



## ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2021 - GENERELL INFORMASJON

### Enheten

Organisasjonsnummer:	996 162 095
Organisasjonsform:	Allmennaksjeselskap
Foretaksnavn:	CIRCIO HOLDING ASA
Forretningsadresse:	Vollsveien 19 1366 LYSAKER

### Regnskapsår

Årsregnskapets periode:	01.01.2021 - 31.12.2021
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### Konsern

Mørselskap i konsern:	Ja
Konsernregnskap lagt ved:	Ja

### Regnskapsregler

Regler for små foretak benyttet:	Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	IFRS
Benyttet ved utarbeidelsen av årsregnskapet til konsernet:	IFRS

### Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Linda Huser
Dato for fastsettelse av årsregnskapet:	20.04.2022

### Grunnlag for avgivelse

År 2021: Årsregnskapet er elektronisk innlevert  
År 2020: Tall er hentet fra elektronisk innlevert årsregnskap fra 2021

*Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.*

Brønnøysundregistrene, 08.08.2023



## Resultatregnskap

Beløp i: NOK	Note	2021	2020
<b>RESULTATREGNSKAP</b>			
<b>Inntekter</b>			
Salgsinntekt	6,10	16 041 000	15 506 000
<b>Sum inntekter</b>		<b>16 041 000</b>	<b>15 506 000</b>
<b>Kostnader</b>			
Varekostnad	7,8	15 494 000	5 386 000
Lønnskostnad	7,8,9,1 0,11	42 847 000	38 069 000
Avskrivning på varige driftsmidler og immaterielle eiendeler	15,16, 17	947 000	1 136 000
Annen driftskostnad	7,18,1 2	7 136 000	10 800 000
<b>Sum kostnader</b>		<b>66 424 000</b>	<b>55 391 000</b>
<b>Driftsresultat</b>		<b>-50 383 000</b>	<b>-39 885 000</b>
<b>Finansinntekter og finanskostnader</b>			
Annen renteinntekt	13	269 000	596 000
<b>Sum finansinntekter</b>	13	<b>269 000</b>	<b>596 000</b>
Annen rentekostnad		422 000	309 000
Currency loss		911 000	314 000
Annen finanskostnad			3 000
<b>Sum finanskostnader</b>		<b>1 333 000</b>	<b>626 000</b>
<b>Netto finans</b>		<b>-1 064 000</b>	<b>-30 000</b>
<b>Ordinært resultat før skattekostnad</b>		<b>-51 447 000</b>	<b>-39 915 000</b>
<b>Ordinært resultat etter skattekostnad</b>		<b>-51 447 000</b>	<b>-39 915 000</b>
<b>Årsresultat</b>		<b>-51 447 000</b>	<b>-39 915 000</b>
<b>Overføringer og disponeringer</b>			
Udekket tap		-51 447 000	-39 915 000
<b>Sum overføringer og disponeringer</b>		<b>-51 447 000</b>	<b>-39 915 000</b>



## Resultatregnskap

<b>Beløp i: NOK</b>	<b>Note</b>	<b>2021</b>	<b>2020</b>
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## Balanse

Beløp i: NOK	Note	2021	2020
<b>BALANSE - EIENDELER</b>			
<b>Anleggsmidler</b>			
<b>Immaterielle eiendeler</b>			
<b>Varige driftsmidler</b>			
Right-of-use assets	17	2 013 000	2 885 000
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende	16		3 000
<b>Sum varige driftsmidler</b>		<b>2 013 000</b>	<b>2 888 000</b>
<b>Finansielle anleggsmidler</b>			
Investering i datterselskap	15	636 077 000	586 466 000
<b>Sum finansielle anleggsmidler</b>		<b>636 077 000</b>	<b>586 466 000</b>
<b>Sum anleggsmidler</b>		<b>638 090 000</b>	<b>589 354 000</b>
<b>Omløpsmidler</b>			
<b>Varer</b>			
<b>Fordringer</b>			
Andre fordringer	8,10,1 3,18	5 897 000	2 432 000
Konsernfordringer			4 424 000
<b>Sum fordringer</b>		<b>5 897 000</b>	<b>6 856 000</b>
<b>Bankinnskudd, kontanter og lignende</b>			
Bankinnskudd, kontanter og lignende	19	169 996 000	105 743 000
<b>Sum bankinnskudd, kontanter og lignende</b>		<b>169 996 000</b>	<b>105 743 000</b>
<b>Sum omløpsmidler</b>		<b>175 893 000</b>	<b>112 599 000</b>
<b>SUM EIENDELER</b>		<b>813 983 000</b>	<b>701 953 000</b>

## BALANSE - EGENKAPITAL OG GJELD

### Egenkapital



## Balanse

Beløp i: NOK	Note	2021	2020
<b>Innskutt egenkapital</b>			
Selskapskapital	20	18 833 000	8 653 000
Overkurs			1 046 476 000
<b>Sum innskutt egenkapital</b>		<b>18 833 000</b>	<b>1 055 129 000</b>
<b>Opptjent egenkapital</b>			
Annen egenkapital		53 279 000	46 960 000
Annen egenkapital		718 772 000	
Udekket tap			415 177 000
<b>Sum opptjent egenkapital</b>		<b>772 051 000</b>	<b>-368 217 000</b>
<b>Sum egenkapital</b>		<b>790 884 000</b>	<b>686 912 000</b>
<b>Gjeld</b>			
<b>Langsiktig gjeld</b>			
<b>Annen langsiktig gjeld</b>			
Lease liabilities	17	1 126 000	2 056 000
<b>Sum annen langsiktig gjeld</b>		<b>1 126 000</b>	<b>2 056 000</b>
<b>Sum langsiktig gjeld</b>		<b>1 126 000</b>	<b>2 056 000</b>
<b>Kortsiktig gjeld</b>			
Leverandørgjeld	21	3 380 000	524 000
Skyldige offentlige avgifter	21	2 817 000	3 099 000
Lease liabilities	17	1 040 000	912 000
Other	21	14 736 000	8 450 000
<b>Sum kortsiktig gjeld</b>		<b>21 973 000</b>	<b>12 985 000</b>
<b>Sum gjeld</b>		<b>23 099 000</b>	<b>15 041 000</b>
<b>SUM EGENKAPITAL OG GJELD</b>		<b>813 983 000</b>	<b>701 953 000</b>



## Konsernets resultatregnskap

Beløp i: NOK	Note	2021	2020
<b>RESULTATREGNSKAP</b>			
<b>Inntekter</b>			
Annen driftsinntekt	6		624 000
<b>Sum inntekter</b>			<b>624 000</b>
<b>Kostnader</b>			
Varekostnad	7,8	37 440 000	45 040 000
Lønnskostnad	7,8,9,1 0,11	48 386 000	43 090 000
Avskrivning på varige driftsmidler og immaterielle eiendeler	15,16, 17	1 309 000	3 735 000
Annen driftskostnad	7,18,1 2	8 466 000	12 659 000
<b>Sum kostnader</b>		<b>95 601 000</b>	<b>104 524 000</b>
<b>Driftsresultat</b>		<b>-95 601 000</b>	<b>-103 900 000</b>
<b>Finansinntekter og finanskostnader</b>			
Annen renteinntekt	13	245 000	596 000
<b>Sum finansinntekter</b>		<b>245 000</b>	<b>596 000</b>
Annen rentekostnad	13,21	2 009 000	4 353 000
Annen finanskostnad	13	658 000	746 000
<b>Sum finanskostnader</b>		<b>2 667 000</b>	<b>5 099 000</b>
<b>Netto finans</b>		<b>-2 422 000</b>	<b>-4 503 000</b>
<b>Ordinært resultat før skattekostnad</b>		<b>-98 023 000</b>	<b>-108 403 000</b>
Skattekostnad på ordinært resultat	14	-52 000	-277 000
<b>Ordinært resultat etter skattekostnad</b>		<b>-97 971 000</b>	<b>-108 126 000</b>
<b>Årsresultat</b>		<b>-97 971 000</b>	<b>-108 126 000</b>
<b>Overføringer og disponeringer</b>			
Udekket tap		-97 971 000	-108 126 000
<b>Sum overføringer og disponeringer</b>		<b>-97 971 000</b>	<b>-108 126 000</b>



## Konsernets resultatregnskap

<b>Beløp i: NOK</b>	<b>Note</b>	<b>2021</b>	<b>2020</b>
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## Konsernets balanse

Beløp i: NOK	Note	2021	2020
<b>BALANSE - EIENDELER</b>			
<b>Anleggsmidler</b>			
<b>Immaterielle eiendeler</b>			
Konsesjoner, patenter, lisenser, varemerker og lignende rettigheter	15	371 727 000	389 646 000
<b>Sum immaterielle eiendeler</b>		<b>371 727 000</b>	<b>389 646 000</b>
<b>Varige driftsmidler</b>			
Right-of-use assets	17	2 544 000	3 735 000
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende	16	111 000	179 000
<b>Sum varige driftsmidler</b>		<b>2 655 000</b>	<b>3 914 000</b>
<b>Sum anleggsmidler</b>		<b>374 382 000</b>	<b>393 560 000</b>
<b>Omløpsmidler</b>			
<b>Varer</b>			
<b>Fordringer</b>			
Andre fordringer	13,18	9 207 000	4 859 000
<b>Sum fordringer</b>		<b>9 207 000</b>	<b>4 859 000</b>
<b>Bankinnskudd, kontanter og lignende</b>			
Bankinnskudd, kontanter og lignende	19	181 682 000	122 321 000
<b>Sum bankinnskudd, kontanter og lignende</b>		<b>181 682 000</b>	<b>122 321 000</b>
<b>Sum omløpsmidler</b>		<b>190 889 000</b>	<b>127 180 000</b>
<b>SUM EIENDELER</b>		<b>565 271 000</b>	<b>520 740 000</b>
<b>BALANSE - EGENKAPITAL OG GJELD</b>			
<b>Egenkapital</b>			
<b>Innskutt egenkapital</b>			
Selskapskapital	20	18 833 000	8 653 000
Overkurs			1 046 476 000



## Konsernets balanse

<b>Beløp i: NOK</b>	<b>Note</b>	<b>2021</b>	<b>2020</b>
<b>Sum innskutt egenkapital</b>		<b>18 833 000</b>	<b>1 055 129 000</b>
<b>Opptjent egenkapital</b>			
Annen egenkapital		398 893 000	95 595 000
Udekket tap			778 136 000
<b>Sum opptjent egenkapital</b>		<b>398 893 000</b>	<b>-682 541 000</b>
<b>Sum egenkapital</b>		<b>417 726 000</b>	<b>372 588 000</b>
<b>Gjeld</b>			
<b>Langsiktig gjeld</b>			
Utsatt skatt	14	59 314 000	62 047 000
<b>Sum avsetninger for forpliktelser</b>		<b>59 314 000</b>	<b>62 047 000</b>
<b>Annen langsiktig gjeld</b>			
Gjeld til kredittinstitusjoner	21	49 523 000	57 881 000
Lease liabilities	17	1 375 000	2 568 000
<b>Sum annen langsiktig gjeld</b>		<b>50 898 000</b>	<b>60 449 000</b>
<b>Sum langsiktig gjeld</b>		<b>110 212 000</b>	<b>122 496 000</b>
<b>Kortsiktig gjeld</b>			
Business Finland	21,22	7 543 000	3 185 000
Leverandørgjeld		8 103 000	5 196 000
Skyldige offentlige avgifter	22	3 203 000	3 428 000
Lease liabilities	17	1 349 000	1 258 000
Annen kortsiktig gjeld	22	17 135 000	12 589 000
<b>Sum kortsiktig gjeld</b>		<b>37 333 000</b>	<b>25 656 000</b>
<b>Sum gjeld</b>		<b>147 545 000</b>	<b>148 152 000</b>
<b>SUM EGENKAPITAL OG GJELD</b>		<b>565 271 000</b>	<b>520 740 000</b>



(OFFICE TRANSLATION)

**PROTOKOLL FRA ORDINÆR GENERALFORSAMLING**

**MINUTES OF ANNUAL GENERAL MEETING**

**I**

**OF**

**TARGOVAX ASA**  
ORGANISASJONSNUMMER 996 162 095

**TARGOVAX ASA**  
COMPANY REGISTRATION NUMBER 996 162 095

Den 20. april 2022 kl. 16.00 ble det avholdt ordinær generalforsamling i Targovax ASA ("**Selskapet**"), på Selskapets kontor i Vollsveien 19, 1366 Lysaker i Bærum kommune.

The **annual** general meeting of Targovax ASA (the "**Company**") was held on 20 April 2022 at 16:00 hours (CEST), at the Company's offices in Vollsveien 19, 1366 Lysaker in the municipality of Bærum.

Generalforsamlingen ble åpnet av styrets leder, Damian Marron, som opptok fortegnelse over de møtende aksjeeierne. Fortegnelsen, inkludert antall aksjer og stemmer representert, er inntatt som Vedlegg 1 til protokollen.

The general meeting was opened by the chairperson of the Board of Directors, Damian Marron, who made a record of the attending shareholders. The record of attending shareholders, including the number of shares and votes represented, is attached to these minutes as Appendix 1.

I henhold til fortegnelsen var 33 895 134 av totalt 188 422 421 aksjer og stemmer, tilsvarende 17,99 % av aksjekapitalen, representert på generalforsamlingen.

According to the record, 133,895,134 of a total of 188,422,421 shares and votes, corresponding to 17.99% of the share capital, were represented at the general meeting.

Følgende saker ble behandlet:

The following matters were discussed:

**1 VALG AV MØTELEDER**

**1 ELECTION OF A PERSON TO CHAIR THE MEETING**

*Advokat Stian Alexander Slaatta ble valgt som møteleder.*

*Attorney-at-law Stian Alexander Slaatta was elected to chair the meeting.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

The resolution was passed with the required majority, cf. the result of the voting set out in Appendix 2 to the minutes.

**2 VALG AV ÉN PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN SAMMEN MED MØTELEDER**

**2 ELECTION OF A PERSON TO CO-SIGN THE MINUTES TOGETHER WITH THE CHAIR OF THE MEETING**

*Ragnhild Nannette Ruud ble valgt til å medundertegne protokollen sammen med møtelederen.*

*Ragnhild Nannette Ruud was elected to co-sign the minutes together with the chair of the meeting.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

The resolution was passed with the required majority, cf. the result of the voting set out in Appendix 2 to the minutes.

**3 GODKJENNING AV INNKALLING OG DAGSORDEN**

**3 APPROVAL OF THE NOTICE AND THE AGENDA**

Møteleder opplyste om at innkalling og dagsorden til generalforsamlingen hadde blitt sendt til samtlige aksjeeiere med kjent oppholdssted den 30. mars 2022.

The chairperson of the meeting informed the general meeting that the notice and the agenda had been sent to all shareholders with a known address on 30 March 2022.

Møteleder reiste deretter spørsmål om det var noen bemerkninger til innkallingen eller dagsordenen. Da det ikke var noen innvendinger, fattet generalforsamlingen følgende vedtak:

The chairperson of the meeting asked whether there were any objections to the notice or the agenda. As no objections were raised, the general meeting adopted the following resolution:



*Innkallingen og dagsorden sendt til samtlige aksjeeiere med kjent oppholdssted den 30. mars 2022, godkjennes.*

Møtelederen erklærte generalforsamlingen som lovlig satt.

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som [Vedlegg 2](#) til protokollen.

#### **4 ORIENTERING OM SELSKAPETS VIRKSOMHET**

Selskapets daglige leder, Erik Digman Wiklund, ga en orientering om Selskapets virksomhet.

#### **5 GODKJENNING AV ÅRSREGNSKAP OG ÅRSBERETNING FOR REGNSKAPSÅRET 2021**

Selskapets regnskap for regnskapsåret 2021 og Selskapets årsrapport, herunder konsernregnskapet og årsberetningen for regnskapsåret 2021, samt revisors beretning, var blitt gjort tilgjengelig på Selskapets hjemmeside [www.targovax.com](http://www.targovax.com) i henhold til vedtektenes § 8.

I samsvar med styrets forslag fattet generalforsamlingen følgende vedtak:

*Selskapets regnskap for regnskapsåret 2021 og Selskapets årsrapport, herunder konsernregnskap og årsberetning, for regnskapsåret 2021 godkjennes.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som [Vedlegg 2](#) til protokollen.

#### **6 VALG AV STYREMEDLEMMER**

Det ble redegjort for valgkomiteens innstilling om valg av styremedlemmer. I samsvar med valgkomiteens innstilling fattet generalforsamlingen følgende vedtak:

**Sak 6.1** *Damian Marron gjenvelges som styremedlem og styreleder for en periode på ett år, frem til den ordinære generalforsamlingen i 2023.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som [Vedlegg 2](#) til protokollen.

**Sak 6.2** *Bente-Lill Bjerkelund Romøren gjenvelges som styremedlem for en periode på ett år, frem til den ordinære generalforsamlingen i 2023.*

*The notice and the agenda which were sent to all shareholders with a known address on 30 March 2022, are approved.*

The chairperson of the meeting declared the general meeting as lawfully convened.

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

#### **4 INFORMATION ABOUT THE COMPANY'S ACTIVITIES**

The Company's CEO, Erik Digman Wiklund, gave an account of the Company's activities.

#### **5 APPROVAL OF THE ANNUAL ACCOUNTS AND THE ANNUAL REPORT FOR THE FINANCIAL YEAR 2021**

The Company's annual accounts for the financial year 2021 and the Company's annual report, including the group's annual accounts and the Board of Directors' report for the financial year 2021, together with the auditor's report, had been made available at the Company's website [www.targovax.com](http://www.targovax.com) pursuant to section 8 of the articles of association.

In accordance with the Board of Directors' proposal, the general meeting adopted the following resolution:

*The Company's annual accounts for the financial year 2021 and the Company's annual report, including the group's annual accounts and the Board of Directors' report, for the financial year 2021 are approved.*

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

#### **6 ELECTION OF BOARD OF DIRECTORS MEMBERS**

The Nomination Committee's proposal for election of board members was presented. In accordance with the Nomination Committee's proposal, the general meeting adopted the following resolution:

**Item 6.1** *Damian Marron is re-elected as a board member and as chair of the Board of Directors for a one-year term, until the annual general meeting in 2023.*

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

**Item 6.2** *Bente-Lill Bjerkelund Romøren is re-elected as a board member for a one-year term, until the annual general meeting in 2023.*



Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som [Vedlegg 2](#) til protokollen.

**Sak 6.3** *Robert Forbes Burns gjenvelges som styremedlem for en periode på ett år, frem til den ordinære generalforsamlingen i 2023.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som [Vedlegg 2](#) til protokollen.

**Sak 6.4** *Eva-Lotta Allan gjenvelges som styremedlem for en periode på ett år, frem til den ordinære generalforsamlingen i 2023.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som [Vedlegg 2](#) til protokollen.

**Sak 6.5** *Diane Mary Mellett gjenvelges som styremedlem for en periode på ett år, frem til den ordinære generalforsamlingen i 2023.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som [Vedlegg 2](#) til protokollen.

**Sak 6.6** *Sonia Quaratino gjenvelges som nytt styremedlem for en periode på ett år, frem til den ordinære generalforsamlingen i 2023.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som [Vedlegg 2](#) til protokollen.

**Sak 6.7** *Thomas Falck velges som styremedlem for en periode på ett år, frem til den ordinære generalforsamlingen i 2023.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som [Vedlegg 2](#) til protokollen.

**Sak 6.8** *Dr. Raphael Clynes velges som styremedlem for en periode på ett år, frem til den ordinære generalforsamlingen i 2023.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som [Vedlegg 2](#) til protokollen.

## 7 VALG AV MEDLEMMER TIL VALGKOMITEEN

Det ble redegjort for valgkomiteens innstilling om valg av medlemmer til valgkomiteen. I samsvar med valgkomiteens innstilling fattet generalforsamlingen følgende vedtak:

**Sak 7.1** *Ludvik Sandnes gjenvelges som leder av valgkomiteen for en periode på ett år, frem til den ordinære generalforsamlingen i 2023.*

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

**Item 6.3** *Robert Forbes Burns is re-elected as a board member for a one-year term, until the annual general meeting in 2023.*

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

**Item 6.4** *Eva-Lotta Allan is re-elected as a board member for a one-year term, until the annual general meeting in 2023.*

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

**Item 6.5** *Diane Mary Mellett is re-elected as a board member for a one-year term, until the annual general meeting in 2023.*

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

**Item 6.6** *Sonia Quaratino is re-elected as a new board member for a one-year term, until the annual general meeting in 2023.*

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

**Item 6.7** *Thomas Falck is elected as a board member for a one-year term, until the annual general meeting in 2023.*

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

**Item 6.8** *Dr. Raphael Clynes is elected as a board member for a one-year term, until the annual general meeting in 2023.*

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

## 7 ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE

The Nomination Committee's proposal for election of members of the Nomination Committee was presented. In accordance with the Nomination Committee's proposal, the general meeting adopted the following resolution:

**Item 7.1** *Ludvik Sandnes is re-elected as chair of the Nomination Committee for a one-year term, until the annual general meeting in 2023.*



Beslutningen ble truffet med nødvendig flertall, jf. avstemmingsresultat inntatt som [Vedlegg 2](#) til protokollen.

**Sak 7.2** *Johan Christenson gjenvelges som medlem av valgkomiteen for en periode på ett år, frem til den ordinære generalforsamlingen i 2023.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemmingsresultat inntatt som [Vedlegg 2](#) til protokollen.

**Sak 7.3** *Anders Tuv gjenvelges som medlem av valgkomiteen for en periode på ett år, frem til den ordinære generalforsamlingen i 2023.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemmingsresultat inntatt som [Vedlegg 2](#) til protokollen.

## **8 FASTSETTELSE AV GODTGJØRELSE TIL STYRET (HERUNDER GODKJENNING AV UTSTEDELSE AV RSUER TIL STYRETS MEDLEMMER)**

### **8.1 Godtgjørelse til styrets medlemmer for perioden fra den ordinære generalforsamlingen i 2022 til den ordinære generalforsamlingen i 2023**

Det ble redegjort for valgkomiteens forslag til fastsettelse av godtgjørelse til styrets medlemmer. I samsvar med valgkomiteens innstilling fattet generalforsamlingen følgende vedtak:

*Styret skal motta følgende honorar for perioden fra den ordinære generalforsamlingen i 2022 til den ordinære generalforsamlingen i 2023:*

*Styrets leder skal motta NOK 525 000 for perioden. Alle andre styremedlemmer skal motta NOK 310 000 for perioden. Medlemmer av underkomiteer til styret skal i tillegg motta godtgjørelse på NOK 4 000 per komitémøte, men likevel ikke mindre enn totalt NOK 20 000 for perioden, mens lederne av underkomiteene skal motta godtgjørelse på NOK 8 000 per møte, men likevel ikke mindre enn totalt NOK 40 000 for perioden. Styremedlemmene er også berettiget til å motta EUR 100 per tapte arbeidstimer i forbindelse med reise til og fra styremøter.*

*Honoraret skal utbetales umiddelbart etter den ordinære generalforsamlingen i 2023. Dersom et styremedlem ikke har sittet i styret i hele perioden skal honoraret nedjusteres forholdsvis (basert på antall dager i styret sammenlignet med hele perioden).*

Beslutningen ble truffet med nødvendig flertall, jf. avstemmingsresultat inntatt som [Vedlegg 2](#) til protokollen.

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

**Item 7.2** *Johan Christenson is re-elected as member of the Nomination Committee for a one-year term, until the annual general meeting in 2023.*

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

**Item 7.3** *Anders Tuv is re-elected as member of the Nomination Committee for a one-year term, until the annual general meeting in 2023.*

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

## **8 DETERMINATION OF REMUNERATION PAYABLE TO THE MEMBERS OF THE BOARD OF DIRECTORS (INCLUDING APPROVAL OF THE ISSUANCE OF RSUS TO THE MEMBERS OF THE BOARD OF DIRECTORS)**

### **8.1 Remuneration to the Board of Directors for the period from the annual general meeting in 2022 to the annual general meeting in 2023**

The Nomination Committee's proposal regarding determination of remuneration payable to the members of the Board of Directors was presented. In accordance with the Nomination Committee's proposal, the general meeting adopted the following resolution:

*The Board of Directors shall receive the following remuneration for the period from the annual general meeting in 2022 to the annual general meeting in 2023:*

*The chair of the Board of Directors shall receive NOK 525,000 for the period. All other board members shall receive NOK 310,000 for the period. Members of board committees shall receive an additional remuneration of NOK 4,000 per committee meeting, however not less than NOK 20,000 for the period and the chairpersons of such committees shall receive remuneration of NOK 8,000 per meeting, however not less than NOK 40,000 for the period. The board members are also entitled to receive EUR 100 per lost working hour when travelling to attend board meetings.*

*The remuneration shall be payable immediately after the annual general meeting in 2023. If a board member has not served for the entire period, the remuneration shall be pro rata adjusted down (based on the number of days served compared to the full period).*

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.



## 8.2 Restricted stock units til styremedlemmene

Det ble redegjort for valgkomiteens forslag om å videreføre programmet om å tildele restricted stock units (RSUer) til styrets medlemmer for perioden frem til den ordinære generalforsamlingen i 2023 for en sum på opptil henholdsvis NOK 525 000 til styrets leder og NOK 310 000 til de øvrige styremedlemmene.

I samsvar med valgkomiteens innstilling fattet generalforsamlingen følgende vedtak:

*Generalforsamlingen godkjenner videreføringen av Selskapets RSU-program.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som [Vedlegg 2](#) til protokollen.

## 9 FASTSETTELSE AV GODTGJØRELSE TIL VALGKOMITEENS MEDLEMMER

Det ble redegjort for valgkomiteens forslag til fastsettelse av godtgjørelse til valgkomiteens medlemmer. I overensstemmelse med valgkomiteens innstilling fattet generalforsamlingen følgende vedtak:

*Honoraret til valgkomiteens medlemmer for perioden fra den ordinære generalforsamlingen i 2022 og frem til den ordinære generalforsamlingen i 2023 skal være NOK 40 000 for valgkomiteens leder og NOK 25 000 for hvert av de øvrige medlemmene av valgkomiteen.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som [Vedlegg 2](#) til protokollen.

## 10 STYRETS REDEGJØRELSE OM EIERSTYRING OG SELSKAPSELEDELSE

Det ble vist til side 25 i konsernets årsrapport for regnskapsåret 2021 for styrets redegjørelse om eierstyring og selskapsledelse som er utarbeidet i henhold til regnskapsloven § 3-3b.

Det ble ikke fremsatt noen bemerkninger til redegjørelsen av generalforsamlingen.

## 11 STYRETS RETNINGSLINJER OM FASTSETTELSE AV LØNN OG ANNEN GODTGJØRELSE TIL STYRET OG LEDENDE PERSONER

Det ble vist til styrets oppdaterte retningslinjer om fastsettelse av lønn og annen godtgjørelse til styret og ledende personer som var gjort tilgjengelig på Selskapets

## 8.2 Restricted stock units to the members of the Board of Directors

The Nomination Committee's proposal regarding the extension of the program of granting restricted stock units (RSUs) to the members of the Board of Directors for the period until the annual general meeting in 2023 was accounted for, where the chairman of the board may receive RSUs for an amount of up to NOK 525,000 and the other board members of an amount of up to NOK 310,000.

In accordance with the Nomination Committee's proposal, the general meeting adopted the following resolution:

*The general meeting approves the extension of the Company's RSU-program.*

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

## 9 DETERMINATION OF REMUNERATION TO THE MEMBERS OF THE NOMINATION COMMITTEE

The Nomination Committee's proposal regarding determination of remuneration payable to the members of the Nomination Committee was presented. In accordance with the Nomination Committee's proposal, the general meeting adopted the following resolution:

*The remuneration for the members of the Nomination Committee for the period from the annual general meeting in 2022 to the annual general meeting in 2023 shall be NOK 40,000 for the chairperson and NOK 25,000 for each of the other committee members.*

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

## 10 THE BOARD OF DIRECTORS' REPORT ON CORPORATE GOVERNANCE

Reference was made to page 25 in the group's annual report for the financial year 2021 for the Board of Directors' report on corporate governance prepared in accordance with section 3-3b of the Norwegian Accounting Act.

No remarks to the report were made by the general meeting.

## 11 THE BOARD OF DIRECTORS' GUIDELINES ON DETERMINATION OF SALARY AND OTHER REMUNERATION TO BOARD MEMBERS AND THE EXECUTIVE MANAGEMENT

Reference was made to the Board of Directors' updated guidelines on determination of salary and other remuneration to board members and the executive management, which had been made available at the



hjemmeside, [www.targovax.com](http://www.targovax.com). I samsvar med styrets forslag fattet generalforsamlingen følgende vedtak:

*Styrets retningslinjer om fastsettelse av lønn og annen godtgjørelse til styret og ledende personer, godkjennes.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som [Vedlegg 2](#) til protokollen.

## 12 RAPPORT OM LØNN OG ANNEN GODTGJØRELSE TIL LEDENDE PERSONER

Det ble vist til styrets rapport om fastsettelse av lønn og annen godtgjørelse til ledende personer som var gjort tilgjengelig på Selskapets hjemmeside, [www.targovax.com](http://www.targovax.com). I samsvar med styrets anbefaling fattet generalforsamlingen følgende vedtak ved en rådgivende avstemning:

*Generalforsamlingen ga sin tilslutning til rapporten om lønn og annen godtgjørelse til ledende personer.*

Tilslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som [Vedlegg 2](#) til protokollen.

## 13 GODKJENNING AV GODTGJØRELSE TIL SELSKAPETS REVISOR FOR 2021

I samsvar med styrets forslag fattet generalforsamlingen følgende vedtak:

*Revisjonsgodtgjørelsen til Selskapets revisor, PricewaterhouseCoopers AS, på NOK 489 000 for regnskapsåret 2021, godkjennes.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som [Vedlegg 2](#) til protokollen.

## 14 GODKJENNELSE AV FISJONS- OG TREKANTFUSJONSPLAN

I samsvar med styrets forslag fattet generalforsamlingen følgende vedtak:

### Godkjennelse av fisjonsplanen

*Fisjonsplan, datert 14. mars 2022, for fisjon av Targovax ASA (org nr 996 162 095) som overdragende selskap, og Athomstart Invest 586 AS (org nr 927 150 050) som overtakende selskap, godkjennes.*

### Kapitalnedsettelse og vedtektsendring tilknyttet Fisjonen

(i) *Som følge av fisjonen nedsettes aksjekapitalen i Targovax ASA med NOK 17 711 707,574, fra*

Company's website [www.targovax.com](http://www.targovax.com). In accordance with the Board of Directors' proposal, the general meeting adopted the following resolution:

*The Board of Directors' guidelines on determination of salary and other remuneration to board members and the executive management, is approved.*

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

## 12 REPORT ON SALARY AND OTHER REMUNERATION TO LEADING PERSONNEL

Reference was made to the Board of Directors' report on salary and other remuneration to leading personnel, which had been made available at the Company's website [www.targovax.com](http://www.targovax.com). In accordance with the Board of Directors' recommendation, the general meeting adopted the following resolution by way of an advisory vote:

*The general meeting endorsed the report on salary and other remuneration to leading personnel.*

The endorsement was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

## 13 APPROVAL OF REMUNERATION TO THE COMPANY'S AUDITOR FOR 2021

In accordance with the Board of Directors' proposal, the general meeting adopted the following resolution:

*The fee to the Company's auditor, PricewaterhouseCoopers AS, of NOK 489,000 for the financial year 2021, is approved.*

The resolution was passed with the required majority, cf. the result of the voting set out in [Appendix 2](#) to the minutes.

