

## Annual Report of the Board of Directors on the Consolidated Financial Statements

Dear Shareholder,

We are pleased to present the consolidated financial statements as at December 31, 2022.

### Comments and approval of the Consolidated Financial Statements

The consolidated financial statements were prepared in accordance with IFRS as adopted by the EU and were approved by the Board of Directors on March 30, 2023.

#### Statement of profit and loss

In 2022, Oxurion JETREA<sup>®</sup> income amounted to 0.6 million euro compared to 1.1 million euro in 2021.

Oxurion's gross profit in 2022 amounted to 0.01 million euro compared to 0.5 million euro in 2021.

R&D expenses in 2022 were 16.0 million euro compared to 20.7 million euro in 2021. The R&D expenses were mainly related to clinical activities in THR-687 and THR-149.

In 2022, the selling expenses of Oxurion were 0.9 million euro compared with 1.3 million euro in 2021.

General and administrative expenses of 6.0 million euro in 2022, compared to 7.2 million euro in 2021.

In 2022, Oxurion obtained other operating income of 0.8 million euro compared to 1.2 million euro in 2021.

In 2022, Oxurion incurred an operating loss of 22.9 million euro compared to an operating loss of 28.5 million euro in 2021.

The 2022 financial results were as follows: 0.6 million euro in finance income compared to 0.2 million euro in 2021 and 9.4 million euro in finance expense in 2022 compared to 1.3 million euro in 2021. The increase in finance expense is due to the fair value adjustment on convertible bonds, a non-cash item.

In 2022, Oxurion incurred a loss for the year of 31.7 million euro, compared to a loss for the year in 2021 of 29.6 million euro resulting in negative diluted earnings per share of 0.37 euro in 2022 versus 0.77 euro in 2021.

#### Cash Flow

Oxurion's cash position (including investments) at the end of 2022 amounted to 3.6 million euro, in comparison to 10.0 million euro (including investments) at the end of 2021.

#### Statement of financial position

As of December 31, 2022, the Company's statement of financial position amounted to 12.0 million euro with cash, cash equivalents and investments representing 30% of the total balance sheet. This compares to the Company's December 31, 2021 balance sheet of 18.9 million euro with cash, cash equivalents and investments representing 53% of the total balance sheet.

As of December 31, 2022, the Group has convertible loans for a total amount of 7.0 million euro, compared to 11.8 million euro in 2021.

#### Capital raises and issue of new shares

Oxurion was incorporated on May 30, 2006, under its former name 'ThromboGenics', with a share capital of 62,000 euro represented by 11,124 shares. As of December 31, 2022, the share capital of the Company amounted to 65.4 million euro represented by 411,071,559 shares.

## Description of the Principal Characteristics of the Company's Risks

The risks and uncertainties that the Company believes to be material are described below. The occurrence of one or more of these risks may have a material adverse effect on the Company's cash flows, results of operations, financial condition and/or prospects and may even endanger the Company's ability to continue as a going concern, which could lead to its liquidation or bankruptcy, and which will have a material adverse impact on the Company and its shareholders leading to the potential total loss of their entire investment. Moreover, the Company's share price could fall significantly if any of these risks were to materialize. Further, these risks and uncertainties may not be the only ones the Company faces. Additional risks, including those currently unknown or deemed immaterial, may also impair the Company's business operations.

The risk factors are presented in eight categories, depending on their nature. In each category, the risk factor which in the assessment of the Company is the most material, taking into account the negative impact on the Company (including any relevant mitigation measures) and the probability of its occurrence, is mentioned at the outset, and the remainder of the risks in each category are listed in order of importance based on the Company's assessment, although prospective investors should consider them all.

- Risks related to insufficient funding, continuation as a going Concern and potential bankruptcy.
  - The Company is of the opinion that it currently does not have sufficient working capital to meet its capital requirements from fully committed sources over the 12-month period starting from the date this Annual Report was issued ("**Issue Date**"). The shortfall over the 12-month period from the Issue Date is estimated at approximately 16 million euro. The Company's ability to complete the milestones in the development of THR-149 will be put at risk if it is not able to access available funding due to the conditions attached to that funding, raise additional funding and/or reduce its expenditures when required to do so during the 12-month period starting from the Issue Date, all of which is uncertain. Furthermore, if the Company is not able to access available funding due to the conditions attached to that funding, increase its funding and/or reduce its expenditures when required to do so, all of which is uncertain, during the 12-month period starting from the Issue Date, its ability to continue as a going concern will be threatened, and could lead to its liquidation or bankruptcy and which would have a material adverse impact on the Company and its shareholders leading to the potential total loss of their entire investment. The Company's access to funds under the Atlas Funding Program is subject to certain conditions, such as being able to obtain admission to listing of conversion shares on a timely basis, the average market capitalization of the Company over a period of thirty days preceding the issue date not having fallen below two times the amount of the envisaged tranche call, and the total trading value of the Company's shares during the preceding 22 trading days being at least equal to 1,500,000 euro.
  - The Company is also of the opinion that, even if it manages to attract sufficient funding allowing it to cover its working capital needs during the 12-month period starting from the Issue Date, the Company will not have funds available at the end of this 12-month period, unless it is able to attract additional funding, and will therefore continue to face working capital difficulties unless in the interim it is able to access available funding in light of the conditions attached to that funding, raise additional funds, and/or reduce its working capital requirements when it is required to do so, all of which is uncertain. If the Company is not able to access available funding in light of the conditions attached to that funding, increase its funding, and/or reduce its expenditures when required to do so, all of which is uncertain, in the period starting 12 months after the Issue Date, its ability to continue as a going concern will be threatened, which could lead to its liquidation or bankruptcy and will have a material adverse impact on the Company and its shareholders leading to the potential total loss of their entire investment.
  - The Company is a clinical stage biotech with no history of profitability due to substantial investments in product development, and the Company requires additional external funding on a going forward basis to continue and complete the development of THR-149, which, if not available when needed, could threaten the Company's ability to continue as a going concern, which could lead to its liquidation or bankruptcy which would have a material adverse impact on the Company and its shareholders leading to the potential total loss of their entire investment.
- Risks related to clinical Development.
  - The Company only has one product in active development, which could fail, and which would threaten the Company's ability to continue as a going concern, which could lead to its liquidation or bankruptcy which would have a material adverse impact on the Company and its shareholders leading to the potential total loss of their entire investment.
  - The KALAHARI trial for THR-149 in DME could be significantly delayed, which would threaten the Company's ability to continue as a going concern, which could lead to its liquidation or bankruptcy which would have a material adverse impact on the Company and its shareholders leading to the potential total loss of their entire investment.
  - THR-149 may develop adverse side effects that may delay or prevent marketing approval, which could threaten the Company's ability to continue as a going concern given that THR-149 is the only active clinical asset that Oxurion currently has in the pipeline.

