dates for major events such as its Annual General Meeting and publication of interim financial reports and annual report. Interim reports are published on a quarterly basis, in line with Oslo Børs' recommendations. The Company will give open presentations in connection with its interim financial reporting.

All financial and other IR information is provided in English. All information is distributed to the Company's shareholders by postings on the Company's website at the same time as it is sent to Oslo Børs through its information system www.newsweb.no.

14. Take-Overs

There are no defense mechanisms against take-over bids in the Company's articles of association, nor have other measures been implemented to specifically hinder acquisitions of shares in the Company.

In the event of a take-over process, the Board of Directors and the Executive Management will ensure that the Company's shareholders are treated equally and that the Company's activities are not unnecessarily interrupted. The Board of Directors has a special responsibility in ensuring that the shareholders have sufficient information and time to assess the offer. In addition to complying with relevant legislation and regulations, the Board of Directors will seek to comply with the recommendations in the Code, including a valuation from an independent third party. On this basis, the Board of Directors will make a recommendation as to whether the shareholders should accept the bid.

The Board of Directors has not established any other written guidelines for procedures to be followed in the event of a take-over bid, as such situations normally are characterized by specific and one-off situations which makes guidelines challenging to prepare.

15. Auditor

The Company's auditor is EY and is regarded as independent in relation to BerGenBio ASA. The Audit Committee and Board of Directors receives an annual confirmation from the auditor that the requirements regarding in-dependence and objectivity have been satisfied.

The auditor prepares an annual plan for carrying out the auditing work, which is made known to the Audit Committee.

The Audit Committee have annual meetings with the auditor to discuss the annual accounts, accounting principles, assessment of any important accounting estimates and matters of importance on which there has been dis-agreement between the auditor and the Company's Executive Management. At least once per year, the auditor will present to the Audit Committee a review of the Company's internal control procedures, including identification of weaknesses and proposals for improvement. These meetings will also be held with an opportunity for a review with the auditor, without the Company's day-to-day management being present. No separate guidelines have been prepared for use of the auditor for services other than auditing, but from 2021 pre-approval is required from the Audit Committee for non-audit services.

The Board of Directors will disclose the remuneration paid to the auditor, to the shareholders, at the Annual General Meeting, including a break-down of the fee paid for audit work and fees paid for other specific assignments, if any. The Audit Committee has reviewed the work of the auditor and recommend to the General Meeting to retain EY as the Company's auditor. The auditor will participate at the Annual General Meeting.

Board of Directors report

Strategy

BerGenBio ASA ("the Company") and its subsidiaries (together "the Group") is a biopharmaceutical Company developing novel medicines for patients with severe unmet medical needs, with a focus on cancer and severe respiratory infections. The Company is a world-leader in understanding the potential applications of AXL inhibition in mediating aggressive diseases.

The Company's lead clinical asset, bemcentinib, targeting the receptor tyrosine kinase AXL, is currently in development in a Ph1b/2a study in 1L STK 11 mutated NSCLC and preclinical development for severe respiratory infections.

In NSCLC, the Company is investigating bemcentinib as a potential combination treatment for STK11 mutated advanced/metastatic NSCLC and received FDA Fast Track designation in November 2021.

In early 2023, the Company announced positive topline Ph2 data (BGBC008) studying bemcentinib in combination with the immune checkpoint inhibitor pembrolizumab in 2L NSCLC. Further encouraging data from the Investigator Led Ph1b study (BGBIL005) of bemcentinib in combination with the chemotherapy docetaxel was also reported. The Company believes both datasets provide encouraging clinical and scientific rationale which substantiate our near-term strategy of conduct of 1L STK11m NSCLC Ph1b/2a (BGB016) study of bemcentinib in combination with immune checkpoint inhibition and doublet chemotherapy.

In severe respiratory infections, our initial focus was the study of bemcentinib in hospitalized, COVID-19 patients. Bemcentinib was studied in combination with standard of care in two completed hospitalized COVID-19 studies demonstrating clinical response and biomarker improvement consistent with reduced inflammatory response. Based on these data, in 2022 bemcentinib was accepted into the EU funded EU-SolidAct Ph2b trial in hospitalized COVID-19 patients. In 2023, The EU-SolidAct and BerGenBio mutually decided to discontinue the study due to the changing nature of the COVID-19 pandemic resulting in fewer patients developing severe respiratory symptoms. While further study in COVID-19 has been discontinued, the need continues for an effective new treatment for hospitalized patients who develop Acute Respiratory Distress Syndrome (ARDS) from infections including influenza and RSV. The Company is currently working with prestigious academic collaborators to further develop preclinical data supporting the expansion into treatment of ARDS.

The Company has also announced that as a part of its focused strategy, it will be seeking a partner to advance development of tilvestamab (formerly BGB149), a first-in-class anti-AXL antibody.

BerGenBio's focused near-term strategy includes the following key initiatives:

- Aggressively pursue the NSCLC opportunity for patients harboring STK11 mutations in a global, open label Ph1b/2a trial
- Pursue the potential within severe respiratory infections in preclinical studies
- Explore the potential to out-license tilvestamab

Operational review

During 2023 the Company maintained its clinical research focus with its lead drug candidate bemcentinib, a novel, once-a-day, orally-administered, highly-selective inhibitor of AXL. Data generated through clinical trials so far have been encouraging and the Company is committed to continuing the progression of bemcentinib, alone or in partnership, into late-stage clinical trials and through to regulatory approval where data warrants.

The FDA has granted Fast Track Designations for bemcentinib for the treatment of bemcentinib in STK11m NSCLC patients and in 2L NSCLC patients.

Clinical Trial Progress: NSCLC Post-year close in March 2024, the Company announced it had initiated the Ph2a portion of its BGBC016 study of bemcentinib in combination with standard of care therapy in 1L STK11m NSCLC patients.

Progress: Tilvestamab (BGB149)

Tilvestamab (BGB149) is the first functional blocking anti-AXL monoclonal antibody to enter clinical development and is BerGenBio's second clinical stage drug development program targeting AXL. The mechanism of action of tilvestamab differs from that of bemcentinib by blocking the binding AXL's ligand Gas6, preventing receptor activation and resulting in receptor internalization. Based on preclinical data generated by the Company and by academic groups, the Company believes tilvestamab has potential to treat fibrotic diseases and certain gynecological cancers. As a result of BerGenBio's focused development strategy, the Company has initiated out-licensing activities for this product candidate.

Progress: Companion Diagnostics Program

The availability of a predictive biomarker test significantly enhances the chance of regulatory success and later reimbursement, in general, and particularly for high-value oncology drugs.

The development of a Companion Diagnostics test is a strategic priority for the Company. In certain indications, such as STK11m NSCLC, the availability of a clinically validated Companion Diagnostic assay will be critical to market adoption. Extensive activities have been conducted to evaluate the most predictive biomarkers for bemcentinib development with encouraging results.

Other progress

The Company sponsored trial (BGBC003) of bemcentinib in AML and MDS has been completed in 2022 and data was released in 2023. While the data were encouraging, the Company has chosen to focus its near-term resources on the advancement of bemcentinib in 1L NSCLC STK11m patients.

The Company supports its own clinical development program with a broad portfolio of investigator sponsored clinical trials of high scientific value, commercial interest and KOL endorsement. This is considered a cost-effective strategy to explore opportunities for potential future label extension for bemcentinib.

Similarly, pre-clinical academic collaborations exploring AXL's role in driving serious diseases continue to be an important part of BerGenBio's strategy to expand the understanding of AXL biology and potential clinical ap-plications of our selective AXL inhibitors.

Organization development

The Company has focused its strategy over the previous two years and the organization has been resized to fit the business needs. The Company has maintained all required functions as either full time employees or as part-time consultants. This resizing has also affected the Executive Management and the Board of Directors. The Company expects significant cost savings from this which partly materialized in 2023 but will materialize with full effect in 2024.

Risks and uncertainties

The Group operates in a highly competitive industry sector with many large players and may be subject to rapid and substantial technological change.

Our experience from the COVID-19 pandemic over the last years makes us confident we can adjust our operations to react to significant industry changes, such as limitations on clinical trial recruitment. A future event such as this may impact the operations differently but the Company and the industry now have valuable experience in adjusting to rapidly evolving conditions.

BerGenBio is currently in a development phase involving activities that entail exposure to various risks. BerGenBio's lead product candidate bemcentinib is currently in Ph2 clinical trials. This is regarded as an early stage of development and the clinical studies may not prove to be successful. Timelines for completion of clinical studies are to some extent dependent on external factors outside the control of the Group, including resource capacity at clinical trial sites, competition for patients, etc.

The financial success of BerGenBio and/or its commercial partners requires obtaining marketing authorization and achieving an acceptable reimbursement price for its drugs. There can be no guarantee that the drugs will obtain the selling prices or reimbursement rates foreseen.

BerGenBio has a liability insurance which covers Directors and Officers in the Company and subsidiaries.

Financial risks

INTEREST RATE RISK

The Group holds cash and cash equivalents and does not have any borrowings. The Group's interest rate risk is; therefore, in the rate of return of its cash on hand. Bank deposits and money market funds are exposed to market fluctuations in interest rates, which affect the financial income and the return on cash.

EXCHANGE RATE RISK

The value of non-Norwegian currency denominated costs will be affected by changes in currency exchange rates or exchange control regulations. The Group undertakes various transactions in foreign currencies and is consequently exposed to fluctuations in exchange rates. The exposure arises largely from the clinical trials and research expenses and operations in subsidiaries. The Group is mainly exposed to fluctuations in pounds sterling (GBP), euro (EUR), and US dollar (USD). The Group are holding part of the bank deposit in GBP, EUR and USD depending on the need for such foreign exchange.

The foreign currency exposure is also mostly linked to trade payables with short payment terms. The Group might consider changing its current risk management of foreign exchange rate if it deems it appropriate.

CREDIT RISK

Credit risk is the risk of a counterparty's default in a financial asset, liability or customer contract, giving a financial loss. The Group's receivables are generally limited to receivables from public authorities by way of government grants. The credit risk generated from financial assets in the Group is limited since it is cash deposits. The Group places its cash in bank deposits in recognized financial institutions to limit its credit risk exposure.

The Group has not suffered any loss on receivables during 2023 and the Group considers its credit risk as low.

FUNDING AND LIQUIDITY RISK

Liquidity is monitored by Group management.

The Group works continuously to ensure financial flexibility in the short and long term to achieve its strategic and operational objectives.

Funding of ongoing operations is and will be for some time dependent on external sources, mainly equity contributions. Significant changes to financial market conditions, may affect the climate for investor investments and consequently the Company ability to secure adequate funding to pursue its strategy.

In June 2023 the Company completed an equity funding of total NOK 250 million. In addition, the Company issued 1.2 billion Warrants that could be exercised during specific periods in November 2023 or April 2024. On the 15 April 2024 expiry of the Warrant exercise period, total gross proceeds of NOK 147.8 million were received from exercise of the Warrants, where NOK 8.9 million were received in the November 2023 exercise and NOK 138.9 million in the April 2024 exercise.