## 14 APPROVAL OF DEMERGER AND MERGER PLAN

In accordance with the Board of Directors' proposal, the general meeting adopted the following resolution:

### Approval of the demerger plan

*The demerger plan dated 14 March 2022 for the demerger of Targovax ASA (company reg. no. 996 162 095) as the transferring company and Athomstart Invest 586 AS (company reg. no. 927 150 050) as the acquiring company, is approved.*

### Share capital decrease and amendment of the articles of association related to the Demerger

(i) *As a consequence of the Demerger, the share capital of Targovax ASA is reduced with NOK*



<p>NOK 18 842 242,10 til NOK 1 130 534,526, ved at aksjenes pålydende reduseres med NOK 0,094, fra NOK 0,1 til NOK 0,006. I tillegg nedsettes regnskapsmessig overkurs / annen egenkapital med NOK 712 603 052,06.</p>	<p>17,711,707.574, from NOK 18,842,242.10 to NOK 1,130,534.526, by reducing the nominal value of existing shares with NOK 0.094, from NOK 0.1 to NOK 0.006. In addition, the share premium / other equity for accounting purposes is reduced by NOK 712,603,052.06.</p>
<p>(ii) Kapitalnedsettelsen skjer i forbindelse med fisjon og nedsettelsesbeløpet utdeles til aksjonærene gjennom overføring av de utfisjonerte verdier til Athomstart Invest 586 AS, slik at aksjonærene i Targovax ASA mottar aksjer i Athomstart Invest 586 AS.</p>	<p>(ii) The share capital is reduced in connection with a demerger and the amount of reduction is distributed to the shareholders by transferring the demerged assets to Athomstart Invest 586 AS with the consequence of the shareholders in Targovax ASA receiving shares in Athomstart Invest 586 AS.</p>
<p>(iii) Med virkning fra fisjonens selskapsrettslige ikrafttredelse endres vedtektenes § 4 til å lyde:</p>	<p>(iii) With effect from the time of which the demerger enters into force section 4 of the articles of association is amended as follows:</p>
<p>"Selskapets aksjekapital er kr 1 130 534,526, fordelt på 188 422 421 aksjer, hver pålydende kr 0,006. Selskapets aksjer skal være registrert i Verdipapirsentralen."</p>	<p>"The company's share capital is NOK 1,130,534.526 divided between 188,422,421 shares, each with a nominal value of NOK 0.006. The company's shares shall be registered in the Norwegian Central Securities Depository (VPS)."</p>
<p><b>Godkjenning av trekantfusjonsplanen</b></p> <p>Fusjonsplanen, datert 14. mars 2022, for fusjon mellom Athomstart Invest 586 (org nr 927 150 050) og Targovax Solution AS (org nr 927 150 131) med Athomstart Invest 586 som overdragende selskap og vederlag i form av økning av pålydende på aksjene i Targovax ASA (org nr 996 162 095), godkjennes. Athomstart Invest 586 oppløses ved ikrafttredelse av Fusjonen.</p>	<p><b>Approval of the merger plan</b></p> <p>The Merger plan dated 14 March 2022 for the demerger between Athomstart Invest 586 (reg no 927 150 050) and Targovax Solution AS (reg no 927 150 131), with Athomstart Invest 586 as the transferring company, and consideration by way of increasing the nominal value of the shares in Targovax ASA (reg no 996 162 095), is approved. Athomstart Invest 586 is dissolved in connection with the implementation of the merger.</p>
<p><b>Kapitalforhøyelse og vedtektsendring tilknyttet Trekantfusjonen</b></p>	<p><b>Capital increase and amendment of the articles of association related to the merger</b></p>
<p>(i) Aksjekapitalen forhøyes med totalt NOK 17 711 707,574, fra NOK 1 130 534,526 til NOK 18 842 242,10, ved økning av aksjenes pålydende med NOK 0,094, fra NOK 0,006 til NOK 0,1 pr aksje.</p>	<p>(i) The share capital of Targovax ASA is increased with in total NOK 17,711,707.574, from NOK 1,130,534.526, to NOK 18,842,242.10, by an increase of the nominal value of each share with NOK 0.094, from NOK 0.006 to NOK 0.1 per share.</p>
<p>(ii) Totalt aksjeinnskudd er NOK 730 314 759,64, hvorav NOK 17 711 707,574 er aksjekapital og NOK 712 603 052,06 er overkurs (avrundet). Tegningskursen pr. aksje utgjør NOK 3,875944 (avrundet).</p>	<p>(ii) The total share deposit is NOK 730,314,759.64, of which NOK 17,711,707.574 is allocated to share capital and NOK 712,603,052.06 is allocated to share premium (rounded off). The subscription price per share amounts to NOK 3.875944 (rounded off).</p>
<p>(iii) Kapitalforhøyelsen tegnes av aksjonærene i Athomstart Invest 586 AS. Kapitalforhøyelsen anses tegnet når generalforsamlingen har godkjent Fusjonsplanen.</p>	<p>(iii) The capital increase shall be subscribed for by the shareholders of Athomstart Invest 586 AS. The share capital increase shall be subscribed for when the general meeting has approved the merger plan.</p>
<p>(iv) Kapitalforhøyelsen gjøres opp ved at Targovax ASA får en fordring på Targovax Solution AS lik den bokførte egenkapital som tilføres Targovax Solution</p>	<p>(iv) The capital increase shall be settled by way of Targovax ASA receiving a receivable against Targovax Solution AS, equal to the book value of the capital transferred to Targovax Solution AS by</p>



<p>AS ved fusjonen med Athomstart Invest 586 AS, dvs. NOK 730 314 759,64.</p>	<p>the merger with Athomstart Invest 586 AS, i.e. NOK 730,314,759.64.</p>
<p>(v) Ingen nye aksjer utstedes. Eksisterende aksjer gir allerede stemmerett, rett til utbytte og andre rettigheter som følger av Targovax ASAs vedtekter og den til enhver tid gjeldende aksjelov.</p>	<p>(v) No new shares are issued. The existing shares already carry voting rights, rights to dividends, and other rights, as specified in Targovax ASA's articles of association and the Norwegian Public Companies Act.</p>
<p>(vi) Anslåtte kostnader ved kapitalforhøyelsen er NOK 50 000 (eks mva) og dekkes av Targovax ASA.</p>	<p>(vi) The estimated costs related to the capital increase are NOK 50,000 (excluding VAT) and are covered by Targovax ASA.</p>
<p>(vii) Som følge av kapitalforhøyelsen endres vedtektenes § 4 til å lyde:</p> <p>"Selskapets aksjekapital er kr 18 842 242,10 fordelt på 188 422 421 aksjer hver pålydende kr 0,10. Selskapets aksjer skal være registrert i VPS."</p>	<p>(vii) As a consequence of the capital increase section 4 of the articles of association is amended as follows:</p> <p>"The company's share capital is NOK 18,842,242.10 divided between 188,422,421 shares, each with a nominal value of NOK 0.10. The company's shares shall be registered in the Norwegian Central Securities Depository (VPS)."</p>
<p>Beslutningen ble truffet med nødvendig flertall, jf. avstemmingsresultat inntatt som <u>Vedlegg 2</u> til protokollen.</p>	<p>The resolution was passed with the required majority, cf. the result of the voting set out in <u>Appendix 2</u> to the minutes.</p>
<p><b>15 FULLMAKT TIL STYRET TIL Å FORHØYE AKSJEKAPITALEN</b></p>	<p><b>15 AUTHORISATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL</b></p>
<p><b>15.1 Fullmakt på 40 % av aksjekapitalen</b></p> <p>Styrets forslag til styrefullmakt til å forhøye aksjekapitalen med inntil 40 % ble ikke godkjent, jf. avstemmingsresultat inntatt som <u>Vedlegg 2</u> til protokollen.</p>	<p><b>15.1 Authorisation of 40% of the share capital</b></p> <p>The Board of Directors' proposal for an authorisation to the Board of Directors to increase the share capital by up to 40% was not approved, cf. the result of the voting set out in <u>Appendix 2</u> to the minutes.</p>
<p><b>15.2 Fullmakt på 30 % av aksjekapitalen</b></p> <p>Styrets forslag til styrefullmakt til å forhøye aksjekapitalen med inntil 30 % ble ikke godkjent, jf. avstemmingsresultat inntatt som <u>Vedlegg 2</u> til protokollen.</p>	<p><b>15.2 Authorisation of 30% of the share capital</b></p> <p>The Board of Directors' proposal for an authorisation to the Board of Directors to increase the share capital by up to 30% was not approved, cf. the result of the voting set out in <u>Appendix 2</u> to the minutes.</p>
<p><b>15.3 Fullmakt på 20 % av aksjekapitalen</b></p> <p>I samsvar med styrets forslag fattet generalforsamlingen følgende vedtak:</p>	<p><b>15.3 Authorisation of 20% of the share capital</b></p> <p>In accordance with the Board of Directors' proposal, the general meeting adopted the following resolution:</p>
<p>a) I henhold til allmennaksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 3 768 448,42.</p>	<p>a) Pursuant to section 10-14 of the Norwegian Public Limited Companies Act, the Board of Directors is granted an authorisation to increase the Company's share capital by up to NOK 3,768,448.42.</p>
<p>b) Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2023, likevel ikke lenger enn til og med 30. juni 2023.</p>	<p>b) The authorisation is valid until the Company's annual general meeting in 2023, but no longer than to and including 30 June 2023.</p>



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| <p>c) Aksjeeiernes fortrinnsrett til de nye aksjene etter allmennaksjeloven § 10-4 kan fravikes.</p> <p>d) Fullmakten omfatter kapitalforhøyelse mot innskudd i andre eiendeler enn penger mv, jf. allmennaksjeloven § 10-2.</p> <p>e) Fullmakten omfatter kapitalforhøyelse ved fusjon etter allmennaksjeloven § 13-5.</p> <p>f) Fra tidspunktet for registrering i Foretaksregisteret, erstatter denne fullmakten den tidligere styrefullmakten til å forhøye aksjekapitalen med inntil NOK 3 461 252,72, som styret ble tildelt på den ordinære generalforsamlingen den 17. mars 2021.</p> | <p>c) The shareholders' pre-emptive right to the new shares pursuant to section 10-4 of the Norwegian Public Limited Companies Act may be deviated from.</p> <p>d) The authorisation comprises share capital increase against contribution in kind, cf. section 10-2 of the Norwegian Public Limited Companies Act.</p> <p>e) The authorisation comprises share capital increase in connection with mergers pursuant to section 13-5 of the Norwegian Public Limited Companies Act.</p> <p>f) From the time of registration in the Norwegian Register of Business Enterprises, this authorisation replaces the previous authorisation to increase the share capital by up to NOK 3,461,252.72, given to the Board of Directors at the annual general meeting held on 17 March 2021.</p> |
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Beslutningen ble truffet med nødvendig flertall, jf. avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

The resolution was passed with the required majority, cf. the result of the voting set out in Appendix 2 to the minutes.

**16 FULLMAKT TIL STYRET TIL Å FORHØYE AKSJEKAPITALEN I TILKNYTNING TIL INCENTIVORDNINGER TIL ANSATTE OSV. OG TIL TILDELING AV RESTRICTED STOCK UNITS TIL STYRET SOM STYREGODTJØRELSE**

**16 AUTHORISATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL IN CONNECTION WITH SHARE INCENTIVE ARRANGEMENTS FOR EMPLOYEES ETC. AND IN CONNECTION WITH GRANT OF RESTRICTED STOCK UNITS TO THE BOARD OF DIRECTORS AS REMUNERATION**

I samsvar med styrets forslag fattet generalforsamlingen følgende vedtak:

In accordance with the Board of Directors' proposal, the general meeting adopted the following resolution:

- |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
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| <p>a) I henhold til allmennaksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital med inntil det laveste av (a) NOK 2 600 000 og (b) 10 % av Selskapets utestående aksjer, opsjoner og RSUer, likevel slik at dersom generalforsamlingen den 20. april 2022 vedtar en styrefullmakt på NOK 7 536 896,84 (40 % av Selskapets aksjekapital), så skal styret kun ha fullmakt til å forhøye Selskapets aksjekapital etter denne opsjons- og RSU-fullmakten med inntil NOK 1 884 224,21 (10 % av Selskapets aksjekapital) i overensstemmelse med allmennaksjeloven § 10-14 (3).</p> <p>b) Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2023, likevel ikke lenger enn til og med 30. juni 2023.</p> <p>c) Aksjeeiernes fortrinnsrett til de nye aksjene etter allmennaksjeloven § 10-4 kan fravikes.</p> <p>d) Fullmakten omfatter kapitalforhøyelse mot innskudd i andre eiendeler enn penger mv, jf. allmennaksjeloven §</p> | <p>a) Pursuant to section 10-14 of the Norwegian Public Limited Companies Act, the Board of Directors is granted an authorisation to increase the Company's share capital by up to the lower of (a) NOK 2,600,000 and (b) 10% of the Company's outstanding shares, options and RSUs. However, if the general meeting on 20 April 2022 adopts the resolution for a board authorisation in the amount of NOK 7,536,896.84 (40% of the Company's share capital), then the board authorisation to increase the Company's share capital pursuant to this option and RSU authorisation shall be limited to NOK 1,884,224.21 (10% of the Company's share capital) in accordance with section 10-14 (3) of the Norwegian Public Limited Companies Act.</p> <p>b) The authorisation is valid until the Company's annual general meeting in 2023, but no longer than to and including 30 June 2023.</p> <p>c) The shareholders' pre-emptive right to the new shares pursuant to section 10-4 of the Norwegian Public Limited Companies Act may be deviated from.</p> <p>d) The authorisation comprises share capital increase against contribution in kind, cf. section 10-2 of the</p> |
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10-2.

e) Fullmakten omfatter ikke kapitalforhøyelse ved fusjon etter allmennaksjeloven § 13-5.

f) Fra tidspunktet for registrering i Foretaksregisteret, erstatter denne fullmakten den tidligere styrefullmakten til å forhøye aksjekapitalen med inntil NOK 865 313 som styret ble tildelt på den ordinære generalforsamlingen den 17. mars 2021.

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som Vedlegg 2 til protokollen.

\* \* \*

Mer forelå ikke til behandling.

Generalforsamlingen ble hevet.

\* \* \*

Stian Alexander Slaatta  
(Møteleder / Chairperson)

**Vedlegg:**

1. Fortegnelse over møtende aksjeeiere, inkludert antall aksjer og stemmer representert
2. Stemmeresultater

Norwegian Public Limited Companies Act.

e) The authorisation does not comprise share capital increase in connection with mergers pursuant to section 13-5 of the Norwegian Public Limited Companies Act.

f) From the time of registration in the Norwegian Register of Business Enterprises, this authorisation replaces the previous authorisation to increase the share capital by up to NOK 865,313, given to the Board of Directors at the annual general meeting held on 17 March 2021.

The resolution was passed with the required majority, cf. the result of the voting set out in Appendix 2 to the minutes.

\* \* \*

There were no further matters to be discussed.

The general meeting was adjourned.

\* \* \*

Ragnhild Nannette Ruud  
(Medundertegner / Co-signer)

**Appendices:**

1. Record of attending shareholders, including the number of shares and votes represented
2. Voting results



VEDLEGG 1 / APPENDIX 1

**FORTEGNELSE OVER MØTENDE AKSJEIERE, INKLUDERT ANTALL AKSJER OG STEMMER  
REPRESENTERT / RECORD OF ATTENDING SHAREHOLDERS, INCLUDING THE NUMBER OF SHARES  
AND VOTES REPRESENTED**



### Totalt representert

ISIN: **NO0010689326 TARGOVAX ASA**  
Generalforsamlingsdato: 20.04.2022 16.00  
Dagens dato: 20.04.2022

#### Antall stemmeberettigede personer representert/oppmøtt : 2

	Antall aksjer	% kapital
Total aksjer	188 422 421	
- selskapets egne aksjer	0	
Totalt stemmeberettiget aksjer	188 422 421	
Representert ved egne aksjer	475	0,00 %
Representert ved forhåndsstemme	703 522	0,37 %
<b>Sum Egne aksjer</b>	<b>703 997</b>	<b>0,37 %</b>
Representert ved fullmakt	839 249	0,45 %
Representert ved stemmeinstruks	32 351 888	17,17 %
<b>Sum fullmakter</b>	<b>33 191 137</b>	<b>17,62 %</b>
<b>Totalt representert stemmeberettiget</b>	<b>33 895 134</b>	<b>17,99 %</b>
<b>Totalt representert av AK</b>	<b>33 895 134</b>	<b>17,99 %</b>

Kontofører for selskapet:

NORDEA BANK ABP, FILIAL NORGE

For selskapet:

TARGOVAX ASA

Annicka Karpensen Sleen A. Skadde



### Total Represented

ISIN: NO0010689326 TARGOVAX ASA  
General meeting date: 20/04/2022 16.00  
Today: 20.04.2022

Number of persons with voting rights represented/attended : 2

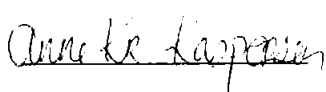
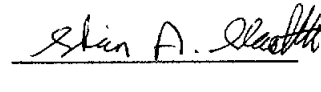
	Number of shares	% sc
Total shares	188,422,421	
- own shares of the company	0	
Total shares with voting rights	188,422,421	
Represented by own shares	475	0.00 %
Represented by advance vote	703,522	0.37 %
<b>Sum own shares</b>	<b>703,997</b>	<b>0.37 %</b>
Represented by proxy	839,249	0.45 %
Represented by voting instruction	32,351,888	17.17 %
<b>Sum proxy shares</b>	<b>33,191,137</b>	<b>17.62 %</b>
<b>Total represented with voting rights</b>	<b>33,895,134</b>	<b>17.99 %</b>
<b>Total represented by share capital</b>	<b>33,895,134</b>	<b>17.99 %</b>

Registrar for the company:

NORDEA BANK ABP, FILIAL NORGE

Signature company:

TARGOVAX ASA



VEDLEGG 2 / APPENDIX 2

**STEMMERESULTAT / VOTING RESULTS**



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VPS GeneralMeeting

## Protokoll for generalforsamling TARGOVAX ASA

ISIN:	NO0010689326 TARGOVAX ASA
Generalforsamlingsdato:	20.04.2022 16.00
Dagens dato:	20.04.2022

Aksjeklasse	For	Mot	Avstår	Avgitte	Ikke avgitt	Stemmeberettigede representerte aksjer
<b>Sak 1 ELECTION OF A PERSON TO CHAIR THE MEETING, TO BE PROPOSED AT THE GENERAL MEETING</b>						
Ordinær	33 895 134	0	0	33 895 134	0	33 895 134
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	17,99 %	0,00 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>33 895 134</b>	<b>0</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 2 ELECTION OF A PERSON TO CO-SIGN THE MINUTES, TO BE PROPOSED AT THE GENERAL MEETING</b>						
Ordinær	33 895 134	0	0	33 895 134	0	33 895 134
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	17,99 %	0,00 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>33 895 134</b>	<b>0</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 3 APPROVAL OF THE NOTICE AND THE AGENDA</b>						
Ordinær	33 895 134	0	0	33 895 134	0	33 895 134
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	17,99 %	0,00 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>33 895 134</b>	<b>0</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 5 APPROVAL OF THE ANNUAL ACCOUNTS AND THE ANNUAL REPORT FOR THE FINANCIAL YEAR 2021</b>						
Ordinær	33 895 134	0	0	33 895 134	0	33 895 134
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	17,99 %	0,00 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>33 895 134</b>	<b>0</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 6.1 Damian Marron (Chairperson of the Board of Directors)</b>						
Ordinær	25 194 152	8 700 982	0	33 895 134	0	33 895 134
% avgitte stemmer	74,33 %	25,67 %	0,00 %			
% representert AK	74,33 %	25,67 %	0,00 %	100,00 %	0,00 %	
% total AK	13,37 %	4,62 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>25 194 152</b>	<b>8 700 982</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 6.2 Bente-Lill Bjerkelund Romøren</b>						
Ordinær	25 194 678	8 700 456	0	33 895 134	0	33 895 134
% avgitte stemmer	74,33 %	25,67 %	0,00 %			
% representert AK	74,33 %	25,67 %	0,00 %	100,00 %	0,00 %	
% total AK	13,37 %	4,62 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>25 194 678</b>	<b>8 700 456</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 6.3 Robert Forbes Burns</b>						
Ordinær	25 194 152	8 700 982	0	33 895 134	0	33 895 134
% avgitte stemmer	74,33 %	25,67 %	0,00 %			
% representert AK	74,33 %	25,67 %	0,00 %	100,00 %	0,00 %	
% total AK	13,37 %	4,62 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>25 194 152</b>	<b>8 700 982</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 6.4 Eva-Lotta Allan</b>						
Ordinær	33 895 134	0	0	33 895 134	0	33 895 134
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	17,99 %	0,00 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>33 895 134</b>	<b>0</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 6.5 Diane Mary Mellett</b>						
Ordinær	25 194 352	8 700 782	0	33 895 134	0	33 895 134

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VPS GeneralMeeting

Aksjeklasse	For	Mot	Avstår	Avgitte	Ikke avgitt	Stemmeberettigede representerte aksjer
% avgitte stemmer	74,33 %	25,67 %	0,00 %			
% representert AK	74,33 %	25,67 %	0,00 %	100,00 %	0,00 %	
% total AK	13,37 %	4,62 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>25 194 352</b>	<b>8 700 782</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 6.6 Sonia Quaratino</b>						
Ordinær	25 194 352	8 700 782	0	33 895 134	0	33 895 134
% avgitte stemmer	74,33 %	25,67 %	0,00 %			
% representert AK	74,33 %	25,67 %	0,00 %	100,00 %	0,00 %	
% total AK	13,37 %	4,62 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>25 194 352</b>	<b>8 700 782</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 6.7 Thomas Falck</b>						
Ordinær	23 755 941	10 139 193	0	33 895 134	0	33 895 134
% avgitte stemmer	70,09 %	29,91 %	0,00 %			
% representert AK	70,09 %	29,91 %	0,00 %	100,00 %	0,00 %	
% total AK	12,61 %	5,38 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>23 755 941</b>	<b>10 139 193</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 6.8 Dr. Raphael Clynes</b>						
Ordinær	25 194 478	8 700 656	0	33 895 134	0	33 895 134
% avgitte stemmer	74,33 %	25,67 %	0,00 %			
% representert AK	74,33 %	25,67 %	0,00 %	100,00 %	0,00 %	
% total AK	13,37 %	4,62 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>25 194 478</b>	<b>8 700 656</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 7.1 Ludvik Sandnes (chair)</b>						
Ordinær	33 894 934	200	0	33 895 134	0	33 895 134
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	17,99 %	0,00 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>33 894 934</b>	<b>200</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 7.2 Johan Christenson</b>						
Ordinær	33 894 934	200	0	33 895 134	0	33 895 134
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	17,99 %	0,00 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>33 894 934</b>	<b>200</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 7.3 Anders Tuv</b>						
Ordinær	33 894 934	200	0	33 895 134	0	33 895 134
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	17,99 %	0,00 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>33 894 934</b>	<b>200</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 8.1 Remuneration to the Board of directors for the period from the annual general meeting in 2022 to the annual general meeting in 2023</b>						
Ordinær	33 894 608	526	0	33 895 134	0	33 895 134
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	17,99 %	0,00 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>33 894 608</b>	<b>526</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 8.2 Restricted stock units to the members of the Board of directors</b>						
Ordinær	33 894 608	526	0	33 895 134	0	33 895 134
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	17,99 %	0,00 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>33 894 608</b>	<b>526</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 9 DETERMINATION OF REMUNERATION TO THE MEMBERS OF THE NOMINATION COMMITTEE</b>						
Ordinær	33 284 608	526	610 000	33 895 134	0	33 895 134
% avgitte stemmer	98,20 %	0,00 %	1,80 %			
% representert AK	98,20 %	0,00 %	1,80 %	100,00 %	0,00 %	

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VPS GeneralMeeting

Aksjeklasse	For	Mot	Avstår	Avgitte	Ikke avgitt	Stemmeberettigede representerte aksjer
% total AK	17,67 %	0,00 %	0,32 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>33 284 608</b>	<b>526</b>	<b>610 000</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 10 THE BOARD OF DIRECTORS' REPORT ON CORPORATE GOVERNANCE</b>						
Ordinær	19 644 576	200	14 250 358	33 895 134	0	33 895 134
% avgitte stemmer	57,96 %	0,00 %	42,04 %			
% representert AK	57,96 %	0,00 %	42,04 %	100,00 %	0,00 %	
% total AK	10,43 %	0,00 %	7,56 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>19 644 576</b>	<b>200</b>	<b>14 250 358</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 11 THE BOARD OF DIRECTORS' GUIDELINES ON DETERMINATION OF SALARY AND OTHER REMUNERATION TO BOARD MEMBERS AND THE EXECUTIVE MANAGEMENT</b>						
Ordinær	19 644 250	13 640 684	610 200	33 895 134	0	33 895 134
% avgitte stemmer	57,96 %	40,24 %	1,80 %			
% representert AK	57,96 %	40,24 %	1,80 %	100,00 %	0,00 %	
% total AK	10,43 %	7,24 %	0,32 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>19 644 250</b>	<b>13 640 684</b>	<b>610 200</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 12 REPORT ON SALARY AND OTHER REMUNERATION TO LEADING PERSONNEL</b>						
Ordinær	20 254 576	13 640 358	200	33 895 134	0	33 895 134
% avgitte stemmer	59,76 %	40,24 %	0,00 %			
% representert AK	59,76 %	40,24 %	0,00 %	100,00 %	0,00 %	
% total AK	10,75 %	7,24 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>20 254 576</b>	<b>13 640 358</b>	<b>200</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 13 APPROVAL OF REMUNERATION TO THE COMPANY'S AUDITOR FOR 2021</b>						
Ordinær	33 894 934	0	200	33 895 134	0	33 895 134
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	17,99 %	0,00 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>33 894 934</b>	<b>0</b>	<b>200</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 14 APPROVAL OF DEMERGER AND MERGER PLAN</b>						
Ordinær	33 894 608	326	200	33 895 134	0	33 895 134
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	17,99 %	0,00 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>33 894 608</b>	<b>326</b>	<b>200</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 15.1 Authorisation of 40% of the share capital</b>						
Ordinær	18 205 913	15 689 221	0	33 895 134	0	33 895 134
% avgitte stemmer	53,71 %	46,29 %	0,00 %			
% representert AK	53,71 %	46,29 %	0,00 %	100,00 %	0,00 %	
% total AK	9,66 %	8,33 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>18 205 913</b>	<b>15 689 221</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 15.2 Authorisation of 30% of the share capital</b>						
Ordinær	18 205 913	15 689 221	0	33 895 134	0	33 895 134
% avgitte stemmer	53,71 %	46,29 %	0,00 %			
% representert AK	53,71 %	46,29 %	0,00 %	100,00 %	0,00 %	
% total AK	9,66 %	8,33 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>18 205 913</b>	<b>15 689 221</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 15.3 Authorisation of 20% of the share capital</b>						
Ordinær	24 728 775	9 166 359	0	33 895 134	0	33 895 134
% avgitte stemmer	72,96 %	27,04 %	0,00 %			
% representert AK	72,96 %	27,04 %	0,00 %	100,00 %	0,00 %	
% total AK	13,12 %	4,87 %	0,00 %	17,99 %	0,00 %	
<b>Totalt</b>	<b>24 728 775</b>	<b>9 166 359</b>	<b>0</b>	<b>33 895 134</b>	<b>0</b>	<b>33 895 134</b>
<b>Sak 16 AUTHORISATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL IN CONNECTION WITH SHARE INCENTIVE ARRANGEMENTS TO EMPLOYEES ETC. AND</b>						
Ordinær	19 638 450	5 556 228	0	25 194 678	8 700 456	33 895 134
% avgitte stemmer	77,95 %	22,05 %	0,00 %			
% representert AK	57,94 %	16,39 %	0,00 %	74,33 %	25,67 %	
% total AK	10,42 %	2,95 %	0,00 %	13,37 %	4,62 %	

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VPS GeneralMeeting

Aksjeklasse	For	Mot	Avstår	Avgitte	Ikke avgitt	Stemmeberettigede representerte aksjer
<b>Totalt</b>	<b>19 638 450</b>	<b>5 556 228</b>		<b>0 25 194 678</b>	<b>8 700 456</b>	<b>33 895 134</b>

Kontofører for selskapet:

NORDEA BANK ABP, FILIAL NORGE

For selskapet:

TARGOVAX ASA

#### Aksjeinformasjon

Navn	Totalt antall aksjer	Pålydende	Aksjekapital	Stemmerett
Ordinær	188 422 421	0,10	18 842 242,10	Ja
<b>Sum:</b>				

#### § 5-17 Almennelig flertallskrav

krever flertall av de avgitte stemmer

#### § 5-18 Vedtektsendring

krever tilslutning fra minst to tredeler så vel av de avgitte stemmer som av den aksjekapital som er representert på generalforsamlingen



TARGOVAX ANNUAL REPORT 2021

# Activating the patient's immune system to fight cancer





**Targovax is a clinical stage immuno-  
oncology company developing immune  
activators to target hard-to-treat solid  
tumors**



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Accounts and notes ASA.....	81
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# Immuno-oncology is one of the fastest growing therapeutic fields in medicine

Immunotherapy has revolutionized cancer treatment over the past decade, introducing novel drugs that enable the patient's own immune system to fight the cancer. Today, millions of patients benefit from immunotherapy, and some are cured. This breakthrough has been led by the immune checkpoint inhibitors, which have rapidly grown into a market worth USD 25bn globally.

Despite this early success, most patients still do not respond to checkpoint inhibitor treatment, and the new frontier in cancer therapy is to identify tailored combination approaches that can unlock the benefits of immunotherapy to more patients. Targovax is a frontrunner in this space, as demonstrated by several strong clinical data reads in 2020-2021 confirming the potential of our lead candidate, ONCOS-102, to trigger robust immune activation that translates into better clinical outcomes for patients.

# About Targovax

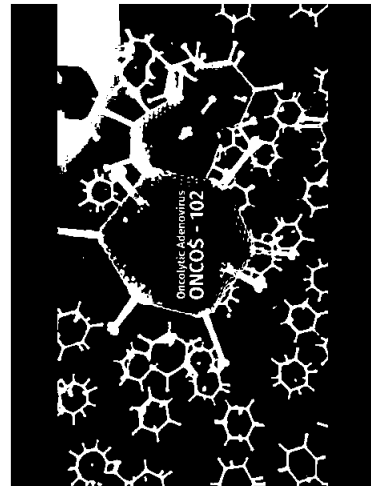
## *Activating the patient's immune system to fight cancer*

Targovax (OSE:TRVX) is a clinical stage immuno-oncology company developing immune activators to target hard-to-treat solid tumors. Targovax's focus is to activate the patient's immune system to fight cancer, and thereby bring benefit to cancer patients with few available treatment alternatives. Targovax is assessing its product candidates in different cancer indications, including melanoma, mesothelioma, and colorectal cancer, and has demonstrated a favorable safety and tolerability profile.

Targovax's lead clinical candidate, ONCOS-102, is a genetically modified oncolytic adenovirus, which has been engineered to selectively infect cancer cells and activate the immune system to fight the cancer. On the back of very encouraging clinical data in several indications, both as monotherapy and in immunotherapy and chemotherapy combinations, the next development step for ONCOS-102 will be to further improve immune activation and clinical response in melanoma patients resistant to PD1 checkpoint blockade.

Building on successful phase 1/2 studies demonstrating clinical benefit and providing deep mechanistic insights, Targovax is expanding its ONCOS program into delivery of circular RNA and targeting KRAS mutant cancers with the aim of establishing a platform for development of a rich pipeline of innovative future immunotherapy product candidates.

To learn more about ONCOS-102's mechanism of action, watch our latest video which is available either by clicking on the image below or via our website.



## TARGOVAX VISION

Targovax aims to activate the patient's immune system to fight cancer, and thereby bring benefit to cancer patients with few available treatment alternatives.

## CLASS-LEADING CLINICAL DATA

ONCOS-102 is leading immune activator with clinical efficacy in several solid tumors in monotherapy and in combination with anti-PD1 and chemotherapy

# CEO Statement

During 2021, adenoviruses clearly pulled ahead as the most promising class for oncolytic immunotherapy, as demonstrated by convincing clinical data from both Targovax (ONCOS-102) and several of our peers. When it comes to the breadth, depth, and consistency of the translational analyses from our phase 1/2 clinical program, the totality of the ONCOS-102 data package is second to none. As such, Targovax can now soundly be considered one of the front-runners in the oncolytic virotherapy space. We are planning to leverage this position by building an innovative pipeline of NextGen ONCOS viruses, including a move into the emerging circular RNA field.

Over the past year, we have delivered strong efficacy data for our lead product candidate ONCOS-102 in both melanoma and mesothelioma, which allows us to forge ahead with our R&D program. Broad translational analyses of patient tumor tissue confirm the promising efficacy outcomes and provide deep understanding of the immune activating potential and underlying biological mechanism of action of ONCOS-102.

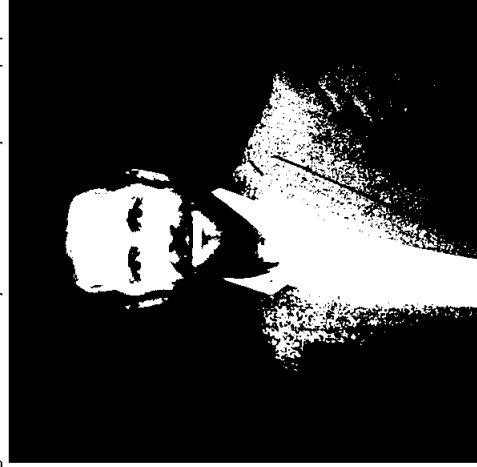
The unique insights we have generated in the clinic set us up to do two things. First, we can optimize our clinical development strategy with differentiated, scientifically hand-picked immunology (IO) combinations to complement and boost the efficacy of ONCOS-102 and further separate us from the competition. Second, we can build on real-world, clinical evidence to design smart and innovative next generation ONCOS delivery vectors to maximize the potential of our platform. I am particularly enthusiastic about our new circular RNA (circRNA) program, where we have a unique first-in-class opportunity to leverage our clinically validated ONCOS delivery system to bridge into the rapidly evolving RNA therapeutics field.

As we look to 2022, the top three priorities for Targovax are to:

- **Let the science guide us:** We will make smart, scientifically based decisions building on data and insights generated in the phase 1/2 program

- **Advance ONCOS-102 in melanoma:** We aim to boost response rates beyond 35% ORR through carefully selected, differentiated IO combinations
- **Establish ONCOS as a versatile delivery platform:** We will engineer next generation ONCOS viruses to deliver circRNA and highly targeted, immune stimulatory genetic payloads.

Ambitious plans cannot be delivered without a strong team and sufficient resources. Therefore, we have made key recruitments in science, clinical development, and manufacturing, attracting highly skilled, experienced individuals with a track record of innovation and execution. Through our collaboration with Prof. Michael Uhlin at Karolinska Institutet, we have secured access to a world-leading immunotherapy environment, providing the infrastructure we need to quickly put our circRNA pipeline plans into action. In addition, we raised NOK 175m in gross proceeds in a rights issue in December 2021, which gives us the necessary financial flexibility both to prepare for the next ONCOS-102 trial in



melanoma and expand the aspirations of our next generation immunotherapy pipeline.

It is with great excitement that I and the whole Targovax team take on the challenge to deliver on our ambitious plans, with a clear vision to capture the full potential that lies in the ONCOS delivery platform. We aim to create and validate potent, differentiated product candidates that will bring benefit to patients with advanced solid tumors, and to build value for both new and existing shareholders as we do so.

**Dr. Erik Digman Wiklund**  
CEO Targovax Group



# Directors' Report

During 2021, Targovax has achieved a strong data package for the lead asset ONCOS-102 demonstrating promising clinical efficacy and powerful immune activation in several forms of cancer and treatment combinations. We believe that these data confirm the tremendous potential of ONCOS as a versatile delivery vector for targeted anti-cancer payloads, and we wish to pursue this opportunity by expanding our pipeline repertoire, including a move into the emerging circRNA space. The Covid-19 pandemic has adversely impacted drug development timelines across the industry, but it is the opinion of the Board of Directors that the Group has been somewhat spared from major impacts of the pandemic. Its development processes have all continued according to schedule.

The most important milestone for the company in 2021 was the data read-out from the ONCOS-102 and chemotherapy combination in malignant pleural mesothelioma (MPM). At the 30-month follow-up, the median overall survival (mOS) was 25.0 months for the subgroup of randomized, first-line ONCOS-102-treated patients (n=8). This is a clear improvement over the mOS of 13.5 months observed in the first-line SoC-only control group (n=6). Previous phase 3 clinical trials in MPM have reported mOS in the range of 12-16 months for patients receiving the same SoC chemotherapy treatment in the first-line setting.

In addition, the immune activation data revealed powerful and consistent ONCOS-102-induced remodeling of the tumor microenvironment with increased T-cell infiltration and a shift towards pro-inflammatory immune cells, far beyond what was observed for the SoC-only control group. This immune activation is associated with tumor responses and is most pronounced in patients with better survival outcomes, indicating that the immune activating capacity of ONCOS-102 is driving the clinical benefit for patients.

The ONCOS program provides a unique, clinically validated platform system to expand beyond ONCOS-102 to build a pipeline of novel, cutting edge product candidates. In particular, Targovax is exploring the potential for utilizing ONCOS as a delivery tool for novel RNA concepts, such as circRNA – a space which has recently attracted significant interest from both industry and investors.

We remain committed to the mutant KRAS opportunity and our mutant KRAS pipeline continues to evolve. The two research grants awarded by the Research Council of Norway in December 2021 and Innovation Norway in January 2022 are strong endorsement of the underlying science and broad potential of Targovax's mutant KRAS program. These funds will enable continued clinical

development of the TG vaccine candidates, as well as support important immunological characterization and product development.

## Strategy and strategic focus areas

Targovax is committed to develop innovative targeted immunotherapies to extend and transform the lives of cancer patients with hard-to-treat solid tumors. The Group is aiming to become a leading immuno-oncology development company in multiple cancer types. The ONCOS R&D strategy is to validate ONCOS as a versatile delivery tool and identify best combination approaches.

The Group's strategy is to:

- Execute one or more multi-cohort trials in PD1 refractory melanoma
- Progress preclinical drug candidates to a clinical development stage
- Selectively pursue partnerships and clinical trial collaborations, both for ONCOS-102 and pipeline products
- Establish ONCOS as a versatile delivery platform by engineering next generation ONCOS viruses to deliver circRNA and highly targeted, immune stimulatory genetic payloads.
- Build the mutant KRAS immunotherapy program through strategic partnerships



**Business and technology platforms**

The Group's development pipeline is based on a novel proprietary platform: A virus-based immunotherapy platform (ONCOS) that utilizes engineered oncolytic viruses armed with potent immune-stimulating transgenes to target solid tumors. The aim is to (re)activate the patient's immune system to recognize and attack the patient's own cancer cells thus acting as a form of autologous or self-vaccination. The treatment approach harnesses the patient's own immune system to fight cancer.

Targovax's virus-based oncolytic immunotherapeutic technology has a tumor-selective mechanism of action, making tumors visible to the immune system and educating the immune system to recognize and attack patient specific tumor cells.