- Regulatory Risks
  - The Company may not obtain marketing authorization for THR-149 in important territories, which could have a significant adverse impact on shareholders given that THR-149 is the only active clinical asset that Oxurion has in the pipeline.
- Market Acceptance Risk
  - THR-149 will have to compete against the established market for anti-VEGFs, which are widely accepted by physicians.
  - Price setting, availability, and level of reimbursement for THR-149 by third parties is uncertain and may impede Oxurion's ability to be commercially successful.
- Legal Risks
  - THR-149 may be deemed to infringe on the patents or other intellectual property rights of others, which could have a significant adverse impact on shareholders and other stakeholders.
  - Product liability claims could be successfully brought against Oxurion or its partners, which could have a significant adverse impact on shareholders and other stakeholders.
  - Data protection violation or data breach claims may have an adverse effect on Oxurion's business, prospects, financial condition and results of operations and its ability to execute the KALAHARI trial, which could have a significant adverse impact on shareholders and other stakeholders.
- Risks related to intellectual Property Protection
  - THR-149 is licensed from third parties, which creates risks of the loss of the license rights, and THR-149 may not be adequately protected by the patents and other intellectual property rights, which could have a significant adverse impact on shareholders and other stakeholders.
  - If Oxurion is not able to prevent disclosure of its trade secrets, know-how, or other proprietary information, the value of its technology and THR-149 could be significantly diminished, which could have a substantial adverse impact on shareholders and other stakeholders.
- Risks related to reliance on third parties, key personnel, grants and tax carry forwards.
  - Oxurion relies on third parties to conduct its clinical trials and to manufacture THR-149, which creates interdependencies and risks.
  - Oxurion is subject to competition for its skilled personnel, and challenges in identifying and retaining key personnel could impair Oxurion's ability to do business.
  - Oxurion has obtained grants and subsidies, which would need to be reimbursed if it breaches the conditions
  - Oxurion has significant deductible carry forward tax losses and potential tax benefits in Belgium, which could be adversely affected by changes in Belgian legislation and regulation
- Risks relating to the Shares
  - Conversions of convertible bonds issued by the Company under the Negma Funding Program and going forward under the Atlas Funding Program has, and will continue, to significantly dilute the interests of existing shareholders and such dilution is exacerbated by the sharp decrease in the Company's market price.
  - The market price of the shares may fluctuate widely in response to various factors, including significant sales of new shares upon conversion of convertible bonds.
  - Future capital increases by the Company could have a negative impact on the price of the shares and could significantly dilute the interests of existing shareholders.
  - The Company will not be able to pay dividends in the near future and intends to retain all earnings

In 2022, financial risk management focused on:

- Market risk: The Group's activities are such that the Group's income is exposed to financial risks arising from currency exchange rate fluctuations because a substantial proportion of the research expenditure is invoiced in USD and pound sterling (GBP). The Group tries to compensate the inflows and outflows in foreign currency.
- Interest risk management: At the moment, the Group has external debt financing with a fixed interest rate. The Group does not have any contracts with a variable interest rate. Consequently, there is currently no need for a specific interest risk management policy in the Group.
- Credit risk management: Credit risk relates to the risk that a counterparty will fail to fulfill their contractual obligations with the result that the Group would suffer a loss. The Group's policy focuses on only working with credit-worthy counterparties and, where necessary, requiring adequate securities. Information about the creditworthiness of counterparties is provided by independent ratings agencies and, if this is not available, the Group uses information that is publicly available as well as its own internal records. Credit risk is managed by the financial department of Oxurion by means of individual follow-up of credit per counterparty.
- Liquidity risk management: The Group manages its liquidity risk by ensuring adequate reserves and by constantly checking the projected and actual cash flows. At the moment, the Group is not subject to any substantial liquidity risk.

## **Capital Increase by the Board of Directors with Respect to the Authorized Share Capital and Provisions that may be triggered in the Event of a Public Takeover on the Company (article 8:2 of the Royal Decree of April 29, 2019 (article 34 of the old Royal Decree of 14 November 2007))**

### **The Powers of the Board of Directors with Respect to the Authorized Share Capital**

Article 46 of the Articles of Association contains the following provisions with respect to the authorized share capital. The Board of Directors' powers with respect to the authorized share capital were renewed at the EGM of Oxurion held on May 24, 2022, for a period of five years starting from the publication of the notary deed pertaining to the modification of the Articles of Association in the Belgian Official Gazette (May 24, 2022). The Board of Directors is authorized to increase the share capital of the Company upon one or more occasions up to an amount of 67,931,161.32 euro (less the authorized capital which is used in view of the issuance of convertible bonds) through contribution(s) in cash, contribution(s) in kind, or by conversion of the reserves in accordance with the special report drawn up pursuant to Article 7:199 of the BCCA. As a result, on December 31, 2022, the authorized capital is 65.443,000 euro.

### **Events after the end of the financial year**

On January 25, 2023, the Company has further amended its mandatory convertible bonds issuance and subscription agreement with the Negma Group. Before the amendment, Negma had subscribed to 11 million euro in convertible bonds. Pursuant to the amendment, Negma agreed to subscribe to up to 4 million euro (1,600 bonds) in three tranches to be called at Oxurion's full discretion. Similar to Part B of the funding program with Negma, the liquidity requirement was eliminated, and the conversion price of the shares was 80% of the lowest closing VWAP over the 15 consecutive trading days in advance of the conversion notice.

On March 1, 2023, the funding program with Negma ended according to the terms of the agreements.

On March 1, 2023, the Company entered into the Atlas Subscription Agreement for mandatory convertible bonds with Atlas Special Opportunities, LLC providing for up to 20 million euro in financing. Under the terms of the Atlas Subscription Agreement, Atlas has committed to subscribe to up to 20 million euro in mandatorily convertible bonds over a 24-month period at Oxurion's discretion. The conversion price is set at an eight percent discount to the average VWAP over the three lowest days in the ten consecutive trading days prior to the conversion notice. The Company will pay a fee of 800,000 euro in bonds, which will be issued together with the first tranche. The funding will be provided in nine tranches, with the first tranche including a Part A of 2.8 million euro (including the fee) and Part B of 2 million euro, and subsequent tranches of 2 million euro each with a cool-down period of 22 trading days between tranches (except for between Part A and Part B of the first tranche where there is no cool down period). Provided the conditions precedent are met, the decision to issue one or more tranches is at the discretion of the Company. Certain of the conditions precedents are not within the Company's control, including that the Company's total trading volume in the prior 22 trading days exceeds 1.5 million euro and that its average market capitalization exceeds 4 million euro (or 2 million euro for a 1 million euro tranche).

In addition, on March 1, 2023, Oxurion amended the terms of its convertible bond loan agreement with Kreos Capital and Pontifax Ventures, originally signed on November 22, 2021, (as already amended on June 30, 2022), to reduce the Company's debt by approximately 1 million euro by making a prepayment in exchange for a corresponding reduction in its cash covenant and other benefits.

On March 14, 2023, Oxurion announced that given their other commitments, Dr. David Guyer and Dr. Adrienne Graves decided to resign from the Company's Board of Directors and that Dr. Anat Loewenstein, Director of the Department of Ophthalmology at Tel Aviv University, and Nathalie Laarakker, Chief Financial Officer at Intravacc B.V. in the Netherlands, have agreed to be co-opted as independent directors. The co-optation is subject to ratification by the Company's Annual General Shareholders Meeting on May 2, 2023.

## Going concern – material uncertainty

The consolidated financial statements were prepared on a going concern basis.

The Group's cash balance at December 31, 2022, of 3.6 million euro is not sufficient to fund the Group's operations during the next twelve months. However, post-closing, the Group entered into the Atlas Subscription Agreement.

This committed but conditional funding would be sufficient to fund operations during the next twelve months from the financial statement's issue date. However, given the contingent nature of this funding, the Group is actively exploring the possibility of obtaining additional funding through debt, equity, or non-dilutive funding, including the licensing of THR-149, or alternatively reducing its costs and investments so that there should be sufficient cash to continue its operations during the next twelve months.