The cash position in combination with the proceeds from the exercise of the Warrants in April 2024 will fund the planned activities into 2H 2025 on a going concern basis.

Non-financial risks

TECHNOLOGY RISK

The Group's lead product candidate, bemcentinib (BGB324), is currently in a Ph1b/2a clinical trial. This is regarded as an early stage of development and the Group's clinical studies may not prove to be successful.

COMPETITIVE TECHNOLOGY

The Group operates in a highly competitive industry sector with many large players and is subject to rapid and substantial technological change.

The Group is currently in a development phase involving activities that entail exposure to various risks. The Group's lead product candidate bemcentinib is currently in a Ph1b/2a clinical trial. This is regarded as an early stage of development and the clinical studies may not prove to be successful. Timelines for completion of clinical studies are to some extent dependent on external factors outside the control of the Group, including resource capacity at clinical trial sites, competition for patients, etc.

PATENT AND INTELLECTUAL PROPERTY IP RISKS

The success of the Company will highly depend on the Company's ability to obtain and maintain patent protection for its products, methods, processes and other technologies, to preserve trade secrets, to prevent third parties from infringing proprietary rights of the Company and to operate without infringing the proprietary rights of third parties. To date, the Company holds certain exclusive patent rights in major markets. The patent rights are limited in time. The Company cannot predict the range of protection any patents will afford against competitors and competing technologies, including whether third parties will find ways to invalidate the patents, obtain patents claiming aspects similar to those covered by the Company's patents and patent applications, and whether the Company may be subject to litigation proceedings.

REGULATORY AND COMMERCIAL RISKS

The financial success of the Group requires obtaining marketing authorization and achieving an acceptable reimbursement price for its drugs. There can be no guarantee that the Group's drugs will obtain the selling prices or reimbursement rates foreseen by the Group.

The Group will need approvals from the FDA to market its products in the US, and from the European Medicines Agency (EMA) to market its products in Europe, as well as equivalent regulatory authorities in other worldwide jurisdictions to commercialize in those regions. The Group's future earnings are likely to be largely dependent on the timely marketing authorization of bemcentinib for various indications.

Financial review

(Figures in brackets = same period 2022 unless stated otherwise).

ACCOUNTING POLICIES

The financial statements of BerGenBio Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU on 31 December 2023. Figures are for the Group and for the Parent Company BerGenBio ASA labelled ASA on the next page.

FINANCIAL RESULTS

OPERATING REVENUES

Revenue for the full year 2023 amounted to NOK 0.4 million (NOK 0.4 million) for the Group and NOK 1.0 million (NOK 1.0 million) for ASA. Revenue in the Group in 2023 and 2022 are refund of patent costs from an out-licensed agreement with ADCT.

OPERATING EXPENSES

Total operating expenses for 2023 for the Group amounted to NOK 192.2 million (NOK 306.0 million), and NOK 192.9 million (NOK 306.2 million) for ASA.

Employee expenses were NOK 55.6 million (NOK 68.7 million) for the Group and NOK 19.3 million (NOK 22.4 million) for ASA. Payroll expenses decreased for the full year compared to 2022. As part of the focused strategy FTE's has been reduced from 28 FTE's end of 2022 to 16 FTE's end of 2023. For the full-year 2023, other operating costs for the Group amounted to NOK 136.3 million (NOK 236.4 million), and NOK 173.3 million (NOK 282.9 million) for ASA. Operating expenses are mainly driven by activities in the development program and reflecting the effects of the focused strategy previously announced where the Company currently is focusing on 1L NSCLC STK11m compared to 2022 where additional clinical studies were active and open.

The Group has recognized government grants amounting to NOK 9.6 million (NOK 10.4 million) for the full-year 2023. Government grants are recognized as cost reduction in the profit and loss. Payroll expenses have been reduced by NOK 5.0 million (NOK 5.1 million) and other operating expenses by NOK 4.6 million (NOK 5.3 million) as a result of these government grants. ASA has recognized government grants for a total of NOK 5.1 million (NOK 6.6 million) for the full year 2023. Payroll expenses have been reduced by NOK 0.6 million (NOK 1.3 million) and other operating expenses by NOK 4.6 million (NOK 5.3 million) as a result of these government grants.

The operating loss for the Group in 2023 was NOK 191.8 million (NOK 305.6 million) and NOK 191.8 million (NOK 305.2 million) for ASA, reflecting the operations during the period and the focused strategy including decrease in activity and decrease in the headcount after restructuring.

Net financial gain for the Group was NOK 1.4 million (gain NOK 3.5 million) and NOK 1.2 million (NOK 3.9 million) for ASA for the full-year 2023.

Losses after tax for the Group were NOK 190.4 million (NOK 302.1 million) and NOK 190.6 million (NOK 301.4 million) for ASA for the full year 2023.

FINANCIAL POSITION

Total assets as of 31 December 2023 for the Group increased to NOK 174.3 million (NOK 166.7 million at year-end 2022) for the Group and to NOK 168.0 million (NOK 156.2 million at year-end 2022) for ASA, mainly due to the funding secured in 2023 reduced by the operational loss in the period.

Total liabilities were NOK 46.9 million (NOK 78.2 million at year-end 2022) for the Group and NOK 41.2 million (NOK 67.0 million at year-end 2022) for ASA.

Total equity as of 31 December 2023 was NOK 127.5 million (NOK 88.5 million at year-end 2022) for the Group and NOK 126.8 million (NOK 89.2 million at year-end 2022) for ASA, corresponding to an equity ratio of 73.1% (53.1%) for the Group and 75.5% (57.1%) for ASA.

CASH FLOW

Net cash flow from operating activities was negative by NOK 225.1 million (NOK 288.2 million) for the Group and negative by NOK 218.2 million (NOK 292.0 million) for ASA for the full-year 2023, mainly driven by the level of activity and changes in working capital.

Net cash flow received from investing activities during the full-year 2023 was NOK 3 million (NOK 3.2 million) for the Group and NOK 2.8 million (NOK 3.2 million) for ASA.

Net cash flow from financing activities was NOK 224.9 million (NOK 2.9 million) for the Group and NOK 224.9 million (NOK 2.9 million) for ASA for the full-year 2023, representing the proceeds from the funding secured in the year.

Cash and cash equivalents increased to NOK 156.4 million (NOK 150.8 million) for the Group and NOK 148.6 million (NOK 138.3 million) for ASA.

Research and development

While the research and development strategy is designed in-house in BerGenBio, the Group leverages its network of external contract research organizations (CROs) in order to execute its development strategy. BerGenBio also collaborates with academic institutions to extend the research in areas of interest of the Group.

The Group has employed experienced personnel that are capable of directing work that is performed by the CROs. This approach to product development allows the Group to quickly change research directions and efforts when needed and to quickly bring in new technologies and expertise when necessary.

Uncertainties related to the regulatory approval process and results from ongoing clinical trials generally indicate that the criteria for capitalization of R&D costs are not met until market authorization is obtained from relevant regulatory authorities. The Group has currently no development expenditure that qualifies for recognition as an asset under IAS 38.

Going concern

The Board stated that the annual accounts represent a true and fair view of the Group's financial position at the turn of the year. According to the Norwegian Accounting Act section 3-3 (a), the Board of Directors confirmed that the financial statements have been prepared under the assumption of going concern.

Environmental, social and governance (ESG)

In order to have a real impact we have identified ESG topics in BerGenBio's value chain that are material for us and our stakeholders. Our key stakeholders include our patients and their families, our employees, investors, regulators, suppliers and other business partners, such as research organizations and academic institutions. The have mapped our value chain and review of industry standards, other organizations and peers. The topics which are of most strategic importance to us are; innovation, clinical trial conduct, business ethics, economic performance and patient health and safety.

In connection with the materiality analysis, we also analyzed the United Nation's Sustainability Development Goals (SDGs) to identify those we have the largest impact upon. We directly contribute to SDG 3 – health and wellbeing. In addition, we also contribute to SDG 8 – decent work and economic growth for our employees and society, SDG 9 – industry, innovation and infrastructure – through our research and development and finally, SDG 17 – partnerships for the goals – through our extensive cooperation with research organizations and academic institutions. Given the current stage of development of BerGenBio, we do not have significant negative impact on the goals, but this may change when we move into production and will be reassessed.

All topics are addressed in the ESG section of this annual report and we refer to the World Economic Forum disclosure reference index in the appendix, for ease of location, along with an overview of performance data. The reporting in this section addresses BerGenBio's requirements under section 3-3 a and c of the Norwegian Accounting Act.

The ESG analysis provided a basis for determining BerGenBio's ambitions and KPIs and alignment with our strategy. We also determined metrics to monitor our performance for our material ESG topics. Moreover, we strengthened our management structures by revising our Corporate Social Responsibility policy and augmenting it to our new Code of Conduct in addition to strengthening our responsible supply chain management.

Since 2021 we have reported in line with the current ESG mapping. The new sustainability standards CRSD will not be mandatory for BerGenBio before 2026. BerGenBio does not expect to voluntarily adopt the standards before it will be mandatory; however, the ESG reporting will be improved and aligned over the next years as the relevant standards will develop before fully implemented.

Share information

As of 31 December 2023, there were 2,688,689,214 ordinary shares outstanding, up from 88,660,532 shares at year end 2022. The increase in number of shares is mainly caused by the Rights Issue completed in June 2023. In addition, there were 1,181,842,935 issued Warrants which expired 15 April 2024.

The Company has one class of shares, and all shares carry equal voting rights.

The Company had more than 14,000 shareholders as of 31 December 2023.

The results for BerGenBio ASA for 2023 show a loss of tNOK 190,597. At year end 2023 more than 50% of the share capital were lost. The board has addressed the issue and supports the focused strategy with a significantly lower cash use. The Board proposes that the loss in 2023 is carried forward and will propose to the Annual General Meeting to approve a decrease of the share capital to cover the loss.

Outlook

BerGenBio's clinical development program with bemcentinib and financial position together, provide a strong foundation to create and deliver significant value for its shareholders.

The Board considers that the results emerging from on-going development programs provide support for AXL inhibition as an attractive approach for cancer therapy and respiratory diseases. Further clinical data will be reported at future medical congresses and as appropriate by the Company.

We continue to develop our organization with skilled and experienced personel to support our strategies.

The cash position in combination with the proceeds from the Warrant exercise in April 2024 will fund the planned activities into 2H 2025 on a going concern basis.

In retaining global rights to bemcentinib, BerGenBio maintains complete strategic flexibility for its future development and commercialization. It is anticipated that the high novelty of bemcentinib plus its promising therapeutic profile, particularly in combination with existing therapies, could make it an attractive target for partnering. A go-to market strategy may also be considered in selected indications in discrete territories, where potentially greater value for shareholders could be created.

The Board believes the potential of bemcentinib is relevant to several aggressive diseases and therapeutic indications. However, the recent and ongoing geopolitical situation and associated impacts on financial market conditions requires a highly focused development strategy.