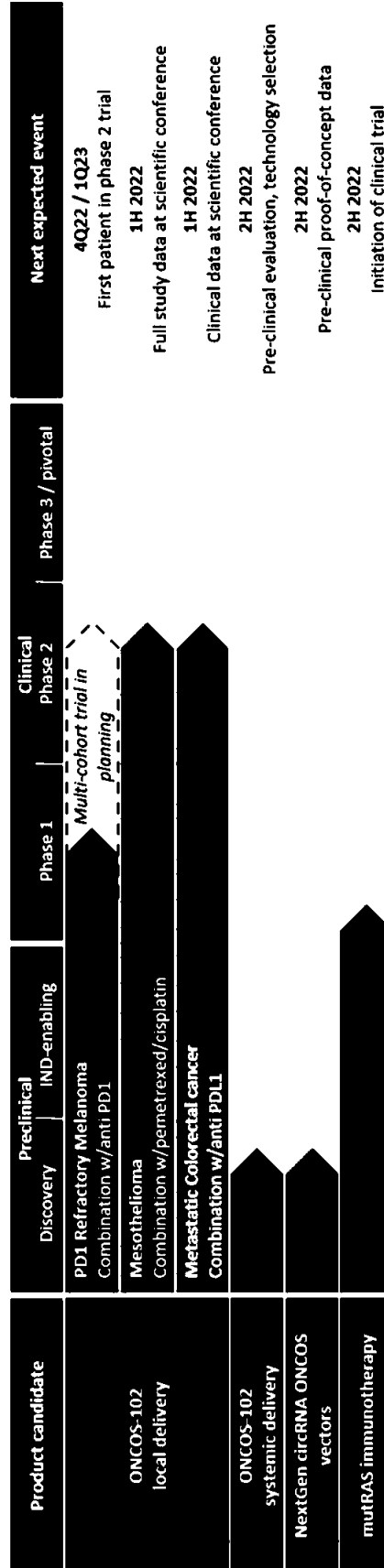
The technology is based on adenoviruses engineered to kill tumor cells, primarily via activation of a systemic, patient-specific, tumor-selective immune response. The lead pipeline candidate is ONCOS-102.

Targovax's ONCOS immunotherapy technologies are designed to stimulate the immune system in several ways to recognize and fight cancer. When Targovax's adenovirus is injected into a tumor the presence of the adenovirus attracts cells of the innate immune system such as natural killer (NK) cells and macrophages which are designed to attack the virus. This innate immune attack triggers a subsequent and highly specific and targeted adaptive immune response.

Targovax is also exploring how novel RNA constructs can be engineered into ONCOS to further enhance the delivery of genetic payloads directly into the tumor. This has the potential to expand the ONCOS program into a versatile and unique platform system for enhanced transgene delivery, as well as to build additional regulatory functionality into the backbone construct. CircRNA is an example of such novel RNA technology being explored in the context of ONCOS, and Targovax is actively building the team to drive these RNA efforts forward.

In addition, Targovax has developed a mutant KRAS program based on the Company's neoantigen vaccine targeting mutant KRAS cancers, covering up to eight different mutations. Oncogenic KRAS mutations are the key genetic driver behind many cancers and therefore considered a central target in oncology drug development.

**Pipeline and newsflow**





**ONCOS-102 clinical development program**

**ONCOS-102 in PD1 refractory melanoma**

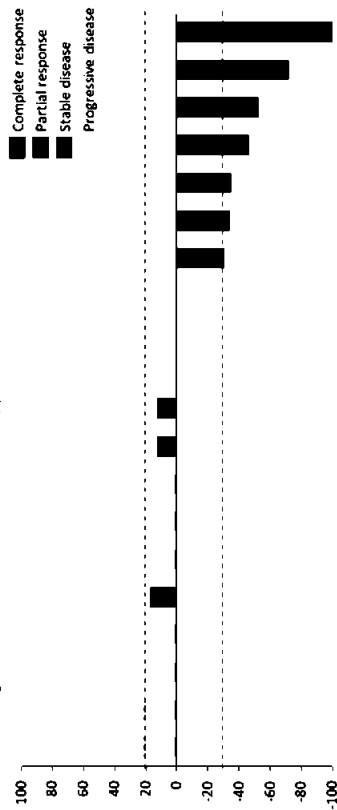
The trial explored safety, immune activation, and clinical responses, of ONCOS-102 and Keytruda (pembrolizumab), an anti-PD1 checkpoint inhibitor (CPI), in patients with advanced or unresectable melanoma whose tumors have continued to grow following prior CPI therapy. The trial was conducted at the Memorial Sloan Kettering Cancer Center in New York, Fox Chase Cancer Center in Philadelphia, University of Maryland Comprehensive Cancer Center in Baltimore as well as Oslo University Hospital.

Topline efficacy results were announced in late 2020 and showed class-leading objective response rates (ORR) as well as effects on non-injected lesions:

- Tumor responses observed in 7 out of 20 evaluable patients, resulting in overall response rate (ORR) of 35%
- Evidence of systemic activity was observed in multiple patients, including two cases where a non-injected lesion completely disappeared
- Broad and strong immune activation was observed by several analytical methods, with a clear association to patient outcome
- Confirmed the ability of ONCOS-102 to re-sensitize PD1 refractory tumors to respond to PDI-blockade

**“Best-in class response rate with ORR of 35%”**

**Best change in tumor burden from baseline, percent**



As the next step in PD1 refractory melanoma, Targovax intends to continue with a multi-cohort phase 2 trial where ONCOS-102 will be tested in various combinations to further improve the ORR, including anti-PD1, double checkpoint, and potentially also other novel immunotherapies.

Based on the encouraging findings to date, Targovax received Fast Track designation for PD-1-refractory advanced melanoma from the US Federal Drug Administration (FDA) in June 2021, which is an endorsement by the US FDA of the strength and relevance of the ONCOS-102 data package. The FDA Fast Track designation is awarded to therapies with the potential to address unmet medical needs in serious medical conditions and allows for more frequent interactions with the FDA to expedite clinical development and the regulatory review processes. Fast Track products have high likelihood of receiving Priority Review for a future Biologics License Application (BLA) and may be allowed to submit parts of the application for rolling review to shorten the approval timeline.

**ONCOS-102 in malignant pleural mesothelioma (MPM)**

The trial was an open label, randomized, exploratory phase 1/2 adding ONCOS-102 to standard of care (SoC) chemotherapy (pemetrexed/cisplatin) in first and second (or later) line malignant pleural mesothelioma (MPM) to assess safety, immune activation and clinical efficacy of the combination treatment. In total, 31 patients were included.

At the 30-month follow-up, median overall survival (mOS) was 25.0 months for the subgroup of randomized, first-line ONCOS-102-treated patients (n=8). This is a clear improvement over the mOS of 13.5 months observed in the first-line SoC-only control group (n=6) as well as historical control of 12-16 months for patients receiving the same SoC chemotherapy treatment in the first-line setting. Importantly a combination of Opdivo/Yervoy double checkpoint inhibition was recently approved as a first-line treatment option for MPM based on a phase 3 trial showing mOS of only 18.1 months.

Immune activation was assessed in tumor biopsies pre- and post-ONCOS-102 treatment (Day 0 and Day 36). The tumor tissue analyses revealed powerful and consistent ONCOS-102-induced remodeling of the tumor microenvironment with increased T-cell infiltration and a shift towards pro-inflammatory immune cells, far beyond what was observed for the SoC-only control group. This immune activation is associated with tumor responses and is most pronounced in patients with better survival outcomes, indicating that the immune activating capacity of ONCOS-102 is driving the clinical benefit for patients.

Based on the encouraging efficacy and the associated broad immune activation, the US FDA granted ONCOS-102 Fast Track designation for malignant pleural mesothelioma in February 2021.

## Next generation ONCOS viruses and circRNA

The recent success of adenoviral technology in the Covid-19 vaccine space has strengthened the rationale to fully exploit the capability of the ONCOS technology as a delivery system for targeted genetic payloads. Emerging clinical data from Targovax and others indicate that adenovirus is a superior oncolytic vector, particularly when compared to herpes and vaccinia-based approaches.

The ONCOS platform is based on a highly immunogenic, versatile double-stranded DNA adenovirus serotype 5 backbone with two genetic modifications to enhance cancer selectivity:

1. A 24bp deletion in the E1A region to ensure selective replication in actively dividing cells, such as cancer cells
2. Replacement of the serotype 5 to a serotype 3 fiber knob, making the virus primarily infect via the DSG2 and CD46 receptors, which are typically upregulated on cancer cells

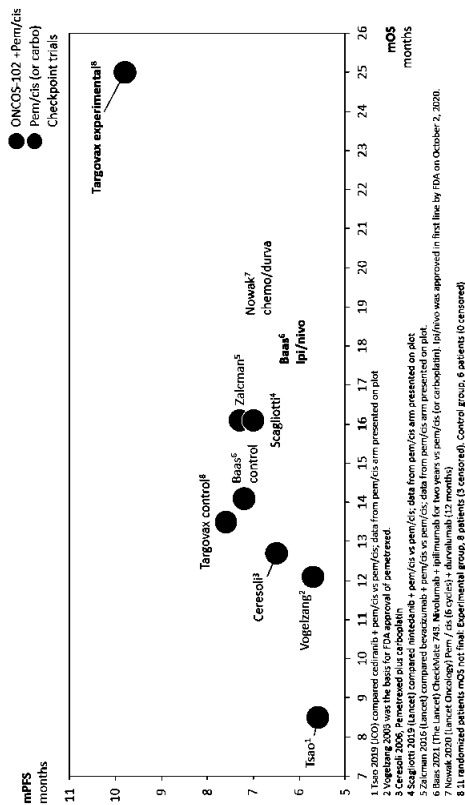
Targovax has a portfolio of novel ONCOS viruses in pre-clinical development, both in-house and through collaboration with partners. In the second generation ONCOS viruses, the DNA payload capacity of the backbone has been increased beyond ONCOS-102 to include two transgenes. The first pre-clinical results from the ONCOS-200 series were presented at the American Association for Cancer Research (AACR) Annual Meeting in June 2020, demonstrating clear anti-cancer activity and mechanistic synergism between the two transgene payloads. These encouraging observations are being further investigated to elucidate transgene functionality and mechanism of action in vivo.

From the wholly owned ONCOS-200-series, ONCOS-211 has been selected as the lead candidate for further development. This construct carries two transgenic payloads, ICOS-L and ADA. ICOS-L provides a stimulatory signal driving T-cells into their cytotoxic effector state, and ADA removes immune-suppressive adenosine thereby promoting a pro-inflammatory tumor micro-environment. In combination, these two transgenes add targeted immune-stimulatory firepower to the already strong immune-activating properties of ONCOS.

Targovax has also recently initiated a program to explore how circRNA can be engineered into NextGen ONCOS vectors to further enhance the delivery of genetic payloads directly into the cancer cells. circRNA has the advantage of being resistant to exonuclease degradation and is therefore more chemically stable and has longer half-life than linear RNAs. With the circRNA approach, Targovax has the potential to expand the ONCOS technology into a versatile and unique platform system for enhanced transgene delivery, as well as to build additional regulatory functionality into the viral backbone. In January 2022, Targovax appointed circRNA co-discoverer and pioneer Dr. Thomas B Hansen to drive this program, in close collaboration with the research team of Prof. Michael Uhlin at Karolinska Institutet in Stockholm.

In 2020, Targovax entered into a collaboration agreement with Valo Therapeutics to evaluate coating of ONCOS-102 with TG mutant KRAS peptides using Valo's PeptiCrad technology with the

*“ONCOS-102 has shown 25.0 months median overall survival in first-line mesothelioma, and these are the best survival data reported in this population”*



## ONCOS-102 in colorectal cancer with metastasis – collaboration trial

This is a single arm, open-label, multi-center phase 1/2 trial, where ONCOS-102 is administered intraperitoneally in combination with systemically delivered Imfinzi (durvalumab, an anti-PD-L1 antibody), to patients who have metastatic colorectal cancer with peritoneal carcinomatosis and have failed prior standard therapies. The trial will assess the safety, immune activation and anti-tumor activity of the ONCOS-102 and Imfinzi combination and is financed by the Cancer Research Institute and run by Ludwig Cancer Research. Targovax was selected to participate with ONCOS-102 as the virus of choice for this trial. The trial completed recruitment in June 2021 with a total of 33 patients enrolled.

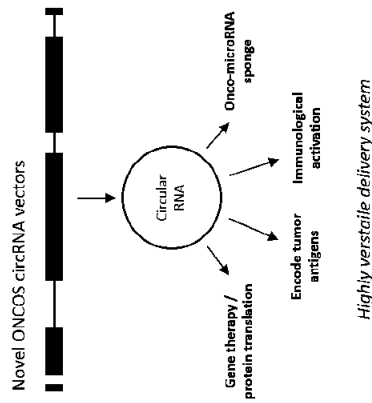
The safety reviews during the dose escalation part of the trial were completed with no dose limiting toxicities, and the ONCOS-102 and Imfinzi combination showed good tolerability. Clinical results from the trial are intended to be published by Targovax's collaboration partners at a scientific conference during 1H 2022.

aim of creating an oncolytic mutant KRAS vaccine. Targovax also has a research collaboration with Oblique Therapeutics to utilize ONCOS as a delivery vector for Oblique's proprietary AbiProt antibodies targeting mutant KRAS. Through these projects, Targovax is exploring the opportunity for bridging its oncolytic virus and KRAS technologies and expertise, and if successful, to generate first-in-class viral therapies engineered to directly target oncogenic KRAS driver mutations.

Under these collaborations, Targovax and the respective partners will jointly investigate the technical feasibility, immune modulatory, and anti-cancer properties of encoding these novel payloads in the ONCOS backbone both *in vitro* and *in vivo*. The resulting constructs and any novel IP will be jointly owned, and additional functionality can be built in to stimulate multiple complementary anti-tumor mechanisms. Targovax is actively pursuing additional, similar collaborative partnerships to expand the pipeline and access novel complementary technologies where a synergy can be expected with ONCOS.

In summary, Targovax has a broad pipeline of both *in-house* and partnered pre-clinical research programs, which will be an important focus area in the short- to mid-term to expand and demonstrate the broader potential of ONCOS as a flexible, immune stimulatory, clinically validated delivery platform.

## ONCOS PROVIDES AN IDEAL, CLINICALLY VALIDATED PLATFORM FOR CIRCULAR RNA



### Aims of ONCOS circRNA program:

- Generate *in vitro* proof-of-concept data package by 2H 2022
- Build technology platform IP portfolio and know-how
- Construct multi-functional novel circONCOS candidates for *in-house* development
- Establish collaborations to generate circONCOS candidates encoding partner's payload of choice

### Mutant KRAS platform

The mutant KRAS program is based on the TG neoantigen vaccine, which covers up to eight different KRAS driver mutations. Oncogenic KRAS mutations are the key genetic driver behind up to 30% of all cancers, and therefore considered a highly attractive target in drug development. A 32-patient phase 1/2 clinical trial evaluating TG01 in resected pancreatic cancer in combination with standard of care chemotherapy (gemcitabine) reported mOS of 33.3 months in May 2019. The mOS compares favorably to the ESPAC4 historical control trial of gemcitabine monotherapy, which reported mOS from surgery of 27.6 months. These data were corroborated by robust and durable immune responses in vaccinated patients, and several examples of clearance of residual mutant KRAS cancer cells after surgery were observed by ctDNA analysis. The company has attained Orphan Drug Designation for TG01 in pancreatic cancer in both the US and Europe.

In December 2021, Targovax received a NOK 9.8 million research grant award by the Research Council of Norway towards the TG mutant KRAS program, and in January 2022, Targovax was awarded an additional NOK 8.2 million grant by Innovation Norway to accelerate product development activities related to the company's TG mutant KRAS vaccine program and planned clinical trials. These grants will enable continued clinical development of Targovax's TG vaccine candidates, as well as support important immunological characterization and product development.

Targovax is also actively working to create shareholder value from the TG technology through cost effective partnerships. Consistent with this approach, Targovax has entered into several collaboration agreements. In January 2020, Targovax and IOVaxis Therapeutics entered into an option agreement for an exclusive license to develop and commercialize the TG01 and TG02 vaccines in Greater China and Singapore. The intention is that IOVaxis will exercise the option to license TG upon the first regulatory IND approval to start a clinical trial in China. IOVaxis paid an option fee of USD 250,000 to Targovax, and an additional USD 3 million upfront fee is due when the exclusive license option is exercised. The total development and commercial milestones in the deal are worth up to USD 100 million, in addition to tiered royalties on sales up to the mid-teens.

In 2022, Targovax expects to form one or more academic and/or commercial collaborations with TG-01 that will involve innovative clinical combination trials.



### Preclinical development of ONCOS-102

Targovax has conducted several *in vivo* studies of ONCOS-102 in mesothelioma and melanoma mouse models to investigate the mode of action and assess the efficacy for the clinical combination strategies in these indications. Data have been published at scientific conferences and in leading, peer reviewed journals.

It has been shown that ONCOS-102 and PD-1 checkpoint inhibition (Keytruda) act synergistically in a humanized melanoma mouse model, driving both tumor volume reduction and anti-tumor T-cell immunity (Kuryk et al. *Oncimmunology* 2018):

- Keytruda alone did not reduce tumor volume in the selected mouse model
- ONCOS-102 reduced tumor volume by 51%
- ONCOS-102 + Keytruda reduced tumor volume by up to 69%
- ONCOS-102+ Keytruda induced an abscopal effect, validating the proposed mode of action that ONCOS-102 can generate systemic anti-tumor immune responses (Kuryk et al. *JMV* 2019)

Similarly, in a mesothelioma mouse model, it has been demonstrated that ONCOS-102 acts synergistically with chemotherapy to reduce tumor volume and drive tumor-specific immune responses (Kuryk et al, 2018, *JMV*):

- Chemotherapy alone did not reduce tumor volume in the selected mouse model
- ONCOS-102 alone reduced tumor volume by 56%
- ONCOS-102 + chemotherapy reduced tumor volume by 75% relative to chemotherapy alone and by 33% relative to ONCOS-102 alone
- ONCOS-102 induced a mesothelin specific anti-tumor CD8+ T-cell response

### IPR / Market exclusivity

Targovax owns a broad patent portfolio which is designed to protect its drug candidates and includes different families of patents and patent applications covering drug compositions, and relevant combination therapies. This patent portfolio also covers potential future product candidates. The company continuously works to strengthen its patent portfolio.

Targovax has granted patents in Europe, China, and Japan for the use of ONCOS-102 in combination with chemotherapy in malignant pleural mesothelioma:

- In October 2021, Targovax was granted the EU patent no. 3402889 by the European Patent Office (valid until 2037)
- In November 2021, Targovax was granted patents no. CN108495934 and JP6974350 by the Chinese and Japanese Patent Offices, respectively (valid until 2037)

In March 2021, Targovax was granted the US Patent no. 10,940,203 by the US Patent Office. The patent covers the use of ONCOS-102 in combination with checkpoint inhibitors until 2036.

These patents protect Targovax's innovative oncolytic immunotherapy platform and strengthen the company's market position.

Targovax has attained Orphan Drug Designation in the EU and US for the use of ONCOS-102 in mesothelioma, ovarian cancer, and soft-tissue sarcoma, supporting a rapid path to commercialization and ensuring up to ten years of market protection from the date of market approval in any of these indications.



## Important events in 2021

- In January, granted IOVaxis 3 months extension to the exclusive license option for TG mutant RAS vaccines in Greater China and Singapore
- In February, entered into a enter research collaboration with Papyrus Therapeutics to develop novel ONCOS viruses with receptor tyrosine kinase (RTK) inhibitor functionality
- In February, the US FDA granted ONCOS-102 Fast-Track designation for malignant pleural mesothelioma.
- In March, received US patent for ONCOS-102 in combination with checkpoint inhibitors
- In March, Dr Sonia Quarantino's was elected as a new member of the Board
- In June, reported class-leading median overall survival in Targovax's ONCOS-102 trial in mesothelioma at the 24-month follow-up
- In June, announced completed enrollment in the phase 1/2 trial with ONCOS-102 in combination with durvalumab in patients with advanced colorectal cancer with peritoneal metastases
- In June, received Fast-Track designation and scientific advice from the US FDA for ONCOS-102 in PD-1-refractory advanced melanoma
- In July, appointed Dr. Lone Ottesen as Chief Development Officer
- In September, presented poster at European Society for Medical Oncology (ESMO)
- In September, received European Patent for ONCOS-102 in combination with chemotherapy
- In October, appointed Dr. Erik Digma Wiklund as Chief Executive Officer, previously CBO of Targovax and co-discoverer of circRNA
- In October, expanded the pipeline program into circRNA delivery
- In October, appointed Ola Melin as Head of Manufacturing
- In November, presented two posters at the Society for Immunotherapy of Cancer (SITC) Annual Meeting
- In December, completed a rights issue raising gross proceeds of NOK 175m
- In December, received NOK 9.8m research grant award by the Research Council of Norway towards the TG mutant KRAS vaccine program
- In December, reported 25.0 months median overall survival (mOS) for ONCOS-102 combined with chemotherapy in first line mesothelioma

## Important events after balance sheet date

- In January 2022, appointed circRNA co-discoverer Dr. Thomas B Hansen as VP of Research to lead the NextGen ONCOS circRNA pipeline program
- In February 2022, announced a research collaboration with Prof. Michael Uhlin at Karolinska Institutet in Stockholm, Sweden, for development and characterization of NextGen ONCOS viruses
- In January 2022, received NOK 8.2m grant award by Innovation Norway towards the TG mutant KRAS vaccine program
- In January 2022, received patents for ONCOS-102 in combination with chemotherapy in China and Japan
- In February 2022, appointed Dr. Lubor Gaal as Chief Financial Officer
- In March 2022, announced a collaboration with Agenus on mutant KRAS cancer vaccine adjuvanted with QS-21 STIMULON™

## Key figures in the consolidated accounts

Targovax raised gross proceeds of NOK 175 million in a rights issue in fourth quarter 2021 through the allocation of 101,744,186 new shares at a subscription price of NOK 1.72 per share. The rights issue was resolved by the Company's Board of Directors based on the authorization granted at the Company's Annual General Meeting held 25 November 2021.

## Income statement (2020 figures in brackets)

In 2021 Targovax had no core business revenue.

Total operating expenses for 2021 amounted to NOK 96 million (NOK 105 million), of which payroll and related expenses amounts to NOK 48 million (NOK 43 million). The operating expenses are reported net of governmental grants, which amounted to NOK 3 million in the period (NOK 2 million).

Operating loss amounted to NOK 96 million in 2021 (NOK 104 million). Financial income amounted to NOK 0.2 million for the year (NOK 1 million). The group had financial expenses of NOK 3 million (NOK 5 million). The net loss for the period amounted to NOK 98 million (NOK 108 million).

## Cash flow

Net cash amounted to NOK 182 million at the end of the year, compared to NOK 122 million at the end of 2020.

Net cash outflow from operating activities for the year 2021 was NOK 85 million (NOK 111 million).

## Financial position

As at 31 December 2021, Targovax had total assets of NOK 565 million, compared to NOK 521 million by the end of 2020.

Total current assets amounted to NOK 191 million (NOK 127 million), of which cash and cash equivalents amounted to NOK 182 million (NOK 122 million).

Total non-current assets were NOK 374 million (NOK 394 million), of which intangible assets amounted to NOK 372 million (NOK 390 million).

Shareholders' equity amounted to NOK 418 million, increased from NOK 373 million in 2020. The equity ratio amounted to 73.90 percent compared to 71.55 percent in 2020.

## Going concern

The financial statements for 2021 have been prepared under the going concern assumption, as stipulated in Section 3.3a of the Norwegian Accounting Act. The right issue in the fourth quarter

2021 ensures that the Group has available financial resources sufficient for all planned activities, in the next twelve months as of 31 December 2021. Targovax's Directors therefore continues to adopt the going concern basis in preparing the Groups consolidated financial statements.

## Risk factors and risk management

Targovax is subject to several operational and financial risk factors and uncertainties which may affect parts or all the activities in the group. The Group proactively manages such risks and management and the Board of Directors regularly analyze operations and potential risk factors to take measures to reduce risk exposure.

## Operational risk

Targovax's activity is development of pharmaceutical medications. Development of pharmaceuticals normally goes through several stages before commercialization and risk of failure is generally inherent throughout the process.

The group is in an early phase in clinical development. Although the end-results from two of the trials are positive, the clinical data are limited, and the results of preclinical studies and early clinical trials of the Group's product candidates may not be predictive of the results of later-stage clinical trials. Changes in the standard of care from initiation to completion of a clinical trial is also a risk factor.

Further, delays in the work with ongoing clinical trials, or in the preparations for new clinical studies, are important risk factors. Chemistry, manufacturing and controls for Targovax's drug products are under development and unforeseen incidents and delays may have an impact on the progress of ongoing and planned clinical studies.

As many studies depend on both funding and technology from external partners for completion, uncertainties append to these partners' ability and willingness to carry the studies through.

Development of pharmaceuticals is highly time consuming and costly and as Targovax depends on third parties to conduct its clinical trials, delays or other unforeseen discrepancies outside Targovax's control may occur. Such delays in clinical trials might increase the cost of the trial and additional capital requirements might arise.

Targovax also conduct clinical trials in combination with third party products. Limited access or any other constraints in terms of use of such products may adversely impact the progress or clinical development of Targovax's trials and products.

To secure progress according to plans and budgets, Targovax has implemented and executes routines and practices, including monitoring, evaluation and reporting, to secure planned and approved project developments.



The clinical trials also include volunteer patients and Targovax put great emphasis on the safety of these individuals as well as general regulatory framework of the development of pharmaceuticals. Recruitment of patients may be delayed due to patients' willingness to participate, competing trials and doctors' priorities.

The Group's lead pipeline candidate, ONCOS-102 is currently in clinical phase I/II.

The success, competitive position and future revenues will depend in part on Targovax's ability to protect its intellectual property and know-how. To date, Targovax holds certain exclusive granted patent rights and has filed several patent applications, however, uncertainties related to predicting the degree and range of the protection from its patent estate will always exist as will the risk and uncertainties that may be caused by third party patents. The biopharmaceutical industry is characterized by intense competition and rapid innovation. The Group's competitors may be able to develop other compounds or drugs that are able to achieve similar or better results.

#### Financial risks

Being an early phase research and development group, Targovax is accumulating financial losses. Operating losses are expected to persist during the development phases of the Groups' products, and potentially cash generating operations are not expected until one or more of the group's products are commercialized.

General monitoring of risks related to the financial development is secured through control of financial reporting. This is achieved through day-to-day follow-up by management, supervised by the Board of Directors, through periodical reporting and evaluation. Non-conformances and improvement opportunities are followed up and corrective measures implemented continuously.

Funding of ongoing operations is and will be for some time depending on external sources, mainly equity contributions. Significant changes to financial market conditions, may affect the climate for investor investments.

To maintain and expand the Group's base of potential investors and securing access to risk capital when needed, the Targovax management continuously promote and present the group through investor road shows and participation in industry- and investor seminars.

Future interest rate fluctuations may affect the Group's business, financial condition, results of operations, cash flows, time to market and prospects. Currently, the Group has no long-term debt other than lease liabilities and its debt to Business Finland. The debt to Business Finland carry an annual interest equal to the European Central Bank's steering rate less 3 percentage points, but in no event less than 1 percent. The current interest is 1 percent per annum.

Fluctuations in exchange rates could affect the Group's cash flow and financial condition. The currency exposure includes both transaction risk and risk related to translation of operating expenses.

Transaction risk arises when future commercial transactions or recognized assets or liabilities are denominated in a currency that is not the entity's functional currency. 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 EUR, GBP, USD and CHF. Translation risk in the Group arises when amounts denominated in foreign currencies are converted to NOK, the Group's reporting and functional currency. One of the Group's subsidiaries has EUR as its reporting and functional currency.

Targovax has costs and payments in several currencies, EUR the most prominent but also USD and other. Cash inflow takes place in NOK through capital increases. Targovax manages currency risk by matching expected outflows with holdings in all major currencies.

Targovax has signed a liability insurance which covers the CEO, the Board of Directors, management, and any other former or present employee with independent management responsibility in Targovax ASA and its subsidiaries. The insurance covers NOK 50,000,000 per claim and in total during the insurance period, world-wide including USA and Canada.

#### The Covid-19 pandemic

Following the outbreak of COVID-19, authorities on both sides of the Atlantic have taken strong measures to reduce the spread of the virus. These measures, in combination with uncertainty and hospitals potentially prioritizing acute patients, have increased the risk of clinical trials being delayed, but it is the opinion of the Board of Directors that the Group has been somewhat spared from major impacts of the pandemic. Its development processes have all continued according to schedule. The company will update the market if there are relevant changes to operations.

#### Market developments

##### Overall pharmaceutical market

The IQVIA institute predicts that the pharmaceutical market will reach USD 1.5 trillion by 2023, an increase of USD 300 billion from the USD 1.2 trillion recorded in 2018. This growth is coming mainly from market expansion in emerging countries and demographic trends in developed countries due to an ageing population. Over the coming years the market is expected to grow by 4-5% CAGR, which is somewhat lower than the average 6.3% CAGR during 2014-2018.

The United States share of global spending will increase from ca. USD 500 billion in 2019 to USD 625-700 billion in 2023, while the European share of spending will grow from ca. USD 160 billion to USD 175-225 billion. Double-digit annual growth brought the China pharmaceutical market to

ca. USD 150 billion in 2019, but this growth is expected to decrease and stabilize between 3-6% CAGR% and reach ca. USD 170 billion in 2023.

## The cancer market

### General

The 2019 worldwide spending on cancer drugs was ca. USD 100 billion and expected to grow to USD 175 billion by 2025 according to a 2019 report from Allied Market Research. This represents a growth rate of close to 8%, which is higher than the pharmaceutical market overall. The market for cancer immunotherapy was estimated to close to USD 60 billion in 2019 and expected to grow at a CAGR % of 10-15% to reach a total value of USD 100-130 billion by 2025. As such, immunotherapy already accounts for over 50% of the cancer drug market and is projected to increase this share over the coming years.

### The Cancer Epidemiology

Cancer Research UK estimates that cancer accounted for close to 10 million deaths in 2018 globally, which makes it the world's most deadly disease. There were 17 million new cases of cancer worldwide in 2018. It is predicted there will be 27.5 million new cancer cases worldwide each year by 2040, if recent trends in incidence of major cancers and population growth are seen globally in the future. This is an increase of 62% from 2018 and is expected to be higher in males (68% increase) than in females (55% increase).

### Types of cancer treatment

The cancer therapy (oncology) market is highly diversified, and the optimal cancer treatment should be individualized, depending on the type, stage and differentiation of the cancer, as well as the patient's overall physical condition and age. A patient's treatment plan may consist of one or many different treatment modalities, depending on the situation. For some cancer patient's treatment is of a curative intent, while for others, the intent is to relieve suffering and to increase quality of life (palliative care). Traditionally, surgery, chemotherapy, radiation therapy and hormone therapy are among the most common treatments. However, new and innovative approaches like targeted therapies and immunotherapy are increasingly being utilized for the treatment of cancer.

### Immunotherapy

Clinicians and scientists agree that the immune system can be used to fight cancer and have in recent years managed to design therapies which uses a patient's own immune system to fight cancer. Immunotherapy is a form of therapy designed to activate a patient's immune system in the fight against cancer. The immune system can be utilized in several ways, but the most common is to increase or "boost" the immune system and to stimulate it to recognize the cancer cells as foreign bodies that are to be removed. This is normally achieved by giving patients antibodies, immune activators or non-specific cancer immunotherapies and adjuvants. Immunotherapy is now an important form of treatment in the fight against many types of cancer.

Within immunotherapy there are several different variations and approaches, of which using antibodies to target immune checkpoints, so-called "checkpoint inhibitors", is the most advanced concept and has by far the largest market share. Another popular approach is to use genetically engineered viruses that selectively infect and kill cancer cells, which as a class are known as "oncolytic viruses". These oncolytic viruses are usually injected directly into solid tumors, where they kill cancer cells through a process in which the cell membrane is broken down, referred to as "lysis". When the cancer cells are lysed unique tumor antigens (tumor associated antigens (TAAs) and neoantigens) are released, which the immune system can detect and mount an immune response against. As a result, the patient's immune cells (e.g. T-cells) can learn to recognize and destroy tumors and patrol the body to find and eradicate cancer cells.



## Organization

The Group's management team at year-end consisted of Erik Digman Wiklund, CEO, Øystein Soug, Special Advisor and interim Chief Financial Officer, Magnus Jäderberg, Chief Medical Officer, Lone Ottesen, Chief Development Officer, Victor Levitsky, Chief Scientific Officer, Ingunn Munch Lindvig, VP Regulatory and Ola Melin, Head of Manufacturing.

The Board of Directors held 16 meetings in 2021. All members of the Board of Directors are shareholder-elected. The members of the Board of Directors were at the end of 2021 Damian Marron (Chairperson), Sonia Quaratino, Robert Burns, Per Samuelsson, Johan Christenson, Eva-Lotta Allan, Diane Mellett and Bente-Lill B. Romøren.

Targovax has offices in Lysaker, Norway, and in Espoo, Finland.



## Corporate social responsibility

Targovax is a clinical stage biotechnology company developing immune activators to target hard-to-treat solid tumors in cancer patients. Targovax's focus is to "activate the patient's immune system to fight cancer", thus extending and transforming the lives of cancer patients with targeted therapeutic cancer immunotherapies. The Group's pipeline aims at different cancer indications, including melanoma, mesothelioma and colorectal cancer. The products are designed to harness the patient's own immune system to fight the cancer, whilst also delivering a favorable safety and tolerability profile. Further, the products are well positioned for combinations with other treatment approaches, including other immunotherapies, surgery, radiation and chemotherapy.

Targovax is currently working on an Environmental, social and governance (ESG) report for 2021, this will be issued during spring 2022.

We believe that creating value for patients, customers and society strengthens our business and provides value for shareholders, and that our commitment to corporate social responsibility will enhance this by building strong relationships with our stakeholders.

Our commitment to corporate social responsibility is driven by our values: trust, quality, teamwork and innovation and is reflected in Targovax's focus to develop innovative immunotherapies to fight cancer.

Targovax has a set of Corporate Social Responsibility principles agreed by the Board of Directors on 22 December 2020. They consist of principles related to social commitment, business conduct, anti-corruption, human rights, employment without discrimination, labor rights and work conditions, whistleblowing and environmental responsibility.

The complete content of the principles is published on the Group's website [www.targovax.com](http://www.targovax.com).

Targovax conducts social commitment through its mission to extend and transform the lives of cancer patients with highly targeted immunotherapy. This mission encompasses all activities from developing products, gaining approval by relevant authorities, working with patient organizations and hospitals and finally getting the products to the market.

## Working environment

Targovax's policy is to promote equal human rights and opportunities and prevent discrimination because of gender, ethnicity, nationality, ancestry, color, or religion.

Targovax is working actively to promote the anti-discrimination act in our business. The activities include recruitment, salary and working conditions, promotion, professional development, and protection against harassment. Targovax aims to be a workplace where there is no discrimination due to disability. Targovax works actively to design and facilitate the physical environment so that the Group's various functions can be used by as many as possible.

As of 31<sup>st</sup> December 2021, Targovax had a total of 23 employees, of which 22 were full-time employees. The group has a policy to outsource non-core operations and highly specialized services. The group has traditionally recruited from environments where the number of women and men is relatively equally represented. In terms of gender equality, 50 percent of the Board members are women, as are 33 percent of the senior management team.

Working time arrangements at the group are independent of gender. Targovax provides paid parental leave for both genders and in 2021.

Workforce	Men	Women	Total
Total workforce <sup>1</sup>	10	13	23
Total workforce full-time employees	9	13	22
Total workforce part-time employees	1	0	1
Number of non-permanent employees	1	0	1

Table: Targovax's workforce by gender and employment

The working environment are measured at least once a year through employee surveys. For the 2021 survey 61,11 percent of employees answer that they feel valued as a member of the organization and 72,22 percent of employees answers that they feel motivated in their work. 52% percent of Targovax's workforce hold a master's degree and 43 percent holds a PhD.