As the net-assets of the Company are below 61,500 euro (the statutory minimum amount of share capital of a Belgian public limited liability company), in accordance with article 7:229 of the BCCA, each interested party is entitled to request the competent commercial court to dissolve the Company. In such instance the court may order the dissolution of the Company or grant a grace period within which the Company is allowed to remedy the situation.

Based on the above, the Board of Directors considers it may be reasonable to expect that there will be sufficient cash to continue its operations during the next twelve months, and therefore decided to continue its valuation rules under the assumption of going concern. However, there is a material uncertainty relating to going concern of the Group because it is uncertain that the above-mentioned committed but conditional funding will be available when needed given the conditions related to the funding, and because it is not certain whether the Group will be able to timely obtain the necessary additional funding through debt, equity or non-dilutive funding, partnering or to realize sufficient cost and investment reductions.

## Corporate governance

### *General provisions*

This section summarizes the rules and principles applicable to the corporate governance of Oxurion. It is based on the articles of association (the "**Articles of Association**") and on the corporate governance charter of the Company (the "**Corporate Governance Charter**") which was drawn up on October 19, 2006, and which has been updated since on a regular basis. The last update was approved by the Board of Directors in March 2023 and is published on Oxurion's website (<https://www.oxurion.com/corporate-governance>).

The Corporate Governance Charter of Oxurion contains the following specific appendices:

- Board of Directors
- Management Structure
- Dealing Code – Rules for the prevention of insider trading and market abuse
- Audit Committee
- Nomination and Remuneration Committee (as defined hereinafter)

### *Compliance with the Corporate Governance code*

The Company notes that under principle 7.6 of the Corporate Governance Code, Non-Executive Directors should receive part of their remuneration in the form of shares in the Company. The Company does not comply with this provision of the Corporate Governance Code because the Company has no distributable reserves and therefore it cannot acquire its own shares to be granted to its Non-Executive Directors.

The Company further notes that under principle 7.6 of the Corporate Governance Code, Non-Executive Directors should not receive subscription rights in the Company as part of their remuneration. The Company does not comply with this provision of the Corporate Governance Code because the Company has no distributable reserves and therefore it cannot acquire its own shares to be granted to its Non-Executive Directors. Consequently, the Company has decided to grant Non-Executive Directors a limited number of subscription rights to allow them to acquire shares of the Company following the exercise of their respective subscription rights, as approved by the AGM of Oxurion of May 7, 2019.

Principle 7.9 of the Corporate Governance Code requires the Board of Directors to set a minimum threshold of shares to be held by the Executives (as defined below). The Company deviates from this provision of the Corporate Governance Code because the Company has no distributable reserves and therefore it cannot acquire its own shares to be granted to its Executives (as defined below).

Principle 7.11 of the Corporate Governance Code provides that subscription rights should not vest and be exercisable within less than three years. The Company deviates from this standard because it considers it to be necessary to attract high quality biotech executives, where vesting of less than three years is not exceptional and Oxurion considers to be necessary to be competitive.

The Company does not consider that it is necessary to apply claw back provisions and therefore deviates from principle 7.12 of the Corporate Governance Code. The only variable compensation the Company pays are bonuses based on the achievement of corporate targets, which are paid only upon achievement of the objective. Subject to one deviation described and justified in Section 4.9.2.1 (D), the Company does not apply any other performance-based remuneration or variable compensation as the subscription rights granted to Executives generally vest over time and are not performance related.

### ***Description of the Principal Characteristics of the Company's Internal Controls and Risk Analysis***

The Corporate Governance Charter describes how the Company addresses internal controls and risk analysis.

The following paragraphs summarize the most relevant characteristics of the Company's internal controls and risk analysis which make part of the roles of the statutory bodies as described in the Corporate Governance Charter.

Internal control systems play a central role in directing the activities and in risk management. They allow for a better management and control of the possible risks (strategic risks, financial risks, compliance with rules and legislations), in order to achieve the corporate goals. The internal control system is based on five pillars:

- Control environment
- Risk analysis
- Control activities
- Information and communication
- Supervision and modification

#### **Control environment**

Oxurion's control environment includes both formal and informal rules on which the functioning of the Company relies.

Oxurion has defined Drive and Initiative, Team Play, Flexibility and Quality of Work as being the values driving Oxurion's team with the aim to create an open corporate culture, in which communication and respect for patients, suppliers and staff play a central role. Oxurion's employees are required to manage the Company's means with due diligence and to act with the necessary common sense. The informal rules are complimented by formal rules where necessary.

Oxurion's intent is to attract, motivate and retain qualified employees, in a cooperative work environment and with possibilities for personal development. Their expertise and experience will contribute to the Company's effective management.

The control environment is further created and supported by the Board of Directors, the committees within the Board of Directors, being the Audit Committee and the nomination and remuneration committee, consisting of Thomas Clay (chairman), Dr. Adrienne Graves and Dr. David Guyer, the CEO, the Executive Committee and the staff.

#### **Board**

The Board of Directors consists of a majority of Non-Executive, Independent Directors. The Board of Directors undertakes the following functions in creating the control environment:

- The Board of Directors pursues sustainable value creation by the Company, by setting the Company's strategy, putting in place effective, responsible and ethical leadership and monitoring the Company's performance.
- The Board of Directors supports the CEO in the fulfilment of his duties and constructively challenges the CEO whenever appropriate.
- The Board of Directors decides on and regularly reviews the Company's medium and long-term strategy based on the proposals from the CEO.
- The Board of Directors approves the operational plans and main policies developed by the CEO to give effect to the approved Company strategy.
- The Board of Directors determines the risk appetite of the Company in order to achieve the Company's strategic objectives.

To achieve its duties, the Board of Directors relies on its committees, as well as the CEO as follows:

### Committees within the Board of Directors

- The Audit Committee evaluates the strength of the controls in place at regular intervals and assists the Board of Directors in fulfilling its monitoring responsibilities in respect of the financial reporting process, the effectiveness of the internal control and risk management systems, the internal audit and the Statutory Auditor's work and independence.
- The Audit Committee also monitors the integrity of the financial information provided by the Company. The Audit Committee ensures that the financial reporting provides a true, honest and clear picture of the situation and the prospects of the Company. For this monitoring, the Audit Committee in particular reviews the relevance and consistency of the accounting standards and the accuracy, completeness and consistency of the financial information.
- The Nomination and Remuneration Committee controls the quality and compensation for the Board of Directors, the CEO and the Executive Committee, and evaluates the remuneration policy on a going forward basis. Under the BCCA, any material changes to the Remuneration Policy must be approved by the general shareholders' meeting of the Company.

### CEO and Executive Committee

- The day-to-day management is the responsibility of the CEO who is supported by the Executive Committee, which is made up of the CEO and his direct reports. The CEO controls the operations and activities of the Executive Committee and all other personnel.
- For the sake of effective management, authority is partially delegated from the CEO to the various departments within Oxurion. The delegation of authorities is not linked to a person, but rather to the position. The CEO is responsible at a Group level and is finally responsible for activities that have been delegated. All individuals concerned are informed of the extent of their authority (approval requirements and limitations of authority).
- In managing internal controls and risks, the CEO is entrusted with proposing, developing, implementing and monitoring the Company strategy, taking into account Oxurion's values, its risk profile and key policies.

### Risk analysis

As set forth above, the Board of Directors decides on the Group's strategy, risk profile and its policies. The Board of Directors is tasked with ensuring the Company's long-term success by employing appropriate risk assessment and management.