Bergen, 30 April 2024

The Board of Directors, BerGenBio ASA

Anders Tullgren	Sveinung Hole	Dr. Sally Bennett	Dr. Debra Barker	Martin Olin
Chair of the Board of Directors	Non-Executive Director	Non-Executive Director	Non-Executive Director	CEO

Confirmation from the Board of Directors and CEO

We confirm that, to the best of our knowledge, the financial statements for the period from 1 January to 31 December 2023 have been prepared in accordance with IFRS as adopted by EU and the Norwegian Accounting Act and give a true and fair view of the Group and the Company's consolidated assets, liabilities, financial position and results of operations, and that the Report of the Board of Directors provides a true and fair view of the development and performance of the business and the position of the Group and the Company together with a description of the key risks and uncertainty factors that the Company is facing.

Bergen, 30 April 2024

The Board of Directors, BerGenBio ASA

Anders Tullgren	Sveinung Hole	Dr. Sally Bennett	Dr. Debra Barker	Martin Olin
Chair of the Board of Directors	Non-Executive Director	Non-Executive Director	Non-Executive Director	CEO

Financial Report

Income Statement and other Comprehensive Income

1 JANUARY - 31 DECEMBER | *NOK 1000*

PARENT 2022	PARENT 2023		NOTE	GROUP 2023	GROUP 2022
980	**1,036**	**Revenue**	4	**354**	**389**
19,895	16,135	Payroll and other related employee cost	5, 7, 10	52,428	66,143
2,546	3,177	Employee share option cost	5, 6	3,177	2,546
883	223	Depreciation	8	223	883
282,887	173,323	Other operating expenses	7, 9 ,13, 22	136,345	236,451
306,211	**192,857**	**Total operating expenses**		**192,172**	**306,024**
(305,231)	**(191,821)**	**Operating profit (loss)**		**(191,819)**	**(305,635)**
14,926	13,169	Finance income	11	13,409	15,027
11,071	11,945	Finance expense	9, 11	11,991	11,514
3,856	**1,224**	**Financial items, net**		**1,418**	**3,513**
(301,375)	**(190,597)**	**Profit (loss) before tax**		**(190,401)**	**(302,122)**
0	0	Income tax expense	12	0	0
(301,375)	**(190,597)**	**Profit (loss) after tax**		**(190,401)**	**(302,122)**
		Other comprehensive income (loss)			
		Items which may be reclassified over profit and loss			
0	0	Exchange differences on translation of foreign operations		1,167	(484)
(301,375)	**(190,597)**	**Total comprehensive income for the year**		**(189,234)**	**(302,606)**
		Earnings per share:			
(3.40)	(0.13)	Basic and diluted per share	14	(0.13)	(3.41)

Statement of Financial Position

31 DECEMBER | *NOK 1000*

PARENT 2022	PARENT 2023		NOTE	GROUP 2023	GROUP 2022
		ASSETS			
		Non-current assets			
43	431	Property, plant and equipment and right-of-use assets	8	431	43
43	**431**	**Total non-current assets**		**431**	**43**
		Current assets			
17,905	18,948	Other current assets	7, 15, 22	17,482	15,860
138,288	148,637	Cash and cash equivalents	16, 20	156,421	150,803
156,192	**167,585**	**Total current assets**		**173,904**	**166,663**
156,235	**168,016**	**TOTAL ASSETS**		**174,335**	**166,706**
		EQUITY AND LIABILITIES			
		Equity			
		Paid in capital			
8,866	268,869	Share capital	17	268,869	8,866
36,495	1,569	Share premium	17	854	35,780
43,852	46,987	Other paid in capital	6, 17	46,987	43,852
89,213	**317,424**	**Total paid in capital**		**316,710**	**88,498**
0	(190,597)	Retained earnings	17	(189,234)	0
89,213	**126,827**	**Total equity**		**127,476**	**88,498**
		Non-current liabilities			
275	0	Long term debt	9, 20, 24	0	275
275	**0**	**Total non-current liabilities**		**0**	**275**
		Current liabilities			
27,156	17,745	Accounts payable		18,605	29,634
39,591	23,401	Other current liabilities	9, 18, 22	28,212	48,299
0	42	Provisions	19	42	0
66,747	**41,188**	**Total current liabilities**		**46,859**	**77,933**
67,022	**41,188**	**Total liabilities**		**46,859**	**78,208**
156,235	**168,016**	**TOTAL EQUITY AND LIABILITIES**		**174,335**	**166,706**

Statement of Changes in Equity

NOK 1000

GROUP 2023	NOTE	SHARE CAPITAL	SHARE PREMIUM	OTHER PAID IN CAPITAL	RETAINED EARNINGS	TOTAL EQUITY
Balance at 1 January 2023		**8,866**	**35,780**	**43,852**	**0**	**88,498**
Profit (loss) after tax					(190,401)	(190,401)
Other comprehensive income (loss) for the year, net of income tax					1,167	1,167
Total comprehensive income (loss) for the year		**0**	**0**	**0**	**(189,234)**	**(189,234)**
Recognition of share-based payments	5,6			3,135		3,135
Issue of ordinary shares	17	260,003	2,045			262,048
Share issue costs	17		(36,971)			(36,971)
Transactions with owners		260,003	(34,926)	3,135		228,211
Balance at 31 December 2023		**268,869**	**854**	**46,987**	**(189,234)**	**127,476**

GROUP 2022	NOTE	SHARE CAPITAL	SHARE PREMIUM	OTHER PAID IN CAPITAL	RETAINED EARNINGS	TOTAL EQUITY
Balance at 1 January 2022		**8,846**	**335,195**	**40,386**	**0**	**384,426**
Profit (loss) after tax			(302,122)			(302,122)
Other comprehensive income (loss) for the year, net of income tax			(484)			(484)
Total comprehensive income (loss) for the year		**0**	**(302,606)**	**0**	**0**	**(302,606)**
Recognition of share-based payments	5, 6			3,466		3,466
Issue of ordinary shares	17	21	3,198			3,218
Share issue costs	17		(7)			(7)
Transactions with owners		21	3,191	3,466		6,678
Balance at 31 December 2022		**8,866**	**35,780**	**43,852**	**0**	**88,498**

Statement of Changes in Equity

NOK 1000

PARENT 2023	NOTE	SHARE CAPITAL	SHARE PREMIUM	OTHER PAID IN CAPITAL	RETAINED EARNINGS	TOTAL EQUITY
Balance at 1 January 2023		**8,866**	**36,495**	**43,852**	**0**	**89,213**
Profit (loss) for the year					(190,597)	(190,597)
Other comprehensive income (loss) for the year, net of income tax						0
Total comprehensive income (loss) for the year		**0**	**0**	**0**	**(190,597)**	**(190,597)**
Recognition of share-based payments	5, 6			3,135		3,135
Issue of ordinary shares	17	260,003	2,045			262,048
Share issue costs	17		(36,971)			(36,971)
Transactions with owners		260,003	(34,926)	3,135	0	228,211
Balance at 31 December 2023		**268,869**	**1,569**	**46,987**	**(190,597)**	**126,827**

PARENT 2022	NOTE	SHARE CAPITAL	SHARE PREMIUM	OTHER PAID IN CAPITAL	RETAINED EARNINGS	TOTAL EQUITY
Balance at 1 January 2022		**8,846**	**334,679**	**40,386**	**0**	**383,910**
Profit (loss) for the year			(301,375)			(301,375)
Other comprehensive income (loss) for the year, net of income tax			0			0
Total comprehensive income (loss) for the year		**0**	**(301,375)**	**0**	**0**	**(301,375)**
Recognition of share-based payments	5, 6			3,466		3,466
Issue of ordinary shares	17	21	3,198			3,218
Share issue costs	17		(7)			(7)
Transactions with owners		21	3,191	3,466	0	6,678
Balance at 31 December 2022		**8,866**	**36,495**	**43,852**	**0**	**89,213**

Statement of Cash Flows

1 JANUARY - 31 DECEMBER | *NOK 1000*

PARENT 2022	PARENT 2023		NOTE	GROUP 2023	GROUP 2022
		Cash flow from operating activities			
(301,375)	(190,597)	Profit (loss) before tax		(190,401)	(302,122)
		Adjustments for:			
883	223	Depreciation of property, plant and equipment	8	223	883
3,466	3,135	Share-based payment expense	5	3,135	3,466
(969)	42	Movement in provisions	10, 19	42	(969)
3,835	(863)	Currency -gains/+loss not related to operating activities		(1,613)	3,280
(2,857)	(2,838)	Net interest received		(3,055)	(2,949)
		Working capital adjustments:			
(6,194)	(1,043)	Decrease in trade and other receivables and prepayments		(1,622)	(3,462)
11,180	(26,294)	Increase in trade and other payables		(31,809)	13,641
(292,029)	**(218,236)**	**Net cash flow from operating activities**		**(225,101)**	**(288,231)**
		Cash flows from investing activities			
2,857	2,838	Interest received		3,055	2,949
299		Sale/(purchase) of property, plant and equipment	8		299
3,155	**2,838**	**Net cash flow used in investing activities**		**3,055**	**3,248**
		Cash flows from financing activities			
3,218	262,048	Proceeds from issue of share capital	17	262,048	3,218
(7)	(36,971)	Share issue cost		(36,971)	(7)
(307)	(193)	Cash payments for the principal portion of the lease liability	9	(193)	(307)
2,904	**224,884**	**NET CASH FLOW FROM FINANCING ACTIVITIES**		**224,884**	**2,904**
(3,835)	863	Effects of exchange rate changes on cash and cash equivalents		2,780	(3,764)
(285,970)	9,486	Net increase/(decrease) in cash and cash equivalents		2,838	(282,080)
428,093	138,288	Cash and cash equivalents at beginning of period	16	150,803	436,646
138,288	**148,637**	**Cash and cash equivalents at end of period**	16	**156,421**	**150,803**

Notes to the Financial Statements

NOTE 1 Corporate information

BerGenBio ASA ("the Company" or "Parent") as the Parent Company and its subsidiaries (together "the Group") is a clinical-stage biopharmaceutical company developing innovative drugs for aggressive diseases, including drug resistant and metastatic cancers and respiratory disease.

BerGenBio's lead product, bemcentinib (BGB324), is a selective, potent, oral small molecule AXL inhibitor and is currently being developed in STK11 mutated NSCLC and severe respiratory infections. The Company believes it is the most advanced selective AXL inhibitor currently in clinical development.

BerGenBio ASA is a public limited liability company incorporated and domiciled in Norway. The address of the registered office is Møllendalsbakken 9, 5009 Bergen, Norway.

BerGenBio retains strategic flexibility for the further development and commercialization of its product candidates: it is anticipated that the novelty of bemcentinib and its promising therapeutic profile could make it (and later other pipeline candidates) attractive targets for strategic partnering. A "go-to market" strategy will also be considered in select indications in discrete territories.

The consolidated financial statements and the financial statement for the Company cover the year ending 31 December 2023 and were approved for issue by the Board of Directors on 30 April 2024.