The Board of Directors considers the work environment within the group to be good. No accidents or injuries resulting in absence were registered in 2021. Absence due to illness in the group was 1.96 percent in 2021. Currently zero percent of the company's workforce is operating under a collective bargaining agreement. Due to Targovax currently being a small company in terms of number of employees, the company is not obliged to have employee representatives or a health and safety representative. Targovax has a health and safety management system and does not currently provide any general HSE training for its employees. To ensure safe handling of the viral

<sup>1</sup> Including consultants



(www.nues.no). For further details, please see the section entitled Corporate Governance in this Annual Report and on the group's homepage.

## Shareholder information

During 2021 the Targovax share was traded in the NOK 1.89 – 7.11 range. During 2021, 177 million shares were traded, with a total value of NOK 711 million. Closing price on 31 December 2021 was NOK 2.21 per share, corresponding to a market-value of NOK 416 million.

As of 22 February 2022, there were 188,326,591 shares outstanding in Targovax, distributed amongst 6,429 shareholders. The 20 largest shareholders control 78.3 percent of total shares outstanding.

### The estimated share ownership situation on 22 February 2022:

Shareholder	Estimated	
	Shares mill	Ownership
Avanza Bank AB (nom.)	15.7	8.4 %
HealthCap	12.4	6.6 %
FJARDE AP-FONDEN	8.7	4.6 %
ABN Amro Global (nom.)	5.5	2.9 %
Goldman Sachs & Co. LLC (nom.)	5.2	2.8 %
Nordea	4.5	2.4 %
RadForsk	4.4	2.4 %
Bækkelaget Holding	4.2	2.3 %
Danske Bank (nom.)	2.7	1.4 %
Thorendahl Invest	2.0	1.1 %
MP Pensjon	1.9	1.0 %
Jon-Arild Andreassen	1.8	0.9 %
Westerheim	1.4	0.7 %
Pettersen	1.3	0.7 %
Vaktmestergruppen AS	1.3	0.7 %
Olsen	1.2	0.6 %
Skipperud	1.2	0.6 %
Pettersen Gruppen AS	1.1	0.6 %
Jahatt AS	1.1	0.6 %
The Bank of New York Mellon (nom.)	0.9	0.5 %
<b>20 largest shareholders</b>	<b>78.3</b>	<b>41.6 %</b>
Other shareholders (6 409)	110.0	58.4 %
<b>Total shareholders</b>	<b>188.3</b>	<b>100.0 %</b>

product, Targovax Quality Management System includes a SOP regarding safe biological sample handling. Employees in relevant roles are trained in using the SOP as part of their onboarding.

The Group's policy prohibits unlawful discrimination against employees, shareholders, Board members, customers, and suppliers on account of ethnic or national origin, age, sex or religion. Respect for the individual is the cornerstone of the Group's policy. All persons shall be treated with dignity and respect, and they shall not be unreasonably interfered with in the conduct of their duties and responsibilities. The Group shall provide the necessary conditions for a safe, healthy and satisfactory working environment for all employees.

Employees shall not, under any circumstances, be subjected to harassment or other improper conduct.

Targovax has not been subject to any legal proceedings regarding working environment or worker's rights in the reporting period.

## External environment

Targovax strives to minimize its impact on the environment, and its activities are subject to strict requirements in terms of quality, safety and impacts on personal health and the environment.

All production and distribution activities are outsourced, and when selecting suppliers, Targovax evaluate each candidate's ethical and responsible business conduct including environment, health and safety policy.

## Governance and ethics

Ensuring good governance practices involves all people in Targovax. This includes governance as documented in the guidelines for corporate governance, ethical conduct and anti-corruption based on the Targovax values and respect for human rights. Targovax supplier requirements in terms of adherence to our practices, guidelines and values are an integral part of all stages of the procurement process including selection and auditing.

Our corporate values set out our expectation for everyone to behave ethically in everything they do. Our values are trust, quality, teamwork, and innovation.

Targovax considers solid corporate governance as a prerequisite to creating value for shareholders and gaining the confidence of investors. Targovax will strive to comply with the generally accepted principles of good corporate governance through its internal controls and management structure. Targovax believes that its current guidelines for corporate governance are in line with the latest version of the Norwegian Code of Practice for Corporate Governance, and a description of this is given at the end of the Annual report. A complete description of the recommendation is available at the Norwegian-Corporate Governance Board (NCGB) web page



As per 31 December 2021, key management and members of the Board holds a total of 947,077 shares in Targovax ASA, representing 0.5 percent of total shares outstanding.

### Remuneration to management

The remuneration of the management is intended to ensure the Group's continued ability to attract and retain the most qualified management team members and to provide a solid basis for succession planning.

The Compensation Committee submits recommendations on compensation policy and adjustments in remuneration of the management team members for the approval of the Board of Directors. The remuneration of the management team may consist of fixed salary and supplements, incentive programs, and pension schemes. Subject to individual agreement, members of the management team are also entitled to other fixed benefits.

The Remuneration Principles were adopted by the Annual General Meeting in March 2021. Information about the work in the Compensation Committee and applied compensation principles for the management team in 2020 and 2021 respectively are in the Compensation Report submitted in note 10 to the Annual Accounts.

The Remuneration Report for 2021 will be subject for approval in the Annual General Meeting in April 2022.

### Financial results and allocation of profits in Targovax ASA

Targovax ASA is the holding company in the Targovax group. Targovax ASA reported a loss before tax of NOK 51 million (NOK 40 million). Total cash amounted to NOK 170 million at the end of 2021 compared to NOK 106 million at the end of 2020. Equity at the end of 2021 amounted to NOK 791 million compared to NOK 687 million at the end of 2020.

Targovax ASA's annual result amounted to a loss of NOK 51 million. The Board of Directors proposed that the loss is transferred to accumulated loss and that total share premium reserve of NOK 1.185 million is allocated to retained earnings to cover the accumulated loss as per today and for future periods.

### Outlook

During 2021, the company delivered strong efficacy data for the lead-product candidate ONCOS-102 in both melanoma and mesothelioma. Together with the broad immune activation data, Targovax is in an excellent position to design the next phase of the ONCOS-102 clinical development program. In parallel Targovax is expanding its pipeline efforts to establish ONCOS as a versatile delivery vector for next generation immunotherapies, including circRNA. In 2022, Targovax also expects to form one or more academic and/or commercial mutant KRAS collaborations which will bring the TG cancer vaccine back to the clinic.

Lysaker, 9 March 2022

### The Board of Directors of Targovax ASA

Damian Marron Chairperson of the Board	Bente-Lill Romøren Board member	Johan Christenson Board member
Eva-Lotta Allan Board member	Diane Mellett Board member	Per Samuelsson Board member
Sonia Quaratino Board member	Robert Burns Board member	Erik Digman Wiklund Chief Executive Officer



## Responsibility Statement from the Board of Directors and the Managing Director

We confirm, to the best of our knowledge that the financial statements for the period 1 January to 31 December 2021 have been prepared in accordance with current applicable accounting standards and give a true and fair view of the assets, liabilities, financial position, and profit or loss of the entity and the group taken as a whole. In addition, in our opinion the Annual Report for Targovax for 1 January to 31 December 2021 with the file name Targovax Annual Report 2021-12-31 en.zip in all material aspects is prepared in accordance with ESEF Regulation. We also confirm that the Board of Directors' Report includes a true and fair view of the development and performance of the business and the position of the entity and the group, together with a description of the principal risks and uncertainties facing the entity and the group.

### Lysaker, 9 March 2022 The Board of Directors of Targovax ASA

Damian Marron Chairperson of the Board	Bente-Lill Romøren Board member	Johan Christenson Board member
Eva-Lotta Allan Board member	Diane Mellett Board member	Per Samuelsson Board member
Sonia Quaratino Board member	Robert Burns Board member	Erik Digma Wiklund Chief Executive Officer

# Management

*The Group's management team consists of six individuals. Set out below are brief biographies of the members of Management. Holdings of shares and share options as of 9 March 2022 and includes close associates.*



**Erik Digma Wiklund**  
Chief Executive Officer

Shares: 100 000  
Share options: 1 200 000

Erik Digma Wiklund was hired as the Company's CFO in April 2017 and transitioned into the Chief Business Officer (CBO) role in October 2018, before being appointed CEO in 2021. Dr. Wiklund previously worked for the Norwegian cancer biotechnology company Algeta ASA and the nutraceutical company Aker Biomarine Antarctic AS. He also has management consulting experience from the Pharma & Health Care practice of McKinsey & Company. Dr. Wiklund has a background in cancer research and holds a PhD in Molecular Biology from Aarhus University, Denmark, and the Garvan Institute of Medical Research in Sydney, Australia. Dr. Wiklund is a Swedish and Norwegian citizen, residing in Norway.



**Ingunn Munch Lindvig**  
Vice President, Regulatory Affairs

Shares: 10 000  
Share options: 392 000

Ingunn Munch Lindvig has worked more than 20 years in the pharma and biotech industry. She has extensive experience with regulatory strategy and delivery on regulatory plans across a range of pharmaceutical products. Prior to joining Targovax, Dr. Lindvig was Head of Regulatory Affairs at Nordic Nanovector ASA for five years and she also led the regulatory function at Photocure ASA for seven years. Dr. Lindvig was part of the Regulatory team at Nycomed Imaging/Nycomed Amersham/GE Healthcare. Dr. Lindvig holds a PhD in physiology from University of Oslo, Norway. She is a Norwegian citizen and resides in Norway.



**Lone Ottesen**  
Chief Medical Officer

Shares: 47 000  
Share options: 490 000

Dr. Lone Ottesen is a highly experienced drug developer with extensive experience across the global oncology and immune-oncology drug development spectrum with nearly 20 years in the pharmaceutical industry in both early- and late-phase development. Dr. Ottesen gained her MD and PhD at Aarhus University in Denmark and has held roles of increasing seniority in GSK, Eisai and latest AstraZeneca where she was the Global Clinical Head for two assets in pivotal clinical development as well as leading the development of durvalumab in breast and gynecological cancers. Lone will be spearheading the clinical development program for the Targovax portfolio including the planned registration-directed trial in anti-PD1 refractory melanoma for the lead asset ONCOS-102. She is a Danish citizen and resides in the UK.



**Ola Melin**  
Head of Manufacturing

Shares: 50 000  
Share options: 325 000

Ola Melin joins Targovax with over 25 years' experience in Biologics development, manufacturing, and supply, most recently as Director of Technical Operations at OxThera AB, where he was responsible for clinical supply and for establishing a commercially ready manufacturing process and supply chain. Prior to that Mr. Melin spent 18 years at Biovitrum and Sobi AB, where he held senior leadership roles as Head of External Manufacturing and Head of Product Supply, as well as other CMC positions. Mr. Melin started his career with manufacturing process development at Pharmacia. Mr. Melin has studied Biochemical engineering at Mälardalen University. He is a Swedish citizen and resides in Sweden.



**Lubor Gaal**  
Chief Financial Officer

Shares: 0  
Share options: 300 000

Dr. Lubor Gaal is a seasoned industry executive with 25 years of experience working in large pharmaceutical and biotechnology companies in Europe and the USA. Most recently, he served as Managing Director and Head of Europe at Locust Walk, a global life science boutique investment bank. At Locust Walk, Dr. Gaal was responsible for overseeing all European strategic transactions, including financings, M&A and licensing. Before Locust Walk, he was Head of External Innovation and Licensing and a member of the R&D Management Committee at Almirall and Head of Europe Search and Evaluation for oncology at Bristol-Myers Squibb. Prior to that, Dr. Gaal held executive management positions at Neuro3d and Vectron Therapeutics, and global business development roles in Bayer. Dr. Gaal has a Ph.D. in molecular and cell biology from the University of California at Berkeley, USA. Dr. Lubor Gaal is a Belgian citizen and resides in Spain.

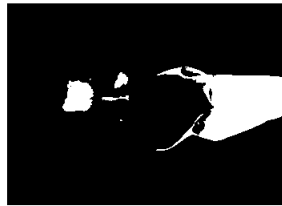


**Victor Levitsky**  
Chief Scientific Officer

Shares: 10 000  
Share options: 545 000

Dr. Victor Levitsky is a seasoned internationally recognized expert in immunology, oncology, T-cell immunotherapy and immuno-oncology with in-depth knowledge of preclinical, translational and early stage clinical drug development. He brings extensive experience in pre-clinical drug development of protein-based biologics and small molecules. Dr. Levitsky is a medical doctor with a PhD in Virology and post-doctoral training in tumor biology at Karolinska Institute, Sweden. He spent the first 20 years of his career as an academic research scientist, including Associate Professor positions at the Karolinska Institute in Sweden and the Johns Hopkins University School of Medicine in the USA. Before joining Targovax Dr. Levitsky served as Tumor Immunology Leader and Senior Principal Scientist with Roche in Zurich, and his most recent position has been VP, Head of Oncology Research at Molecular Partners, Zurich, Switzerland. Dr. Levitsky is a Swedish and Russian citizen and resides in Switzerland.

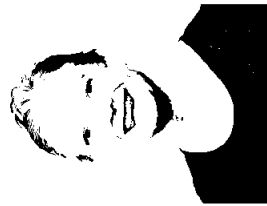
## Board of Directors



**Damian Marron**  
Chairperson (b. 1963)

Shares: 0  
Share options: 0  
RSU: 43 988

Damian Marron is an experienced non-executive director, corporate advisor and life science executive with a successful track record of value creation through public and venture capital financing, portfolio planning, M&A, licensing agreements as well as R&D collaborations, both as an executive and in advisory roles. He has notably specialized in immuno-oncology, cell therapy and orphan diseases. Mr. Marron is currently Non-Executive Director at Bone Therapeutics a clinical stage, regenerative medicine company listed on Euronext, Cantargia, a clinical stage monoclonal antibody company for oncology and autoimmune diseases listed on Nasdaq Stockholm and Resolys Bio, a private, late pre-clinical U.S. startup. He is also Chair of the Board of Imophoron Ltd, of CytoSeek Ltd, private UK start-ups and Head of Biopharma with Treehill Partners, a global pure-play healthcare advisory firm. Mr. Marron has formerly been chair of the board of directors of PepGen Ltd and the CEO at Agalimmune Ltd, TxCell SA, Cytheris SA, and Trophos SA. Mr. Marron is a British and Irish citizen and resides in France.



**Diane Mellett**  
Board Member (b. 1960)

Shares: 96 028  
Share options: 0  
RSU: 58 221

Diane Mellett is a consultant to a number of biotech and medical device companies. She has qualified in both U.S. and UK law and advises biotechnology companies in commercial contract and intellectual property matters. She was formerly General Counsel for Cambridge Antibody Technology (CAT) (LSE: NASDAQ) and led the secondary NASDAQ listing of that company as well as serving on the board of directors. During her time at CAT, she led a successful defense of a contractual dispute with Abbott Pharmaceuticals (now Abbvie) covering the company's major collaboration partnership regarding Humira®, the most successful revenue generating antibody therapy in the pharmaceutical industry to date. Ms. Mellett is a UK and Irish citizen and resides in France.

Targovax annual report 2021

*The Board of Directors consists of eight individuals. Set out below are brief biographies of the members of Board. Holdings of shares, share options and RSUs as of 9 March 2022 and includes close associates.*



**Per Samuelsson**  
Board Member (b. 1961)

Shares: 0  
Share options: 0  
RSU: 0

Per Samuelsson is a partner at Odlander Fredrikson/HealthCap, the life sciences venture capital firm, which he joined in 2000. Prior to this, he gained more than 15 years of investment banking experience, mainly with Aros Securities in Sweden. In his last position with Aros Securities, as a Director in the firm's corporate finance department, he specialized in the areas of merger transactions, initial public offerings, and equity incentive programs. Prior to this, Mr. Samuelsson was Head of Research, also at Aros Securities. He currently holds several board of directors positions at Nordic Nanovector ASA, Oncopeptides AB and SwedenBIO. Mr. Samuelsson received his MSc in Engineering from the Institute of Technology in Linköping, Sweden. He is a Swedish citizen and resides in Sweden.



**Eva-Lotta Allan**  
Board Member (b. 1959)

Shares: 71 368  
Share options: 0  
RSU: 40 811

Eva-Lotta Allan, an independent director, has over 30 years of experience from the biotechnology industry of private and public companies. She is the Non-Executive Chairman of C4X Discovery and Draupnir Bio and serves as Non-Executive Director of Almirall, Crescendo Biologics and Alela Biotherapeutics. During Ms. Allan's five years as Immunocore's Chief Business Officer she raised USD 320 million in a Series A round, established significant strategic partnerships with top pharmaceutical companies. Ms. Allan was previously at Ablynx, where she served as Chief Business Officer for seven years taking the company public and structured several complex partnerships with pharmaceutical companies. Ms. Allan was previously Senior Director of Business Development and Site Operations (Europe) at Vertex Pharmaceuticals, and she was previously a board director of Isconova and UK's BIA. Ms. Allan has a degree in microbiology from Stockholm University and started her career at the Tumor biology department at the Karolinska Institute in Stockholm. Ms. Allan is a Swedish citizen and resides in the United Kingdom.

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**Sonia Quaratino**  
Board Member (b. 1962)

Shares: 0  
Share options: 0  
RSU: 22 722

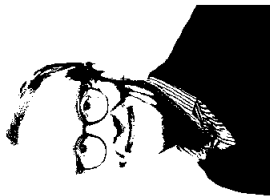
Dr. Sonia Quaratino is an R&D executive with over 20 years' experience in clinical development and immunology research. She was Chief Medical Officer at Kymab, a clinical-stage biopharmaceutical company now part of Sanofi. She is also the Chair of the Scientific and Clinical Advisory Board for STIpe Therapeutics and Non-Executive Director at Ichnos Sciences. Prior to Kymab, Dr. Quaratino held a position as Global Clinical Program Leader – Translational Clinical Oncology at Novartis, and Senior Medical Director and Immunology Advisor at Merck Serono. Dr. Quaratino has an extensive professional background which includes a Medical Degree and a Doctorate in Hematology-Oncology from the University of Palermo, Italy and a PhD in Immunology from Imperial College London, UK. She was also Professor of Immunology at the University of Southampton, a leading institution for innovative research. Her research group focused on the pathogenic mechanisms underlying chronic inflammatory diseases and the interface between autoimmunity and cancer. Dr. Quaratino is an Italian citizen and resides in Germany.



**Bente-Lill Romøren**  
Board Member (b. 1949)

Shares: 35 577  
Share options: 0  
RSU: 11 361

Bente-Lill Bjerkelund Romøren is a consultant with 40 years' experience from national and international management positions in the pharmaceutical industry. She was formerly CEO of Novo Nordisk Scandinavia. Her experience spans senior management, marketing, sales, business development, licensing, market access, public affairs, clinical trials and lifecycle management. Ms. Bjerkelund Romøren has good knowledge of the healthcare system as well as regulations and framework for the pharmaceutical market. She has board member experience from the private and public sector (healthcare). She holds a MSc degree in chemistry from the Norwegian Institute of Technology in Trondheim. Ms. Bjerkelund Romøren is a Norwegian citizen and resides in Norway.



**Johan Christenson**  
Board Member (b. 1958)

Shares: 0  
Share options: 0  
RSU: 0

Dr. Johan Christenson has been a Partner at HealthCap since 2001. He has been in the life science sector covering science, medicine, drug development and venture investments since 1981. Prior to joining HealthCap, Dr. Christenson was with SEB Företagsinvest (the venture capital arm of SEB) to supervise the healthcare portfolio. He was Global Product Director and member of the global therapy area management team of Pain and Inflammation at AstraZeneca. He has an MD degree and a PhD in basic neuroscience from Karolinska Institute. He held a position as Assistant Dean at the Karolinska Institute Graduate School for two years. Dr. Christenson has four years of clinical specialist training in pediatrics and pediatric neurology. He serves on several private companies in the pharma and biotech sector including Fusion Pharmaceuticals Inc. and InCardia Inc. Dr. Christenson is a Swedish citizen and resides in Sweden.



**Robert Burns**  
Board Member (b. 1947)

Shares: 275 454  
Share options: 21 235  
RSU: 34 083

Dr. Robert Burns is an advisor to companies developing immune based therapies in cancer and autoimmune indications. He has been involved for more than 30 years in building biotechnology companies focused on immunology. Dr. Burns is currently chairman of Affibody AB in Sweden, a company developing novel therapies in autoimmune and inflammation indications. He was a member of the board of directors of Oncos Therapeutics OY prior to the Company's acquisition of Targovax Oy. Dr. Burns was previously chairman of the board of directors of Haemostatix Limited before it was acquired by Ergomed plc. He was also previously CEO at 4-Antibody AG, Affitech A/S (NASDAQ/OMX) and Cellidex Therapeutics Inc (NASDAQ), each an immuno-oncology vaccine and antibody discovery company. Prior to Cellidex Therapeutics, Dr. Burns was Director of Technology Licensing at the Ludwig Cancer Research, an international independently financed not-for-profit research group focused on cancer vaccines and antibody-based cancer immunotherapies. He holds a PhD in Chemistry and is a UK citizen, residing in Oxford, United Kingdom.



# Corporate Governance Report

Targovax ASA (the "Company" and together with its subsidiaries, the "Group") considers good corporate governance to be a prerequisite for value creation, trustworthiness and for access to capital.

In order to secure strong and sustainable corporate governance, it is important that the Group ensures good and healthy business practices, reliable financial reporting and an environment of compliance with legislation and regulations.

The Norwegian Corporate Governance Board (NCGB or NUES) issues "The Norwegian Code of Practice for Corporate Governance" (the "Code of Practice"), most recently revised 14 October 2021, for companies listed on Oslo Stock Exchange and Oslo Axxess. The Code of Practice is available at [www.nues.no](http://www.nues.no). The Code of Practice is based on a "comply or explain principle" whereby listed companies must comply with the Code of Practice or explain why they have chosen an alternative approach. How the Company has adapted to this Code of Practice is described in the Company's Corporate Governance Policy. Each chapter represents the 15 topics in the Code of Practice. It starts with the recommendations, explains how the policy is followed up by the Company, and finally concludes with any deviations from the Code of Practice.

## 1. Implementation and reporting on corporate governance

*The Board of Directors must ensure that the company implements sound corporate governance.*

*The Board of Directors must provide a report on the company's corporate governance in the directors' report or in a document that is referred to in the directors' report. The report on the company's corporate governance must cover every section of the Code of Practice.*

*If the company does not fully comply with the Code of Practice, the company must provide an explanation of the reason for the deviation and what solution it has selected.*

The Board has decided that the Company will comply with the Norwegian Code of Practice. Compliance with the Code of Practice is described in the Board of Directors' Report. Targovax complies with the Code of Practice without any significant exceptions. One minor deviation has been accounted for below under chapter 6: General Meetings.

*Deviations from the recommendation: None*

## 2. Business

*The company's articles of association should clearly describe the business that the company shall operate.*

*The Board of Directors should define clear objectives, strategies and risk profiles for the company's business activities such that the company creates value for shareholders in a sustainable manner. When carrying out this work, the Board of Directors should therefore take into account financial, social, and environmental considerations.*

*The Board of Directors should evaluate these objectives, strategies, and risk profiles at least yearly.*

The Company's Articles of Association clearly describe the business of the Company and are available at [www.targovax.com](http://www.targovax.com). The Board of Directors leads the Company's strategic planning and makes decisions that form a basis for the Company's executive management to prepare and carry out investments and structural measures. The Company's objectives, strategies and risk profiles are being evaluated yearly, and together with the Company's Articles of Association, provides the information needed to help ensure that shareholders can anticipate the scope of the Company's activities.

The Company has guidelines for how it integrates considerations related to stakeholders into its value creation. Corporate Social Responsibility principles were adopted by the Board of Directors on 22 December 2020 to ensure sound corporate social responsibility. The implementation of corporate social responsibility principles in the Group's day-to-day operations, its business strategies and towards various stakeholders is further described in the Board of Directors report 2020.

*Deviations from the recommendation: None*



### 3. Equity and dividends

*The Board of Directors should ensure that the company has a capital structure that is appropriate to the company's objectives, strategy, and risk profile.*

*The Board of Directors should establish and disclose a clear and predictable dividend policy.*

*The background to any proposal for the Board of Directors to be given a mandate to approve the distribution of dividends should be explained.*

*Mandates granted to the Board of Directors to increase the company's share capital or to purchase own shares should be intended for a defined purpose. Such mandates should be limited in time to no later than the date of the next annual general meeting.*

The Board of Directors ensure the Company has a capital structure that is appropriate to the Company's objectives, strategy, and risk profile. Targovax and its subsidiaries' (the "Group's") equity at 31 December 2021 was NOK 418 million, which corresponds to an equity ratio of 73.9 percent. The Board of Directors regards the present equity structure as appropriate and adapted to the Company's objectives, strategy, and risk profile. Moreover, for biotech companies at a relatively early stage, like Targovax, access to debt is usually restricted and not available outside of government support structures.

The Company's long-term objectives include making distributions of net income in the form of dividends, but Targovax has paid no dividend to date. The Group is focusing its resources on the development of its immuno-oncology platforms and does not anticipate paying any cash dividend in the foreseeable future.

Mandates granted to the Board of Directors to increase the Company's share capital or to purchase own shares should be intended for a defined purpose. Such mandates should be limited in time to no later than the date of the next annual general meeting.

In connection with the Company's share incentive arrangements and pursuant to the Section 10-14 of the Norwegian Limited Companies Act, the Board of Directors is granted an authorization to increase the Company's share capital by up to NOK 865 313 of the share capital of the Company. This applies until the Annual General Meeting in 2022.

For the period between the Annual General Meetings in 2022 and 2023, the Board of Directors proposes an authorization to increase the Company's share capital by up to 40 percent of outstanding shares and options and RSUs (i.e. fully diluted).

**Deviations from the recommendation: None**

### 4. Equal treatment of shareholders

*Any decision to waive the pre-emption rights of existing shareholders to subscribe for shares in the event of an increase in share capital should be justified. Where the Board of Directors resolves to carry out an increase in share capital and waive the pre-emption rights of existing shareholders on the basis of a mandate granted to the board, the justification should be publicly disclosed in a stock exchange announcement issued in connection with the increase in share capital.*

*Any transactions the company carries out in its own shares should be carried out either through the stock exchange or at prevailing stock exchange prices if carried out in any other way. If there is limited liquidity in the company's shares, the company should consider other ways to ensure equal treatment of all shareholders.*

#### Share issues without pre-emption rights for existing shareholders

Any decision to waive the pre-emption rights of existing shareholders to subscribe for shares in the event of an increase in the share capital shall be justified. Where the Board of Directors resolves to carry out a share issue without pre-emption rights for existing shareholders, then the justification shall be publicly disclosed in an announcement issued in connection with the share issue.

#### Transactions with own shares

Any transactions the Company carries out in its own shares shall be carried out either through the Oslo Stock Exchange or at prevailing stock exchange prices if carried out in another way. If there is limited liquidity in the Company's shares, the Company shall consider other ways to ensure equal treatment of all shareholders. The Company has not conducted trades in its own shares.

**Deviations from the recommendation: None**

### 5. Share and negotiability

*The company should not limit any party's ability to own, trade, or vote for shares in the company.*

*The company should provide an account of any restrictions on owning, trading, or voting for shares in the company.*

The Company's constituting documents do not limit any party's ability to own, trade or vote for share in the Company. The Company's shares are freely transferable, subject to any restrictions that may exist under applicable securities laws.

**Deviations from the recommendation: None**

## 6. General meetings

*The Board of Directors should ensure that the company's shareholders can participate in the general meeting.*

*The Board of Directors should ensure that:*

- *the resolutions and supporting information distributed are sufficiently detailed, comprehensive, and specific to allow shareholders to form a view on all matters to be considered at the meeting*
- *any deadline for shareholders to give notice of their intention to attend the meeting is set as close to the date of the meeting as possible*
- *the members of the Board of Directors and the chairman of the nomination committee attend the general meeting*
- *the general meeting is able to elect an independent chairman for the general meeting*

*Shareholders should be able to vote on each individual matter, including on each individual candidate nominated for election. Shareholders who cannot attend the meeting in person should be given the opportunity to vote. The company should design the form for the appointment of a proxy to make voting on each individual matter possible and should nominate a person who can act as a proxy for shareholders.*

### Exercising rights

The Board of Directors ensures that the Company's shareholders can participate in the general meeting given normal circumstances. The Board of Directors ensures that:

- *the resolutions and supporting documentation, if any, are sufficiently detailed, comprehensive, and specific to allow shareholders to understand and form a view on matters that are to be considered at the General Meeting*
- *the registration deadline, if any, for shareholders to participate at the General Meeting is set as close as practically possible to the date of the General Meeting*
- *representatives of the Board and the chairperson of the Nomination Committee attend general meetings*

Shareholders are able to vote on each individual matter, including on each individual candidate nominated for election.

### Participation without being present

The Board of Directors will choose whether to hold a general meeting a physical or electronic meeting. If a general meeting is being held as a physical meeting, shareholders who cannot be present are given the opportunity to vote using proxies. The form of the proxy is designed to make voting on each individual matter possible. The Company nominates a person who can act as a proxy for shareholders.

**Deviations from the recommendation:** The Company does not have an arrangement in place to ensure independent chairing of the General Meeting. However, the Board of Directors will on an ad hoc basis evaluate independent chairing when necessary. Historically, it has not been deemed necessary to have an independent chair.

Although Targovax encourages the members of the Board to attend the Annual General Meeting, their attendance is not always possible.

## 7. Nomination Committee

*The company should have a nomination committee, and the nomination committee should be laid down in the company's articles of association. The general meeting should stipulate guidelines for the duties of the nomination committee, elect the chairperson and members of the nomination committee, and determine the committee's remuneration.*

*The nomination committee should have contact with shareholders, the Board of Directors, and the company's executive personnel as part of its work on proposing candidates for election to the board.*

*The members of the nomination committee should be selected to take into account the interests of shareholders in general. The majority of the committee should be independent of the Board of Directors and the executive personnel. The nomination committee should not include any executive personnel or any members of the company's Board of Directors.*

*The nomination committee's duties should be to propose candidates for election to the Board of Directors and nomination committee (and corporate assembly where appropriate) and to propose the fees to be paid to members of these bodies.*

*The nomination committee should justify why it is proposing each candidate separately.*

*The company should provide information on the membership of the committee and any deadlines for proposing candidates.*

The Company has a Nomination Committee, and the Nomination Committee is laid down in the Company's Articles of Association. The Company's General Meeting stipulates guidelines for the



## 8. Board of directors; composition and independence

*The composition of the Board of Directors should ensure that the board can attend to the common interests of all shareholders and meets the company's need for expertise, capacity, and diversity. Attention should be paid to ensuring that the board can function effectively as a collegiate body.*

*The composition of the Board of Directors should ensure that it can operate independently of any special interests. The majority of the shareholder-elected members of the board should be independent of the company's executive personnel and material business contacts. At least two of the members of the board elected by shareholders should be independent of the company's main shareholder(s).*

*The Board of Directors should not include executive personnel. If the board does include executive personnel, the company should provide an explanation for this and implement consequential adjustments to the organization of the work of the board, including the use of board committees to help ensure more independent preparation of matters for discussion by the board, cf. Section 9 of the code of Practice.*

*The general meeting (or the corporate assembly where appropriate) should elect the chairman of the Board of Directors.*

*The term of office for members of the Board of Directors should not be longer than two years at a time.*

*The annual report should provide information to illustrate the expertise of the members of the Board of Directors, and information on their record of attendance at board meetings. In addition, the annual report should identify which members are considered to be independent.*

*Members of the Board of Directors should be encouraged to own shares in the company.*

The Board of Directors consists of eight members, and currently has the following composition: Damian Marron (Chair), Sonia Quaratino, Per Samuelsson, Bente-Lill Romøren, Johan Christenson, Robert Burns, Eva-Lotta Allan, and Diane Mellett. The current Board of Directors was elected at the General Meeting 17 March 2021.

nomination committee, elects the members and the Chairperson of the Nomination Committee, and determines their remuneration. The current Nomination Committee was elected at the General Meeting 17 March 2021. The objectives, duties and functions of the Nomination Committee are described in the Company's "Charter for the Nomination Committee" which were adopted by the General Meeting 14 September 2015 and updated in December 2020.

Two out of three of the members of the Nomination Committee are independent of the Company's Board of Directors and executive management. Two of the members are also not members of the Board of Directors. Neither the CEO nor others of the executive management team are members of the Nomination Committee.

The Nomination Committee shall contact the Company's two largest shareholders, as registered in the VPS on 1 November each year, and request such shareholders to each propose a candidate to be appointed as a member of the Nomination Committee. If any candidates are proposed by such shareholders, the Nomination Committee shall include those candidates among the three candidates in the recommendation to the General Meeting for election of members to the Nomination Committee.

The Nomination Committee shall give recommendations for the election of shareholder elected members of the Board of Directors and the members of the Nomination Committee, and remuneration to the members of the Board of Directors and the members of the Nomination Committee.

The Nomination Committee shall justify why it is proposing each candidate separately.

Targovax's shareholders are entitled to nominate candidates to the Board of Directors of Targovax ASA. Information on how to send input and proposals can be found on Targovax's website in the section "Committee's composition" under "Investor Relations" and "Corporate governance".

For information about the members of the Nomination Committee, please see "Committee composition" under "Corporate Governance" in the Investor section at [www.targovax.com](http://www.targovax.com).

**Deviations from the recommendation:** Johan Christenson is currently a member of both the Board of Directors and the nomination committee and offered himself for re-election, and was re-elected, as a Board Member and a member of the nomination committee at the annual General Meeting in 2021.

## Participation on Board of Directors meetings and Board committee meetings during 2021:

Participation in meetings	Board Meetings	Audit Committee	Compensation committee	Governance Committee
Damian Marron	15	5	5	
Sonia Quarantino	10			
Bente-Lill Romøren	14			3
Johan Christenson	16			3
Robert Burns	15		5	
Eva-Lotta Allan	12			3
Diane Mellett	16	5		3
Per Samuelsson	14	4	5	

The composition of the Company's Board of Directors is considered to ensure that the shareholders' interests are maintained, and that the Company's need for a diversified and experienced Board of Directors with sufficient capacity is in place. The members of the Board of Directors represent a combination of expertise, capabilities and experience from the pharmaceutical industry and finance business.

The composition of the Board of Directors ensures that it can act independently of any special interests. All of the shareholder-elected members of the Board of Directors are independent of the Company's executive management and material business connections. In addition, five of the members of the Board of Directors are considered to be independent of the Company's major shareholder(s). A major shareholder means in this connection a shareholder that owns or controls 10 percent or more of the Company's shares or votes, and independence shall entail that there are no circumstances or relations that may be expected to be able to influence independent assessments of the person in question.

The Board of Directors does not include executive management. The Chairperson of the Board of Directors is elected by the General Meeting.

The term of office for members of the Board of Directors are no longer than one year at the time. Members of the Board of Directors may be re-elected.

For further information about the members of the Board of Directors, including number of shares and who are considered independent, see Note 10 Related parties and Management in the Company's Annual Report, and the section "Board of Directors" in the Annual Report.