The CEO is responsible for the development of systems that identify, evaluate and monitor risks. The CEO undertakes a risk analysis in all departments of the Group and takes relevant risks into account in developing the Group's strategy. Implementation includes a set of means, codes of conduct, procedures and measures that fits with the Group's structure, which are intended to maintain risks at an acceptable level.

The control environment is supported by Oxurion's code of business conduct (the "**Code of Business Conduct**") covering a wide range of business practices and procedures. It does not cover every issue that may arise, but rather establishes basic principles to guide the motives and actions of Oxurion's directors, officers and employees. All directors, officers and employees must conduct themselves in accordance with those principles and seek to avoid even the appearance of improper behaviour. The Code of Business Conduct should also be provided to, and followed by, Oxurion's agents and representatives, including consultants.

The Code of Business Conduct seeks to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest in personal and professional relationships
- Full, fair, accurate, timely and understandable disclosure in reports and documents that Oxurion submits to the Financial Services and Markets Authority (the "FSMA") and in other public communications made by Oxurion
- Compliance with all applicable governmental laws, rules, regulations and industry codes
- Accountability for adherence to the Code of Business Conduct
- Prompt internal reporting of violations of the Code of Business Conduct

Oxurion divides its objectives into four categories:

- Strategic
- Operational
- Reliability of the internal and external information
- Compliance with rules and legislations and internal instructions

Risk identification consists of examining the factors that could influence the objectives put forward in each category. Internal or external factors may influence the realization of these objectives:

- Internal factors: are closely related to the internal organization and could have several causes (for example, change in the Company or Group structure, staff, ERP system).
- External factors: can be the result of changes in the economic climate, regulations or competition affecting the Company or the Group and the sector.

## Control activities

In order to properly manage the identified risks, Oxurion takes the following control measures:

- Installation of access and security systems at the premises and offices
- Establishment of internal operational and control procedures
- Modifications and updates of the existing procedures; use of a reporting tool that permits financial data reporting on a regular basis (quarter, year). The reporting tool also permits development of KPIs and regular assessments thereof.

The risk mitigation comprises numerous day-to-day activities such as:

- Regular updates of the Company's risk management plans
- Management by operational supervisors
- Data exchange with third parties for confirmation purposes (e.g. suppliers/customers)
- Segregation of duties

## Information and Communication

The Board of Directors takes all necessary measures to ensure the integrity and timely disclosure of the Company's financial statements and other material financial and non-financial information in accordance with applicable law.

In order to be able to present reliable financial information, Oxurion makes use of a standardized reporting of accounts and a global application of IFRS recognition criteria and applies a uniform administration and implementation of the same ERP system in all subsidiaries.

Oxurion has a robust information management system. Depending on the type of data at issue, controls are in place to ensure that the information is limited to authorized persons. A back-up policy is available, and all data is backed up centrally on a weekly base and locally on a daily base.

## Supervision and risk mitigation

Supervision of the Company's activities is carried out by the Board of Directors, the Audit Committee and the Company's CEO.

### Role of the Board

- The Board of Directors approves a framework of internal control and risk management, proposed by the CEO. It reviews the implementation of the framework, considering the evaluation made by the Audit Committee. The Board of Directors is also responsible for describing the main features of the internal control and risk management systems of the Company and disclosing them in the corporate governance statement in the Annual Report.
- The Board of Directors ensures that there is a process in place for monitoring the Company's compliance with laws and other regulations, as well as for the application of internal guidelines relating thereto.

### Role of the Audit Committee

- The Audit Committee informs the Board of Directors of the outcome of the statutory audit and explains how the statutory audit contributed to the integrity of financial reporting and the role that the Audit Committee played in that process.
- At least once a year, the Audit Committee reviews the internal control and risk management systems established by the CEO. It ensures that the main risks are properly identified, managed and disclosed in accordance with the framework approved by the Board of Directors.
- The role of the Audit Committee also includes review and approval of the statements on internal control and risk management included in the corporate governance statement in the Annual Report, as well as review of the specific arrangements in place which the staff of the Company may use, in confidence, to raise concerns about possible improprieties.
- The Audit Committee monitors the external auditor's work program and reviews the effectiveness of the external audit process and the responsiveness of the management to the recommendations made by the external auditor in his or her management letter. The external auditor must report to the Audit Committee on the key matters arising from the statutory audit of the financial statements, and in particular on material weaknesses in internal control in relation to the financial reporting process.
- The Audit Committee annually reviews the need for an internal audit function and advises the Board of Directors on the Audit Committee's annual assessment whether an internal audit function is required.



## Role of the CEO

The CEO is responsible for:

- Supervising compliance with the legislation and regulations that apply to the Company.
- Establishing internal controls (i.e., systems to identify, assess, manage and monitor financial and other risks) without prejudice to the Board of Directors' monitoring role, based on the framework approved by the Board of Directors.
- Presenting a complete, timely, reliable and accurate preparation of the Company's financial statements to the Board of Directors, in accordance with the applicable accounting standards and policies of the Company; and
- presenting a balanced and understandable assessment of the Company's financial situation to the Board of Directors.

## External Audit

External auditing within Oxurion is performed by the Statutory Auditor. This includes the auditing of the statutory financial statements and the consolidated financial statements of Oxurion and its subsidiaries.

In 2022, fees totaling 113,000 euro were paid for the audit mandates of Oxurion NV and Oncurious NV.

## Composition of the Board of Directors

The Company is led by a collegiate Board of Directors, which is the Company's most senior administrative body. The Company establishes the Board of Directors' internal rules and regulations and publishes them in its Corporate Governance Charter. The Board of Directors is charged with achieving the Company's long-term success by guaranteeing entrepreneurial leadership and ensuring that risks are assessed and managed in an appropriate way. The Board of Directors' responsibilities are stipulated in the Articles of Association and in the Board of Directors' internal rules and regulations. The Board of Directors is organized in view of an effective execution of its tasks.

The Board of Directors decides upon the Company's strategic direction, policies geared towards achieving its objectives, and its risk profile.

The Board of Directors ensures that the necessary leadership and financial and human resources are available so that the Company is able to realize its goals. Also, when determining the values and strategies contained in the Company's overall business plan, the Board of Directors considers corporate social responsibility, gender diversity and diversity in general.

MeRoNo BV (represented by Dr. Patrik De Haes, M.D.) was appointed Chairman of the Board of Directors on May 15, 2021, replacing Thomas Clay who remains on the Board as Non-Executive, Independent Director.

As of December 31, 2022, the Board of Directors consists of seven members:

- MeRoNo BV, represented by Dr. Patrik De Haes, M.D., Non-Executive Director, Chairman
- Thomas Clay, Non-Executive, Independent Director
- Dr. David Guyer, M.D., Non-Executive, Independent Director
- INVESTEA SRL, represented by Emmanuèle Attout, Non-Executive, Independent Director
- Baron Philippe Vlerick, Non-Executive, Independent Director
- Dr. Adrienne Graves, Non-Executive, Independent Director
- Tom Graney, CFA, Executive Director, Chief Executive Officer

The Board of Directors includes two female members and five male members.