NOTE 2 Basis for preparation and significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied in all periods presented. Amounts are in Norwegian kroner (NOK) and all values are presented in 1,000 NOK, except when otherwise indicated. The presenting currency of the Group and the Company is NOK.

Basis for preparation

The consolidated financial statements for the Group and the Company have been prepared in accordance with IFRS ® Accounting Standards as adopted by the EU. The consolidated financial statements and the Company financial statements have been prepared on a historical cost basis, except for the money market fund which is recognized at fair value through profit and loss.

Basis for consolidation

The consolidated financial statements are comprised of the financial statements of the Company and its subsidiaries as of 31 December 2023. The subsidiaries are BerGenBio Limited, located in Oxford in the United Kingdom and BerGenBio ApS in Denmark, both 100% owned and controlled by the Parent Company BerGenBio ASA. BerGenBio Limited was incorporated in 2017 with a share capital of NOK 1,044. BerGenBio ApS was incorporated in 2023 with an share capital of DKK 40,000.

Going concern

The Group works continuously to ensure financial flexibility in the short and long term to achieve its strategic and operational objectives. Capital markets are used as a source of liquidity when appropriate and when conditions in these markets are acceptable. In June 2023 the Group secured NOK 250 million in a Rights Issue equity funding. In addition, the Company issued 1.2 billion Warrants that could be exercised during specific periods in November 2023 or April 2024. At expiry of the Warrant exercise period 15 April 2024 total gross proceeds of NOK 138.9 million were received from exercise of the Warrants in the April 2024 exercise.

The Board of Directors has reasonable expectation that the Group will maintain adequate resources to continue in operational existence for the foreseeable future.

The cash position in combination with the proceeds from the Warrant exercise in April 2024 will fund the planned activities into 2H

2025 on a going concern basis. The financial statements are prepared under the going concern assumption.

Summary of significant accounting policies

The new and amended standards and interpretations from IFRS that were adopted by the EU with effect from 2023 did not have a significant impact on the reporting for 2022 and 2023. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Revenue recognition

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group and the Company expects to be entitled in exchange for those goods or services. The Group and the Company have generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

The Group's and the Company's products are still in the research and development phase, and have limited revenue from sales of products yet.

The Group (the Company) has entered into an out-license agreement where development, regulatory and sales-based milestones trigger revenue payment to the Group (the Company). Revenue from out-license agreements are recognized in the period the milestone events occurred.

Government grants

Government grants are recognized when there is reasonable assurance that the grant will be received and all attached conditions will be complied with. The grant is recognized in the income statement in the same period as the related costs, and presented net. Government grants are recognized at the value of the contribution at the transaction date.

Government grants are normally related to either reimbursements of employee costs and classified as a reduction of payroll and related expenses, or related to other operating activities and thus classified as a reduction of other operating expenses.

Research and development costs

Research costs are expensed as incurred. Internal development costs related to the Group's development of products are recognized in the income statement in the year incurred unless it meets the asset recognition criteria of IAS 38 "Intangible Assets". An internally generated asset arising from the development phase of an R&D project is recognized as an intangible asset if the Group can demonstrate:

- Its ability to use or sell the intangible assets
- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of adequate technical, financial and other resources to complete the development and use or sale of the asset
- The ability to measure reliably the expenditure during development

Uncertainties related to the regulatory approval process and results from on-going clinical trials, generally indicate that the criteria are not met until the time when marketing authorization is obtained from relevant regulatory authorities. The Group has currently no development expenditure qualifying for recognition under IAS 38.

Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Acquisition cost includes expenditures that are directly attributable to the acquisition of the individual item. Property, plant and equipment are depreciated on a straight-line basis over the expected useful life of the asset. If significant individual parts of the assets have different useful lives, they are recognized and depreciated separately. Depreciation commences when the assets are ready for their intended use.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The residual values, useful lives and methods of depreciation of the property, plant and equipment are reviewed at each financial year and adjusted prospectively, if appropriate.

Investment in subsidiaries

Subsidiaries are consolidated in the Group Financial Statement. In the Company Financial Statement subsidiaries are measured at cost.

Lease

Identifying a lease

At the inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains a lease, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group (the Company) as a lessee
Separating components in the lease contract

For contracts that constitute, or contain a lease, the Group (the Company) separates lease components if it benefits from the use of each underlying asset either on its own or together with other resources that are readily available, and the underlying asset is neither highly dependent on, nor highly interrelated with, the other underlying assets in the contract. The Group (the Company) then accounts for each lease component within the contract as a lease separately from non-lease components of the contract.

Recognition of lease and exemptions

At the lease commencement date, the Group (the Company) recognizes a lease liability and corresponding right-of-use asset for all lease agreements in which it is the lessee, except for the following exemptions applied:

- Short-term leases (defined as 12 months or less)
- Low value assets

For these leases, the Group (the Company) recognizes the lease payments as other operating expenses in the statement of profit or loss when they incurred.

Lease liabilities

The lease liability is recognized at the commencement date of the lease. The Group (the Company) measures the lease liability at the present value of the lease payments for the right to use the underlying asset during the lease term that are not paid at the commencement date.

The lease term represents the non-cancellable period of the lease, together with periods covered by an option either to extend or to terminate the lease when the Group (the Company) is reasonably certain to exercise this option.

The lease payments included in the measurement are comprised of fixed lease payments (including in-substance fixed payments), less any lease incentives receivable.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications.

The Group (the Company) does not include variable lease payments in the lease liability. Instead, the Group (the Company) recognizes these variable lease expenses in profit or loss when they occur.

Right-of-use assets

The Group measures the right-of use asset at cost, less any accumulated depreciation and impairment losses, adjusted for any remeasurement of lease liabilities. The cost of the right-of-use asset comprise:

- The amount of the initial measurement of the lease liability recognized
- Any lease payments made at or before the commencement date, less any incentives received
- Any initial direct costs incurred by the Group.

The Group (the Company) applies the depreciation requirements in IAS 16 Property, Plant and Equipment in depreciating the right-of-use asset, except that the right-of-use asset is depreciated from the commencement date to the earlier of the lease term and the remaining useful life of the right-of-use asset.

The Group (the Company) applies IAS 36 Impairment of Assets to determine whether the right-of-use asset is impaired and to account for any impairment loss identified.

Financial assets
Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

Financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Financial assets are derecognized when the rights to receive cash flows from the assets have expired or the Group has transferred its rights to receive cash flows from the assets.

Financial assets at amortized cost

This category is the most relevant to the Group. The Group measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognized in the statement of profit or loss.

The Group financial assets at fair value through profit or loss include money markets fund.

Financial liabilities
Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss.

All financial liabilities are recognized initially at fair value.

The Group's financial liabilities include trade and other payables, and loans and borrowings.

The Group does not have financial liabilities at fair value through profit and loss.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortized cost (loans and borrowings).

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires.

Share-based payments

The Group operates an equity-settled, share-based compensation plan, under which the Group receives services from employees as consideration for share-based payments (options).

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognized, together with a corresponding increase in other paid in capital in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit or loss expense or credit for a period represents the movement in cumulative expense recognized at the beginning and end of that period and is recognized in employee benefits expense.

The fair value of the options granted is measured using the Black-Scholes model. Measurement inputs include share price on the measurement date, exercise price of the instrument, expected volatility, weighted average expected life of the instruments, expected dividends and the risk-free interest rate.

When the options are exercised, the Group will issue new shares. The proceeds received net of any directly attributable transaction costs are recognized as share capital (nominal value) and share premium reserve.

Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the country where the Group operates and generates taxable income.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Foreign currencies

The Group's financial statements are presented in NOK, which is also the parent's functional currency.

For each entity within the Group, the Group has determined the functional currency based on the primary economic environment of which the entity operates. Items included in the financial statements are measured using that functional currency based on the primary economic environment of which the entity operates. Items included in the financial statements are measured using that functional currency. The functional currency for the Group's entities are NOK, GBP and DKK.

On consolidation, the assets and liabilities of foreign operations are translated into Norwegian Kroner at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognized in OCI.

For consolidation purposes the following exchange rates have been used:

	31.12.2023	31.12.2022
NOK / GBP	12,93	11,85
NOK / DKK	1,53	

Profit and loss from BerGenBioLimited and BerGenBio ApS has been converted to NOK on a transaction by transaction exchange rate.

Transactions and balances

Transactions in foreign currencies are recorded at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognized in profit or loss as financial items.

Cash and short-term deposits

Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand, short-term deposits with a maturity of three months or less and money market funds, which are subject to an insignificant risk of changes in value, as this are held for the purpose of meeting short-term cash commitments. See note 3.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash, short-term deposits and money market fund as defined above. The indirect method is used to prepare the statement of cash flow.

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Income Statement and other Comprehensive Income net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Pensions and other post-employment benefits

The Group has a defined contribution pension scheme for all employees. Under the defined contribution scheme, the Group does not commit itself to paying specific future pension benefits, but makes annual contributions to the employees' pension savings.

The Group's payment to the defined contribution scheme amounts to 7% of salary up to 12G and 18.1% of salary between 7.1G and 12G for Norwegian employees and 7-10% for UK employees (G is Norwegian National Insurance basic amount).

Further details about pensions, and the closing of the defined benefit scheme, are given in Note 10.

New and amended standards and interpretations

The standards and interpretations that are

issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed in the following section. Note that only the ones that are expected to have material impact on the Group's financial position, performance, and/ or disclosures are discussed. The Group intends to adopt these standards, if applicable, when they become effective.

Changes in accounting policies and disclosures

The a ccounting policies adopted are consistent with those of the previous financial year, except for the amendments to IFRS which have been implemented by the Group during the current financial year. No additional new standard have been applicable for the Group's 2023 financial statements.

Other standards

Other standards, interpretations and amendments that are issued, but not yet effective are either not applicable for the Group or is not expected to have a material impact of the financial statements.

NOTE 3 Significant accounting judgments, estimates and assumptions

The preparation of the Group's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

Preparation of the accounts in accordance with IFRS requires the use of judgment, estimates and assumptions that have consequences for recognition in the balance sheet of assets and liabilities and recorded revenues and expenses. The use of estimates and assumptions is based on the best discretionary judgement of the Group's management.

Share-based payments

The Group initially measures the cost of equity-settled transactions with employees using the Black-Scholes model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 6.

Money market fund

Money market fund is classified as cash and cash equivalent. The criteria for classifying this as cash equivalent are that these funds are short term, highly liquid, readily convertible into known amounts of cash and subject to insignificant risk of change in value. The evaluation of these criteria require use of judgment. The purpose of the fund is to meet short term commitments, and hence the Company has access to use the funds with only a few days notice. The funds invested in is well-known and have invested in shares exchanged in an active marked, and hence the funds are considered highly liquid. Even though it is not possible to know the exact amount of cash the funds can be converted to, the funds in which the money is invested are low risk and low profit, and hence it is possible to predict the most likely outcomes. There are expected to be insignificant changes in value of these funds.