**Deviations from the recommendation: None**

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## 9. The work of the Board of Directors

*The Board of Directors should issue instructions for its own work as well as for the executive management with particular emphasis on clear internal allocation of responsibilities and duties.*

*These instructions should state how the Board of Directors and executive management shall handle agreements with related parties, including whether an independent valuation must be obtained. The Board of Directors should also present any such agreements in their annual directors' report.*

*The Board of Directors should ensure that members of the Board of Directors and executive personnel make the company aware of any material interests that they may have in items to be considered by the Board of Directors.*

*In order to ensure a more independent consideration of matters of a material character in which the chairman of the board is, or has been, personally involved, the board's consideration of such matters should be chaired by some other member of the board.*

*The Public Companies Act stipulates that large companies must have an audit committee. The entire Board of Directors should not act as the company's audit committee. Smaller companies should give consideration to establishing an audit committee. In addition to the legal requirements on the composition of the audit committee etc., the majority of the members of the committee should be independent of the company.*

*The Board of Directors should also consider appointing a remuneration committee in order to help ensure thorough and independent preparation of matters relating to compensation paid to the executive personnel. Membership of such a committee should be restricted to members of the board who are independent of the company's executive personnel.*

*The Board of Directors should provide details in the annual report of any board committees appointed.*

*The Board of Directors should evaluate its performance and expertise annually.*

### General

The Board of Directors Handbook adopted by the Board of Directors on the 22 December 2020 includes a set of instructions and policies instructions/charters for its own work, as well as for the executive management, with particular emphasis on clear allocations of internal responsibilities and duties.



## Agreements with related parties

The Board of Directors shall arrange for a valuation to be obtained from an independent third party in the event of a transaction between the Company and its related parties, e.g., shareholders, a shareholder's parent company, members of the Board of Directors, executive management or closely-related parties of any such parties. An independent valuation shall also be carried out in the event of transactions between companies within the same group where any of the companies involved have minority shareholders.

The Board of Directors ensures that members of the Board of directors and executive management make the Company aware of any material interests that they may have in items to be considered by the Board of Directors. In order to ensure a more independent consideration of matters of a material character in which the chairperson of the board is, or has been, personally involved, the board's consideration of such matters will be chaired by some other member of the board.

The Board of Directors, working with the Corporate Governance Committee, carries out an annual evaluation of its own performance and expertise and presents the evaluation report to the Nomination Committee.

The Board of Directors has established three permanent Board Committees, which is described in further detail below. The current members of the committees were elected at the Board of Directors meeting 14 May 2021. The members of the committee are appointed for one year. These committees do not pass resolutions but supervise the work of the Company's management on behalf of the Board of Directors and prepare matters for Board of Directors consideration within their specialized areas. In this preparatory process, the committees have the opportunity to draw on company resources, and to seek advice and recommendations from sources outside the Company. The Board of Directors also establishes ad-hoc sub-committees as needed, e.g. research, development, finance, manufacturing and in connection with M&A activities.

## Audit Committee

The members of the Audit Committee are Diane Mellett (chair), Damian Marron and Per Samuelsson. The CFO acts as the committee's secretary. The composition of the committee meets the requirements of the Norwegian Code of Practice for Corporate Governance as regards independence, and all the committee members are considered to be independent of Executive Management. The mandate of the committee is set out in the Charter for the Audit Committee and is in brief as follows:

- Prepare for the Board of Directors a report describing its supervision of the financial reporting process, including review of implementation of accounting principles and policies.

- Monitor the effectiveness of the Company's internal control and risk management systems, noting any deficiencies and monitor management in remedying any such deficiencies.
- Have regular contact with the external auditor regarding the annual and consolidated accounts.
- Review and monitor the independence of the statutory auditor, ref. the Norwegian Auditors Act, chapter 4 and in particular whether services other than audits delivered by the statutory auditor or the audit firm are a threat against the statutory auditor's independence. The committee supervises implementation of and compliance with the Company's Ethics Code of Conduct and supervises the Company's compliance activities relating to corruption as further described in the provisions herein.

5 meetings were held in 2021.

## Compensation committee

The members of the Compensation Committee are Per Samuelsson (chair), Damian Marron and Robert Burns. The composition of the committee meets the requirements of the Norwegian Code of Practice for Corporate Governance as regards independence, and all the committee members are considered to be independent of Executive Management. The mandate of the committee is set out in the Charter for the Compensation Committee and is in brief as follows:

- The role of the committee shall be to oversee the Group's compensation policy for its CEO, Management, employees, and consultants, recommend changes to the Group's compensation policy to the Board of Directors as and when appropriate and prepare matters for final decision by the Board of Directors. Recommendations and proposals for compensation to members of the Board of Directors shall be the responsibility of the Nomination Committee.

5 meetings were held in 2021.

## Corporate Governance Committee

The members of the Corporate Governance Committee are Bente-Lill Romøren (Chair), Johan Christenson, Diane Mellett and Eva-Lotta Allan. The composition of the committee meets the requirements of the Norwegian Code of Practice for Corporate Governance as regards independence, and all the committee members are considered to be independent of Executive Management. The mandate of the committee is set out in the Charter for the Governance Committee and is as follows:

- Develop and review the Groups policies and practices for corporate governance, and annually recommend changes to such policies and practices, if any, to the Board of Directors



*the board. If they do nonetheless take on such additional duties this should be disclosed to the full board. The remuneration for such additional duties should be approved by the board.*

*Any remuneration in addition to normal directors' fees should be specifically identified in the annual report.*

The compensation of the Board of Directors and its sub-committees is decided by the Annual General Meeting, based on a recommendation from the Nomination Committee. Separate rates are set for the Board of Directors' chair and other members, respectively. Separate rates are also adopted for the Board of Directors' sub-committees, with similar differentiation between the Chair and the other members of each committee.

The Annual General Meeting 17 March 2021 decided to remunerate the Board of Directors with a combination of cash and Restricted Share Units (RSUs).

If the Board members choose to receive the Board remuneration in RSUs they must elect to either (i) receive 100% of the compensation in RSUs, (ii) receive 1/3 of the compensation in cash and 2/3 in RSUs, or (iii) receive 2/3 of the compensation in cash and 1/3 in RSUs. The total compensation, except for meeting compensation, to each member of the Board of Directors for 2020-2021 are described in Note 10 in the Annual Report.

The number of RSUs to be granted to a member of the Board of Directors is calculated as the non-cash compensation in NOK, divided by the market price for the Targovax ASA share. The market price is calculated as volume weighted average share price the 10 trading days prior to the grant date.

The cash compensation is not linked to the Company's performance or similar. None of the members of the Board of Directors has a pension plan or agreement concerning pay after termination of their office with the Company.

Robert Burns, member of the Board of Directors, was granted share options in Oncos Therapeutics Oy when he was a member of the Board of Directors of that company. By virtue of the combination with Oncos on 2 July 2015, these share options were converted into share options in Targovax ASA. The details of his options are set out in Note 11 of the consolidated financial statements. He is the only member of the Board of Directors with share options in the Company. There are no plans to issue new options to the members of the Board of Directors going forward.

Information about all compensation paid to each member of the Board of Directors is presented in Note 10 of the consolidated financial statements.

*Deviations from the recommendation: None*

o Lead the Board of Directors in its annual review of the Board of Directors' performance and its competence

o Monitor the functioning of the Board committees and sub-groups and make recommendations to the Board of Directors with regard to the composition of Board committees and sub-groups

o Lead the Board of Directors in its annual review of the CEO's performance

3 meetings were held in 2021.

*Deviations from the recommendation: None*

## 10. Risk management and internal control

*The Board of Directors must ensure that the company has sound internal control and systems for risk management that are appropriate in relation to the extent and nature of the company's activities.*

*The Board of Directors should carry out an annual review of the company's most important areas of exposure to risk and its internal control arrangements.*

To manage the Company specific risks and risk inherent in the industry, and to comply with international and national regulations, the Company have implemented a periodic review process to identify, analyze and handle the main risk factors facing the Group. The Audit Committee will periodically receive written reports, highlighting the main risks and proposed actions to address these as well as any significant weaknesses in the internal control regime.

Our aim is to have an annual review by the Board of Directors, of the Company's most important areas of exposure to risk and its internal control arrangements.

Risk Management is further described under "Directors' Report", in the Risk section.

*Deviations from the recommendation: None*

## 11. Remuneration of the Board of Directors

*The remuneration of the Board of Directors should reflect the board's responsibility, expertise, time commitment and the complexity of the company's activities.*

*The remuneration of the Board of Directors should not be linked to the company's performance. The company should not grant share options to members of its board.*

*Members of the Board of Directors and/or companies with which they are associated should not take on specific assignments for the company in addition to their appointment as a member of*



information will be given in the form of annual reports, quarterly reports, press releases, notices to relevant marketplace exchange as well as investor presentations in accordance with what is deemed most suitable. The Company shall seek to clarify its long-term potential, including strategies, value drivers, and risk factors.

The Company's quarterly presentations are webcast directly and may be found on Targovax's website, along with the quarterly and annual reports, under "Investor Relations".

#### **Information to shareholders**

The Company has procedures for establishing discussions with shareholders to enable the Company to develop a balanced understanding of the circumstances and focus of shareholders. Such discussions will always be in compliance with the principle of equal treatment of the Company's shareholders.

*Deviations from the recommendation: None*

#### **14. Take-overs**

*The Board of Directors should establish guiding principles for how it will act in the event of a take-over bid. In a bid situation, the company's Board of Directors and management have an independent responsibility to help ensure that shareholders are treated equally, and that the company's business activities are not disrupted unnecessarily.*

*The Board has a particular responsibility to ensure that shareholders are given sufficient information and time to form a view of the offer. The Board of Directors should not hinder or obstruct take-over bids for the company's activities or shares.*

*Any agreement with the bidder that acts to limit the company's ability to arrange other bids for the company's shares should only be entered into where it is self-evident that such an agreement is in the common interest of the company and its shareholders. This provision shall also apply to any agreement on the payment of financial compensation to the bidder if the bid does not proceed. Any financial compensation should be limited to the costs the bidder has incurred in making the bid.*

*Agreements entered into between the company and the bidder that are material to the market's evaluation of the bid should be publicly disclosed no later than at the same time as the announcement that the bid will be made is published.*

*In the event of a take-over bid for the company's shares, the company's Board of Directors should not exercise mandates or pass any resolutions with the intention of obstructing the take-over bid unless this is approved by the general meeting following announcement of the bid. If an offer is made for a company's shares, the company's Board of Directors should issue a statement making a recommendation as to whether shareholders should or should not accept the offer.*

#### **12. Remuneration for executive personnel**

*The guidelines on the salary and other remuneration for executive personnel must be clear and easily understandable, and they must contribute to the company's commercial strategy, long-term interests, and financial viability.*

*The company's arrangements in respect of salary and other remuneration should help ensure the executive personnel and shareholders have convergent interests, and should be simple.*

*Performance related remuneration should be subject to an absolute limit.*

The Board of Directors has established guidelines for the remuneration of executive management, and these guidelines shall be communicated to the Annual General Meeting. The guidelines were approved by the Annual General Meeting 17 March 2021 and will be considered and approved by the general meeting and in the event of any material changes and at least every fourth year. The guidelines set out the main principles in determining the salary and other remuneration of executive management. The Board of Director's guidelines on the remuneration of executive management are outlined in an appendix to the agenda for the Annual General Meeting.

Performance-related remuneration of the executive management in the form of share option grants, bonus programs or similar are linked to value creation for shareholders over time. Such arrangements' intention is to incentivize performance and be based on quantifiable factors over which the employee in question can have influence. Performance-related remuneration is subject to an absolute limit (while there is no upside limit on granted share options nor on granted share units).

Information about all compensation paid to each member of the Executive Management is presented in Note 10 of the consolidated financial statements.

*Deviations from the recommendation: None*

#### **13. Information and communication**

*The Board of Directors should establish guidelines for the company's reporting of financial and other information based on openness and taking into account the requirement for equal treatment of all participants in the securities market.*

*The Board of Directors should establish guidelines for the company's contact with shareholders other than through general meetings.*

#### **General information**

The Company shall provide timely and precise information about the Company and its operations to its shareholders, the stock exchange when applicable and the financial markets in general. Such



*The board's statement on the offer should make it clear whether the views expressed are unanimous, and if this is not the case it should explain the basis on which specific members of the board have excluded themselves from the board's statement. The board should arrange a valuation from an independent expert. The valuation should include an explanation and should be made public no later than at the time of the public disclosure of the board's statement.*

*Any transaction that is in effect a disposal of the company's activities should be decided by a general meeting (or the corporate assembly where relevant).*

In the event of a take-over process, the Board of Directors and the Company's Executive Management each have an individual responsibility to 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 particular responsibility in ensuring that the shareholders have sufficient information and time to form a view on the offer.

The Board of Directors will not seek to hinder or obstruct any takeover bid for the Company's operations or shares. In the event of such a bid as discussed in section 14 of the Norwegian Code of Practice for Corporate Governance, the Board of Directors will, in addition to complying with relevant legislation and regulations, seek to comply with the recommendations in the Code of Practice. This includes obtaining a valuation from an independent expert. On this basis, the Board of Directors will make a recommendation as to whether or not the shareholders should accept the bid. There are no other written guidelines for procedures to be followed in the event of a takeover bid.

The Company has not found it appropriate to draw up any explicit basic principles for Targovax's conduct in the event of a takeover bid, other than the actions described above. The Board of Directors otherwise concurs with what is stated in the Code of Practice regarding this issue.

*Deviations from the recommendation: None*

## 15. Auditor

*The Board of Directors should ensure that the auditor submits the main features of the plan for the audit of the company to the audit committee annually.*

*The Board of Directors should invite the auditor to meetings that deal with the annual accounts. At these meetings the auditor should report on any material changes in the company's*

*accounting principles and key aspects of the audit, comment on any material estimated accounting figures and report all material matters on which there has been disagreement between the auditor and the executive management of the company.*

*The Board of Directors should at least once a year review the company's internal control procedures with the auditor, including weaknesses identified by the auditor and proposals for improvement.*

*The Board of Directors should establish guidelines in respect of the use of the auditor by the company's executive management for services other than the audit.*

The Board of Directors ensures that the auditor submits the main features of the plan for the audit of the Company to the Audit Committee annually.

The Board of Directors invites the auditor to meetings that deal with the annual accounts, so the auditor can report on any changes in the company's accounting principles and key aspects of the audit, comment on any material estimated accounting figures and report all matters on which there has been disagreement between the auditor and the executive management of the company.

The Board of Directors once a year reviews the Company's internal control procedures with the auditor, including weaknesses identified by the auditor and proposals for improvement.

At least once a year, the Audit Committee will meet with the auditor to consider the auditor's views on the Group's accounting principles, risk areas and internal control procedures.

The Audit Committee receives an annual summary from the external auditor of services other than auditing that have been provided to the Company. The Company has established guidelines for the management's use of the external auditor for services other than auditing.

The auditor's fees, presented in Note 10 of the consolidated financial statements, have stated for the relevant categories of auditing and other services. The auditor's fee is determined at the Annual General Meeting. The Audit Committee receives an annual summary from the external auditor of services other than auditing that have been provided to the Company. The Company has established guidelines for the management's use of the external auditor for services other than auditing.

*Deviations from the recommendation: None*



TARGOVAX GROUP 2021

# Accounts and notes



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## Consolidated statement of profit or loss

Amounts in NOK thousands except per share data	Note	2021	2020
Other revenues	6	-	624
<b>Total revenue</b>		-	<b>624</b>
Research and development expenses	7,8	-37 440	-45 040
Payroll and related expenses	7,8,9,10,11	-48 386	-43 090
Other operating expenses	7,8,12	-8 466	-12 658
Depreciation, amortizations and write downs	15,16,17	-1 309	-3 735
<b>Total operating expenses</b>		<b>-95 601</b>	<b>-104 524</b>
<b>Operating profit/loss (-)</b>		<b>-95 601</b>	<b>-103 901</b>
Finance income	13	245	596
Finance expense	13,21	-2 667	-5 099
<b>Net finance income (expense)</b>		<b>-2 422</b>	<b>-4 503</b>
<b>Loss before income tax</b>		<b>-98 023</b>	<b>-108 403</b>
Income tax income/(expense)	14	52	277
<b>Loss for the period</b>		<b>-97 971</b>	<b>-108 126</b>
<b>Earnings/loss (-) per share</b>			
<b>Basic and dilutive earnings/loss (-) per share</b>	20	<b>-1.10</b>	<b>-1.40</b>

## Consolidated Statement of comprehensive income

Amounts in NOK thousands except per share data	Note	2021	2020
Income/loss (-) for the period		-97 971	-108 126
Items that may be reclassified to profit or loss:			
Exchange differences arising from the translation of foreign operations		-12 927	16 069
<b>Total comprehensive income/loss (-) for the period</b>		<b>-110 898</b>	<b>-92 057</b>



## Consolidated statement of financial position

Amounts in NOK thousands		31.12.2021	31.12.2020
	Note		
<b>ASSETS</b>			
Intangible assets	15	371 727	389 646
Property, plant, and equipment	16	111	179
Right-of-use assets	17	2 544	3 734
<b>Total non-current assets</b>		<b>374 382</b>	<b>393 559</b>
Receivables	13,18	9 207	4 859
Cash and cash equivalents	19	181 682	122 321
<b>Total current assets</b>		<b>190 889</b>	<b>127 180</b>
<b>TOTAL ASSETS</b>		<b>565 271</b>	<b>520 740</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' equity</b>			
Share capital	20	18 833	8 653
Share premium reserve		-	1 046 476
Other reserves		59 620	52 684
Retained earnings		309 289	-778 136
Translation differences		29 985	42 912
<b>Total equity</b>		<b>417 726</b>	<b>372 588</b>
<b>Non-current liabilities</b>			
Interest-bearing liabilities	21	49 523	57 881
Deferred tax	14	59 314	62 047
Lease liabilities	17	1 375	2 568
<b>Total non-current liabilities</b>		<b>110 212</b>	<b>122 495</b>

Amounts in NOK thousands		31.12.2021	31.12.2020
	Note		
<b>Current liabilities</b>			
Interest-bearing liabilities	21,22	7 543	3 185
Short-term lease liabilities	17	1 349	1 258
Trade payables	22	8 103	5 196
Accrued public charges	22	3 203	3 428
Other current liabilities	22	17 134	12 589
<b>Total current liabilities</b>		<b>37 333</b>	<b>25 656</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>565 271</b>	<b>520 740</b>

Lysaker, 9 March, 2022  
**The Board of Directors of Targovax ASA**

Damian Marron Chairperson of the Board	Bente-Lill Romøren Board member	Johan Christenson Board member
Eva-Lotta Allan Board member	Diane Miellett Board member	Per Samuelsson Board member
Sonia Quaratino Board member	Robert Burns Board member	Erik Digma Wiklund Chief Executive Officer



## Consolidated statement of changes in equity

Amounts in NOK thousands	Note	Share capital	Share premium	Other reserves	Translation differences	Retained earnings	Total equity
<b>Balance at 31 December 2019</b>		<b>6 338</b>	<b>886 899</b>	<b>46 885</b>	<b>26 843</b>	<b>-670 010</b>	<b>296 955</b>
Loss for the period						-108 126	-108 126
Exchange differences arising from the translation of foreign operations					16 069		16 069
Other comprehensive income/loss, net of tax							
<b>Total comprehensive income for the period</b>					<b>16 069</b>	<b>-108 126</b>	<b>-92 057</b>
Issue of ordinary shares - Capital increase - Private Placement and repair offering	20	2 297	173 724				176 021
Transaction costs - Private Placement			-14 164				-14 164
Share issuance, employee share options & RSU's	20	18	82	-			99
Transaction costs - Share based payments			-65				-65
Recognition of share-based payments & RSU's	11			5 799			5 799
<b>Balance at 31 December 2020</b>		<b>8 653</b>	<b>1 046 476</b>	<b>52 684</b>	<b>42 912</b>	<b>-778 136</b>	<b>372 588</b>
Loss for the period						-97 971	-97 971
Exchange differences arising from the translation of foreign operations					-12 927		-12 927
Other comprehensive income/loss, net of tax							
<b>Total comprehensive income for the period</b>					<b>-12 927</b>	<b>-97 971</b>	<b>-110 898</b>
Issue of ordinary shares - Capital increase - Rights Issue	20	10 174	164 826				175 000
Transaction costs - Rights Issue			-26 040				-26 040
Share issuance, employee share options & RSU's	20	5	195	-			200
Transaction costs - Share based payments			-59				-59
Recognition of share-based payments & RSU's	11			6 935			6 935
Reclassification of Share premium			-1 185 396			1 185 396	-
<b>Balance at 31 December 2021</b>		<b>18 833</b>	<b>-</b>	<b>59 620</b>	<b>29 985</b>	<b>309 289</b>	<b>417 726</b>



## Consolidated statement of cash flow

<i>Amounts in NOK thousands</i>	<i>Note</i>	2021	2020
<b>Cash flow from operating activities</b>			
Loss before income tax		-98 023	-108 403
<i>Adjustments for:</i>			
Finance income	13	-245	-596
Finance expense	13	2 667	5 099
Interest received	13	245	596
Other finance income/expense	13	46	-364
Share option and RSU expense	11	6 935	5 799
Depreciation, amortizations and write downs	16,17	1 309	3 735
Change in receivables	18	-4 348	10 569
Change in other current liabilities	22	6 012	-27 229
<b>Net cash flow from/(used in) operating activities</b>		<b>-85 402</b>	<b>-110 793</b>
<b>Cash flow from investing activities</b>			
Purchases of property, plant, and equipment (PPE)	16	-	-70
<b>Net cash received from/(paid in) investing activities</b>		<b>-</b>	<b>-70</b>
<b>Cash flow from financing activities</b>			
Proceeds from borrowings	21	-	5 555
Repayment of borrowings	21	-2 023	-
Repayment of lease liabilities	17	-1 468	-3 209
Interest paid	13	-710	-704
Proceeds from issuing shares - Rights issue, Private Placement and repair offering	20	175 000	176 021
Payment for share issue cost – Rights issue, Private Placement and repair offering		-25 329	-14 164
Proceeds from exercise of share options & RSUs	20	200	99
Payment for share issue cost – share options & RSUs		-59	-65
<b>Net cash generated from financing activities</b>		<b>145 610</b>	<b>163 534</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>60 208</b>	<b>52 671</b>
Net exchange gain/loss on cash and cash equivalents		-848	-778
<b>Cash and cash equivalents at beginning of period</b>		<b>122 321</b>	<b>70 429</b>
<b>Cash and cash equivalents at end of period</b>	<b>19</b>	<b>181 682</b>	<b>122 321</b>



## 1. General information

Targovax ASA ("the Company") and its subsidiaries (together the Group) is a clinical stage immuno-oncology company developing immune activators to target hard-to-treat solid tumors.

The Group's development pipeline is based on a novel proprietary platform:

A virus-based immunotherapy platform (ONCOS) that utilizes engineered oncolytic viruses armed with potent immune-stimulating transgenes to target solid tumors. The aim is to (re)activate the patient's immune system to recognize and attack the patient's own cancer cells thus acting as a form of autologous or self-vaccination. The treatment approach harnesses the patient's own immune system to fight cancer.

Targovax's virus-based oncolytic immunotherapeutic technology has a tumor-selective mechanism of action, making tumors visible to the immune system and educating the immune system to recognize and attack patient specific tumor cells.

The technology is based on adenoviruses engineered to kill tumor cells, primarily via activation of a systemic, patient-specific, tumor-selective immune response. The lead pipeline candidate is ONCOS-102.

Targovax's ONCOS immunotherapy technologies are designed to stimulate the immune system in several ways to recognize and fight cancer. When Targovax's adenovirus is injected into a tumor the presence of the adenovirus attracts cells of the innate immune system such as natural killer (NK) cells and macrophages which are designed to attack the virus.

Targovax is also exploring how novel RNA concepts can be engineered into ONCOS to further enhance the delivery of genetic payloads directly into the tumor. This has the potential to expand the ONCOS program into a versatile and unique platform system for enhanced transgene delivery, as well as to build additional regulatory functionality into the backbone construct. CircRNA is an example of such novel RNA technology being explored in the context of ONCOS, and Targovax is actively building the team to drive these RNA efforts forward.

In addition, Targovax has developed a mutant KRAS program based on the Company's neoantigen vaccine targeting mutant KRAS cancers, covering up to eight different mutations. Oncogenic KRAS mutations are the key genetic driver behind many cancers and therefore considered a central target in oncology drug development.

The Company is a Norwegian public limited liability company listed on the Oslo Stock Exchange in Norway. The address of the registered office is Vollsvæien 19, 1366 Lysaker, Norway.

These financial statements have been approved for issue by the Board of Directors on 9 March 2022 and are subject to approval by the Annual General Meeting in April 2022.

Targovax annual report 2021

## 2. Summary of significant accounting principles

The principal accounting policies applied in the preparation of these consolidated financial statements are described in the respective note, or if not, set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Amounts are in thousand Norwegian kroner unless stated otherwise.

### Functional currency

The functional currency is determined in each entity in the Group based on the currency within the entity's primary economic environment. Transactions in foreign currency are translated to functional currency using the exchange rate at the date of the transaction. At the end of each reporting period foreign currency monetary items are translated using the closing rate, non-monetary items that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction and non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. Changes in the exchange rate are recognized continuously in the accounting period.

### Presentation currency

The Group's presentation currency is NOK. This is also the parent company's functional currency. The statement of financial position figures of entities with a different functional currency are translated at the exchange rate prevailing at the end of the reporting period for balance sheet items, including goodwill, and the exchange rate at the date of the transaction for profit or loss items. The monthly average exchange rates are used as an approximation of the transaction exchange rate where the rate at the date of transaction is not available. Exchange differences are recognized in other comprehensive income ("OCI").

When investments in foreign subsidiaries are sold, the accumulated translation differences relating to the subsidiary attributable to the equity holders of the parent are recognized in the statement of comprehensive income. When a loss of control, significant influence or joint control is present the accumulated exchange differences related to investments allocated to controlled interests is recognized in profit or loss.

When a partial disposal of a subsidiary (not loss of control) is present the proportionate share of the accumulated exchange differences is allocated to non-controlling interests.

### 2.1 Basis for preparation of the annual accounts

The consolidated financial statements of Targovax ASA have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union, as well as Norwegian disclosure requirements listed in the Norwegian Accounting Act.

The consolidated financial statements are based on historical cost.

The consolidated financial statements have been prepared on the basis of uniform accounting principles for similar transactions and events under otherwise similar circumstances.

## 2.2 Accounting principles

### Foreign exchange

The Group record transactions at initial recognition based on the exchange rate at the date of the transaction. If the exchange rate at the date of transaction is not available, average monthly exchange rate in the month of transaction is used. The date of a transaction is the date on which the transaction first qualifies for recognition in accordance with International Financial Reporting Standards. However, if exchange rates fluctuate significantly, the use of the average rate for a period may be inappropriate and an exchange rate closer to transaction date is used.

Any exchange differences are recognized in statement of profit or loss under financial items in the period in which they arise.

## 2.3 Adoption of new and revised IFRS standards

### Standards and interpretations affecting amounts reported in the current period

All relevant new and revised IFRSs and IFRIC interpretations that are mandatory for periods commencing 1 January 2020 and earlier have been adopted for all periods presented in these financial statements.

The Group has applied the following amendments for the first time for their annual reporting period commencing 1 January 2021:

- Covid-19-Related Rent Concessions – amendments to IFRS 16, and
- Interest Rate Benchmark Reform – Phase 2 – amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16.

The Group also elected to adopt the following amendments early:

- Annual Improvements to IFRS Standards 2018–2020, and
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction – amendments to IAS 12.

The amendments listed above did not have any impact on the amounts recognized in prior periods and are not expected to significantly affect the current or future periods.

None of the other new standards, revised standards, amended standards or interpretations have a material impact on the Group's overall results and financial position.

## Standards and interpretations in issue but not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2021 reporting periods and have not been early adopted by the Group. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

## 2.4 Basis of consolidation

The consolidated financial statements as at 31 December 2021 comprise the financial statements of the Company and its 100% owned and controlled subsidiary Targovax OY, located at Espoo, Finland. Targovax Solutions LLC, located at Massachusetts, USA, was liquidated during 2020.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

In general, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a



When finalized, the patented technology will be amortized by the straight-line method over the estimated useful life.

## 2.6 Going concern

The Group works continuously to ensure financial flexibility in the short and long-term to achieve its strategic and operational objectives. To date, the Group has financed its operations through private placements, grants, borrowings, repair offerings and the initial public offering in connection with the listing of the company's shares on Oslo Stock Exchange in 2016. In December 2021 the company raised NOK 175 million in gross proceeds through a rights issue, which will ensure financial resources sufficient for all planned activities, in the next twelve months as of 31 December 2021. The Board of Directors has confirmed that the conditions for assuming that the Group is a going concern are present, and that the financial statements have been prepared based on this assumption.

## 3. Important accounting estimates and discretionary assessments

Management makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### Impairment of intangible assets

Where a finite useful life of the acquired intangible asset cannot be determined, the asset is not subject to amortization, but is tested when indication, or at least annually for impairment. Acquired intangible assets will not be subject to amortization until market authorization is obtained with the regulatory authorities and the intangible assets are available for use. After market authorization, the intangible assets will be amortized using the straight-line method to allocate their cost to their residual values over their estimated useful lives.

Acquired intangible assets related to development of the ONCOS-102 platform are recognized in the consolidated statement of financial position, amounting to 372 MNOK. The value is tested for impairment 31 December 2021. Due to the nature of the intangible assets there are uncertainties in estimating the value in the impairment test. This is further described in Note 15.

### Estimated value of share-based payments

At each balance sheet date, the Group revises its estimates of the number of options that are expected to vest. It recognizes the impact of the revision to original estimates, if any, in the statement of profit or loss, with a corresponding adjustment to equity. The estimated turnover

subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it ceases to recognize the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognized in statement of profit or loss. Any investment retained is recognized at fair value.

## 2.5 Business combinations and intangible assets

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognized in profit or loss.

Intangible assets comprising the patented technology were recognized at fair value at the date of acquisition of Targovax OY (previous Oncos Therapeutics OY) July 2015. Until the development of the patented technology is finalized no amortization is recorded and the carrying amount will be tested for impairment at least once a year, or more often if there are indicators of impairment.

rate for invested share options is 0 percent for all share option plans. See Note 11 Share-based compensation.

#### Deferred tax asset

A deferred tax asset shall be recognized for the carryforward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilized.

The Group cannot prove probable future taxable income large enough to justify recognizing a deferred tax asset in the balance sheet. However, this assumption must be continually assessed, and changes could lead to a significant asset being recognized in the future. This assumption requires significant management judgment. See Note 14 Taxes.

## 4. Segments

The Group's activities during 2021 have been to continue the development and implementation of a strategy with the aim of developing highly targeted immunotherapy treatments for cancer patients.

There was increased operational activity in Finland and Norway after the acquisition of Oncos Therapeutics OY. The Group's lead product has not yet obtained regulatory approval. For management purposes, the Group is organized as one business unit and the internal reporting is structured in accordance with this. The Group is thus currently organized in one operating segment.

## 5. Financial instruments and risk management objectives and policies

The Group's financial assets and liabilities comprise cash at bank and cash equivalents, receivables and trade creditors that originate from its operations. All financial assets and liabilities are carried at amortized cost. All financial assets and liabilities, other than the long-term leasing liabilities and debt to Business Finland, are short-term and their carrying value approximates fair value.

The Group does currently not use financial derivatives to manage financial risk such as interest rate risk and currency risk. The Group is subject to market risk, credit risk and liquidity risk.

#### Market risk

Interest rate fluctuations could in the future materially and adversely affect the Group's business, financial condition, results of operations, cash flows, time to market and prospects.

Currently, the Group has no long-term debt other than leasing liabilities and its debt to Business Finland. The debt to Business Finland carries an annual interest equal to the European Central Bank's steering rate less 3 percentage points, but in no event less than 1%. The current interest is 1% per annum. For further information see Note 21 Interest-bearing debt.

The Group may in the future be exposed to interest rate risk primarily in relation to any future interest-bearing debt issued at floating interest rates and to variations in interest rates of bank deposits. Consequently, movements in interest rates could have a material and adverse effect on the Group's business, financial condition, results of operations, cash flows, time to market and prospects.

The Group is not sensitive to a change in interest rates on interest-bearing borrowings, the debt to Business Finland, unless the European Central Bank's steering rate increases above 4%. Hence the Group's profit or loss statement, statement of financial position and the Group's cash flow is not sensitive to 1% change in interest rates on interest-bearing borrowings.

**The following table demonstrates the Group's sensitivity to a 1 percent point change in interest rates on cash and cash equivalents at 31 December 2021 and 2020:**

Amounts in NOK thousands	2021		2020	
	1% point increase	1% point decrease	1% point increase	1% point decrease
Loss before income tax effect	1 817	-1 817	1 223	-1 223

#### Foreign currency risk

Fluctuations in exchange rates could affect the Group's cash flow and financial condition.

The Group has currency exposure to both transaction risk and translation risk related to its operating expenses. Transaction risk arises when future commercial transactions or recognized assets or liabilities are denominated in a currency that is different from the Group's presentation currency. 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 EUR, USD, GBP and CHF. Targovax hedges foreign currency by aligning the cash positions with future expected currency outflows. The Group does not have derivatives for hedge accounting at year-end.



The following tables demonstrate the Group's currency rate sensitivity on monetary assets and liabilities in the loss before income tax and other comprehensive income at 31 December 2021 and 2020.

**Group's sensitivity to a 10% increase/decrease in EUR against NOK:**

Amounts in NOK thousands	2021		2020	
	10% point increase	10% point decrease	10% point increase	10% point decrease
Loss before income tax effect	534	-534	1 996	-1 996
Other comprehensive income	-5 096	5 096	-5 214	5 214

**Group's sensitivity to a 10% increase/decrease in USD against NOK:**

Amounts in NOK thousands	2021		2020	
	10% point increase	10% point decrease	10% point increase	10% point decrease
Loss before income tax effect	194	-194	273	-273
Other comprehensive income	-	-	-	-

**Group's sensitivity to a 10% increase/decrease in GBP against NOK:**

Amounts in NOK thousands	2021		2020	
	10% point increase	10% point decrease	10% point increase	10% point decrease
Loss before income tax effect	75	-75	377	-377
Other comprehensive income	-	-	-	-

**Group's sensitivity to a 10% increase/decrease in CHF against NOK:**

Amounts in NOK thousands	2021		2020	
	10% point increase	10% point decrease	10% point increase	10% point decrease
Loss before income tax effect	147	-147	405	-405
Other comprehensive income	-	-	-	-

**Credit risk**

Credit risk is the risk of a counterparty defaulting. The Group has limited credit risk. Outstanding receivables are limited and primarily government grants receivable from various government agencies. No impairment has been recognized. The carrying value of the assets represents the Group's maximum exposure to credit risk.

**Cash and cash equivalents:**

Amounts in NOK thousands	2021		2020		Rating S&P
	Amount	In %	Amount	In %	
<b>Cash at bank:</b>	<b>181 366</b>	<b>100%</b>	<b>73 275</b>	<b>60%</b>	
Nordea Bank AB	169 680	93%	56 693	46%	AA-
Danske Bank A/S	0	0%	15	0%	A
DNB Bank ASA	11 686	6%	16 567	14%	AA-
<b>Money market funds:</b>	<b>316</b>	<b>0%</b>	<b>49 046</b>	<b>40%</b>	
Nordea Likviditet III	316	0%	49 046	40%	
<b>Total</b>	<b>181 682</b>	<b>100%</b>	<b>122 321</b>	<b>100%</b>	



### Fair value of financial instruments

The carrying value of receivables, cash and cash equivalents, borrowings and other trade payables are assessed to approximate fair value.