## **Board of Directors' Meetings in the Financial Year 2022**

The Board of Directors met regularly and had fourteen formal board meetings in 2022. With regard to its supervisory responsibilities, the Board discussed, among other things:

- The Board of Directors decided not to advance THR-687 to Part B of the INTEGRAL trial, and to focus on its THR-149 program, following top-line results from Part A of its Phase 2 trial of THR-687 in May 2022.
- The Board of Directors decided to conduct an interim analysis of at least 25% of the patients for the KALAHARI Phase 2, Part B THR-149 trial. The Board of directors decided to continue the trial based on the results of the interim analysis.
- The Board of Directors ensures that the necessary financial resources are in place so as to allow the Company to meet its objectives. This included successfully organizing a private equity placement on March 7, 2022, by which it raised 10.4 million euro in gross proceeds for 7,226,039 new shares issued at 1.44 euro. Moreover, it amended its mandatory convertible bonds issuance and subscription agreement with Negma, allowing the Company (at its discretion) to access to 6 million euro in cash in four monthly tranches, without application of a cooling off period or liquidity requirement.
- The Board of Directors was actively involved in discussions regarding future funding opportunities.
- The Board of Directors is responsible for the corporate governance structure of the Company and compliance with the corporate governance stipulations. The Board of Directors has decided to adopt a one-tier governance structure and to have an Audit Committee and a combined Nomination and Remuneration Committee.

The Board of Directors appointed Midico BV (represented by Michaël Dillen) as Company Secretary in March 2020.

### ***Committees within the Board of Directors***

The Board of Directors has established an Audit Committee and a combined Nomination and Remuneration Committee. The Board of Directors appoints the members and the chairman of each committee. Each committee consists of at least three members. The composition of the Committees for 2022 was as follows:

Audit Committee: INVESTEA SRL (represented by Emmanuèle Attout), chairman; Thomas Clay; Philippe Vlerick.  
The Audit Committee held five meetings during 2022.

Nomination and Remuneration Committee: Thomas Clay, chairman; Dr. Adrienne Graves; Dr. David Guyer.  
The Nomination and Remuneration Committee held three meetings during 2022.

The powers of these Committees are described in the Company's Corporate Governance Charter (Appendix 4 and 5), which is available on Oxurion's website([www.oxurion.com](http://www.oxurion.com)).

### ***Policy regarding Transactions and other Contractual Relationships between the Company, including Affiliated Companies, and its Directors and the CEO***

#### **Conflicts of Interest of Directors and the CEO**

Article 7:96 of the BCCA contains special provisions which must be complied with whenever a director has a direct or indirect conflicts of interest of a patrimonial nature in a decision or transaction within the authority of the Board of Directors.

According to Appendix 1 and 2 of the Corporate Governance Charter of the Company regarding transactions or other contractual relations between the Company (including affiliated companies), and its directors and the CEO, such transactions need to be submitted to the Board of Directors.

In 2022, no conflicts of interest occurred:

#### **Transactions with Affiliated Companies**

Article 7:97 of the BCCA provides for a special procedure which must be followed for transactions with Oxurion's affiliated companies or subsidiaries. Such a procedure does not apply to decisions or transactions that are entered in the ordinary course of business under at arm's length conditions or for decisions and transactions whose value does not exceed one percent of the Company's consolidated net assets. According to Appendix 2 of the Corporate Governance Charter of the Company regarding transactions or other contractual relations between the Company including affiliated companies, and its directors and the CEO, such transactions need to be submitted to the Board of Directors.

In 2022, no such transactions occurred.

### **Market abuse regulations**

Oxurion's Corporate Governance Charter Appendix 3 as published on its website describes the rules in place to prevent inside information being used illegally or the impression of such illegal use being created by directors, shareholders, members of the management and important employees (insiders).

The precautionary measures against insider trading include, among other things, the obligation to compose lists of insiders, the requirements concerning investment recommendations, the obligation to report insider transactions, and the obligation for the intermediary to report suspicious transactions. The measures are stipulated in Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014, on Market Abuse (the "**Market Abuse Regulation**") and repealing Directive 2003/6/EC of the European Parliament and the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.

In accordance with the Market Abuse Regulation, Oxurion has drawn up a list of permanent insiders, including persons in the Company who are employed or consulted for the Company and who have regular or occasional access to insider information directly or indirectly concerning Oxurion. Moreover, the Company establishes ad hoc insider lists as required. These lists are updated frequently and remain at the disposal of the FSMA for five years.

In accordance with the Market Abuse Regulation, the members of the Board of Directors and the management are obliged to report their transactions involving shares of Oxurion to the FSMA.

The Company has established a disclosure committee and has a Chief Compliance Officer, Paisley BV (represented by Kathleen Paisley).

### **CEO**

The CEO is appointed by the Board of Directors in accordance with Oxurion's Corporate Governance Charter. The CEO has the power to propose and implement the corporate strategy, by taking into account the Company's values, its risk tolerance and key policies. The CEO is, among other things entrusted with the day-to-day management of the Company

The powers of the CEO are defined by the Board of Directors in close consultation with the CEO. The CEO supervises the Company's on-going activities.

In 2022, the role of CEO was carried out by Tom Graney.

The details of the CEO's remuneration is laid out in the Remuneration Report.

### **Executive Committee**

In addition to the CEO, several managers are members of the Executive Committee. The Executive Committee is not mentioned in the Corporate Governance Charter. The members of the Executive Committee includes the CEO and provides support and assistance to the CEO (members of the Executive Committee are referred to herein as "Executives"). Executive Committee have no statutory delegated powers to represent the Company or to propose or implement corporate strategy.

Executive Committee meetings are attended by the following executives (December 31, 2022):

- Julie Binon – Chief People Officer
- Andy De Deene – Chief Development Officer
- Tom Graney – Chief Executive Officer and Chief Financial Officer
- Midico BV represented by Michaël Dillen – Chief Business Officer and Company Secretary
- Paisley BV represented by Kathleen Paisley – Chief Legal Officer and Compliance Officer

## **Remuneration Report Financial Year 2022**

In accordance with Belgian law, the Company has adopted a new remuneration policy in 2021 (Article 3:6, §3 of the BCCA), which was approved by the Board of Directors on March 17, 2021, on the recommendation by the Nomination and Remuneration Committee. At the AGM in May 2021, the Company submitted its remuneration policy to the shareholders, which was approved. This policy applies for the next four years unless materially modified by the Board of Directors and approved by the shareholders (the “Remuneration Policy” or the “Policy”).

The purpose of a remuneration policy is to provide the fundamental principles based on which the Company will remunerate the members of its Board of Directors, CEO, and Executive Committee on a going forward basis.

This section of the Annual Report first provides an overview of the Remuneration Policy. This is followed by the remuneration report for 2022 applying the Policy.

The purpose of the Remuneration Report is to report on the remuneration paid by the Company in 2022 in accordance with the Belgian legislation (Article 7:89/1 of the BCCA) and the Policy.

### **Overview of Remuneration Policy**

#### **Executives**

##### **Structure**

The CEO is appointed by the Board of Directors in accordance with Oxurion’s Corporate Governance Charter. The CEO has the power to propose and implement corporate strategy, taking into account the Company’s values, its risk tolerance and key policies. The CEO is, among other things, entrusted with the running of the Company.

The CEO is assisted by an Executive Committee, which provides support and assistance to the CEO but has no statutory delegated powers to represent the Company or to propose or implement corporate strategy.

The CEO and other members of the Executive Committee are all referred to in this Remuneration Report as the “**Executives**”.

##### **Remuneration of Executives**

Oxurion’s approach to remuneration of its Executives is geared at attracting, motivating and retaining highly qualified individuals with the necessary skill set and experience to ensure its continuing sustainable and profitable growth. As such, the Policy is designed to support the retention and motivation of the Executives.