NOTE 4 Segments and revenue

For management purposes the Group is organized as one business unit and the internal reporting is structured in accordance with this.

The Group has entered into an out-license agreement where development, regulatory and sales-based milestones are due upon the occurrence of certain specific events. In 2023 or 2022 there has not been any clinical milestone payment from this out-licence agreement and the revenue represents refund of patent costs.

NOTE 5 Payroll and related expenses

PARENT 2022	PARENT 2023		GROUP 2023	GROUP 2022
15,115	12,068	Salaries	39,720	49,768
2,706	2,120	Social security tax	6,947	7,864
1,322	1,095	Pension expense	3,256	4,095
1,728	1,264	Bonus	4,900	8,748
374	163	Other remnueration	2,655	790
(1,349)	(575)	Government grants	(5,050)	(5,122)
19,895	**16,135**	**Total payroll and other employee related cost**	**52,428**	**66,143**
3,466	3,135	Share option expense employees	3,135	3,466
(920)	42	Accrued social security tax on share options	42	(920)
2,546	**3,177**	**Total employee share option cost**	**3,177**	**2,546**
22,441	**19,312**	**Total employee benefit cost**	**55,605**	**68,689**
13	10	Average number of full time equivalent employees	25	36

For remueration to Executive Management and Board of Directors, please see Remuneration Report in the Governance section of the Annual report.

Key Executive Management personel and Board of Directors compensation (in 1,000 NOK):

	GROUP 2023	GROUP 2022
Short-term employee benefits	21,554	21,936
Post-employment benefit	1,847	1,757
Other long-term benefits	0	0
Termination benefits	171	588
Share-base payment (period cost)	2,224	815
Total	**25,796**	**25,096**

Most of the Executive remuneration is nominated in GBP and converted to NOK in the table above acording to the average exchange rates. Weakness of NOK/GBP has in 2023 been above 10% impacting the NOK amount above.

NOTE 6 Employee share option program

The Group has a share option scheme for employees. Each option gives the right to acquire one share in BerGenBio on exercise.

The Group has a share option program to ensure focus and align the Group's long term performance with shareholder values and interest. Most of the employees in the Group take part in the option program. The program also serves to retain and attract senior management.

The exercise price for options granted is set at the market price of the shares at the time of grant of the options. In general, for options granted after 2012 the options expire eight years after the date of grant.

Options normally vest annually in equal tranches over a three-year period following the date of grant.

TOTAL OPTIONS	2023		2022	
	NUMBER OF OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE	NUMBER OF OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE
Balance at 1 January	4,219,845	15.13	3,560,897	22.96
Granted during the period[2]	112,000,000	0.21	2,114,230	7.59
Exercised during the period[1]	0	0.0	(205,277)	15.68
Forfeited and cancelled	(570,725)	14.30	(1,250,005)	24.61
Balance at 31 December	**115,649,120**	**0.68**	**4,219,845**	**15.13**

[1] Average share price at date of exercise was NOK 17.71 in 2022. There was no option exercise in 2023.

[2] 112,000,000 options were granted in the twelve months period ended 31 December 2023 and 2,114,230 options were granted in the twelve months period ended 31 December 2022.

In the Annual General Meeting on the 22 March 2017 it was resolved a split of the shares so that 1 share with a nominal value of NOK 10 was split into 100 shares with a nominal value of NOK 0.10. The overview above takes into account the share split.

The average weighted expected remaining lifetime of options is 3 years at year end. The exercise price is calculated as the weighted average exercise price of the forfeited, cancelled and exercised options.

VESTED OPTIONS	2023	2022
Options vested at 1 January	1,615,066	1,541,168
Exercised and forfeited in the period	(166,508)	(1,003,946)
Vested in the period	1,124,057	1,077,844
Options vested at 31 December	**2,572,615**	**1,615,066**
Total outstanding number of options	**115,649,120**	**4,219,845**

The options are valued using the Black-Scholes model.

The risk-free interest rates are based on rates from Norges Bank and Oslo Stock Exchange on the grant date (bonds and certificates) equal to the expected term of the option being valued. Where there is no exact match between the term of the interest rates and the term of the options, interpolation is used to estimate a comparable term.

The vesting period is the period during which the conditions to obtain the right to exercise must be satisfied. The Group has estimated an expected vesting date and this date is used as basis for the expected lifetime. The Group expects the options to be exercised earlier than the expiry date. For options granted earlier than 2014, the mean of the expected vesting date and expiry date has been used to calculate expected lifetime due to the lack of exercise pattern history for the Group and experience from other companies in combination with the relatively long lifetime of these options (up to eight years).

For valuation purposes 62,69% expected future volatility has been applied. To find the expected volatility, we use the Company's annualized standard deviation of the continuously compounded rates of return on the historic share price for the term equal to the life of the option

For 2023 the value of the share options expensed through the profit or loss amounts to NOK 3.1 million (for the same period in 2022: NOK 3.5 million). In addition, a change in provision for social security contributions on share options of NOK 0.04 million (for the same period in 2022: NOK -0.9 million). The provision for social security contribution is calculated on the difference between the share price and exercise price on exercisable option as at the end of the period.

Outstanding Instruments Overview

STRIKE PRICE	NUMBER OF INSTRUMENTS	WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE	WEIGHTED AVERAGE STRIKE PRICE	VESTED INSTRUMENTS 31.12.2023	WEIGHTED AVERAGE STRIKE PRICE
	OUTSTANDING INSTRUMENTS				VESTED INSTRUMENTS
0.21	112 000 000	7.94	0.21	0	0.00
7.59	1 822 266	6.15	7.59	880 981	7.59
15.00	815 061	2.85	15.00	815 061	15.00
24.00	60 000	0.15	24.00	60 000	24.00
25.00	216 225	2.16	25.00	216 225	25.00
28.50	89 000	2.54	28.50	89 000	28.50
28.55	571 650	4.07	28.55	436 430	28.55
46.70	74 918	2.00	46.70	74 918	46.70
	115 649 120			**2 572 615**	

NOTE 7 Government grants

Government grants have been recognized in the profit or loss as a reduction of related expense with the following amounts:

PARENT 2022	PARENT 2023		GROUP 2023	GROUP 2022
1,349	575	Payroll and related expenses	5,050	5,122
5,298	4,570	Other operating expenses	4,570	5,298
6,648	**5,145**	**Total**	**9,620**	**10,420**

Grants receivable at 31 December are detailed as follows:

PARENT 2022	PARENT 2023		GROUP 2023	GROUP 2022
172	0	Grants from Research Council, BIA	0	172
496	227	Grants from Research Council, PhD	227	496
4,750	4,750	Grants from SkatteFunn	4,750	4,750
0	0	Grants R&D UK	4,410	7,958
5,418	**4,977**	**Total**	**9,387**	**13,375**

BIA grants from the Research Counsil:

The Company has one grant from the Research Council, programs for user-managed innovation arena (BIA) which ended in 2022. The BIA grant ("AXL as a therapeutic target in fibrosis; biology and biomarkers") has been awarded from 2019 at an amount up to NOK 10.7 million. The Group has recognized NOK 0.0 million in 2023 (2022: NOK 0.3 million) classified partly as reduction of payroll and related expenses and partly as a cost reduction of other operating expenses.

PhD grants from the Research Council:

BerGenBio has been awarded two grants supporting industrial PhD's in 2020-2023. The fellowship covers 50% of the established current rates for doctoral research fellowships and an operating grant to cover up to 50% of additional costs related to costly laboratory testing connected with the research fellow's doctoral work.

The Group has recognized NOK 0.4 million in 2023 (2022: NOK 1.6 million) classified partly as reduction of payroll and related expenses and partly as a cost reduction of other operating expenses.

SkatteFunn

R&D projects have currently been approved for SkatteFunn (a Norwegian government R&D tax incentive program designed to stimulate R&D in Norwegian trade and industry) for the period from 2021 until the end of 2024. The Group has recognized NOK 4.8 million in 2023 (2022: NOK 4.8 million) classified partly as reduction of payroll and related expenses and partly as a cost reduction of other operating expenses.

Innovation Norway

BerGenBio has been awarded a NOK 24 million (USD 2.85m) grant from Innovation Norway to support the clinical development of bemcentinib in combination with Merck & Co.'s KEYTRUDA® (pembrolizumab) in patients with advanced lung cancer.

The grant from Innovation Norway is an Industrial Development Award (IFU). The IFU program is directed to Norwegian companies developing new products or services in collaboration with foreign companies.

BerGenBio has by end of 2020 recognized and received the total grant of NOK 24 million. The grant may be withdrawn under certain circumstances.

R&D tax grants UK

BerGenBio Limited, a 100% subsidiary of BerGenBio ASA, has been granted R&D tax grants in UK from 2017. R&D grants are approved retrospectly by application. The Group has in 2023 recognized NOK 4.2 (2022: NOK 3.7 million) classified as reduction of payroll and related expenses.

NOTE 8 Property, plant & equipment

YEAR ENDED 31 DECEMBER 2023 PARENT/GROUP	FURNITURES	EQUIPMENT / FITTINGS	RIGHT TO USE PROPERTY	TOTAL
Cost at 1 January 2023	137	1,590	3,143	4,870
Additions in the year	0	0	611	611
Disposals in the year	0	0	0	0
Cost at 31 December 2023	**137**	**1,590**	**3,754**	**5,481**
Accumulated depreciation at 1 January 2023	**(94)**	**(1,590)**	**(3,143)**	**(4,827)**
Depreciation in the year	(19)	0	(204)	(223)
Accumulated depreciation at 31 December 2023	(113)	(1,590)	(3,347)	(5,050)
Net carrying amount at 31 December 2023	**24**	**0**	**408**	**431**
Estimated useful life	5 years	5 years	2 / 5 years	
Depreciation method	Straight-line	Straight-line	Over right of use time	

YEAR ENDED 31 DECEMBER 2022 PARENT/GROUP	FURNITURES	EQUIPMENT / FITTINGS	RIGHT TO USE PROPERTY	TOTAL
Cost at 1 January 2022	137	1,632	3,366	5,135
Additions in the year	0	0	0	0
Disposals in the year	0	(42)	(223)	(265)
Cost at 31 December 2022	**137**	**1,590**	**3,143**	**4,870**
Accumulated depreciation at 1 January 2022	**(66)**	**(1,537)**	**(2,340)**	**(3,944)**
Depreciation in the year	(27)	(53)	(803)	(883)
Accumulated depreciation at 31 December 2022	(94)	(1,590)	(3,143)	(4,827)
Net carrying amount at 31 December 2022	**43**	**0**	**0**	**43**
Estimated useful life	5 years	5 years	2 / 5 years	
Depreciation method	Straight-line	Straight-line	Over right of use time	

Research & Development

Expenses for research and development for the financial year 2023 for the Group were gross NOK 151.4 million (net NOK 141.8 million reduced of grants NOK 9.6 million)of which gross NOK 115.3 million (net NOK 110.7 million) was classified as other operating expenses and gross NOK 36.1 million (net NOK 31.0 million) was classified as payroll.