Amounts in NOK thousands	2021		2020	
	Carrying amounts	Fair value	Carrying amounts	Fair value
Receivables	9 207	9 207	4 859	4 859
Cash and cash equivalents	181 682	181 682	122 321	122 321
<b>Total financial assets</b>	<b>190 889</b>	<b>190 889</b>	<b>127 180</b>	<b>127 180</b>
Interest-bearing borrowings	57 066	57 066	61 066	61 066
Lease liabilities	2 725	2 725	3 826	3 826
Trade payables	8 103	8 103	5 196	5 196
<b>Total financial liabilities</b>	<b>67 894</b>	<b>67 894</b>	<b>70 087</b>	<b>70 087</b>

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: Inputs other than quoted prices including Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices)
- Level 3: Inputs in asset or liability that are not based on observable market data (that is, unobservable inputs)

As at 31 December 2021:

Amounts in NOK thousands	Level 1	Level 2	Level 3	Total
Interest-bearing borrowings	-	-	57 066	57 066
<b>Total financial instruments at fair value</b>	<b>-</b>	<b>-</b>	<b>57 066</b>	<b>57 066</b>

As at 31 December 2020:

Amounts in NOK thousands	Level 1	Level 2	Level 3	Total
Interest-bearing borrowings	-	-	61 066	61 066
<b>Total financial instruments at fair value</b>	<b>-</b>	<b>-</b>	<b>61 066</b>	<b>61 066</b>



### Liquidity risk

The Group manages liquidity risk by estimating and monitoring cash and liquidity needs on an on-going basis and maintaining adequate reserves and banking facilities. The Group has, after the private placement in the fourth quarter 2021, sufficient cash available to meet its obligations as at 31 December 2021 and related to planned activities in the next 12 months. Hence, the Group is funded into 2023, and will need new funding for the next phases of the development program and subsequent clinical trials. All liabilities at year-end, other than the debt to Business Finland and long-term lease liabilities, are short-term and fall due within one year of the reporting date.

The following tables analyses the Group's current and non-current financial liabilities, at 31 December 2021 and 2020 respectively, into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the tables are the financial undiscounted cash flows.

At 31 December 2021	On demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
(Amounts in NOK thousands)						
Interest-bearing borrowings <sup>1</sup>	-	228	7 981	47 051	13 910	69 170
Lease liabilities	-	378	1 133	1 511	-	3 022
Trade payables	-	8 103	-	-	-	8 103
Accrued public charges	-	3 203	-	-	-	3 203
Other current liabilities	-	17 134	-	-	-	17 134
<b>Total</b>	-	<b>29 046</b>	<b>9 114</b>	<b>48 562</b>	<b>13 910</b>	<b>100 633</b>

<sup>1</sup> Interest-bearing borrowings comprise loans from Business Finland and includes future interest payments.

At 31 December 2020	On demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
(Amounts in NOK thousands)						
Interest-bearing borrowings <sup>1</sup>	-	239	3 665	49 873	17 222	70 988
Lease liabilities	-	364	1 093	2 827	-	4 284
Trade payables	-	5 196	-	-	-	5 196
Accrued public charges	-	3 428	-	-	-	3 428
Other current liabilities	-	12 589	-	-	-	12 589
<b>Total</b>	-	<b>21 816</b>	<b>4 758</b>	<b>52 700</b>	<b>17 222</b>	<b>96 496</b>

<sup>1</sup> Interest-bearing borrowings comprise loans from Business Finland and includes future interest payments.

## 6. Revenue recognition

Revenue from providing services is recognized in the accounting period in which the services are rendered. Revenue is presented net of value added tax.

Amounts in NOK thousands	2021	2020
Other revenue	-	624
<b>Total operating revenue</b>	<b>-</b>	<b>624</b>

The Group's products are still in the research and development phase, and it has no revenue from sales of products yet.

At end of 2019, Targovax and IOVaxis Therapeutics entered into an option agreement for an exclusive license to develop and commercialize the TG01 and TG02 vaccines in Greater China and Singapore. The intention is that IOVaxis will exercise the option to license TG upon the first regulatory IND approval to start a clinical trial in China. IOVaxis paid an option fee of USD 250,000 to Targovax in 2020, and an additional USD 3 million upfront fee is due when the exclusive license option is exercised. The total development and commercial milestones in the deal are worth up to USD 100 million, in addition to tiered royalties on sales up to the mid-teens. The Group has no revenue from the option agreement in the year 2021 or 2020.

## 7. Research and development expenses

Expenditure on research and development activities is recognized as an expense in the period in which it is incurred. Internal and external research and development costs related to the Group's development of new products are recognized in the statement of profit or loss in the year incurred unless it meets the asset recognition criteria of IAS 38 "Intangible Assets".

Uncertainties related to the regulatory approval process and results from ongoing clinical trials generally indicate that the criteria for asset recognition is not met until the time when the marketing authorization is obtained from regulatory authorities. This assessment requires significant management discretion and estimations.

The following table gives an overview of the Group's research and development expenditures compared to the total operating expenses:

Amounts in NOK thousands	2021		2020	
	Total	Of which R&D	Total	Of which R&D
R&D expenses	37 440	37 440	45 040	45 040
Payroll and related expenses	48 386	22 898	43 090	22 101
Other operating expenses	8 466	40	12 658	26
Depreciation, amortizations and write downs	1 309	-	3 735	-
<b>Total</b>	<b>95 601</b>	<b>60 377</b>	<b>104 524</b>	<b>67 168</b>

The following research and development expenditures have been expensed:

Amounts in NOK thousands	2021	2020
R&D related consultancy and other expenses	18 185	26 698
Cost of manufacturing for R&D	17 484	17 305
Patent expenses	4 659	2 980
Government grants	-2 888	-1 943
<b>Total research and development expenses</b>	<b>37 440</b>	<b>45 040</b>

See note 21 Interest-bearing debt for information about Business Finland loans.

## Specification of grants receivables:

Amounts in NOK thousands	2021	2020
Grants from SkatteFUNN	3 263	866
<b>Total grants receivable</b>	<b>3 263</b>	<b>866</b>

## 8. Government grants

Government grants are recognized at the value of the contributions at the transaction date. Grants are not recognized until it is probable that the conditions attached to the contribution will be achieved. The grant is recognized in the statement of profit or loss in the same period as the related costs and are presented net.

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 Research and development expenses or Other operating expenses.

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

Amounts in NOK thousands	2021	2020
Research and development expenses	2 888	1 943
Payroll and related expenses	374	292
Other operating expenses	1	1
<b>Total grants</b>	<b>3 263</b>	<b>2 236</b>

For the full year 2021 the Group has, for SkatteFUNN projects, recognized NOK 3.3 million (NOK 0.9 million 2020) as cost reduction in Research and development expenses, Payroll and related expenses and Other operating expenses.

Targovax has been awarded a NOK 9.8 million research grant from the Research Council of Norway towards product and clinical development for the TG mutant KRAS cancer vaccine program. This grant is for the period 2022-2025, hence no cost reduction has been recognized in 2021.

See note 23 Events after the reporting date for more information about grants.

The Group received an additional NOK 5 555 100 (EUR 552 400) to one of the existing loans from Business Finland during the first quarter of 2020. No additions to the Business Finland loans were granted during 2021. The loan's interest rate is assessed to be 7% lower than comparable market rates, hence NOK 1.4m was recognized as a government grant recorded as a reduction to Research and development expenses in first quarter 2020.



## 9. Payroll and related expenses

Payroll and related expenses are recognized in the statement of profit or loss in the period in which the related costs are incurred or services are provided.

### Defined contribution plans

Targovax ASA has a defined contribution pension plan as required by the Norwegian Law and as well an applicable contribution pension plan as required by Finnish Law for all employees employed in Targovax OY. These pension plans apply to all employees of Targovax ASA and Targovax OY respectively. Currently, members of the Management Team with residence outside Norway and Finland are not part of the company's respective national pension plans. The company pays these executives an annual amount in addition to base salary in lieu of their participation in a company scheme. For defined contribution pension plans, contributions are paid to pension insurance plans and charged to the statement of profit or loss in the period to which the contributions relate.

### Bonus scheme

In 2018 Targovax implemented a bonus system covering all employees.

The Group recognizes a liability and an expense for bonuses based on a short-term incentive plan for employees linked to achievement of corporate objectives as well as individual objectives determined by the Board. See note 10 Related parties and Management.

### Total payroll and related expenses for the Group are:

Amounts in NOK thousands	2021	2020
Salaries and bonus	33 885	31 123
Employer's national insurance contributions	3 788	4 273
Share-based compensation 1)	6 935	5 799
Pension expenses – defined contribution plan	2 200	1 613
Restructuring costs		-150
Other	1 952	724
Governmental grants	-374	-292
<b>Total payroll and related expenses</b>	<b>48 386</b>	<b>43 090</b>

1) Share-based compensation has no cash effect.

Number of employees calculated on a full-time basis as at end of period	21,8	19,6
Number of employees as at end of period	22	20

Targovax ASA has a defined contribution pension scheme that complies with requirements of Norwegian occupational pension legislation (OTP). The contribution is expensed when it is accrued. Targovax OY has a defined contribution pension scheme that complies with requirements of Finnish law.

## 10. Related parties and Management

### Targovax Compensation Report

This report describes the compensation programs for Targovax. It is intended to describe programs for senior executives and to explain how they were compensated in 2020 and will be in 2021. See Note 9 Payroll and related expenses and 11 Share-based compensation for accounting principles for payroll and related expenses and equity-settled share-based payments.

### Section 1: Introduction by the Compensation Committee

It is our pleasure to present the Targovax Remuneration Report for the year 2021. We encourage our shareholders to read the entire Remuneration Report before attending the Annual General meeting in April 2022.

During 2021, Targovax has achieved a strong data package for the lead asset ONCOS-102 demonstrating promising clinical efficacy and powerful immune activation in several cancer forms and treatment combinations. We believe that these data confirm the tremendous potential of ONCOS as a versatile delivery vector for targeted anti-cancer payloads, and we wish to pursue this opportunity by expanding our pipeline repertoire, including a move into the emerging circRNA space.

Targovax is a clinical stage company with a pipeline focusing on opportunities in immunology and particularly oncolytic adenovirus technology. In order to implement our strategy and build shareholder value Targovax needs to be able to attract and retain experienced and qualified key individuals. The total compensation philosophy reflects this in that equity incentives play an important role in compensating, motivating, and retaining the employees. Moreover, the Remuneration Committee believes that it is essential that a substantial part of management's compensation is aligned with the interests of Targovax's shareholders. The equity incentive is an important motivator of Targovax's organization, in particular key employees, to deliver the milestones that will advance Targovax and underpin long-term value creation. In order to make this journey successful, it is of crucial importance for Targovax to be able to attract and retain senior and talented individuals that are willing to build lasting careers with the company.

During the year the Remuneration Committee has engaged closely with management in order to ensure essential means and tactics necessary to fulfil the needs of the company. Long-term incentives have been the most important topic to ensure a successful compensation policy. The Remuneration Committee believes that the suggested compensation policy will support and fulfil the essential needs of sustainable engagement and long-term value creation of the company.

The Remuneration Committee will continue to measure and monitor the effectiveness of the compensation policies and return with further amendments when needed.

*Per Samuelson, Robert Burns, and Damian Marron  
Targovax Compensation Committee, 9 March 2022*

## Section 2 – Compensation Committee activity

### The Compensation Committee

The Board of Directors, with the assistance of the Compensation Committee, presented to the Annual General Meeting 2021 the compensation principles for Targovax. The Compensation Committee is of the view that compensation practices must support the strategic aims of the business and enable the recruitment, motivation, and retention of senior executives as well as other key employees. Targovax's practices must take into account the views of regulatory and governance bodies and the expectations of shareholders and the wider employee population. The Board of Directors approves the total compensation of the CEO, which is communicated to the shareholders through the Annual General Meeting. The Board of Directors has final approval of the compensation of the Management Team, upon recommendation of the CEO and the Compensation Committee.

### Compensation Committee activity

The CEO attended selected meetings of the Compensation Committee, providing input and assisting with specific queries. The CEO did not participate in conversations regarding his own level of compensation.

The committee covered the following matters during the year:

- Review of the overall compensation strategy and policies
- Review of the compensation levels and structure for each member of the management team
- Review of the market competitive positioning of the compensation for each member of the management team
- Recommendations made by the CEO for the organization
- Assessment of fulfilment of objectives for 2021 and on resulting cash bonuses
- Recommendation on the grant of employee share options
- Recommendation on corporate objectives for 2022



Section 3 – Overview of the compensation policy

**The compensation policy**

The compensation policy applied in 2020 and 2021 is as follows:

Principle	Summary	Applied in 2021	Proposed for 2022
<b>Market competitive compensation</b>	Targovax offers market competitive reward opportunities on a level adequate to enable the company to attract, retain, and motivate the talent needed to achieve our vision and business objectives. We balance the need to provide market competitive levels of reward against a desire to be cost-effective when determining reasonable and responsible reward outcomes.	✓	✓
<b>Pay for performance and commitment</b>	An appropriate proportion of the reward package is performance-based for top executives to ensure reward is linked to the achievement of key financial and non-financial objectives with a balance of short and long-term performance components - with priority being given to securing the long-term commitment of key employees.	✓	✓
<b>Transparency</b>	Compensation programs are designed and communicated in a manner that reinforces the linkage between business objectives, our vision, and culture.	✓	✓
<b>Business alignment and consistency</b>	Compensation decisions are made within an international framework to ensure local practices are aligned and consistent with our principles and policies. Compensation practices will remain flexible enough to evolve as the business priorities of Targovax change.	✓	✓
<b>Shareholder alignment</b>	Compensation programs will align the interests of all employees in driving long-term value creation for our shareholders. Targovax will share the success of the company wherever possible with its employees.	✓	✓
<b>Element</b>			
<b>Base salary</b>		✓	✓
<b>Short term incentive for top executives: Annual cash bonus</b>		✓	✓
<b>Short term incentive for all employees: Annual cash bonus</b>		✓	✓
<b>Long term incentive for all employees: Share options</b>		✓	✓
<b>Benefits</b>		✓	✓
<b>Pension</b>		✓	✓
<b>Equity as part of Board fee</b>		✓	✓



**Section 4 – Compensation policy for each element**

The policy for each element of the compensation offered to our employees is described below and is laid down in the Targovax's Remuneration principles as approved by the Annual General Meeting in 2021.

**Base salary**

Base salaries for individual members of the management team are reviewed annually by the committee. The salaries are set by taking into consideration the scope of the role, the level of experience of the individual, the geographical location of the role, internal relativity, and external economic environment.

The overall performance rating, employee potential, and current compensation market competitiveness will be combined to assess any proposed salary revision.

**Short term incentives: annual bonus**

The corporate objectives are set by the Board and determined for and agreed with the CEO. The bonus of the CEO is determined by achievements of corporate objectives. Other management/employee bonuses are based on the achievement of the corporate objectives as well as individual objectives.

The level of performance achieved and the amount of bonus to be awarded individual members of the Management Team is reviewed by the committee, in discussion with the CEO, and approved by the Board.

The Corporate Objectives for 2021 and 2022 focus on short term execution of clinical plans and longer-term business development.

Target bonus percentages	2021 (% of base	2022 (% of base salary)
Erik Digma Wiklund (Chief Executive Officer)	50% <sup>1</sup>	50%
Øystein Soug (Interim Chief Financial Officer)	35%	35%
Magnus	30%	30%
Lone Ottesen (Chief Development Officer)	30%	30%
Victor Levitsky (Chief Scientific Officer)	20%	20%
Ingunn Munch Lindvig (VP Regulatory Affairs)	20%	20%
Ola Melin (Head of Manufacturing)	20%	20%

<sup>1)</sup> As per 20 October 2021

The Committee may, at its discretion, review the operation of the annual bonus plan and make recommendations to the Board for approval. Any review will take into account the overall impact of the compensation package, the mix between fixed and variable pay, and the balance between short and long-term performance measurement.

In 2018 Targovax implemented a bonus system covering all employees who are not part of the management team. The criteria are the same as for the management team; based on the achievement of the corporate objectives as well as individual objectives.

**Long-term incentives**

The Committee's proposal for 2022 long-term incentives and the policy applied in 2021 are described below.

**Long term incentives proposal for 2022**

**Eligibility**

New employees and consultants are eligible for option grants upon joining the company. Employees and consultants will be eligible for an annual option award on a discretionary basis, taking into account overall performance, work responsibility, importance of retention, organization level, and position.

The Board of Directors will exercise discretion as to who will receive an equity award in any given year, based on recommendations made by the Compensation Committee.

The Board of Directors intends to grant awards under the plan, alongside the existing option plan, on an annual basis.

Board members are not eligible to participate.

**Grant size and exercise price**

The Compensation Committee shall recommend to the Board the size of the overall option grant. The grant schedule will be determined, and reviewed, on the basis of market competitiveness of the equity component of the compensation package and the overall size of the available share pool approved by shareholders.

Share option grants will not be subject to any performance-based vesting conditions.

The exercise price is determined at grant and reflects the share price on the day of the grant.

**Long-term incentives in 2021**

In 2021, Targovax granted share options under the current share option plan in which all employees are eligible to participate.



The share option grants are not subject to any performance-based vesting conditions. Under the current plan, share options have been granted to employees upon joining the company. Additional grants have been awarded to employees on a discretionary basis taking into account the number of options held, overall performance, competitiveness of terms, work responsibility, importance of retention, organization level, and position.

#### **Employee vesting schedule**

Granted share options vest over a four-year period as follows: 25 percent of the options vest on the first anniversary of the grant date; and the remaining 75 percent of the options vest in equal monthly tranches over the next 36 months. Most options expire seven years after the grant date.

In the case of termination of employment, the employee will not vest further share options beyond notice of termination, unless the employee continues as a consultant to the company. Unless special circumstances dictate otherwise, the terminated employee can, as a general rule, exercise vested share options for a maximum period of six to twelve months after termination.

In the event of a Take-over or a Statutory Merger all unvested options shall vest if, within 24 months following the completion of such trade sale or merger, the option holder's employment is terminated by the Group.

#### **Limits**

The Board of Targovax seeks authorization from shareholders at the Annual General Meeting to issue a maximum number of share options in total for all grants. This authorization is sought every year and at the Annual General Meeting in March 2021, the Board was authorized to increase the Group's share capital in connection with share incentive arrangements to employees and consultants by up to NOK 865 313 of the Company's outstanding shares, options and RSUs. The authorization to increase the share capital covers:

- Already granted options, vested as well as unvested; and
- Planned future grants of options

At the end of 2021, 7 743 106 share options were outstanding, of which 3 786 992 were vested and exercisable at year-end 2021. Current Management Team members held 5 208 735 share

options, 2 023 149 options were held by other employees and the remaining 511 222 by board members, previous employees, previous Oncos board members, consultants, and inventors.

At end of 2021, one Board member who had previously been granted options in legacy Oncos before the merger in 2015, held 21 235 Targovax options converted from these legacy Oncos options. Targovax has never and does not plan to grant options to Board members.

#### **Pension**

Targovax ASA has a defined contribution pension plan as required by the Norwegian Law and as well an applicable contribution pension plan as required by Finnish Law for all employees employed in Targovax OY. These pension plans apply to all employees of Targovax ASA and Targovax OY respectively.

Currently, members of the Management Team with residence outside Norway and Finland are not part of the company's respective national pension plans. The company pays these executives an annual amount in addition to base salary in lieu of their participation in a company scheme.

#### **Other benefits**

Benefits to the Management Team may comprise certain other items such as healthcare, accident insurance, etc. on customary terms.

#### **Severance payment**

Erik Digman Wiklund (CEO), Øystein Soug (CFO) and Magnus Jäderberg (CMO) are entitled to severance pay equal to 12 months' salary in the event of termination of employment. If Erik Digman Wiklund (CEO) terminates the employment during the first 12 months following the commencement of the employment, Erik Digman Wiklund (CEO) is entitled to severance pay equals to 6 months' Base Salary. Apart from this, no employee, including any member of Management, has entered into employment agreements which provide for any special benefits upon termination.



## Statement for 2021

The Board of Directors complies with the decision made at Targovax ASA's Ordinary General Meeting on 17 March 2021 to approve of the Board of Directors' statement concerning principles for Management compensation pursuant to Norwegian Public Limited Companies Act section 6-16a. The principles for 2021 were identical to the principles listed above.

### Section 5 – Compensation tables for 2021 and 2020

#### Remunerations and other benefits in 2021:

Amounts in NOK thousands	Fixed annual fee as at 31 Dec 2021	Earned fees in cash in 2021	Earned fees in RSU's in 2021	Earned committee meetings fee per 31.12	Exercise of share options/RSUs	Total remuneration earned in 2021
<b>Board of Directors of Targovax ASA:</b>						
Damian Marron, Chairperson of the Board <sup>1</sup>	511	341	170	40		551
Bente-Lill Bjerkelund Romøren, Board member	298	223	75	40		338
Johan Christenson, Board member	298	298		20		318
Catherine Wheeler, Board member					45	45
Per Samuelsson, Board member	298	298		56		354
Robert Burns, Board member	298		298	20		318
Eva-Lotta Allani, Board member	298	198		20		318
Diane Mellett, Board member	298	123	174	52		350
Sonia Quaratino, Board member	225	75	150			
<b>Total Board of Directors<sup>2</sup></b>	<b>2 521</b>	<b>1 555</b>	<b>966</b>	<b>248</b>	<b>45</b>	<b>2 589</b>

1) Catherine Wheeler was replaced by Sonia Quaratino at the AGM 2021.

2) The Board members may choose to receive their Board fee either in RSUs or in cash. Please see the table for holding of RSUs for further details on the Board related remuneration.



Amounts in NOK thousands	Fixed annual salary as at 31 Dec 2021	Earned salaries in 2021	Bonus earned in 2021	Pension expenses in 2021	Benefits in kind in 2021	Exercise of share options/RSUs	Total remuneration in 2021
<b>Management team:</b>							
Erik Digman Wiklund, Chief Executive Officer <sup>1</sup>	2 500	2 137	561	90	10	-	2 799
Øystein Soug, Interim Chief Financial Officer <sup>2</sup>	2 814	2 927	739	90	8	-	3 763
Magnus Jäderberg, Chief Medical Officer <sup>3</sup>	2 928	2 929	755	-	704	-	4 389
Lone Ottesen, Chief Development Officer <sup>3,4</sup>	2 720	1 369	354	196	66	-	1 985
Victor Levitsky, Chief Scientific Officer <sup>5</sup>	475	2 053	472	-	569	-	3 094
Ingunn Munch Lindvig, VP Regulatory Affairs	1 469	1 494	268	90	7	-	1 830
Ola Mellin, Head of Manufacturing <sup>6</sup>	1 549	352	65	97	42	-	556
<b>Total Management Team<sup>7, 8</sup></b>	<b>14 455</b>	<b>13 261</b>	<b>3 184</b>	<b>563</b>	<b>1 407</b>	<b>-</b>	<b>18 415</b>

1) Erik Digman Wiklund became CEO 20<sup>th</sup> October 2021. Prior to that, he was the CEO of Targovax.  
 2) Øystein Soug became Interim CFO 20<sup>th</sup> October 2021. Prior to that, he was the CFO of Targovax.  
 3) Fixed annual salary is the annual salary in GBP multiplied by the average exchange rate throughout the year.  
 4) Lone Ottesen joined Targovax 1 July 2021.  
 5) Victor Levitsky is working 20% for Targovax as per 31.12.2021.  
 6) Ola Mellin joined Targovax 1 October 2021. Fixed annual salary is the annual salary in SEK multiplied by the average exchange rate throughout the year.  
 7) Torbjørn Eruseth resigned from his position as CFO on 31 October 2021. During 2021 his remuneration consisted of TNOK 2 150 in salary, TNOK 364 in bonus, TNOK 74 in pension and TNOK 10 in benefits in kind.  
 8) Kirsti Heikstrøm resigned from the Management Team during 2021, her remuneration in 2021 consisted of TNOK 826 in salary, TNOK 131 in bonus, TNOK 146 in pension and TNOK 2 in benefits in kind and TNOK 7 in exercise of share options.

All amounts in the tables exclude National Insurance Contribution.

In 2021, the annual general meeting of the Company resolved that all current board members shall receive NOK 300 000 and the Chairperson of the Board NOK 515 000 for the period from the annual general meeting in 2021 and until the annual general meeting in 2022. If the current board members have served for a shorter period than since the annual general meeting in 2021, the remuneration shall be pro rata adjusted down (based on the number of days served compared to the full period). The members of the board of directors may choose to receive their remuneration, or parts thereof, in the form of restricted stock units (RSUs). The remuneration in cash shall be payable immediately after the annual general meeting in 2022. Members of board committees shall receive an additional remuneration of NOK 4 000 per committee meeting, however not less than NOK 20 000 for the period and the chairpersons of such committees shall receive remuneration of NOK 8 000 per meeting, however not less than NOK 40 000 for the period.

In 2021 NOK 0.2 million was recognized as expense for Board remunerations in RSUs for the period January-Mar 2021 and NOK 0.9 million for the period April 2021 to December 2021. The Group has recognized as expense NOK 3.5 million, excluding National Insurance Contribution, in provision for bonuses to the Management Team as per 31 December 2021.

The Group has recognized as expense NOK 5.2 million in share-based compensation for the year 2021 to the Management Team as per 31 December 2021. There are no outstanding loans or guarantees made to the Board of Directors or the Management Team at 31 December 2021.



**Remunerations and other benefits in 2020:**

Amounts in NOK thousands	Fixed annual fee as at 31 Dec 2020	Earned fees in cash in 2020	Earned fees in RSU's in 2020	Earned committee meetings fee per 31.12	Exercise of share options/RSUs	Total remuneration earned in 2020
<b>Board of Directors of Targovax ASA:</b>						
Damian Marron, Chairperson of the Board <sup>1</sup>	375	125	32		407	841
Patrick Vink, former Chairperson of the Board <sup>1</sup>	123	266	24	4	714	396
Bente-Lill Bjerkelund Romøren, Board member	290	290	20	20	86	310
Johan Christenson, Board member	290	266	24			290
Catherine Wheeler, Board member	290	290		40		330
Per Samuelsson, Board member	290	290	290	20		310
Robert Burns, Board member	290	145	145	20		310
Eva-Lotta Allan, Board member	290	193	97	28	111	429
Diane Mellett, Board member	290					
<b>Total Board of Directors<sup>2</sup></b>	<b>2 528</b>	<b>1 700</b>	<b>828</b>	<b>184</b>	<b>911</b>	<b>3 623</b>

1) Patrick Vink, the former Chairperson of the Board, was replaced by Damian Marron as of 29.04.2020.

2) The Board members may choose to receive their Board fee either in RSUs or in cash. Please see the table for holding of RSUs for further details on the Board related remuneration.

Amounts in NOK thousands	Fixed annual salary as at 31 Dec 2020	Earned salaries in 2020	Bonus earned in 2020	Pension expenses in 2020	Benefits in kind in 2020	Exercise of share options/RSUs	Total remuneration in 2020
<b>Management team:</b>							
Magnus Jäderberg, Chief Medical Officer <sup>1</sup>	2 900	2 885	773	-	694	-	4 351
Øystein Soug, Chief Executive Officer	2 734	2 840	880	76	8	-	3 805
Victor Levitsky, Chief Scientific Officer	2 504	1 419	374	-	397	-	2 191
Ingunn Munch Lindvig, VP Regulatory Affairs	1 428	1 365	268	75	8	-	1 717
Anne-Sophie Møller, Head of Clinical Science	1 149	1 169	215	71	8	-	1 463
Kristina Hyvärinen, Director CMC <sup>2</sup>	799	683	122	143	2	10	959
Kirsi Hellström, Head of CMC	772	767	92	147	3	-	1 014
Torbjørn Furuseth, Chief Financial Officer	1 965	1 997	566	75	9	-	2 648
Erik Digmaan Wiklund, Chief Business Officer	1 900	1 953	547	76	9	-	2 585
<b>Total Management Team</b>	<b>16 151</b>	<b>15 078</b>	<b>3 843</b>	<b>663</b>	<b>1 138</b>	<b>10</b>	<b>20 731</b>

1) Fixed annual salary in GBP multiplied by the average exchange rate throughout the year.

2) Kristina Hyvärinen resigned from her position as Head of CMC on 31 August 2020.



All amounts in the tables exclude National Insurance Contribution.

In 2020, the annual general meeting of the Company resolved that all current board members shall receive NOK 290 000 and the Chairperson of the Board NOK 500 000 for the period from the annual general meeting in 2020 and until the annual general meeting in 2021. If the current board members have served for a shorter period than since the annual general meeting in 2020, the remuneration shall be pro rata adjusted down (based on the number of days served compared to the full period). The members of the board of directors may choose to receive their remuneration, or parts thereof, in the form of restricted stock units (RSUs). The remuneration in cash shall be payable immediately after the annual general meeting in 2021. Members of board committees shall receive an additional remuneration of NOK 4 000 per committee meeting, however not less than NOK 20 000 for the period and the chairpersons of such committees shall receive remuneration of NOK 8 000 per meeting, however not less than NOK 40 000 for the period.

In 2020 NOK 0.3 million was recognized as expense for Board remunerations in RSUs for the period May 2019-April 2020 and NOK 0.5 million for the period May 2020 to December 2020.

The Group has recognized as expense NOK 3.6 million in share-based compensation to the Management Team at 31 December 2020. There are no outstanding loans or guarantees made to the Board of Directors or the Management Team at 31 December 2020.



Holding of shares, options for shares and RSUs, including those of close associates, as at 31 December 2021:

	Holding shares as at 31 Dec 2021	% ownership 31 Dec 2021	Expired options 2021	Exercised options 2021	Granted options 2021	Holding of options as at 31 Dec 2021	Exercised RSU's 2021	Granted RSU's 2021 <sup>4</sup>	Holding of RSU's as at 31 Dec 2021 <sup>4</sup>
<b>Board of Directors of Targovax ASA:</b>									
Damian Marron, Chairperson of the Board								19 503	43 988
Bente-Lill Bjerkelund Romøren, Board member	35 577	0.02%					-15 250	11 361	11 361
Johan Christenson, Board member <sup>1</sup>									-
Sonia Quaratino, Board member								22 722	22 722
Per Samuelsson, Board member <sup>1</sup>									-
Robert Burns, Board member	187 103	0.10 %				21 235		34 083	122 434
Eva-Lotta Allan, Board member	71 368	0.04 %						11 361	40 811
Diane Mellett, Board member	96 029	0.05 %						22 722	58 221
<b>Total Board of Directors</b>	<b>390 077</b>	<b>0.21 %</b>				<b>21 235</b>	<b>-15 250</b>	<b>121 752</b>	<b>299 537</b>
<b>Management team:</b>									
Erik Digman Wiklund, Chief Executive Officer <sup>2</sup>	100 000	0.05 %			450 000	1 200 000			
Magnus Jäderberg, Chief Medical Officer	20 000	0.01 %	-133 265			946 735			
Lone Ottesen, Chief Development Officer	47 000	0.02 %			490 000	490 000			
Øystein Soug, Interim Chief Financial Officer <sup>3</sup>	320 000	0.17 %				1 310 000			
Victor Levitsky, Chief Scientific Officer	10 000	0.01 %			45 000	545 000			
Ola Melin, Head of Manufacturing	50 000	0.03 %			325 000	325 000			
Ingunn Munch Lindvig, VP Regulatory Affairs	10 000	0.01 %			125 000	392 000			
<b>Total Management<sup>5</sup></b>	<b>557 000</b>	<b>0.30 %</b>	<b>-133 265</b>		<b>1 435 000</b>	<b>5 208 735</b>			
<b>Total</b>	<b>947 077</b>	<b>0.50 %</b>	<b>-133 265</b>		<b>1 435 000</b>	<b>5 229 970</b>	<b>-15 250</b>	<b>121 4752</b>	<b>299 537</b>

1) Johan Christenson and Per Samuelsson, both Member of the Board, are partners at HealthCap, HealthCap owns 12 458 375 shares at 31.12.2021

2) The shares are held through Digman AS

3) The shares are held through Økokas Invest AS

4) Granted RSUs to the Board of Directors are a part of the yearly Board remuneration fee which the Board members can select either to receive in cash or in RSUs. Catherine Wheeler left the Board of Targovax March 2021. She exercised 6 049 RSUs during 2021 and holds no RSUs as per 31.12.21.

5) Torbjørn Furuseth resigned from his position as CFO on 31 October 2021. Per 31.12.21 he holds 248 735 options, but no shares. Kirsti Helstrøm left the management team 1.12.21. Per 31.12.21 she holds 4 350 shares and 204 000 options.



Holding of shares, options for shares and RSUs, including those of close associates, as at 31 December 2020:

	Holding shares as at 31 Dec 2020	% ownership 31 Dec 2020	Expired options 2020	Exercised options 2020	Granted options 2020	Holding of options as at 31 Dec 2020	Exercised RSU's 2020	Granted RSU's 2020 <sup>3</sup>	Holding of RSU's as at 31 Dec 2020 <sup>5</sup>
<b>Board of Directors of Targovax ASA:</b>									
Damian Marron, Chairperson of the Board	20 327	0.02%	-	-	-	-	-	24 485	24 485
Bente-Lill Bjerkelund Romøren, Board member							14 863		15 250
Johan Christenson, Board member <sup>1</sup>							-		-
Catherine Wheeler, Board member							-		6 049
Per Samuelsson, Board member <sup>1</sup>							-		-
Robert Burns, Board member	86 020	0.10 %				21 235		42 604	88 351
Eva-Lotta Allan, Board member	51 368	0.06 %				-		14 201	29 450
Diane Mellett, Board member	44 149	0.05 %				-		14 201	35 499
<b>Total Board of Directors</b>	<b>201 864</b>	<b>0.23 %</b>				<b>21 235</b>	<b>41 308</b>	<b>95 491</b>	<b>199 084</b>
<b>Management team:</b>									
Øystein Soug, Chief Executive Officer <sup>2</sup>	200 000	0.23 %	300 000		300 000	1 310 000			
Magnus Jäderberg, Chief Medical Officer	20 000	0.02 %			150 000	1 080 000			
Erik Digma Wiklund, Chief Business Officer	-	0.00 %			190 000	750 000			
Torbjørn Furuseth, Chief Financial Officer Quality	15 000	0.02 %			190 000	620 000			
Victor Levitsky	-	0.00 %			500 000	500 000			
Ingunn Munch Lindvig, VP Regulatory Affairs	10 000	0.01 %			150 000	267 000			
Anne-Sophie Møller, Head of Clinical Science	-	0.00 %			80 000	250 500			
Kirsi Hellström, Head of CMC	-	0.00 %			145 000	221 000			
Kristiina Hyvärinen, Director CMC <sup>4</sup>	-	0.00 %	126 878	6 664	-	41 958			
<b>Total Management</b>	<b>245 000</b>	<b>0.28 %</b>	<b>426 878</b>	<b>6 664</b>	<b>1 705 000</b>	<b>5 040 458</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>446 864</b>	<b>0.52 %</b>	<b>426 878</b>	<b>6 664</b>	<b>1 705 000</b>	<b>5 061 693</b>	<b>41 308</b>	<b>95 491</b>	<b>199 084</b>

1) Johan Christenson and Per Samuelsson, both Member of the Board, are partners at HealthCap. HealthCap owns 12 458 375 shares at 31.12.2020  
 2) The shares are held through Abatus Invest AS  
 3) Granted RSUs to the Board of Directors are a part of the yearly Board remuneration fee which the Board members can select either to receive in cash or in RSUs.  
 4) Kristiina Hyvärinen resigned from her position as Head of CMC on 31 August 2020.  
 5) Patrick Vink, the former Chairman of the Board exercised 123 139 RSUs in 2020, hence no outstanding balance at 31.12.2020.