The total remuneration package for Oxurion Executives is made up of three components:

- Fixed compensation, including pension and other benefits
- Variable compensation which is based on achieving corporate objectives
- Equity-based compensation in the form of subscription rights.

##### **Fixed Compensation**

Each Oxurion Executive is entitled to a fixed annual compensation package including pension and other benefits.

##### **Variable Compensation**

Executives are also entitled to variable compensation based on achieving annual corporate performance objectives.

This variable component is an incentive linked to the achievement of annual corporate objectives. The level of achievement of each of the corporate objectives defines the total percentage of the target amount that is paid. As it is typically annual in nature, this component qualifies as a short-term cash incentive.

### ***Share Subscription Rights***

The Company offers subscription rights to Executives through various subscription rights plans (previously referred to as warrants).

Subscription rights are granted free of charge according to rules set by the Board of Directors on the advice of the Nomination and Remuneration Committee. The eligibility for subscription rights is not linked to individual performance but rather is based on continued service to ensure that Executives have a long-term commitment to maximizing long-term shareholder value.

The Company does not consider the subscription rights granted to Executives to be variable remuneration as defined by the BCCA.

At the EGM of November 20, 2017, it was decided that Oxurion would expressly deviate from the specific provisions of Art. 7:91 BCCA, according to which directors are not allowed to exercise subscription rights allocated to them prior to the expiry of a three-year period following their allocation. The decision to do so was not considered to be exceptional in the biotech and pharmaceutical industry where such plans are common in order to ensure longevity.

Oxurion generally does not provide for any performance-related premiums in shares, options, or other rights to acquire shares. However, a deviation was made in 2021 to grant Mr. Graney performance-based options when he was appointed CEO, as set forth in the 2021 Remuneration Report.

### ***Ownership of Shares***

The Company is not able to make share grants as it does not have distributable reserves and therefore is not able to hold treasury shares and hence has not put in place any requirements for share ownership by the Board of Directors or by Executives.

### ***Claw backs***

In line with its remuneration policy, Oxurion does not operate any claw back arrangements in relation to remuneration paid to Executives. The Company does not consider that it is necessary to apply claw back provisions and therefore deviates from principle 7.12 of the Corporate Governance Code on the basis that:

- The payout of the variable compensation, based on the achievement of corporate targets as set by the Board of Directors, is paid only upon achievement of the objective.
- The Company does not apply any other performance-based remuneration or variable compensation as the subscription rights granted to Executives vest over time and are not performance related.

Consequently, no claw back arrangements were applied during 2022.

### ***Conflicts of interest***

The remuneration of the non-executive directors is subject to approval by the general shareholders' meeting.

The CEO does not participate in the preparation and the decision making regarding his own remuneration. Furthermore, the Nomination and Remuneration Committee is composed exclusively of non-executive board members and a majority of its members qualify as independent directors. The CEO/executive director only participates in the meetings of the Nomination and Remuneration Committee in an advisory capacity. He recuses himself and does not participate in the discussions relating to his own remuneration in either the Nomination and Remuneration Committee or the Board of Directors.

### ***Board of Directors***

The procedure for establishing the remuneration policy and setting remuneration for members of the Board of Directors is determined by the Board of Directors on the basis of proposals from the Nomination and Remuneration Committee, taking into account relevant benchmarks with appropriate peer companies.

The remuneration of the Non-Executive Directors is submitted by the Board of Directors to the shareholders' meeting for approval and are only implemented after such approval.

The fixed and variable remuneration of the CEO (who is a member of the Board of Directors) is established by the Board of Directors based upon an authorization from the shareholders' meeting and described above. Executive Directors are not separately remunerated for their board role.

### **Non-Executive Directors**

Based on a peer review of the compensation of the Board of Director against peer companies (Euronext listed biotech companies), the AGM of Oxurion of May 7, 2019, approved a new remuneration and compensation scheme and decided to issue a subscription rights plan for Non-Executive Directors with the objective of avoiding disadvantages compared to competitors and peer companies. This was further implemented in the Company's Remuneration Policy.

In accordance with the policy terms decided by the shareholders, Non-Executive Directors are entitled to the following fees:

| ROLES        | ANNUAL FEES | AUDIT CO MEMBER | AUDIT CO CHAIR | NOM REM CO MEMBER | NOM REM CO CHAIR |
|--------------|-------------|-----------------|----------------|-------------------|------------------|
| Chairman     | 90,000      |                 |                |                   |                  |
| Board Member | 30,000      | 6,000           | 6,000          | 4,000             | 4,000            |

The Chairman of the Board of Directors does not receive any fees for his/her membership or chairmanship of any of the Committees. If a director attends less than at least 75% of the scheduled annual Board of Directors' or Committee meetings of which he or she is a member either in person or by phone, the fees are reduced on a pro rata basis. Where members attend Board of Directors' meetings in person, they are entitled to reimbursement of reasonable out-of-pocket expenses actually incurred as a result of participation in meetings of the Board of Directors.

Apart from the above remuneration, the shareholders decided at the AGM in May 2019 that Non-Executive Directors should be entitled to subscription rights for 7,500 shares in the Company per year. This was implemented by decision of the Board of Directors to adopt a Board of Directors' Subscription Rights Plan 2020 for 150,000 shares before the Public Notary on December 23, 2020. These rights are not subject to any vesting criteria and can be freely exercised during any exercise period for the life of the Plan. The Company does not consider them to be variable compensation.

The Company recognizes that the Corporate Governance Code recommends against granting subscription rights to Board of Directors' members, but at the same time advises companies that members of the Board of Directors should own shares of the Company. Oxurion is not able to grant shares to its directors because it does not have distributable reserves and cannot own treasury shares. Therefore, the Company considers that the grant of subscription rights to Non-Executive Directors that vest on grant operates as closely as possible to a share. The shareholders have already expressly agreed to the grant of subscription rights to the Board of Directors at the 2019 AGM and again at the 2021 AGM as part of the approval of the 2021 Remuneration Policy.

The Board of Directors' remuneration structure encourages an active participation in both Board of Directors' and Committee meetings. The fixed remuneration for the Non-Executive Directors is justified by the fact that the proper operation of these Committees requires adequate preparation by the members. The grant of subscription rights to Non-Executive Directors further aligns the Directors' interests with those of the shareholders and allows the Company to attract and retain top quality directors.

The objective and independent judgment of the Non-Executive Directors is further encouraged by the fact that they do not draw any other remuneration from the Company other than their fixed Directors' remuneration and their subscription rights, except for David Guyer who provides additional ad hoc consultancy services.

The remuneration of the Non-Executive Directors does not contain a variable component; hence no performance criteria apply to the remuneration of the Non-Executive Directors.

The Directors' mandate may be terminated "ad nutum" (at any time) without any form of compensation.

### **Executive Directors**

Executive Directors are not compensated for their role on the Board of Directors in addition to the compensation they receive as Executives.

## Remuneration report

### Executives

#### **Total Remuneration Summary for Executives**

This Remuneration Report covers Oxurion Executives, including the CEO and the Executive Committee. During fiscal year 2022, the Executive Committee was made up the following Executives (plus the CEO):

- Julie Binon – Chief People Officer (until December 31, 2022)
- Andy De Deene – Chief Development Officer
- Tom Graney – Chief Executive Officer and Chief Financial Officer
- Midico BV represented by Michaël Dillen – Chief Business Officer and Company Secretary
- Paisley BV represented by Kathleen Paisley – Chief Legal Officer and Compliance Officer
- Hanne Callewaert – Chief Operating Officer (until September 1, 2022)
- Alan Stitt – Chief Scientific Officer (until August 31, 2022)

During the course of 2022, a number of changes were made to the composition of the Executive Committee. The global remuneration figures included in this Remuneration Report for the Executive Committee for fixed compensation, other benefits and pensions include amounts paid to all members of the Executive Committee and relating to the 2022 financial year in euro. The amounts included for variable compensation are those relating to the financial year regardless of when they were paid.