Expenses for research and development for the financial year 2022 for the Group were gross NOK 263.0 million (net NOK 252.6 million reduced of grants NOK 10.4 million) of which gross NOK 212.5 million (net NOK 207.2 million) was classified as other operating expenses and gross NOK 50.5 million (net NOK 45.4 million) was classified as payroll.

NOTE 9 Leases

The Group (the Company) as a leesee

The Group rents office premises in UK. The UK rental agreement can be terminated by either party with a one month notice period. The rental agreement in UK is considered a short term lease recognized directly in profit or loss.

Right-of-use assets

The Group (the Company) lease premises in Bergen, Norway, for office purposes. This lease agreement was in 2023 extended to end of December 2024. The Group's (the Company's) right-of-use assets are categorized and presented in Note 8.

Lease liabilities

PARENT 2022	PARENT 2023	SUMMARY OF THE LEASE LIABILITIES	GROUP 2023	GROUP 2022
1,623	0	Total lease liabilities at 1 January	0	1,623
-1,169	611	New lease liabilities recognised in the year	611	(1,169)
-454	-193	Cash payments for the principal portion of the lease liability	(193)	(454)
-66	-17	Cash payments for the interest portion of the lease liability	(17)	(66)
66	17	Interest expense on lease liabilities	17	66
0	0	Currency exchange differences	0	0
0	**418**	**Total lease liabilities at 31 December**	**418**	**0**
0	418	Current lease liabilities (note 18)	418	0
0	0	Non-current lease liabilities	0	0
454	**210**	**Total cash outflows for leases**	**210**	**454**

The leases do not contain any restrictions on the Group's dividend policy or financing. The Group does not have significant residual value guarantees related to its leases to disclose.

PARENT 2022	PARENT 2023	UNDISCOUNTED LEASE LIABILITIES AND MATURITY OF CASH OUTFLOWS	2023	2022
87	436	Less than 1 year	487	325
0	0	1-5 years	0	0
87	**436**	**Total undiscounted lease liabilities at 31 December**	**487**	**325**

PARENT 2022	PARENT 2023	SUMMARY OF OTHER LEASE EXPENSES RECOGNISED IN PROFIT OR LOSS	2023	2022
0	0	Variable lease payments expensed in the period	0	0
0	210	Operating expenses in the period related to short-term leases	2,069	2,550
85	34	Operating expenses in the period related to low value assets	34	85
85	**244**	**Total lease expenses included in other operating expenses**	**2,103**	**2,635**

Practical expedients applied

The Group currently has one lease agreement for offices in Oxford. The lease agreement is short term and is renewed on a monthly basis. The Group has currently one lease agreement for offices in Norway which expires 31 December 2024. The Group also leases printers with contract terms of five years. The Group has elected to apply the practical expedient of low value assets for some of these leases and does not recognize lease liabilities or right-of-use assets. The leases are instead expensed when they incur. The Group has also applied the practical expedient to not recognize lease liabilities and right-of-use assets for short-term leases, presented in the table above.

Extension options

The Group has no extension options for lease arrangements as of 31 December 2023.

NOTE 10 Pensions

BerGenBio ASA is required to have an occupational pension scheme in accordance with the Norwegian law on required occupational pension ("lov om obligatorisk tjenestepensjon"). The Company has a contribution pension scheme which complies with the Act on Mandatory company pensions.

The Group and the Company has contribution pension schemes.

The Group's payment to the defined contribution scheme amounts to 7% of salary up to 12G and 18.1% of salary between 7.1G and 12G for Norwegian employees and 7-10% for UK employees (G is Norwegian National Insurance basic amount).

NOTE 11 Financial income & expenses

PARENT 2022	PARENT 2023		GROUP 2023	GROUP 2022
		Financial income		
10	69	Interest income on tax repaid	69	10
2,847	2,769	Interest income on bank deposits	2,986	2,939
12,070	10,331	Other finance income	10,354	12,078
14,926	**13,169**	**Total financial income**	**13,409**	**15,027**

PARENT 2022	PARENT 2023		GROUP 2023	GROUP 2022
		Financial expense		
309	592	Other interest expense	578	321
10,762	11,354	Other finance expense	11,413	11,193
11,071	**11,945**	**Total financial expense**	**11,991**	**11,514**
3,856	**1,224**	**Net financial income**	**1,418**	**3,513**

NOTE 12 Income tax

PARENT 2022	PARENT 2023		GROUP 2023	GROUP 2022
(301,375)	(190,597)	**Profit before tax**	(190,401)	(302,122)
(66,302)	(41,931)	Income taxes calculated at 22%	(41,888)	(66,467)
(16)	0	Adjustment in respect of current income tax of previous years	0	(16)
765	705	Non deductible expenses	705	765
(1,045)	(1,045)	Non-taxable income	(1,045)	(1,045)
66,598	42,272	Change in deferred tax asset not recognized	42,229	66,763
0	**0**	**Tax expense**	**0**	**0**
0	0	Income tax expense reported in income statement	0	0

Deferred tax and deferred tax assets

PARENT 2022	PARENT 2023		GROUP 2023	GROUP 2022
		Deferred tax assets (22% of temporary differences)		
(399,430)	(442,357)	Tax losses carried forward	(442,357)	(399,495)
(14)	(11)	Property, plant and equipment	(11)	(58)
0	(9)	Other	(9)	0
399,444	442,377	Deferred tax asset not recognized	442,377	399,553
0	**0**	**Deferred tax assets - gross**	**0**	**0**

The Company has a tax loss of NOK 192.6 million in 2023, and in total a tax loss carried forward as of 31 December 2023 on NOK 2,010.7 million.There are no timing restrictions on carrying forward the tax loss, and it can be carried forward indefinitely.

The deferred tax asset has not been recognized in the statement of financial position, as the Company does not consider that taxable income in the short-term will sufficiently support the use of a deferred tax asset.

NOTE 13 Other operating expenses

PARENT 2022	PARENT 2023		GROUP 2023	GROUP 2022
189,508	98,153	Program expenses, clinical trials and research	99,282	194,063
685	309	Office rent and expenses	3,727	3,331
71,666	55,225	Consultants R&D projects	8,504	8,340
8,101	18,203	Patent and licence expenses	6,002	8,101
18,225	6,002	Other operating expenses	23,400	27,915
(5,298)	(4,570)	Government grants	(4,570)	(5,298)
282,887	**173,323**	**Total**	**136,345**	**236,451**

Specification auditor's fee

PARENT 2022	PARENT 2023		GROUP 2023	GROUP 2022
313	228	Statutory audit	291	313
173	264	Other assurance services	264	173
0	0	Other non-assurance services	0	0
20	22	Tax consultant services	22	20
506	**513**	**Total**	**577**	**506**

Amounts are excluding VAT.

NOTE 14 Earnings per share

PARENT 2022	PARENT 2023		GROUP 2023	GROUP 2022
(301,375)	(190,597)	Profit after tax	(190,401)	(302,122)
88,636,493	1,431,301,497	Weighted average number of outstanding shares during the year	1,431,301,497	88,636,493
(3.40)	**(0.13)**	**Earnings (loss) per share - basic and diluted (NOK)**	**(0.13)**	**(3.41)**

Share options issued and warrants have a potential dilutive effect on earnings per share. No dilutive effect has been recognized as potential ordinary shares only shall be treated as dilutive if their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations. As the Group is currently loss-making, an increase in the average number of shares would have anti-dilutive effects.

NOTE 15 Other current assets

PARENT 2022	PARENT 2023		GROUP 2023	GROUP 2022
5,418	4,977	Government grants	9,387	13,375
290	355	Refundable VAT	355	290
1,183	7,008	Prepaid expenses	7,390	1,804
389	410	Other receivables	349	390
10,625	6,199	Receivables intercompany		
17,905	**18,948**	**Total**	**17,482**	**15,860**

NOTE 16 Cash and cash equivalents

PARENT 2022	PARENT 2023		GROUP 2023	GROUP 2022
733	452	Employee withholding tax	452	733
80,188	85,608	Short-term bank deposits	93,392	92,704
57,367	62,577	Money market fonds	62,577	57,367
138,288	**148,637**	**Total**	**156,421**	**150,803**

Of the total balance in cash and cash equivalents, NOK 0.5 million (2022: NOK 0.7 million) relates to restricted funds for employee withholding taxes.

The Group's short-term bank deposits are on variable rate terms.

Money market funds are classified as Cash and cash equivalents as this is short term placement held for the purpose of meeting short-term cash commitments. Risk is low and the fund is highly liquid.

NOTE 17 Share capital and shareholder information

The Group has one class of shares and all shares carry equal voting rights.

AS OF 31 DECEMBER	NUMBER OF AUTHORIZED SHARES	NOMINAL VALUE (NOK)	BOOK VALUE (NOK)
Ordinary shares 2023	2,688,689,214	0.10	268,868,921.40
Ordinary shares 2022	88,660,532	0.10	8,866,053.20

Changes in the outstanding number of shares

	2023	2022
Ordinary shares at 1 January	88,660,532	88,455,255
Issue of ordinary shares	2,600,028,682	205,277
Ordinary shares at 31 December	**2,688,689,214**	**88,660,532**

The Annual General Meeting held 22 May 2023 approved issuance of up to 2.5 billion new shares in a Rights Issue, and an additional up to 1.25 billion Warrants. The Rights Issue was successfully completed 13 June 2023 and fully subscribed. 2.5 billion shares were issued and 1.25 billion Warrants. The Warrants represent a right to receive one share at a predefined issue price in specific windows. In November 2023, 68,156,682 Warrants were exercised at NOK 0.13 per share. As of 31 December 2023 the total number of Warrants outstanding was 1,181,842,935, of which 1,106,565,434 Warants were exercised in April 2024. At end of April 2024 there are no outstanding Warrants from the Rights Issue in 2023.

The Board of Directors has been granted a mandate from the general meeting held on 22 May 2023 to increase the share capital with up to NOK 12,909,000 by subscription of new shares. The power of attorney was granted for the purpose of issuance of new shares in accordance with the Company's share incentive program and is valid until the earlier of the Annual General Meeting in 2024 and 30 June 2024. See note 4 for more information about the share incentive program and number of options granted.

The Board of Directors has been granted a mandate from the general meeting held on 22 May 2023 to increase the share capital with up to NOK 72,773,210 by subscription of new shares. The proxy is valid until the earlier of the annual general meeting in 2024 and 30 June 2024. In June 2023, the share capital was increased by NOK 3,187,200 by use of this board proxy.