**Total outstanding options for shares by range of exercise price at 31 December 2021:**

Exercise price in NOK	2.18	5.19-5.59	6.00-6.06	7.16-8.72	9.61	11.81	16.59	20.58	21.38	24.42	37.60	Total
<b>Board of Directors of Targovax ASA:</b>												
Robert Burns, Board member												21 235
<b>Total Board of Directors</b>												21 235
<b>Management team:</b>												
Erik Digma Wiklund, CEO	200 000		380 000	130 000	190 000	150 000	150 000	150 000				1 200 000
Øystein Soug, Interim CFO			150 000	300 000	300 000	220 000			250 000	90 000		1 310 000
Magnus Jäderberg, CMO			90 000	80 000	150 000	120 000	100 000		150 000	256 735		946 735
Victor Levitsky				250 000	250 000							545 000
Lone Ottesen, CDO				350 000								490 000
Ingunn Munch Lindvig, VP Regulatory Affairs					150 000							392 000
Ola Mellin, Head of Manufacturing				250 000								325 000
<b>Total Management 1,2</b>	585 000	27 000	960 000	1 110 000	1 040 000	120 000	470 000	150 000	400 000	346 735	-	5 208 735
<b>Total</b>	585 000	27 000	960 000	1 110 000	1 040 000	120 000	470 000	150 000	400 000	346 735	21 235	5 229 970

1) Torbjørn Furuseth resigned from his position as Chief Financial Officer on 31 October 2021. As of 31.12.2021 he holds 48 748 options for shares of exercise price 6,00, 62 494 at 7,16 and 137 496 at 9,68.

2) Kira Hækkrom left the management team 1.12.21. As of 31.12.2021 she holds 45 000 options for shares of exercise price 2,18, 10 000 of 5,19, 25 000 of 6,00, 25 000 of 6,52, 20 000 of 7,16, 120 000 of 9,61, 9 000 of 16,59 and 10 000 of 25,65.



**Total outstanding options for shares by range of exercise price at 31 December 2020:**

Exercise price in NOK	5.77-6.17	6.58-7.10	7.74-9.30	10.19	10.26	12.39	15.21	17.17	21.16	21.96	25-26.22	37.60	Total
<b>Board of Directors of Targovax ASA:</b>													
Robert Burns, Board member												21 235	21 235
<b>Total Board of Directors</b>													21 235
<b>Management team:</b>													
Øystein Soug, CEO	150 000	300 000	300 000	300 000				220 000		250 000	90 000		1 310 000
Magnus Jäderberg, CMO	90 000	80 000	150 000	150 000	120 000			100 000		150 000	390 000		1 080 000
Erik Digmaan Wiklund, CBO	130 000	130 000	190 000	190 000				150 000	150 000				750 000
Torbjørn Furuset, CFO	130 000	100 000	190 000	200 000									620 000
Victor Levitsky		250 000	250 000	250 000									500 000
Ingunn Munch Lindvig, VP Regulatory Affairs	27 000	90 000	150 000										267 000
Anne-Sophie Møller, Head of CS	12 000	90 000	30 000	80 000	10 000			13 500		15 000			250 500
Kirsi Helström	12 000	50 000	20 000	120 000				9 000			10 000		221 000
Kristina Hyvärinen, Dir. CMC <sup>1</sup>								7 590	11 559				41 958
<b>Total Management</b>	51 000	730 000	910 000	1 430 000	200 000	142 809	10 000	500 090	150 000	426 559	490 000	-	5 040 458
<b>Total</b>	51 000	730 000	910 000	1 430 000	200 000	142 809	10 000	500 090	150 000	426 559	490 000	21 235	5 061 693

1) Kristina Hyvärinen resigned from her position as Head of CMC on 31 August 2020.



## Related party transactions

The Company entered into a consulting agreement with Levitski V-Biopharm Consulting, a Zurich based company, in April 2020. Levitski V-Biopharm Consulting is a related party of Victor Levitsky, who is a member of Targovax Management Team, Chief Scientific Officer as from April 2020. Levitski V-Biopharm Consulting is entitled to a consultancy fee of CHF 26,874 per month for a 100% position. Viktor Levitsky reduced his position from 100% to 20% as of 1 November 2021.

## Related party transactions:

	2021		2020	
	Revenue (expense)	Receivable (Payable) at 31 December	Revenue (expense)	Receivable (Payable) at 31 December
Levitski V-Biopharm Consulting	-2 969	-	-1 271	-258

## Remuneration to the statutory auditor (excl. VAT)

	2021		2020	
	Amounts in NOK thousands		Amounts in NOK thousands	
Statutory audit	489		385	
Other attestation services	-		18	
Tax services	-		50	
Other services	48		27	
<b>Total</b>	<b>537</b>		<b>480</b>	



## 11. Share-based compensation

Equity-settled share-based payments are measured at the fair value of the equity instruments at the grant date.

The fair value of the employee services received in exchange for the grant of the options is recognized as an expense, based on the Company's estimate of equity instruments that will eventually vest. The total amount to be expensed is determined by reference to the fair value of the options granted excluding the impact of any non-market service and performance vesting conditions. The grant date fair value of the options granted is recognized as an employee expense with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options (vesting period).

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

Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

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

At the end of each reporting period, the group revises its estimates of the number of options that are expected to vest. It recognizes the impact of the revision to original estimates, if any, in statement of profit or loss, with a corresponding adjustment to equity. Changes to the estimates may significantly influence the expense recognized during a period.

### Share options

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

At the Annual General Meeting (AGM) in March 2021 the Board of Directors was authorized to increase the Group's share capital in connection with share incentive arrangements by up to the lower of (a) NOK 1 250 000 and (b) 10% of the Company's outstanding shares, options and RSU's. This authorization replaces the previous authorizations to increase the share capital by up to the lower of NOK 1 000,000 and b) 10% of the Company's outstanding shares, options and RSUs given to the Board of Directors at the AGM held in April 2020.

The Company has granted share options under its long-term incentive program (the "LTI Option Program"). The Option Program applies to the Management Team as well to employees in general. Certain former employees and former board members have also been granted options under the LTI Option Program.

Additionally, the Company has in the past granted options as payment for inventions (the "IPR Option Program").

Each share option converts into one ordinary share of the Company on exercise. Options may be exercised at any time from the date of vesting until expiry. The options generally vest over a period of four years: 25 percent of the options vest on the first anniversary of the grant date and the remaining 75 percent of the options vest in equal monthly tranches over the next 36 months. Options expire seven years after the grant date.

In general, the exercise price of the options is set at the fair value of the shares at grant date.

Certain former employees and former board members have also been granted options under the LTI Option Program as replacement for historical option holdings.

There were granted 2 225 000 share options during 2021 and 2 335 000 share options during 2020.

As of 31 December 2021, there are in total 7 743 106 (7 310 067 at 31 December 2020) outstanding options for all option programs: 7 652 698 (7 219 659 at 31 December 2020) options under the LTI Option Program and 90 408 (90 408 at 31 December 2020) options under the IPR Option Program.

Fair value of the options has been calculated at grant date. The fair value of the options was calculated using the Black-Scholes model. The expected volatility for options issued in 2021 and 2020 is estimated at average of 75,82% and 76,06 %, based on the volatility of comparable listed companies. The volume weighted average interest rate applied to the share options grants in 2021 and 2020 is 1,33% and 0,42%.



The following table shows the changes in outstanding options in 2021 and 2020:

	2021		2020	
	No. of options	Weighted avg. exercise price (in NOK)	No. of options	Weighted avg. exercise price (in NOK)
Outstanding at 1 January	7 310 067	12.94	6 028 642	15.26
Granted during the period	2 225 000	4.59	2 335 000	9.94
Exercised during the period	-29 788	6.64	-10 726	7.74
Forfeited	-1 124 017	8.70	-243 230	7.37
Expired	-638 156	19.83	-799 619	23.41
<b>Outstanding no. of options at end of period</b>	<b>7 743 106</b>	<b>10.13</b>	<b>7 310 067</b>	<b>12.94</b>

1) See Note 10 Related parties and Management for further information on granted share options to Management Team.

The average fair value of options granted in 2021 was 2.49 per share and 5.45 per share in 2020. The weighted-average assumptions used to determine the Black Scholes fair value of options granted in 2021 and 2020 were:

	2021	2020
<i>Amounts in NOK thousands</i>		
Volatility (%)	75.82	76.06
Expected life (in years)	3.66	3.66
Risk-free interest rate (%)	1.33	0.42
Share price (NOK)	4.62	10.17
Exercise price (NOK)	4.59	9.94

The expensed share options, NOK 5.8 million in 2021 (Targovax ASA: NOK 5.2 million and Targovax OY: NOK 0.6 million) and NOK 4.9 million in 2020 (Targovax ASA: NOK 4.4 million and Targovax OY: NOK 0.5 million), includes management estimate for employee turnover. The estimated turnover rate used for the year 2021 and 2020 was 10%.



At 31 December 2021, the range of exercise prices and weighted average remaining contractual life of the options were as follows:

Exercise price	Outstanding options		Outstanding options		Outstanding options		Outstanding options		Vested outstanding		Vested outstanding	
	12/31/2021	12/31/2021	Weighted average remaining contractual life	Weighted average remaining contractual life	Weighted average remaining contractual life	Weighted average remaining contractual life	Weighted average remaining contractual life	Weighted average remaining contractual life	12/31/2021	12/31/2021	Weighted average remaining life vested	Weighted average remaining life vested
0.00-0.51	64 872	0.50	0.38	0.51	14 833	0.51	0.51	14 833	0.51	0.50	0.50	0.50
0.51-7.50	3 287 982	5.47	1.23	4.83	1 023 671	6.48	4.83	1 023 671	6.48	3.38	3.38	3.38
7.50-9.30	785 000	5.23	1.03	8.30	253 330	8.66	8.30	253 330	8.66	3.27	3.27	3.27
9.30-12.39	1 827 496	4.94	0.90	9.90	739 996	10.34	9.90	739 996	10.34	3.41	3.41	3.41
12.39-21.50	1 285 309	2.48	0.00	19.11	1 262 715	19.16	19.11	1 262 715	19.16	2.47	2.47	2.47
21.50-21.96	-	0.00	0.00	0.00	-	0.00	0.00	-	0.00	0.00	0.00	0.00
21.96-25.00	381 433	0.50	0.00	24.42	381 433	24.42	24.42	381 433	24.42	0.50	0.50	0.50
25.00-37.60	111 014	0.67	0.00	36.52	111 014	36.52	36.52	111 014	36.52	0.67	0.67	0.67
Total	7 743 106	4.47	0.84	10.13	3 786 992	14.27	10.13	3 786 992	14.27	2.69	2.69	2.69

At 31 December 2020, the range of exercise prices and weighted average remaining contractual life of the options were as follows:

Exercise price	Outstanding options		Outstanding options		Outstanding options		Outstanding options		Vested outstanding		Vested outstanding	
	12/31/2020	12/31/2020	Weighted average remaining contractual life	Weighted average remaining contractual life	Weighted average remaining contractual life	Weighted average remaining contractual life	Weighted average remaining contractual life	Weighted average remaining contractual life	12/31/2020	12/31/2020	Weighted average remaining life vested	Weighted average remaining life vested
0.00-0.51	64 872	1.50	1.16	0.51	14 833	0.51	0.51	14 833	0.51	1.50	1.50	1.50
0.51-7.50	1 234 000	5.93	1.10	6.47	319 242	6.42	6.47	319 242	6.42	5.90	5.90	5.90
7.50-9.30	1 216 000	5.09	0.75	8.25	502 519	8.22	8.25	502 519	8.22	4.21	4.21	4.21
9.30-12.39	2 490 298	6.14	1.70	10.50	457 480	11.85	10.50	457 480	11.85	2.85	2.85	2.85
12.39-21.50	950 128	3.30	0.11	18.22	756 305	18.43	18.22	756 305	18.43	3.11	3.11	3.11
21.50-21.96	681 755	2.70	0.01	21.96	635 487	21.96	21.96	635 487	21.96	2.66	2.66	2.66
21.96-25.00	562 000	1.07	0.00	25.00	562 000	25.00	25.00	562 000	25.00	1.07	1.07	1.07
25.00-37.60	111 014	1.44	0.00	36.58	109 969	36.67	36.58	109 969	36.67	1.42	1.42	1.42
Total	7 310 067	4.74	0.91	12.94	3 357 835	17.15	12.94	3 357 835	17.15	3.01	3.01	3.01

From 1 January 2022 to 9 March 2022, 300 000 share options were granted to members of management, and 115 000 additional share options were granted to other employees of the Group, see note 23 Events after the reporting date.

The following table shows the changes in outstanding RSUs in 2021 and 2020:

	2021		2020	
	No. of RSU's	Weighted avg. exercise price (in NOK)	No. of RSU's	Weighted avg. exercise price (in NOK)
Outstanding at 1 January	199 084	0.10	268 060	0.10
Granted during the period	121 752	0.10	95 491	0.10
Exercised during the period	-21 299	0.10	-164 467	0.10
Forfeited	-	-	-	-
Expired	-	-	-	-
<b>Outstanding no. of Restricted Stock Units at end of period</b>	<b>299 537</b>	<b>0.10</b>	<b>199 084</b>	<b>0.10</b>

From 1 January 2022 to 9 March 2022 no RSUs have been granted to Board of Directors.

## Restricted Stock Units

The Board of directors may choose to receive their remuneration, or parts thereof, in the form of restricted stock units (RSUs). If the Board members choose to receive the Board remuneration in RSUs they must choose to either (i) receive 100% of the compensation in RSUs, (ii) receive 1/3 of the compensation in cash and 2/3 in RSUs, or (iii) receive 2/3 of the compensation in cash and 1/3 in RSUs.

The number of RSUs to be granted to the members of the Board of Directors is calculated as the NOK amount of the RSU opted portion of total compensation to the Board member, divided by the market price of the Targovax ASA share. The market price is calculated as the volume weighted average share price the 10 trading days prior to the grant date. The RSUs will be non-transferable and each RSU will give the right and obligation to acquire shares in Targovax ASA (at nominal value) subject to satisfaction of the applicable vesting conditions. When the RSUs have vested, the participant must during the following three-year period select when to take delivery of the shares.

The total compensation to each member of the Board of Directors for the period between the AGM 2021-2022 have been set out in the minutes from the Annual General Meeting 17 March 2021. The Annual General Meeting 17 March 2021 decided to remunerate the Board of Directors for the period between the AGM 2021 to the AGM 2022 with a combination of cash and Restricted Stock Units (RSUs), hence at the 17 March 2021, additional 121 752 RSUs were granted to the Board of Directors.

**The average fair value of RSUs granted in 2021 was 8.67 per share and 8.22 per share in 2020. The weighted-average assumptions used to determine the Black Scholes fair value of RSUs granted in 2021 and 2020 were:**

Amounts in NOK thousands	2021	2020
Volatility (%)	65.00	77.93
Expected life (in years)	1	1
Risk-free interest rate (%)	0.23	0.29
Share price (NOK)	8.77	8.32
Exercise price (NOK)	0.1	0.1

The expensed RSUs in 2021 and 2020 was NOK 1.1 million and NOK 0.9 million. A total of 299 537 RSUs was outstanding at 31 December 2021.

## 12. Other operating expenses

Expenditure on Other operating expenses is recognized in the statement of profit or loss as an expense in the period in which it is incurred.

<i>Amounts in NOK thousands</i>	2021	2020
Consultancy, advisors' expenses and IR	4 144	7 746
Travel expenses	379	326
Facilities expenses	540	754
IT services and IT-related accessories	1 695	1 846
Conferences and training	312	325
Other	1 397	1 663
Government Grants	-1	-1
<b>Total operating expenses</b>	<b>8 466</b>	<b>12 658</b>

## 13. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### Financial assets

The Group's financial assets are: trade receivables, governmental grant receivables and cash and cash equivalents.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

The Group measures financial assets at amortised 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 amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Groups financial assets at amortised cost includes trade receivables, governmental grant receivables and other short-term deposit. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under IFRS 15 Revenue from contracts with customers.

### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either

Liabilities at amortized cost (Loans and borrowings)  
This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. See note 21 Interest-bearing debt and 22 Current liabilities for information about Business Finland loans.

## Finance income and expense

All finance income and finance expense, except for foreign exchange income/expense, are related to financial assets and financial liabilities carried at amortized cost. Finance income consists of interest income and foreign exchange gain. Finance expense mainly consist of interest expense and exchange loss.

### Finance income is:

Amounts in NOK thousands	2021	2020
Interest income on bank deposit	-26	98
Interest income on Money Market fund, Nordea Likviditet	269	471
Interest income on tax repaid	1	27
Net currency gain - bank and other operating items	-	-
Other finance income	-	-
<b>Total finance income</b>	<b>245</b>	<b>596</b>

### Finance expense is:

Amounts in NOK thousands	2021	2020
Interest expense – Business Finland Loan	1 539	4 023
Interest expense on lease liabilities	310	249
Other interest expense	161	81
Net currency gain - bank and other operating items	658	702
Other finance expense	-	43
<b>Total finance expense</b>	<b>2 667</b>	<b>5 099</b>

- the Group has transferred substantially all the risks and rewards of the asset, or
- the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

Financial assets at amortized cost

Currently, all the Group's financial assets are categorized as receivables. As at 31 December 2021 and 2020 the Group have TNOK 0 in trade receivables, TNOK 3 263 and TNOK 866 in government grant receivables and the Group have TNOK 1 199 and TNOK 1 217 in short-term deposits. The Group has currently not recognized any non-current financial assets.

## Financial liabilities

Financial liabilities are classified, at initial recognition, as loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. Derivatives are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Derivatives are financial liabilities when the fair value is negative, accounted for similarly as derivatives as assets.

Loans, borrowings and payables

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit or loss.

Payables are measured at their nominal amount when the effect of discounting is not material.

Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

## 14. Tax

Income tax expense comprise current income tax (tax payable) and deferred tax. Deferred taxes are recognized based on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets arising from deductible temporary differences are recognized to the extent that it is probable that taxable profits will be available so temporary differences can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

The tax losses can be carried forward indefinitely in Norway and in Finland it can be carried forward and offset against taxable income in ten years for tax purposes. The Group considers that a deferred tax asset related to accumulated tax losses cannot be recognized in the statement of financial position until the product under development has been approved for marketing by the relevant authorities. This assumption is continually assessed, and changes could lead to significant deferred tax asset being recognized in the future. This assumption requires significant management judgment.

The Group is in the research phase of its product development and has incurred significant tax losses related to its operations. Targovax ASA has a total tax loss carried forward of NOK 526 million at 31 December 2021 (31 December 2020: NOK 451 million). The research and development expenses in Targovax OY is fiscally capitalized for tax purposes resulting in a temporary difference of NOK 328 million at 31 December 2021 and NOK 304 million at 31 December 2020.

Accumulated tax losses from Targovax OY's operations amounts to EUR 23.2 million as of 31 December 2021 and EUR 23.6 million as of 31 December 2020. With a current tax rate in Finland of 20%, the corresponding deferred tax asset is EUR 4.6 million as at 31 December 2021 and EUR 4.7 million as at 31 December 2020. Targovax OY has not recognized any deferred taxes under FGAAP. Tax losses in Finland can be carried forward and offset against taxable income in ten years for tax purposes. Targovax OY has not generated taxable income in prior years and is not expected to generate taxable income in the nearest future. Due to the uncertainty for future taxable profit within the ten years limitation of use, the company has assessed that it cannot be considered as probable that future taxable profit can be used against the tax losses carried forward.

However, the Group has recognized a deferred tax liability on temporary differences on the acquired intangible assets, per 31 December 2021 of NOK 59,3 million and per 31 December 2020 of NOK 62.0 million.

### The tax effects of temporary differences and tax losses carried forward at

#### 31 December are as follows:

Amounts in NOK thousands	2021	2020
Intangible and fixed assets	294 044	307 369
Capitalized R&D for tax purposes	-328 104	-303 720
Leasing	-173	-92
Borrowings	9 522	10 855
Share options and RSUs	-82	-671
Financial instruments	30	118
Tax loss carried forward	-757 881	-697 877
Temporary differences and tax losses carried forward at 31.12	-782 645	-684 019
Temporary differences and tax losses carried forward at 31.12 not recognized	1 079 215	994 252
<b>Deferred tax asset (22%/20%) not recognized</b>	<b>237 437</b>	<b>218 736</b>
Deferred tax asset 31.12	-	-
Recognized temporary differences at 31.12	296 570	310 234
<b>Deferred tax liability 31.12</b>	<b>59 314</b>	<b>62 047</b>

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the domestic tax rate applicable to profits of the consolidated entities as follows:

Amounts in NOK thousands	2021	2020
<b>Loss before income tax</b>	<b>-98 023</b>	<b>-108 403</b>
Tax calculated at domestic rate (22%) / (22%)	-21 565	-23 849
Tax effect permanent differences	-5 342	-1 994
Tax effect of change in tax rates	-	-
Change in deferred tax asset not recognized	25 899	24 199
Effect on different tax rates in countries in which the Group operates	957	1 367
Other	-	-
<b>Tax income / expense (-)</b>	<b>52</b>	<b>277</b>

## 15. Intangible assets and impairment test

### Intangible assets

Intangible assets that relate to intellectual property rights acquired through licensing or assigning patents and know-how are carried at historical cost less accumulated amortization, where the useful life is finite and the asset is likely to generate economic benefits exceeding costs. Where a finite useful life of the acquired intangible asset cannot be determined, the asset is not subject to amortization, but is when indication, or at least tested annually for impairment. Acquired intangible assets will not be subject to amortization until market authorization is obtained with the regulatory authorities and the intangible assets are available for use. Amortization on items of intangible assets will be amortized using the straight-line method to allocate their cost to their residual values over their estimated useful lives.

Research costs are recognized in the statement of profit or loss as incurred. Internal development costs related to the Group's development of products are recognized in the statement of profit or loss in the year in which they are incurred unless they meet the recognition criteria of IAS 38, "Intangible assets." Uncertainties related to the regulatory approval process and other factors generally means that the criteria are not met until the time when the marketing authorization is obtained with the regulatory authorities.

### Impairment of non-financial assets

Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

Intangible assets consist of:

- Patents and license fees with estimated useful live of 10 years
- Capitalized value related to the acquisition of Oncos Therapeutics OY, not subject to amortization before market authorization is obtained

Amounts in NOK thousands		Patents and licence fees	Oncos Therapeutics OY acquisition	Total
<b>Cost:</b>				
<b>2020</b>				
Opening balance		282	367 076	367 358
Additions		-	-	-
Exchange differences		1	22 571	22 571
At 31 December 2020		283	389 646	389 929
<b>2021</b>				
Opening balance		283	389 646	389 929
Additions		-	-	-
Exchange differences		-	-17 919	-17 919
At 31 December 2021		283	371 727	372 010
<b>Accumulated depreciation and impairment:</b>				
<b>2020</b>				
Opening balance		275	-	275
Depreciation and impairment		8	-	8
At 31 December 2020		283	-	283
<b>2021</b>				
Opening balance		283	-	283
Depreciation and impairment		-	-	-
At 31 December 2021		283	-	283
Carrying amount:				
At 31 December 2020		-	389 646	389 646
At 31 December 2021		-	371 727	371 727



### Results and sensitive analysis

The impairment test indicated that the value of the intangible assets exceeds the book value.

The table below shows how the value of intangible assets will be affected by changes in various assumptions, given that the remainders of the assumptions are constant.

Assumptions	Sensitivity	Changes in recoverable amount
Discount rate	+/- 1% point	-122 MNOK / +138 MNOK
Sales price	+/- 1%	+15 MNOK / -15 MNOK
Likelihood of approval	+/- 1% point	+147 MNOK / -147 MNOK

These sensitivities do not change the conclusion that the value of the intangible assets exceeds the book value. The impairment test is sensitive to ONCOS-102 likelihood of approval. If the product does not receive approval the valuation will be 0. If the product is approved the value will increase significantly other assumptions unchanged. Assumed likelihood of approval is based on the product's current phase in its development and statistics for drug development during the last ten years.

As of 31 December 2021, the recognized intangible assets in the Group amounts to NOK 372 million. This is an decrease from NOK 390 million as of 31 December 2020, mainly due to NOK/EUR foreign exchange fluctuations. The main part of the intangible assets is derived from the acquisition of Oncos Therapeutics OY which was completed in July 2015 and related to the development of ONCOS-102, which is a virus-based immunotherapy platform.

Intangible assets are tested for impairment at least annually, or when there are indications of impairment.

The value of the intangible assets is estimated using a model of discounted cash flows. As the valuation is sensitive to the outcome of a set of assumptions, the result from the valuation is limited to only ensure sufficient certainty for the recognized amount in the financial statement and is not be considered as a complete valuation of the full potential of ONCOS-102.

ONCOS-102 has been tested for impairment in those cancer indications with the most mature path-to-market outlook and strategy, of which checkpoint inhibitor refractory melanoma is considered the indication with the shortest path-to-market, on the back of very encouraging data during 2020 and 2021. A melanoma platform trial exploring multiple combinations is planned started during 2022.

A discounted cash flow model is in its nature uncertain, especially for an early-stage compound like ONCOS-102. Key model assumptions are based on parameters observed in the market today, as well as management's own predictions and financial forecasts.



## 16. Property, plant and equipment

Property, plant and equipment (non-current assets) are carried at cost less accumulated depreciation and accumulated impairment losses. Acquisition cost includes expenditures that are directly attributable to the acquisition of the individual item. Other non-current assets 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.

At the end of each reporting period, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss.

Property, plant and equipment consist of:

- Office equipment with estimated useful life of 5 years. No impairment losses have been recognized.

Amounts in NOK thousands		Furniture, fittings and equipment	Total
<b>Cost</b>			
<b>2020</b>			
Opening balance	1 943	1 943	1 943
Additions	70	70	70
Exchange differences	71	71	71
At 31 December 2020	2 084	2 084	2 084
<b>2021</b>			
Opening balance	2 084	2 084	2 084
Additions	-	-	-
Exchange differences	-7	-7	-7
At 31 December 2021	2 077	2 077	2 077
<b>Accumulated depreciation and impairment:</b>			
<b>2020</b>			
Opening balance	1 217	1 217	1 217
Depreciation and impairment charge	688	688	688
At 31 December 2020	1 905	1 905	1 905
<b>2021</b>			
Opening balance	1 905	1 905	1 905
Depreciation and impairment charge	61	61	61
At 31 December 2021	1 966	1 966	1 966
Carrying amount:			
At 31 December 2020	179	179	179
At 31 December 2021	111	111	111



## 17. Leases

### Accounting policies

#### 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. To determine whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- The agreement creates enforceable rights of payment and obligations
- The identified asset is physically distinct
- It has the right to obtain substantially all of the economic benefits from use of the asset
- It has the right to direct the use of the asset
- The supplier does not have a substantive right to substitute the asset throughout the period of use

#### Separating components in the lease contract

For contracts that constitute, or contain, a lease, the Group 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 then accounts for each lease component within the contract as a lease separately from non-lease components of the contract. The Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components. If an observable stand-alone price is not readily available, the Group estimates this price by maximising the use of observable information.

#### Recognition of leases and exemptions

At the lease commencement date, the Group 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 recognizes the lease payments as Other operating expenses in the statement of profit or loss when they incur.

#### Measuring the lease liability

The lease liability is initially measured 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 to extend the lease when the Group is reasonably certain to exercise this option, and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option.

The lease payments included in the measurement comprise of:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date
- Amount expected to be payable by the Group under residual value guarantees
- The exercise price of a purchase option, if the Group is reasonably certain to exercise that option
- Payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The Group do not include variable lease payments in the lease liability arising from contracted index regulations subject to future events, such as inflation. Instead, the Group recognizes these costs in profit or loss in the period in which the event or condition that triggers those payments occurs.

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, or to reflect adjustments in lease payments due to an adjustment in an index or rate.

Group presents its lease liabilities as separate line items in the statement of financial position.

#### Measuring the right-of-use asset

The right-of-use asset is initially measured at cost. The cost of the right-of-use asset comprise:



### Right-of-use assets

The Group leases offices and other facilities, machinery and equipment. The Group's right-of-use assets are categorized and presented in the table below:

Right-of use assets	Buildings	Total
<i>Amounts in NOK thousands</i>		
<b>Acquisition cost 1 January 2020</b>	<b>7 005</b>	<b>7 005</b>
Addition of right-of use assets	4 588	4 588
Disposals	-7 005	-7 005
<b>Acquisition cost 31 December 2020</b>	<b>4 588</b>	<b>4 588</b>
<b>Accumulated depreciation and impairment 1 January 2020</b>	<b>3 764</b>	<b>3 764</b>
Depreciation	3 040	3 040
Disposals	-5 856	-5 856
Currency exchange differences	-94	-94
<b>Accumulated depreciation and impairment 31 December 2020</b>	<b>854</b>	<b>854</b>
<b>Carrying amount of right-of-use assets 31 December 2020</b>	<b>3 734</b>	<b>3 734</b>
<b>Acquisition cost 1 January 2021</b>	<b>4 588</b>	<b>4 588</b>
Addition of right-of use assets	90	90
Disposals	-	-
<b>Acquisition cost 31 December 2021</b>	<b>4 678</b>	<b>4 678</b>
<b>Accumulated depreciation and impairment 1 January 2021</b>	<b>854</b>	<b>854</b>
Depreciation	1 248	1 248
Disposals	-	-
Currency exchange differences	32	32
<b>Accumulated depreciation and impairment 31 December 2021</b>	<b>2 134</b>	<b>2 134</b>
<b>Carrying amount of right-of-use assets 31 December 2021</b>	<b>2 544</b>	<b>2 544</b>
Remaining lease term	2 year	

- The amount of the initial measurement of the lease liability

- Any lease payments made at or before the commencement date, less any lease incentives received

- Any initial direct costs incurred by the Group

- An estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

The right-of-use asset is subsequently measured at cost less accumulated depreciation and impairment losses. The Group 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 has elected to not apply the revaluation model for its right of use asset for leased buildings.

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

Group presents its right-of-use assets as separate line items in the consolidated statement of financial position.

## 18. Receivables

A receivable represents the Group's right to an amount of consideration that is unconditional. Loans and receivables carried at amortized cost are recognized at the transaction price plus direct transaction expenses. The Group's financial asset receivables mainly comprise short-term deposits for office leases and receivable from government grants in the Statement of financial position, see Note 8 Government grants for further information of the recognition of grants in the statement of profit or loss. Other receivables comprise VAT receivables and prepaid expenses.

<i>Amounts in NOK thousands</i>		
	2021	2020
Trade receivables	-	-
Receivable government grants	3 263	866
Short-term deposits	1 199	1 217
<b>Financial asset receivables</b>	<b>4 462</b>	<b>2 082</b>
Other receivables	4 746	2 777
<b>Total receivables</b>	<b>9 207</b>	<b>4 859</b>

	Total
<b>Summary of the lease liabilities</b>	
<i>Amounts in NOK thousands</i>	
<b>Total lease liabilities at 01.01.2020</b>	<b>3 241</b>
New lease liabilities recognized in the year	4 588
Disposal of lease liabilities	-1 150
Cash payments for the principal portion of the lease liability	-3 209
Cash payments for the interest portion of the lease liability	-
Interest expense on lease liabilities	249
Currency exchange differences	106
<b>Total lease liabilities at 31 December 2020</b>	<b>3 826</b>
<b>Total lease liabilities at 01.01.2021</b>	<b>3 826</b>
New lease liabilities recognized in the year	90
Disposal of lease liabilities	-
Cash payments for the principal portion of the lease liability	-1 468
Cash payments for the interest portion of the lease liability	-
Interest expense on lease liabilities	310
Currency exchange differences	-37
<b>Total lease liabilities at 31 December 2021</b>	<b>2 725</b>

### Summary of other lease expenses recognized in profit or loss

<i>Amounts in NOK thousands</i>	2021	2020
Variable lease payments expensed in the period	-	-
Operating expenses in the period related to short-term leases	60	65
Operating expenses in the period related to low value assets	-	-
<b>Total lease expenses included in other operating expenses</b>	<b>60</b>	<b>65</b>

Please see note 22. Current liabilities for current lease liabilities and Statement of cash flow for cash outflow for leases.

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. The Group has not been granted any rent concessions due to the COVID-19 pandemic in 2021 or 2020.



## 19. Cash and cash equivalents

Cash and short-term deposits in the Statement of financial position comprise cash at bank and other short-term highly liquid investments with original maturities of three months or less.

<i>Amounts in NOK thousands</i>	2021	2020
Bank deposits	181 366	73 275
Money Market fund, Nordea Likviditet III	316	49 046
<b>Total cash and cash equivalents</b>	<b>181 682</b>	<b>122 321</b>

### Restricted cash specification:

<i>Amounts in NOK thousands</i>	2021	2020
Income tax withholding from employee	2 299	2 038
Rent deposits <sup>1</sup>	944	949
Other <sup>1</sup>	255	268
<b>Total restricted cash</b>	<b>3 498</b>	<b>3 255</b>

<sup>1</sup> Classified as Receivables.

## 20. Share capital and shareholder information

Targovax raised gross proceeds of NOK 175 million in a rights issue in fourth quarter 2021 through the allocation of 101,744,186 new shares at a subscription price of NOK 1.72 per share. The rights issue was resolved by the Company's Board of Directors based on the authorization granted at the Company's Annual General Meeting held 25 November 2021.

Targovax raised gross proceeds of NOK 101 million in a private placement in first quarter 2020 through the allocation of 12,627,684 new shares at a subscription price of NOK 8.0 per share. In October 2020, Targovax successfully completed a private placement, raising gross proceeds of approximately NOK 75 million, through the allocation of 10,344,828 new shares at a subscription price of NOK 7.25 per share. The private placements and the issuance of the new shares was resolved by the Company's board of directors based on the authorization granted at the Company's annual general meeting held on 30 April 2019 and 29 April 2020.

Share capital as at 31 December 2021 is 18 832 659.10 (31 December 2020: 8 653 131.80) comprising 188 326 591 ordinary shares at nominal value NOK 0.10 (31 December 2020: 86 531 318 at NOK 0.10). All shares carry equal voting rights.