The overview below demonstrates the total remuneration of the CEO and Executive Committee members in 2022 in euro:

| NAME AND TITLE      | FIXED COMPENSATION | OTHER BENEFITS | PENSION | VARIABLE COMPENSATION | TOTAL     | RATIO OF VARIABLE TO FIXED COMPENSATION |
|---------------------|--------------------|----------------|---------|-----------------------|-----------|---|
| Tom Graney, CEO     | 502,000            | 35,000         | 24,000  | 0                     | 562,000   | N/A                                     |
| Executive Committee | 1,057,000          | 35,000         | 42,000  | 0                     | 1,134,000 | N/A                                     |

#### **Fixed Remuneration**

We refer to the table above that reflects the base compensation, pension and other benefits for the CEO and Executive Committee members in 2022 in euros.

#### **Base Compensation**

Each Oxurion Executive is entitled to base compensation in line with his/her position.

#### **Other Benefits**

Depending on their location and status, Executives may be entitled to statutory benefits plus a contribution to a healthcare plan, a company car, and/or similar arrangements. These amounts can vary from year-to-year but are reported here due to their recurring nature.

#### **Pension**

Depending on their location and status, Executives may receive defined contribution benefits under Oxurion’s group insurance plan or through matching arrangements under 401 (k) plans in the US. These amounts can vary from year-to-year but are reported here due to their recurring nature.

### Variable Compensation

According to the Remuneration Policy, the performance criteria are set at the beginning of the year together with the Nomination and Remuneration Committee and the Board of Directors to align with what they consider creates most shareholder and employee value. They have four primary components - (1) funding of the company in relation to a specific plan, developed by the Board of Directors; (2) delivery of the development programs via clinical trial milestones; (3) enhancing the Company's assets in key strategic areas, for example, through in/out-licensing and (4) a relevant people objective. Those four components of the performance criteria are weighted in light of their importance to the Company's success and linked to the specific year.

At year-end, the Nomination and Remuneration Committee and the Board of Directors decide whether corporate objectives are achieved. The objectives are SMART, so they are achieved or not achieved by the timeline set for the period. In some cases, they are partially achieved. In the latter case, the Nomination and Remuneration Committee and the Board of Directors shall award a reduced target incentive amount based on criteria for partial achievement that have been established in advance.

For the year 2022, the objectives were set relating to funding (both amount and timing), clinical trial timelines for THR-149 and THR-687 and employee engagement. The Nomination and Remuneration Committee and the Board of Directors have decided not to grant a variable compensation for the year 2022 in spite of the achievement of some of the objectives.

### Subscription Rights

The Executives are also entitled to participate, free of charge, in the different subscription rights plans that Oxurion has in place for its personnel.

No subscription rights were granted to or exercised by Executives in 2022.

The table below sets forth the subscription rights outstanding and exercisable as of December 31, 2022, for the Executives including for our former CEO ViBio BV and former Chief Legal Officer Claude Sander:

| NAME       | FIRST NAME | DATE OF GRANT | PLAN   | EXERCISE PRICE | N° OF SRS OUT-<br>STANDING AS OF<br>DECEMBER 31, 2022 | N° OF SRS FORFEITED<br>IN 2022 | NUMBER OF SRS<br>EXERCISABLE AS OF<br>DECEMBER 31, 2022 |
|------------|------------|---------------|--------|----------------|---|--------------------------------|---|
| Binon      | Julie      | 03 07 2019    | 2017   | 3.822          | 15,000  |                                | 15,000  |
| Binon      | Julie      | 26 06 2020    | 2017   | 2.847          | 12,500  | 12,500                         | 12,500  |
| Binon      | Julie      | 28 04 2021    | 2021-1 | 2.6            | 7,500   | 2,500                          | 7,500   |
| Binon      | Julie      | 30 09 2021    | 2021-2 | 1.75           | 9,844   | 7,656                          | 9,844   |
| Binon      | Julie      | 30 12 2021    | 2021-3 | 1.82           | 32,500  | 32,500                         | 32,500  |
| Callewaert | Hanne      | 29 06 2018    | 2017   | 6.549          | 10,000  |                                | 10,000  |
| Callewaert | Hanne      | 03 07 2019    | 2017   | 3.822          | 4,000   |                                | 4,000   |
| Callewaert | Hanne      | 28 04 2021    | 2021-1 | 2.6            | 7,500   |                                | 5,156   |
| Callewaert | Hanne      | 30 09 2021    | 2021-2 | 1.75           | 47,500  |                                | 26,718  |
| Callewaert | Hanne      | 30 12 2021    | 2021-3 | 1.82           | 90,000  |                                | 45,000  |
| De Deene   | Andy       | 28 12 2018    | 2017   | 3.4            | 25,000  |                                | 25,000  |
| De Deene   | Andy       | 27 12 2019    | 2017   | 2.64           | 25,000  |                                | 25,000  |
| De Deene   | Andy       | 28 04 2021    | 2021-1 | 2.6            | 40,000  |                                | 30,000  |
| De Deene   | Andy       | 30 09 2021    | 2021-2 | 1.75           | 150,000   |                                | 84,375  |
| De Deene   | Andy       | 30 12 2021    | 2021-3 | 1.82           | 220,000   |                                | 110,000   |
| Graney     | Tom        | 28 04 2021    | 2021-1 | 2.6            | 400,000   |                                | 300,000   |
| Graney     | Tom        | 30 09 2021    | 2021-1 | 1.75           | 165,000   |                                | 0   |
| Graney     | Tom        | 30 09 2021    | 2021-2 | 1.75           | 235,000   |                                | 0   |
| Midico BV  |            | 28 04 2021    | 2021-1 | 2.6            | 52,500  |                                | 39,375  |
| Midico BV  |            | 30 09 2021    | 2021-2 | 1.75           | 45,000  |                                | 25,312  |
| Midico BV  |            | 30 12 2021    | 2021-3 | 1.82           | 90,000  |                                | 45,000  |
| Paisley BV |            | 28 04 2021    | 2021-1 | 2.6            | 52,500  |                                | 39,375  |
| Paisley BV |            | 30 09 2021    | 2021-2 | 1.75           | 55,000  |                                | 30,937  |
| Paisley BV |            | 30 12 2021    | 2021-3 | 1.82           | 90,000  |                                | 45,000  |
| Sander     | Claude     | 28 12 2017    | 2017   | 3.38           | 25,000  |                                | 25,000  |
| Sander     | Claude     | 28 12 2018    | 2017   | 3.4            | 25,000  |                                | 25,000  |
| ViBio BV   |            | 28 12 2017    | 2017   | 4.593          | 100,000   |                                | 100,000   |
| ViBio BV   |            | 28 12 2018    | 2017   | 4.593          | 100,000   |                                | 100,000   |
| ViBio BV   |            | 27 12 2019    | 2017   | 4.593          | 100,000   |                                | 100,000   |
| ViBio BV   |            | 28 04 2021    | 2021-1 | 2.6            | 200,000   |                                | 150,000   |



### 2022 Executive Remuneration and alignment with Remuneration Policy

The remuneration for 2022 is in line with the Remuneration Policy and contributed to the long-term performance of the company as intended by the Remuneration Policy (as set out above).