Ownership structure as of 31.12.2023

SHAREHOLDER		NUMBER OF SHARES	PERCENTAGE SHARE OF TOTAL SHARES
Meteva AS		704,815,981	26.2 %
Investinor Direkte AS		182,337,576	6.8 %
Bera AS		55,768,426	2.1 %
Nordnet Livsforsikring AS		47,483,089	1.8 %
Sarsia Development AS		33,675,000	1.3 %
Zaim, Kevin		28,000,000	1.0 %
Nordnet Bank AB	NOMINEE	27,610,715	1.0 %
Marstia Invest AS		26,833,824	1.0 %
Jakob Hatteland Holding AS		25,200,000	0.9 %
The Bank Of New York Mellon SA/NV, RE 259567	NOMINEE	25,025,058	0.9 %
Mohn, Marit		24,817,824	0.9 %
Høse AS		21,006,588	0.8 %
Skandinaviska Enskilda Banken Ab		14,651,278	0.5 %
Danske Bank A/S	NOMINEE	14,545,506	0.5 %
The Bank Of New York Mellon SA/NV, RE 585665	NOMINEE	10,905,250	0.4 %
J.P. Morgan Securities PLC		10,817,020	0.4 %
Holm, Jørgen		10,474,332	0.4 %
Holø, Johan		10,100,000	0.4 %
Jahatt AS		10,075,000	0.4 %
Silberg, Johnny		10,000,000	0.4 %
Top 20 Shareholders		**1,294,142,467**	**48.1 %**
Total Other Shareholders		**1,394,546,747**	**51.9 %**
Total Number Of Shares		**2,688,689,214**	**100.0 %**

Ownership structure as of 31.12.2022

SHAREHOLDER		NUMBER OF SHARES	PERCENTAGE SHARE OF TOTAL SHARES
Meteva AS		24,139,650	27.2 %
Investinor Direkte AS		7,270,780	8.2 %
Fjarde Ap-Fonden		4,487,493	5.1 %
Sarsia Seed AS		2,117,900	2.4 %
J.P. Morgan SE	NOMINEE I	1,726,731	1.9 %
Bera AS		1,712,426	1.9 %
Verdipapirfondet Nordea Avkastning		1,510,174	1.7 %
Sarsia Development AS		1,175,000	1.3 %
Verdipapirfondet Nordea Norge Plus		901,260	1.0 %
Verdipapirfondet Nordea Kapital		881,920	1.0 %
Verdipapirfondet Nordea Norge Verdi		864,688	1.0 %
Marit Mohn		850,000	1.0 %
Marstia Invest AS		850,000	1.0 %
Verdipapirfondet KLP Aksjenorge In		574,309	0.6 %
Norda ASA		519,614	0.6 %
Louise Mohn		509,676	0.6 %
J.P. Morgan SE	NOMINEE II	422,541	0.5 %
Høse AS		383,111	0.4 %
MP Pensjon PK		372,783	0.4 %
Nordnet Livsforsikring AS		371,168	0.4 %
Top 20 Shareholders		**51,641,224**	**58.2 %**
Total Other Shareholders		**37,019,308**	**41.8 %**
Total Number Of Shares		**88,660,532**	**100.0 %**

For shares in the Company held by the Executive management and Board of Directors, please see Remuneration Report in the Governance section of the Annual report.

NOTE 18 Other current liabilities

PARENT 2022	PARENT 2023		GROUP 2023	GROUP 2022
1,281	848	Unpaid duties and charges	1,499	1,623
1,215	1,121	Unpaid vacation pay	1,121	1,215
0	418	Current lease liabilities	418	0
37,096	21,014	Other accrued costs	25,173	45,461
39,591	**23,401**	**Total**	**28,212**	**48,299**

NOTE 19 Provisions

PARENT 2022	PARENT 2023	SOCIAL SECURITY CONTRIBUTIONS ON SHARE OPTIONS	GROUP 2023	GROUP 2022
969	0	Balance at 1 January	0	969
−969	42	Additional provisions recognised	42	(969)
0	**42**	**Balance at 31 December**	**42**	**0**
0	42	Current	42	0
0	0	Non-current	0	0

The provision for social security contributions on share options is calculated based on the number of options outstanding at the reporting date that are expected to be exercised. The provision is based on the difference between market price and strike price. The market price of the shares at the reporting date is the best estimate of market price at the date of exercise.

NOTE 20 Financial instruments and risk management objectives & policies

The Group's activities are exposed to certain financial risks including foreign exchange risk, credit risk and liquidity risk. The risk is however of such character that the Group has chosen not to put in place any measures to mitigate the potential unpredictability of the financial markets. The Group had NOK 156.4 million in cash and cash equivalents at year end 2023. The main purpose of this is to finance the Group's activities and ongoing clinical trials. The Group has various assets and liabilities such as receivables and trade payables, which originate directly from its operations. All financial assets and liabilities are carried at amortized cost except for the money market fund which is at fair value. All financial assets and liabilities are short-term in nature and their carrying value approximates fair value. The cash and cash equivalent and account payable is in financial instruments measured at amortized cost.

The Group does currently not use financial derivatives.

Foreign currency risk

The value of non-Norwegian currency denominated revenues and costs will be affected by changes in currency exchange rates or exchange control regulations. The Group undertakes various transactions in foreign currencies and is consequently exposed to fluctuations in exchange rates. The exposure arises largely from research expenses. The Group is mainly exposed to fluctuations in euro (EUR), pounds sterling (GBP) and US dollar (USD).

The Group has chosen not to hedge its operational performance as the Group's cash flow is denominated in several currencies that change depending on where clinical trials are run. The foreign currency exposure is also mostly linked to trade payables with short payment terms. The Group may consider changing its current risk management of foreign exchange rate if it deems it necessary.

Interest rate risk

The Group holds NOK 156.4 million in cash and cash equivalents at end of 2023. The Group's interest rate risk is therefore in the rate of return of its cash on hand. Bank deposits are exposed to market fluctuations in interest rates, which affects the financial income and the return on cash. The Group had 3.0 million in interest income in 2023 (NOK 2.9 million 2022). The shareholder loan facility secured from Meteva AS in October 2022 had a facility fee of 1.5% of any un-drawn amount. Facility fee for 2023 is expensed with NOK 0.5 million in 2023 (2022: NOK 0.3 million).

Credit risk

Credit risk is the risk of a counterparty's default in a financial asset, liability or customer contract, giving a financial loss.

The Group's receivables are generally limited to receivables from public authorities by way of government grants. The credit risk generated from financial assets in the Group is limited since it is cash deposits. The Company only places its cash in bank deposits and a limited risk money market fund in recognized financial institutions to limit its credit risk exposure.

The Group has not suffered any loss on receivables during 2023 and the Group considers its credit risk as low.

Liquidity risk

Liquidity is monitored by Group management. Management considers the Group's liquidity situation to be satisfactory. The Group raised total NOK 250 million in a Rights Issue equity funding in June 2023. In addition the Group issued Warrants to subscribers in the Rights Issue providing a total potential funding of NOK 154 million if fully exercised. The cash position of the Group at year end 2023 was NOK 156.4 million, compared to NOK150.8 million at year end 2022. The cash position in combination with the proceeds from exercise of Warrants in April 2024 of NOK 138.9 million will fund the planned activities into 2H 2025 on a going concern basis.

Capital management

The Board of Directors' goal is to maintain a strong capital base in order to preserve the confidence of investors, creditors and to develop business activities.

Change in liabilities arising from financing activities

	CURRENT LEASE LIABILITIES (NOTE 9)	NON-CURRENT LEASE LIABILITIES (NOTE 9)
1 january 2023	0	0
Cash flows	(193)	0
New leases	611	0
Other	0	0
31 December 2023	**418**	**0**
1 january 2022	681	942
Cash flows	(454)	0
New leases	(1,169)	0
Other	942	(942)
31 December 2022	**0**	**0**

Other includes the effect of reclassification of non-current lease liabilities to current.

The Group classifies interest paid as cash flow from operation activities.

NOTE 21 Subsidiaries

The Group's subsidiary at 31 December 2023 are set out below. The share capital consist solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group.

Name of entity	BerGenBio Limited	BerGenBio ApS
Place of business	Oxford, U.K.	Köge, DK
Ownership interest held by the Group	100%	100%
Principal activities	Clinical management sevices	CMC and management services

NOTE 22 Intercompany

BerGenBio ASA have entered into two intercompany management agreements with BerGenBio Limited. R&D services are delivered from BerGenBio Limited to BerGenBio ASA and management services are delivered from BerGenBio ASA to BerGenBio Limited.

	PARENT 2023	PARENT 2022
Purchase from BerGenBio Limited (included in other operation expenses)	50,284	65,618
Receivables BerGenBio Limited (included in other current assets)	4,640	10,625

NOTE 23 Subsequent events

In April 2024, in the last exercise period of the Warrants issued as part of the Rights Issue in June 2023, the Company received gross proceeds of NOK 138.9 million from exercise of 1,106,565,434 Warrants. This represented 93.6% of the remaining Warrants.

NOTE 24 Shareholder loan

The Company secured a shareholder loan facility 24 October 2022 of up to NOK 100 million from Meteva AS, a major shareholder in the Company. The facility was not drawn and was terminated in May 2023 at the approval of the Rights issue, according to the facility terms. As of 31 December 2023 there are no shareholder loan facility.

Bergen, 30 April 2024

The Board of Directors, BerGenBio ASA

Anders Tullgren	Sveinung Hole	Dr. Sally Bennett	Dr. Debra Barker	Martin Olin
Chair of the Board of Directors	Non-Executive Director	Non-Executive Director	Non-Executive Director	CEO

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INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of BerGenBio ASA

Report on the audit of the financial statements

Opinion

We have audited the financial statements of BerGenBio ASA (the Company), which comprise the financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries (the Group). The financial statements of the Company and the Group comprise the statement of financial position as at 31 December 2023 and the income statement and other comprehensive income for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the financial statements comply with applicable legal requirements and give a true and fair view of the financial position of the Company and the Group as at 31 December 2023 and their financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU.

Our opinion is consistent with our additional report to the audit committee.

Basis for opinion

"We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Company and the Group in accordance with the requirements of the relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion"

To the best of our knowledge and belief, no prohibited non-audit services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided.

We have been the auditor of the Company for 16 years from the election by the general meeting of the shareholders on 21 December 2007 for the accounting year 2008.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for 2023. We have determined that there are no key audit matters to communicate in our report.

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Other information

Other information consists of the information included in the annual report other than the financial statements and our auditor's report thereon. Management (the board of directors and the chief executive officer) is responsible for the other information. Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and, in doing so, consider whether the board of directors' report, the statement on corporate governance and the statement on corporate social responsibility contain the information required by applicable legal requirements and whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information or that the information required by applicable legal requirements is not included, we are required to report that fact.

We have nothing to report in this regard, and in our opinion, the board of directors' report, the statement on corporate governance and the statement on corporate social responsibility are consistent with the financial statements and contain the information required by applicable legal requirements.

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or the Group, or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the board of directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirement

Report on compliance with regulation on European Single Electronic Format (ESEF)

Opinion

As part of the audit of the financial statements of BerGenBio ASA we have performed an assurance engagement to obtain reasonable assurance about whether the financial statements included in the annual report, with the file name 213800TYYFXKYF3V2A23-2023-12-31-en, have been prepared, in all material respects, in compliance with the requirements of the Commission Delegated Regulation (EU) 2019/815 on the European Single Electronic Format (ESEF Regulation) and regulation pursuant

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to Section 5-5 of the Norwegian Securities Trading Act, which includes requirements related to the preparation of the annual report in XHTML format and iXBRL tagging of the consolidated financial statements.

In our opinion, the financial statements, included in the annual report, have been prepared, in all material respects, in compliance with the ESEF Regulation.

Management's responsibilities

Management is responsible for the preparation of the annual report in compliance with the ESEF Regulation. This responsibility comprises an adequate process and such internal control as management determines is necessary.

Auditor's responsibilities

Our responsibility, based on audit evidence obtained, is to express an opinion on whether, in all material respects, the financial statements included in the annual report have been prepared in accordance with the ESEF Regulation. We conduct our work in accordance with the International Standard for Assurance Engagements (ISAE) 3000 – "Assurance engagements other than audits or reviews of historical financial information". The standard requires us to plan and perform procedures to obtain reasonable assurance about whether the financial statements included in the annual report have been prepared in accordance with the ESEF Regulation.

As part of our work, we perform procedures to obtain an understanding of the company's processes for preparing the financial statements in accordance with the ESEF Regulation. We test whether the financial statements are presented in XHTML-format. We evaluate the completeness and accuracy of the iXBRL tagging of the consolidated financial statements and assess management's use of judgement. Our procedures include reconciliation of the iXBRL tagged data with the audited financial statements in human-readable format. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Bergen, 30 April 2024
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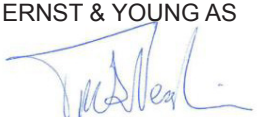

Truls Nesslin
State Authorised Public Accountant (Norway)

WEF index & data summary

THEME	DISCLOSURE REFERENCE	METRIC	2023	2022	2021	2020	REPORT REFERENCE
WEF Metric: Governance							
Governing Purpose	The British Academy and Colin Mayer, GRI (102-26), EPIC and other	Setting purpose	Qualitative	Qualitative	Qualitative	Qualitative	
Quality of Governing Body	GRI (102-22), GRI (405-1a), IR (4B)	Total number of board members (#)	4	5	5	5	Page 18, 22
		Board diversity (men/women) (%)	50/50	60/40	60/40	60/40	Page 18, 22
		Number of non-executive board members (#)	4	5	5	5	Page 18, 22
		Number of independent board members (#)	4	5	3	3	Page 22
Stakeholder Engagement	GRI (102-21), GRI (102-43), GRI (102-47)	Impact of material issues on stakeholders	Qualitative	Qualitative	Qualitative	Qualitative	
Ethical Behavior	GRI(205-2), GRI(205-3)	Percentage of employees receiving Code of Conduct training (%)	100	0	0	0	Page 16
		Confirmed incidents of corruption (#)	0	0	0	0	Page 16
	GRI (102-17)	Protected ethics advice and reporting mechanism	Qualitative	Qualitative	Qualitative	Qualitative	
Risk & Opportunity Oversight	EPIC, GRI (102-15), World Economic Forum Integrated Corporate Governance, IR (4D)	Integrating risk and opportunity into business processes	Qualitative	Qualitative	Qualitative	Qualitative	
Responsible Sourcing	Own indicator, adapted from GRI (408-1.b), GRI (409-1)	Number of material suppliers who undertook supplier ESG self-assessment (#)	4	0	0	0	Page 17
WEF Metric: Planet							
Climate Change	GRI 205: 1-3; TCFD; GHG Protocol	GHG emissions Scope 2 (tCO2e)	2.03	5.63	5.89		Page 21
		GHG emissions Scope 3 (tCO2e)	74.88	49	11.65		Page 21
Solid Waste	Natural Capital Protocol (2016); ISO 14008: Monetary valuation of environmental impacts and related environmental aspects (2019); Value Balaning Alliance	Impact of solid waste disposal	Qualitative	Qualitative	Qualitative	Qualitative	

› WEF index & data summary | Continued

THEME	DISCLOSURE REFERENCE	METRIC	2023	2022	2021	2020	REPORT REFERENCE
WEF Metric: People							
Dignity and Equality	GRI (102-8)	Total number of employees (#)	16	29	46	42	Page 18
	GRI (405-1.b)	Employee diversity (Men/Women) (%)	44/56	38/62	37/63	41/59	Page 18
	BerGenBio indicator	Number of interns/postgraduate students/ PhD students employed (#)	2	3	2	2	Page 19
	Adapted, to include other indicators of diversity, from GRI 401-1 (a & b)	Employees regularly receiving performance and development evaluation (%)	100	100	100	100	Page 19
	BerGenBio indicator	Personnel with PhDs (#)	6	14	19	16	Page 18
	GRI (408-1.b), GRI (409-1)	Confirmed incidents of discrimination (#)	0	0	0	0	Page 17
		Risk of incidents of child, forced or compulsory labour	Qualititive	Qualititive	Qualititive	Qualititive	
Health & Well-being	GRI (403-9.a & .b)	Number of Injuries (#)	0	0	0	0	Page 20
		Injury rate (%)	0	0	0	0	Page 20
	Norwegian Accounting Act	Sick-leave ($)	3.6	2.3	1.4	2	Page 20
	BerGenBio indicator	Employee survey response rate (%) and engagement score (%)	Surevey delayed	Survey administered biennially (next one due 2023)	75% response, 80% engagement	85% response, 84% engagement	Page
Patient safety	GRI (418-1)	Total number of substantiated complaints received with regard to patient personal data breach (#)	0	0	0	0	Page 17
		Output of patient/clinical trial participant assistance program (#)	1	1	1	1	Page 17

› WEF index & data summary | Continued

THEME	DISCLOSURE REFERENCE	METRIC	2023	2022	2021	2020	REPORT REFERENCE
WEF Metric: Prosperity							
Employment & Wealth Creation	Adapted, to include other indicators of diversity, from GRI 401-1 and 201-4	New hires (#)	2	6	16	14	Page 19
		New hires diversity (men/women) (%)	0/100	16.5/83.5	41/59	21.5/78.5	Page 19
		Turnover rate (%)	52	59	23	10	Page 19
	GRI (201-1), GRI (201-4)	Revenues (NOK million)	0.4	0.4	0.8	0.6	Page 55
		Operating Cost (NOK million)	192.2	306.0	315.2	261,7	Page 55
		Employee wages and benefits (NOK million)	55.6	68.7	74.0	60.18	Page 55, 67
		Payments to government (other than taxes) (NOK million)	0	0	0	0	
		Financial assistance from the government	9.6	10.4	13.3	21.4	Page 70
	As referenced in IAS 7 and US GAAP ASC 230	Share buyback plus dividend payments (NOK million)	0	0	0	0	Page 39
Community & Social Vitality	Adapted from GRI 201-1	Total taxes paid (NOK million)	6.9	7.9	7.7	5.8	Page 67
Innovation of Better Products & Services	US GAAP ASC 730	R&D spend (NOK million)	151.4	263.0	268.5	225.5	Page 72
	Pharma Indicator, Industry best practice	Number of patents granted (#)	6	8	21	10	Page 49
	Pharma Indicator, Industry best practice	Number of peer-reviewed publications BGB has contributed to (#)	4	1	4	2	Page 18
	Pharma Indicator, Industry best practice	Number of international presentations (#)	12	12	15	9	Page 18
Clinical trial conduct	SASB (HC-BP-210a.1.)	Number of clinical trials registered and initiated during the year (#)	0	2	1	1	Page 16
	Adapted from SASB (HC-BP-210a.1.)	Total number of discontinued clinical trials due to non-compliance (#)	0	0	0	0	Page 9, 47
	Adapted from SASB (HC-BP-210a.2.)	Critical inspection findings (#)	0	0	0	0	Page 16
	Adapted from SASB (HC-BP-210a.3.)	Total amount of monetary losses as a result of legal proceedings associated with clinical trials (NOK million)	0	0	0	0	Page 16

Glossary

1L	First line cancer treatment
2L	Second line cancer treatment
ADCT	ADC Therapeutics SA
ADCT-601	Product candidate under development by ADCT
ALK	Anaplastic lymphoma kinase
AML	Acute Myeloid Leukemia
ARDS	Acute Respiratory Distress Syndrome
AXL	AXL tyrosine kinase receptor
BGB	BerGenBio
BGBIO	BerGenBio ticker symbol on Oslo Stock Exchange
BRAF	B-Raf proto-oncogene, serine/threonine kinase
CEO	Chief Executive Officer
COVID-19	Infectious disease caused by SARS-CoV-2 virus
CROs	Contract research organizations
CSR	Corporate social responsibility
DCs	Dendritic cells
DNA	Deoxyribonucleid acid
EGFR	Epidermal growth factor receptor
EMT	Endothelial-mesenchymal transition
ERBB2	v-erb-b2 avian erythroblastic leukemia viral oncogene homolog 2 (also known as HER2)
ESG	Environmental, Social and Governance
EU	European Union
EU5	UK, France, Germany, Italy & Spain
EU-SolidAct	An EU sponsored Ph2b study of hospitalized COVID-19 patients
EY	Ernst and Young AS
FDA	US Food and Drug Administration
FTEs	Full time equivalents
GAS6	Growth arrest-specific 6 (AXL ligand)
GBP	British pound sterling
GCP	Good Clinical Practice
GHG	Greenhouse gas
GMP	Good Manufacturing Practice
IFN1	Type-1 interferons
IFU	Industrial Development Award (Norwegian)
IRS	International Financial Reporting Standards
ISO	International Organization for Standardization
ILT	Investigator Led Trials
IP	Intellectual property
KPI	Key Performance Indicator
KRAS	Kristen Rat Sarcoma Viral oncogene homolog
KRASG12C	A specific mutation of KRAS
LTI	Long-term incentives
MET	MET proto-oncogene, receptor tyrosine kinase
MDS	Myelodyplastic syndrome
M1	M1 macrophages
M2	M2 macrophages
MHC-1	Major histocompatibility complex class I
MOA	Mechanism of action
mOS	Median overall survival
NOK	Norwegian Kroner
NSCLC	Non-Small Cell Lung Cancer
OCI	Other Comprehensive Income
OSE	Oslo Stock Exchange
PD-1	Programmed death 1
PD-L1	Programmed death-ligand 1
PFS	Progression free survival
Ph1(b)	Phase 1 or Phase 1b clinical trial
Ph2	Phase 2 clinical trial
PhD	Doctor of philosophy
PSCI	Pharmaceutical Supply Chain Initiative
R&D	Research & development
ROS	Reactive oxygen stress
ROS1	ROS proto-oncogene 1, receptor tyrosine kinase
RSV	Respiratory syncytial virus
SDG	Sustainable Development Goals
SEER	National Cancer Institute's Surveillance, Epidemiology, and End Results Program
SRI	Severe respiratory infections
STI	Short-term incentives
STK11	Serine/threonine kinase gene
STK11m	Mutation(s) in the STK11 gene
TKI	Tyrosine Kinase Inhibitor
TME	Tumor microenvironment
UK	United Kingdom
US	United States
USD	United States dollars

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