The Oxurion remuneration policy is defined in a manner that remunerates the Company’s executives to drive and reward actions, decisions and behavior that makes the Company successful in the long run. Variable compensation at the Company is directly linked to tangible corporate objectives, each one contributing to the Company’s performance. Executives are incentivized to focus on those actions or decisions that will make the Company successful. This short-term incentive plan is expressed on a percentage of base salary. Besides that, Oxurion also has a long-term incentive component, which is intended to focus its executives on value creation for the shareholders, employees, patients, and other stakeholders over the long run, this via a subscription rights plan.

### Directors’ remuneration

#### Non-Executive Directors

#### Cash Compensation

The 2022 remuneration of the Non-Executive Directors and the Chairman of the Board of Directors is set forth in the chart below. Note that no benefits are provided to members of the Board of Directors.

| NAME   | ANNUAL FEES | AUDIT CO MEMBER | AUDIT CO CHAIR | NOM REM CO MEMBER | NOM REM CO CHAIR | TOTAL  | PAYMENTS |
|--|-------------|-----------------|----------------|-------------------|------------------|--------|----------|
| Chairman, MeRoNo BV, represented by Patrik De Haes | 90,000      |                 |                |                   |                  | 90,000 | 22,500   |
| Thomas Clay  | 30,000      | 6,000           |                | 4,000             | 4,000            | 44,000 |          |
| Investea SRL, represented by Emmanuèle Attout      | 30,000      | 6,000           | 6,000          |                   |                  | 42,000 | 21,000   |
| Philippe Vlerick                                   | 30,000      | 6,000           |                |                   |                  | 36,000 |          |
| Dr. Adrienne Graves                                | 30,000      |                 |                | 4,000             |                  | 34,000 |          |
| Dr. David Guyer                                    | 30,000      |                 |                | 4,000             |                  | 34,000 |          |

David Guyer received, in addition to his Director’s remuneration, compensation of 35,000 USD for consultancy services in 2022.

#### Share Subscription Rights

In 2022, no subscription rights were granted to each member of the Board of Directors.

#### Executive directors

Executive director Tom Graney does not receive any compensation for his Board of Director’s mandate. The compensation paid in respect of his function as CEO is outlined above.

## Evolution of Executives remuneration and average employee remuneration and pay ratio

### Evolution of Executives remuneration and average employee remuneration

The chart below shows the evolution of the Executive Remuneration, share price (as a proxy for Company performance) and average remuneration:

| NAME AND TITLE                     | TOTAL REMUNERATION |           |           |           |
|------------------------------------|--------------------|-----------|-----------|-----------|
|                                    | 2019               | 2020      | 2021      | 2022      |
| CEO (*)                            | 557,000            | 455,000   | 652,000   | 562,000   |
| Change year on year                |                    | -18.3%    | + 43.3%   | -13.8%    |
| Non-Executive Directors            | 206,000            | 196,949   | 252,250   | 280,000   |
| Change year on year                |                    | -4.4%     | +28.1%    | +11%      |
| Executive Committee (**)           | 1,472,000          | 1,674,000 | 1,860,000 | 1,134,000 |
| Change year on year                |                    | +13.7%    | +11%      | -39%      |
| Share Price at YE                  | 2.95               | 2.56      | 1.82      | 0.020     |
| Change year on year                |                    | -13.2%    | -29%      | -99%      |
| Average Compensation per FTE (***) | 107,000            | 102,000   | 159,000   | 110,000   |
| Change year on year                |                    | -4.67%    | +56.9%    | -31%      |

(\*) The decrease in the remuneration 2022 of the CEO is mainly due to the fact that no variable compensation related to 2022 was granted.

(\*\*) The decrease in the Executive Committee remuneration in 2022 is mainly due to the fact that no variable compensation related to fiscal year 2022 was granted and that the number of Executive Committee members was reduced.

(\*\*\*) The decrease in average compensation per FTE is mainly due to the fact that no variable compensation in 2022 was granted for corporate objectives and the composition of the personnel changed due to restructuring and attrition.

For the calculation of the average compensation per FTE, the fixed remuneration and employee benefits in December 2021 have been taken into account, as well as the variable remuneration related to fiscal year 2021 and the deferred (corporate) 2020 variable compensation. The compensation data includes US and European employees, in full time equivalent, employed in December 2021, and does not include Executive Committee members.

### Ratio of the Total Remuneration of Highest Paid versus Lowest Remunerated Personnel

The ratio of the 2022 remuneration of the lowest full time FTE (in euro) to the highest fulltime FTE (in euro), was 1:9. This compares to 1:15 in 2021.

For the calculation of this ratio, the compensation data of US and European employees, full time equivalent, and employed in December 2022, are considered and is based upon the fixed remuneration and employee benefits in the month of December 2022.

### Extraordinary Items

#### Severance Payments

During 2022, three members of the Executive Committee left the Company.

- Hanne Callewaert, Chief Operating Officer, left the company on August 31, 2022, however, she continues to act as a part time consultant to the Company. No severance payments were made. Her participation in the different subscription rights plans that Oxurion has in place for its personnel will end when Ms. Callewaert no longer renders services to Oxurion as a consultant.
- Alan Stitt, Chief Scientific Officer, left the company on August 31, 2022. No severance payments were made.
- Julie Binon, Chief People Officer, left the Company on December 31, 2022, however, she continues to act as a part time consultant to the Company. No severance payments were made. Her participation in the different subscription rights plans that Oxurion has in place for its personnel will end when Ms. Binon no longer renders services to Oxurion as a consultant.

## Financial instruments

The Company has the following financial instruments measured at amortized cost: trade receivables, cash and cash equivalents, investments, trade payables, lease liabilities and other short term liabilities.

As of December 31, 2022, the majority of cash and cash equivalents are cash at banks available on demand.

Besides these financial instruments, the Company also issued convertible bonds measured at fair value through profit and loss since 2021 with two parties.

Financial assets and financial liabilities are included in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

## Branches and subsidiaries

On December 31, 2022, Oxurion is a biopharmaceutical company focused on developing innovative treatments for vascular retinal disorders, with two wholly owned subsidiaries – ThromboGenics Inc. and Oncurious NV ("Oncurious"). Oxurion, ThromboGenics Inc. and Oncurious are collectively referred to as the "Group".

## R&D

Given the activities of Oxurion, R&D costs are very significant and represent more than 70% of total operating costs in 2022 and 2021.

Starting from financial year 2014, the government grants and income from recharge of costs have been deducted from the R&D expenses. These costs mainly consist of costs for clinical trials paid to third parties, personnel costs and depreciation. In 2013, a first depreciation on the capitalized costs related to the development in the context of Phase 3 of ocriplasmin for the treatment of vitreomacular adhesion was booked. The JETREA<sup>®</sup> asset was impaired as of June 30, 2019, and from that date substantially lowered the depreciations.

Finally, we ask you to approve the annual accounts, as drawn up, and to grant discharge to the directors and the auditor for executing their mandate during the closed financial year.

Done on March 30, 2023,  
On behalf of the Board of Directors

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Tom Graney,  
CEO, Director

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MeRoNo BV,  
represented by its permanent representative  
Mr Patrik De Haes  
Director