The movement in the number of shares during the period was as follows:

	2021	2020
Ordinary shares at beginning of period	86 531 318	63 383 613
Share issuance – Rights Issue, private placement and repair offering	101 744 186	22 972 512
Share issuance, employee share options and RSUs	51 087	175 193
<b>Ordinary shares at end of period</b>	<b>188 326 591</b>	<b>86 531 318</b>



## The 20 largest shareholders are as follows at 31 December 2021:

Shareholder	# shares	%
Avanza Bank AB	19 814 638	10.5 %
HealthCap	12 405 584	6.6 %
Fjærde AP-fonden	8 700 456	4.6 %
Nordnet Bank AB	6 297 113	3.3 %
ABN AMRO Global Custody Services N	5 323 904	2.8 %
Goldman Sachs & Co. LLC	5 186 162	2.8 %
Radiumhospitalets Forskningsstiftelse	4 427 255	2.4 %
Nordnet Livsforsikring AS	4 244 392	2.3 %
Danske Bank AS	2 819 768	1.5 %
MP Pensjon PK	2 517 055	1.3 %
Nordnet Livsforsikring AS	2 382 495	1.3 %
Thorendahl Invest AS	2 000 000	1.1 %
VPF Nordea Kapital	1 748 448	0.9 %
Sivilingenør Jon-Arild Andreassen AS	1 700 000	0.9 %
VPF Nordea Avkastning	1 649 274	0.9 %
Tor Westerheim	1 300 057	0.7 %
J.P. Morgan Bank Luxembourg S.A.	1 252 575	0.7 %
Egil Pettersen	1 243 057	0.7 %
Arild Staxwold Skipperud	1 186 375	0.6 %
Verdipapirfondet Nordea Norge Plus	1 076 603	0.6 %
<b>20 largest shareholders</b>	<b>87 275 211</b>	<b>46.3 %</b>
Other shareholders (6 346)	101 051 380	53.7 %
<b>Total shareholders</b>	<b>188 326 591</b>	<b>100.0 %</b>

## The 20 largest shareholders are as follows at 31 December 2020:

Shareholder	# shares	%
HealthCap	12 405 584	14.3 %
Radiumhospitalets Forskningsstiftelse	4 427 255	5.1 %
Fjærde AP-fonden	4 000 000	4.6 %
Thorendahl Invest AS	1 750 000	2.0 %
VPF Nordea Kapital	1 748 448	2.0 %
VPF Nordea Avkastning	1 649 274	1.9 %
Bækkelaget Holding AS	1 603 287	1.9 %
Nordnet Bank AB	1 529 969	1.8 %
Danske Bank AS	1 446 001	1.7 %
Nordnet Livsforsikring AS	1 429 953	1.7 %
Morgan Stanley & Co. International	1 343 716	1.6 %
The Bank of New York Mellon SA/NV	1 290 959	1.5 %
Verdipapirfondet Nordea Norge Plus	1 076 603	1.2 %
MP Pensjon PK	1 061 925	1.2 %
State Street Bank and Trust Comp	1 038 000	1.2 %
Goldman Sachs & Co. LLC	993 850	1.1 %
Egil Pettersen	917 951	1.1 %
J.P. Morgan Bank Luxembourg S.A.	820 000	0.9 %
Barclays Capital Securities Ltd	770 717	0.9 %
Prieta AS	720 000	0.8 %
<b>20 largest shareholders</b>	<b>42 023 492</b>	<b>48.5 %</b>
Other shareholders (5 844)	44 507 826	51.5 %
<b>Total shareholders</b>	<b>86 531 318</b>	<b>100.0 %</b>

## Earnings per share

Earnings per share are calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share is calculated as profit or loss attributable to ordinary shareholders of the Company, adjusted for the effects of all dilutive potential options.

Amounts in NOK thousands	2021	2020
Loss for the period	-97 971	-108 126
Average number of outstanding shares during the period	89 076	77 106
<b>Earnings/ loss per share - basic and diluted</b>	<b>-1.10</b>	<b>-1.40</b>

Share options and RSUs issued have a potential dilutive effect on earnings per share.

Share options and RSUs shall be treated as dilutive only 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. Hence, no dilutive effect has yet been recognized.

## 21. Interest-bearing debt

Interest-bearing liabilities have been granted by governmental institution with special terms such as a low interest rate (1% currently), hence the loans shall be divided to financial liability and government grant components.

The financial liability shall initially be recognized at fair value and subsequently at amortized cost using effective interest method. The grant component shall be recognized as income on a systematic basis over the periods in which the entity recognizes as expenses the related costs for which the grants are intended to compensate. The interest rate used to discount the cash flows of the loans should reflect the market rate of interest for the Company at the time when the tranches have been withdrawn. However, Targovax could only raise funds from the owners or/and from venture capitalists at 8% rate or from the Government at 1% rate. Targovax has access only to these two loan markets. These funding limits also set restrictions to the estimation of the fair market rate that shall be used to discount the cash flows. Further, there is no proper peer group for life science companies, hence there is no comparable yield curve

available in Europe. Any other interest rate than in the bridge loan interest will be highly judgmental due to the very tight credit status of the company (cannot provide any collateral). Therefore, the 8% bridge loan interest represents managements best and only estimate of a market rate interest and is used in separating the government grant component from the Business Finland loans. The additional interest expense resulting from recognizing the loan by using the effective interest method, is booked as addition to interest expenses in the statement of profit or loss. The separated government grant is booked as a reduction of operating expenses in the statement of profit or loss in the period when it has been received.

Business Finland is a publicly financed funding agency that finances research and development activities for young innovative companies in Finland. The Finnish trade promotion organization and the Finnish Funding Agency for Technology and Innovation (TEKES) united as Business Finland in 2018.

The Group has received three R&D loans from Business Finland, for the commercialization of ONCOS-102, under loan agreements dated September 2010, February 2012 and December 2013, respectively, in the total outstanding amount of EUR 6.7 million as of 31 December 2021 (EUR 6.9 million as of 31 December 2020). An additional loan approval of EUR 0.5 million was granted to one of the existing Business Finland loans during 1st quarter 2020. No additions to the Business Finland loans were granted during 2021. EUR 0.8 million of the total debt EUR 6.7 million was short-term as per 31 December 2021 and EUR 0.3 million of the total debt EUR 6.9 million was short-term as per 31 December 2020. The Group will apply for an extension of the repayment-free period on the loan agreement dated December 2013.

Pursuant to IFRS, these loans have a grant element due to the low interest rate they carry. The loan periods of the R&D loans are usually 10 years, of which the first five years are free of repayment. One of the loans are repaid in equal annual installments during the latter nine years, (2021-2029), one loan during the latter five years (2022-2026) and one during the latter six years (2023-2028). Annual interest is paid yearly throughout the entire loan period. The applicable interest rate under the R&D loans is the European Central Bank's steering rate less 3 percentage points per annum, although not less than 1%. Due to the extension of the repayment-free period of the loans in 2021, NOK 1.9 million was recognized as finance income in 2021.

For the IFRS adjustment of the Business Finland loans described above the Company applied the transitional exemptions for first time adopters under IFRS 1. Consequently, Business Finland loans granted prior to 1 January 2013 were not adjusted to fair value. In the purchase price allocation from the 2015 acquisition of Oncos, these loans have been adjusted to fair value by discounting future cash flows using the 8% interest rate, resulting in a fair value adjustment of NOK 9.3 million and a carrying amount of NOK 33.6 million in the statement of financial position at the acquisition date. Based on the effective interest rate method, an increase in interest expense of NOK 2.8 million has been recorded in the statement of profit or loss and other comprehensive income as at 31 December 2021, and NOK 4.3 million as at 31 December 2020.

## 22. Current liabilities

The Group's current liabilities consists of financial liabilities as the short-term part of the EUR 6 666 222 loan from Business Finland (see note 21 Interest-bearing debt), short-term lease liabilities and trade payables, and other current liabilities as withholding taxes and accrued expenses, and are classified as "current liabilities". Trade payable are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Trade payables and other financial liabilities are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method. Current liabilities consist of:

	2021	2020
<i>Amounts in NOK thousands</i>		
Interest-bearing liabilities	7 543	3 185
Short-term lease liabilities	1 349	1 258
Trade payables	8 103	5 196
<b>Financial liabilities</b>	<b>16 996</b>	<b>9 638</b>
Other current liabilities	20 337	16 017
<b>Total current liabilities</b>	<b>37 333</b>	<b>25 656</b>

Should the project fail, it is possible to get a remission on part of the debt in accordance with the EU competition legislation. The final amount of the non-recovered part of the principal depends on factors such as the time and the materialized interest rate trend. The final sum will be determined when an eventual decision on non-recovery is made. Targovax Group has issued an on-demand guarantee in favor of Business Finland for the repayment obligation of Targovax OY under the R&D loans. The loan agreements include no financial covenants.

**The table below shows a reconciliation of the opening balances for the liabilities arising from financing activities:**

	Interest-bearing liabilities (Amounts in NOK thousands)	Interest-bearing liabilities Business Finland loans
<b>Interest-bearing liabilities 31 December 2019</b>	<b>50 441</b>	
Cash flow from financing activities	-	
Exchange differences	2 745	
Additions financial liabilities	5 555	
Change to loan repayment schedules	-	
Other transactions without cash settlement	2 325	
<b>Interest-bearing liabilities 31 December 2020</b>	<b>61 066</b>	
Cash flow from financing activities	-2 057	
Exchange differences	-2 801	
Additions financial liabilities	-	
Change to loan repayment schedules	-1 903	
Other transactions without cash settlement	2 760	
<b>Interest-bearing liabilities 31 December 2021</b>	<b>57 066</b>	



## 23. Events after the reporting date

### Post-period highlights

- In January 2022, appointed circ-RNA co-discoverer Dr. Thomas B Hansen as VP of Research to lead the NextGen ONCOS circRNA pipeline program
- In February 2022, announced a research collaboration with Prof. Michael Uhlin at Karolinska Institutet in Stockholm, Sweden, for development and characterization of NextGen ONCOS viruses
- In January 2022, received NOK 8.2m grant award by Innovation Norway towards the TG mutant KRAS vaccine program
- In January 2022, received patents for ONCOS-102 in combination with chemotherapy in China and Japan
- In February 2022, appointed Dr. Lubor Gaal as Chief Financial Officer
- In March 2022, announced a collaboration with Agenus on mutant KRAS cancer vaccine adjuvanted with QS-21 STIMULON™

### Share options

From 1 January 2022 to 9 March 2022, 300 000 options for shares have been granted Key Management of the Group and 115 000 new options for shares have been granted to other employees.

### RSUs

From 1 January 2022 to 9 March 2022, 88 351 RSUs have been exercised by Board member and primary insider Robert Burns.

Please see important events after balance sheet date in the Director's report for further details.



TARGOVAX ASA 2021



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## Statement of profit or loss Targovax ASA

Amounts in NOK thousands expect per share	Note	2021	2020
Other revenues	6,10	16 041	15 506
<b>Total revenue</b>		<b>16 041</b>	<b>15 506</b>
Research and development expenses	7,8	-15 494	-5 386
Payroll and related expenses	7,8,9,10,11	-42 847	-38 069
Other operating expenses	7,8,12	-7 135	-10 800
Depreciation, amortizations and write downs	15,16,17	-947	-1 136
<b>Total operating expenses</b>		<b>-66 424</b>	<b>-55 391</b>
<b>Operating profit/loss (-)</b>		<b>-50 383</b>	<b>-39 885</b>
Finance income	13	269	596
Finance expense	13	-1 333	-626
<b>Net finance income (expense)</b>		<b>-1 063</b>	<b>-31</b>
<b>Loss before income tax</b>		<b>-51 447</b>	<b>-39 915</b>
Income tax expense	14		
<b>Loss for the period</b>		<b>-51 447</b>	<b>-39 915</b>
<b>Earnings/loss (-) per share</b>			
Basic and dilutive earnings/loss (-) per share	20	-0.58	-0.52

## Statement of comprehensive income Targovax ASA

Amounts in NOK thousands expect per share data	2021	2020
Income/loss (-) for the period	-51 447	-39 915
Items that may be reclassified to profit or loss:		
Exchange differences arising from the translation of foreign operations		
<b>Total comprehensive income/loss (-) for the period</b>	<b>-51 447</b>	<b>-39 915</b>



## Statement of financial position Targovax ASA

Amounts in NOK thousands	Note	31.12.2021	31.12.2020
<b>ASSETS</b>			
Investments in subsidiaries	15	636 077	586 466
Property, plant, and equipment	16	-	3
Right-of use assets	17	2 013	2 885
<b>Total non-current assets</b>		<b>638 090</b>	<b>589 354</b>
Receivables	8,10,13,18	5 897	6 856
Cash and cash equivalents	19	169 996	105 743
<b>Total current assets</b>		<b>175 892</b>	<b>112 599</b>
<b>TOTAL ASSETS</b>		<b>813 983</b>	<b>701 953</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' equity</b>			
Share capital	20	18 833	8 653
Share premium reserve		-	1 046 476
Other reserves		53 279	46 960
Retained earnings		718 772	-415 177
<b>Total equity</b>		<b>790 884</b>	<b>686 912</b>

<b>Non-current liabilities</b>					
Lease liabilities	17	1 126		2 057	
<b>Total non-current liabilities</b>		<b>1 126</b>		<b>2 057</b>	
<b>Current liabilities</b>					
Short-term lease liabilities	17	1 040		912	
Trade payables	21	3 380		524	
Accrued public charges	21	2 817		3 099	
Other current liabilities	21	14 735		8 450	
<b>Total current liabilities</b>		<b>21 972</b>		<b>12 985</b>	
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>813 983</b>		<b>701 953</b>	

Lysaker, 9 March 2022

### The Board of Directors of Targovax ASA

Damian Marron Chairperson of the Board	Bente-Lill Romøren Board member	Johan Christenson Board member
Eva-Lotta Allan Board member	Diane Mellett Board member	Per Samuelsen Board member
Sonia Quaratino Board member	Robert Burns Board member	Erik Digman Wiklund Chief Executive Officer



## Statement of changes in equity – Targovax ASA

Amounts in NOK thousands	Note	Share capital	Share premium	Other reserves	Retained earnings (accumulated losses)	Total equity
<b>Balance at 31 December 2019</b>		<b>6 338</b>	<b>886 899</b>	<b>41 673</b>	<b>-375 262</b>	<b>559 648</b>
Loss for the period					-39 915	-39 915
Other comprehensive income/loss, net of tax					-	-
<b>Total comprehensive income for the period</b>					<b>-39 915</b>	<b>-39 915</b>
Issue of ordinary shares - Capital increase - Private Placement & Subsequent offering	20	2 297	173 724			176 021
Transaction costs – Private Placement			-14 164			-14 164
Share issuance, employee share options & RSUs	20	18	82			99
Transaction costs – employee share options & RSUs			-65			-65
Recognition of share-based payments & RSU's	11			5 287		5 287
<b>Balance at 31 December 2020</b>		<b>8 653</b>	<b>1 046 476</b>	<b>46 960</b>	<b>-415 177</b>	<b>686 912</b>
Loss for the period					-51 447	-51 447
Other comprehensive income/loss, net of tax					-	-
<b>Total comprehensive income for the period</b>					<b>-51 447</b>	<b>-51 447</b>
Issue of ordinary shares - Capital increase – Rights Issue	20	10 174	164 826			175 000
Transaction costs – Rights Issue			-26 040			-26 040
Share issuance, employee share options & RSUs	20		-59			-59
Transaction costs – employee share options & RSUs		5	195			200
Recognition of share-based payments & RSU's	11			6 319		6 319
Reclassification of Share premium			-1 185 396		1 185 396	-
<b>Balance at 31 December 2021</b>		<b>18 833</b>	<b>-</b>	<b>53 279</b>	<b>718 772</b>	<b>790 884</b>



## Statement of cashflow – Targovax ASA

Amounts in NOK thousands	Note	2021	2020
<b>Cash flow from operating activities</b>			
Loss before income tax		-51 447	-39 915
<i>Adjustments for:</i>			
Finance income	13	-269	-596
Finance expense	13	1 333	626
Interest received	13	244	596
Other finance expense	13	-53	-177
Share option expense	11	6 319	5 287
Depreciation	16,17	947	1 136
Change in receivables	18	-19 058	-9 025
Change in other current liabilities	21	8 149	-3 946
<b>Net cash flow from / (used in) operating activities</b>		<b>-53 836</b>	<b>-46 013</b>
<b>Cash flow from investing activities</b>			
Investment in subsidiary	15	-29 593	-62 650
<b>Net cash received from/ (paid in) investing activities</b>		<b>-29 593</b>	<b>-62 650</b>
<b>Cash flow from financing activities</b>			
Repayment of lease liabilities	17	-1 128	-1 229
Proceeds from issuing shares - Rights issue, Private Placement and repair offering	20	175 000	176 021
Payment for share issue cost – Rights issue, Private Placement and repair offering		-25 329	-14 164
Proceeds from exercise of options & RSUs	20	200	99
Payment for share issue cost – share options and RSUs		-59	-65
<b>Net cash generated from financing activities</b>		<b>148 683</b>	<b>160 663</b>
Net increase/(decrease) in cash and cash equivalents		65 254	52 000
Net exchange gain/loss on cash and cash equivalents		-1 001	-241
Cash and cash equivalents at beginning of period		105 743	53 984
<b>Cash and cash equivalents at end of period</b>	19	<b>169 996</b>	<b>105 743</b>



These financial statements have been approved for issue by the Board of Directors on 9 March 2022 and are subject to approval by the Annual General Meeting in April 2022.

## 2. Summary of significant accounting principles

The principal accounting policies applied in the preparation of these financial statements are described in the respective note, or if not, set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Amounts are in thousand Norwegian kroner unless stated otherwise.

### Functional currency

The functional currency of the Company is NOK. Transactions in foreign currency are translated to functional currency using the exchange rate at the date of the transaction. At the end of each reporting period foreign currency monetary items are translated using the closing rate, non-monetary items that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction and non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. Changes in the exchange rate are recognized continuously in the accounting period.

### Presentation currency

The Company's presentation currency is NOK.

### 2.1 Basis for preparation of the annual accounts

The financial statements of Targovax ASA have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union, as well as Norwegian disclosure requirements listed in the Norwegian Accounting Act.

The financial statements are based on historical cost.

The financial statements have been prepared on the basis of uniform accounting principles for similar transactions and events under otherwise similar circumstances.

### 2.2 Accounting principles

#### Foreign exchange

The Company record transactions at initial recognition based on the exchange rate at the date of the transaction. The date of a transaction is the date on which the transaction first qualifies for recognition in accordance with International Financial Reporting Standards. Any exchange

## 1. General information

The Company, Targovax ASA, is a Norwegian public limited liability company and the address of the registered office is Volisveien 19, 1366 Lysaker, Norway.

Targovax (OSE:TRVX) is a clinical stage immuno-oncology company developing oncolytic viruses to target hard-to-treat solid tumors.

The Group's development pipeline is based on a novel proprietary platform:

A virus-based immunotherapy platform (ONCOS) that utilizes engineered oncolytic viruses armed with potent immune-stimulating transgenes to target solid tumors. The aim is to (re)activate the patient's immune system to recognize and attack the patient's own cancer cells thus acting as a form of autologous or self-vaccination. The treatment approach harnesses the patient's own immune system to fight cancer.

Targovax's virus-based oncolytic immunotherapeutic technology has a tumor-selective mechanism of action, making tumors visible to the immune system and educating the immune system to recognize and attack patient specific tumor cells.

The technology is based on adenoviruses engineered to kill tumor cells, primarily via activation of a systemic, patient-specific, tumor-selective immune response. The lead pipeline candidate is ONCOS-102.

Targovax's ONCOS immunotherapy technologies are designed to stimulate the immune system in several ways to recognize and fight cancer. When Targovax's adenovirus is injected into a tumor the presence of the adenovirus attracts cells of the innate immune system such as natural killer (NK) cells and macrophages which are designed to attack the virus.

Targovax is also exploring how novel RNA concepts can be engineered into ONCOS to further enhance the delivery of genetic payloads directly into the tumor. This has the potential to expand the ONCOS program into a versatile and unique platform system for enhanced transgene delivery, as well as to build additional regulatory functionality into the backbone construct. CircRNA is an example of such novel RNA technology being explored in the context of ONCOS, and Targovax is actively building the team to drive these RNA efforts forward.

In addition, Targovax has developed a mutant KRAS program based on the Company's neoantigen vaccine targeting mutant KRAS cancers, covering up to eight different mutations. Oncogenic KRAS mutations are the key genetic driver behind many cancers and therefore considered a central target in oncology drug development.



differences are recognized in statement of profit or loss under financial items in the period in which they arise.

## 2.3 Adoption of new and revised IFRS standards

### Standards and interpretations affecting amounts reported in the current period

The Company has applied the following amendments for the first time for their annual reporting period commencing 1 January 2021:

- Covid-19-Related Rent Concessions – amendments to IFRS 16, and
- Interest Rate Benchmark Reform – Phase 2 – amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16.

The Company also elected to adopt the following amendments early:

- Annual Improvements to IFRS Standards 2018–2020, and
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction – amendments to IAS 12.

The amendments listed above did not have any impact on the amounts recognized in prior periods and are not expected to significantly affect the current or future periods.

None of the other new standards, revised standards, amended standards or interpretations have a material impact on the Company's overall results and financial position.

### Standards and interpretations in issue but not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2021 reporting periods and have not been early adopted by the Company. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

## 2.4 Going concern

The Company works continuously to ensure financial flexibility in the short and long-term to achieve its strategic and operational objectives. To date, the Company has financed its operations through private placements, grants, repair offerings and the initial public offering in connection with the listing of the company's shares on Oslo Stock Exchange in 2016. In December 2021 the

company raised NOK 175 million in gross proceeds through a rights issue, which will ensure financial resources sufficient for all planned activities, in the next twelve months as of 31 December 2021. The Board of Directors has confirmed that the conditions for assuming that the Company is a going concern are present, and that the financial statements have been prepared based on this assumption.



### 3. Important accounting estimates and discretionary assessments

Management makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### Estimated value of share-based payments

At each balance sheet date, the Company revises its estimates of the number of options that are expected to vest. It recognizes the impact of the revision to original estimates, if any, in the statement of profit or loss, with a corresponding adjustment to equity. The estimated turnover rate for unvested share options is 0 percent for all share option plans. See Note 11 Share-based compensation.

#### Estimated value of subsidiaries

Shares and investments intended for long-term ownership are reported in the Company's statement of financial position as non-current assets and valued at cost. The Company determines at each reporting date whether there is any objective indication that the investment in the subsidiary is impaired. If this is the case, the amount of impairment is calculated as the difference between the recoverable amount of the subsidiary and its carrying value and recognizes the amount in the statement of profit or loss. Any realized and unrealized losses and any write downs relating to these investments will be included in the Company's statement of comprehensive income as financial items. See Note 15 Investments in subsidiaries.

#### Deferred tax asset

A deferred tax asset shall be recognized for the carryforward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilized.

The Company cannot prove probable future taxable income large enough to justify recognizing a deferred tax asset in the balance sheet. However, this assumption must be continually assessed, and changes could lead to a significant asset being recognized in the future. This assumption requires significant management judgment. See Note 14 Taxes.

### 4. Segments

The Company's activities during 2021 have been to continue the development and implementation of a strategy with the aim of developing highly targeted immunotherapy treatments for cancer patients.

The Company's lead product has not yet obtained regulatory approval. For management purposes, the Company is organized as one business unit and the internal reporting is structured in accordance with this. The Company is thus currently organized in one operating segment.

### 5. Financial instruments and risk management objectives and policies

The Company's financial assets and liabilities comprise cash at bank and cash equivalents, receivables, borrowings and trade creditors that originate from its operations. All financial assets and liabilities are carried at amortized cost. All financial assets and liabilities are short-term and their carrying value approximates fair value.

The Company does currently not use financial derivatives to manage financial risk such as interest rate risk and currency risk. The Company is subject to market risk, credit risk and liquidity risk.

#### Market risk

Interest rate fluctuations could in the future materially and adversely affect the Company's business, financial condition, results of operations, cash flows, time to market and prospects.

Currently, the Company has no long-term debt other than its leasing liabilities. The Company may in the future be exposed to interest rate risk primarily in relation to any future interest-bearing debt issued at floating interest rates and to variations in interest rates of bank deposits. Consequently, movements in interest rates could have a material and adverse effect on the Company's business, financial condition, results of operations, cash flows, time to market and prospects.



The following table demonstrates the Company's sensitivity to a 1 percent point change in interest rates on cash and cash equivalents at 31 December 2021 and 2020:

Amounts in NOK thousands	2021		2020	
	1% point increase	1% point decrease	1% point increase	1% point decrease
Loss before income tax effect	1 700	-1 700	1 057	-1 057

### Foreign currency risk

Fluctuations in exchange rates could affect the Company's cash flow and financial condition

The Company has currency exposure to both transaction risk and translation risk related to its operating expenses. Transaction risk arises when future commercial transactions or recognized assets or liabilities are denominated in a currency that is not the entity's functional currency. The Company undertakes various transactions in foreign currencies and is consequently exposed to fluctuations in exchange rates. The exposure arises largely from research expenses. The Company is mainly exposed to fluctuations in EUR, USD, GBP and CHF. The Company hedges foreign currency by aligning the cash positions with future expected currency outflows. The Company does not have derivatives for hedge accounting at year-end.

Translation risk arises due to the conversion of amounts denominated in foreign currencies to NOK, the Company's functional currency.

The following tables demonstrate the Company's currency rate sensitivity on financial assets and liabilities at 31 December 2021 and 2020.

The Company's sensitivity to a 10% increase/decrease in EUR against NOK:

Amounts in NOK thousands	2021		2020	
	10% point increase	10% point decrease	10% point increase	10% point decrease
Loss before income tax effect	534	- 534	1 996	- 1 996

The Company's sensitivity to a 10% increase/decrease in USD against NOK:

Amounts in NOK thousands	2021		2020	
	10% point increase	10% point decrease	10% point increase	10% point decrease
Loss before income tax effect	3	- 3	134	-134

The Company's sensitivity to a 10% increase/decrease in GBP against NOK:

Amounts in NOK thousands	2021		2020	
	10% point increase	10% point decrease	10% point increase	10% point decrease
Loss before income tax effect	125	-125	421	-421

The Company's sensitivity to a 10% increase/decrease in CHF against NOK:

Amounts in NOK thousands	2021		2020	
	10% point increase	10% point decrease	10% point increase	10% point decrease
Loss before income tax effect	147	-147	405	-405

### Credit risk

Credit risk is the risk of a counterparty defaulting. The Company has limited credit risk. Outstanding receivables are limited and primarily government grants receivable from various government agencies. No impairment has been recognized. The carrying value of the assets represents the Company's maximum exposure to credit risk.

The credit quality of financial assets can be assessed by reference to credit ratings.



**Cash at bank:**

**Fair value of financial instruments**  
The carrying value of receivables, cash and cash equivalents, borrowings, and trade payables are assessed to approximate fair value.

Amounts in NOK thousands	2021		2020		Rating
	Amount	In %	Amount	In %	
<b>Cash at bank:</b>					
Nordea Bank AB	169 680	100%	56 697	54%	AA-
DNB Bank ASA	-	0%	56 693	54%	AA-
			3	0%	
<b>Money market funds:</b>					
Nordea Likviditet III	316	0%	49 046	46%	
	316	0%	49 046	46%	
<b>Total</b>	<b>169 996</b>	<b>100%</b>	<b>105 743</b>	<b>100%</b>	

Amounts in NOK thousands	2021		2020	
	Carrying amounts	Fair value	Carrying amounts	Fair value
Receivables	5 897	5 897	6 856	6 856
Cash and cash equivalents	169 996	169 996	105 743	105 743
<b>Total financial assets</b>	<b>175 892</b>	<b>175 892</b>	<b>112 599</b>	<b>112 599</b>
Lease liabilities	2 166	2 166	2 969	2 969
Trade payables	3 380	3 380	524	524
<b>Total financial liabilities</b>	<b>5 546</b>	<b>5 546</b>	<b>3 493</b>	<b>3 493</b>



## Liquidity risk

The Company manages liquidity risk by estimating and monitoring cash and liquidity needs on an on-going basis and maintaining adequate reserves and banking facilities. The Company has, after the Rights Issue in the fourth quarter 2021, sufficient cash available to meet its obligations as at 31 December 2021 and related to planned activities in the next 12 months. Hence, the Company is funded into 2023, and will need new funding for the next phases of the development program and subsequent clinical trials. All liabilities at year-end, other than long-term lease liabilities, are short-term and fall due within one year of the reporting date.

The following tables analyses the Company's current and non-current financial liabilities, at 31 December 2021 and 2020 respectively, into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the tables are the financial undiscounted cash flows.

<b>At 31 December 2021</b>		<i>(Amounts in NOK thousands)</i>				
	On demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
Lease liabilities	-	292	876	1 168	-	2 336
Trade payables	-	3 380	-	-	-	3 380
Accrued public charges	-	2 817	-	-	-	2 817
Other current liabilities	-	14 735	-	-	-	14 735
<b>Total</b>	-	<b>21 225</b>	<b>876</b>	<b>1 168</b>	-	<b>23 268</b>

<b>At 31 December 2020</b>		<i>(Amounts in NOK thousands)</i>				
	On demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
Lease liabilities	-	277	832	2 218	-	3 327
Trade payables	-	524	-	-	-	524
Accrued public charges	-	3 099	-	-	-	3 099
Other current liabilities	-	8 450	-	-	-	8 450
<b>Total</b>	-	<b>12 350</b>	<b>832</b>	<b>2 218</b>	-	<b>15 400</b>

## 6. Revenue recognition

Revenue comprises the fair value of consideration received or due consideration for the sale of services in regular business activities. Revenue from providing services is recognized in the accounting period in which the services are rendered. Revenue is presented net of value added tax.

<i>Amounts in NOK thousands</i>	2021	2020
Revenue from subsidiary	16 041	15 498
Other revenue	-	9
<b>Total operating revenue</b>	<b>16 041</b>	<b>15 506</b>

The Company's products are still in the research and development phase, and it has no revenue from sales of products yet.

At end of 2019, Targovax and IOVaxis Therapeutics entered into an option agreement for an exclusive license to develop and commercialize the TG01 and TG02 vaccines in Greater China and Singapore. The intention is that IOVaxis will exercise the option to license TG upon the first regulatory IND approval to start a clinical trial in China. IOVaxis paid an option fee of USD 250,000 to Targovax in 2020, and an additional USD 3 million upfront fee is due when the exclusive license option is exercised. The total development and commercial milestones in the deal are worth up to USD 100 million, in addition to tiered royalties on sales up to the mid-teens. The Company has no revenue from the option agreement in the year 2021 or 2020.

## 7. Research and development expenses

Expenditure on research and development activities is recognized as an expense in the period in which it is incurred. Internal and external research and development costs related to the Company's development of new products are recognized in the statement of profit or loss in the year incurred unless it meets the asset recognition criteria of IAS 38 "Intangible Assets".

Uncertainties related to the regulatory approval process and results from ongoing clinical trials generally indicate that the criteria for asset recognition is not met until the time when the marketing authorization is obtained from regulatory authorities. This assessment requires significant management discretion and estimations.

The following table gives an overview of the Company's research and development expenditures compared to the total operating expenses:

<i>Amounts in NOK thousands</i>	2021		2020	
	Total	Of which R&D	Total	Of which R&D
R&D expenses	15 494	15 494	5 386	5 386
Payroll and related expenses	42 847	18 463	38 069	17 982
Other operating expenses	7 135	23	10 800	24
Depreciation, amortizations and write downs	947	-	1 136	-
<b>Total</b>	<b>66 424</b>	<b>33 980</b>	<b>55 391</b>	<b>23 392</b>

The following research and development expenditures have been expensed:

<i>Amounts in NOK thousands</i>	2021	2020
R&D related consultancy and other expenses	4 325	2 186
Cost of manufacturing for R&D	11 686	1 417
Patent expenses	2 370	2 356
Government grants	-2 888	-573
<b>Total research and development expenses</b>	<b>15 494</b>	<b>5 386</b>

## 8. Government grants

Government grants are recognized at the value of the contributions at the transaction date. Grants are not recognized until it is probable that the conditions attached to the contribution will be achieved. The grant is recognized in the statement of profit or loss in the same period as the related costs and are presented net.

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 Research and development expenses or Other operating expenses.

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

<i>Amounts in NOK thousands</i>	2021	2020
Research and development expenses	2 888	573
Payroll and related expenses	374	292
Other operating expenses	1	1
<b>Total grants</b>	<b>3 263</b>	<b>866</b>

For the full year 2021 the Company has, for SkatteFUNN projects, recognized NOK 3.3 million (NOK 0.9 million in 2020) as cost reduction in Research and development expenses, Payroll and related expenses and Other operating expenses.

Targovax has been awarded a NOK 9.8 million research grant from the Research Council of Norway towards product and clinical development for the TG mutant KRAS cancer vaccine program. This grant is for the period 2022-2025, hence no cost reduction has been recognized in 2021.

See note 22 Events after the reporting date for more information about grants.

**Specification of grants receivables:**

<i>Amounts in NOK thousands</i>	2021	2020
Grants from SkatteFUNN	3 263	866
<b>Total grants receivable</b>	<b>3 263</b>	<b>866</b>



## 9. Payroll and related expenses

Payroll and related expenses are recognized in the statement of profit or loss in the period in which the related costs are incurred or services are provided.

### Defined contribution plans

Targovax ASA has a defined contribution pension plan as required by the Norwegian Law. This pension plan applies to all employees of Targovax ASA. Currently, members of the Management Team with residence outside Norway are not part of the company's respective national pension plans. The company pays these executives an annual amount in addition to base salary in lieu of their participation in a company scheme. For defined contribution pension plans, contributions are paid to pension insurance plans and charged to the statement of profit or loss in the period to which the contributions relate.

### Bonus scheme

In 2018 Targovax implemented a bonus system covering all employees.

The Company recognizes a liability and an expense for bonuses based on a short-term incentive plan for employees linked to achievement of corporate objectives as well as individual objectives determined by the Board. See note 10 Related parties and Management.

### Total payroll and related expenses for the Company are:

Amounts in NOK thousands	2021	2020
Salaries and bonus	28 394	26 526
Employer's national insurance contributions	3 657	4 179
Share-based compensation <sup>1)</sup>	6 319	5 287
Pension expenses – defined contribution plan	1 323	883
Restructuring costs		-150
Other	3 529	1 636
Governmental grants	-374	-292
<b>Total payroll and related expenses</b>	<b>42 847</b>	<b>38 069</b>

1) Share-based compensation has no cash effect.

Number of employees calculated on a full-time basis as at end of period

Number of employees as at end of period

Targovax ASA has a defined contribution pension scheme that complies with requirements of Norwegian occupational pension legislation (OTP). The contribution is expensed when it is accrued.

## 10. Related parties and Management

As the only difference between the Group and the Company concerning Management Team remunerations is that Kirsi Hellström and Kristiina Hyvärinen, CMC Managers Helsinki, is employed by Targovax ASA's subsidiary Targovax Oy, please see Note 10 Related parties and Management in the Group's consolidated financial statements. See Note 10 Related parties and Management and Note 11 Share-based compensation for accounting principle for payroll and related expenses and equity-settled share-based payments in the Company's financial statements.

## 11. Share-based compensation

Equity-settled share-based payments are measured at the fair value of the equity instruments at the grant date.

The fair value of the employee services received in exchange for the grant of the options is recognized as an expense, based on the Company's estimate of equity instruments that will eventually vest. The total amount to be expensed is determined by reference to the fair value of the options granted excluding the impact of any non-market service and performance vesting conditions. The grant date fair value of the options granted is recognized as an employee expense with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options (vesting period).

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

Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

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

At the end of each reporting period, the Company revises its estimates of the number of options that are expected to vest. It recognizes the impact of the revision to original estimates, if any, in statement of profit or loss, with a corresponding adjustment to equity. Changes to the estimates may significantly influence the expense recognized during a period.

### Share options

The Company operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) in Targovax ASA.

At the Annual General Meeting (AGM) in March 2021 the Board of Directors was authorized to increase the Group's share capital in connection with share incentive arrangements by up to the lower of (a) NOK 1 250 000 and (b) 10% of the Company's outstanding shares, options and RSUs. This authorization replaces the previous authorizations to increase the share capital by up to the lower of NOK 1 000,000 and b) 10% of the Company's outstanding shares, options and RSUs given to the Board of Directors at the AGM held in April 2020.

### Related party transactions:

	2021		2020	
	Revenue (expense)	Receivable (Payable) at 31 December	Revenue (expense)	Receivable (Payable) at 31 December
<i>Amounts in NOK thousands</i>				
Subsidiaries:				
expense related to subsidiaries	-1 743	-	-1 324	4 424
receivables related to subsidiaries	16 041	-	15 498	-
Levitski V-Biopharm Consulting	-1 644	-	-1 301	-129

The Company entered into a consulting agreement with Levitski V-Biopharm Consulting, a Zurich based company, in April 2020. Levitski V-Biopharm Consulting is a related party of Victor Levitsky, who is a member of Targovax Management Team, Chief Scientific Officer as from April 2020. Levitski V-Biopharm Consulting is entitled to a consultancy fee of CHF 13,437 per month for a 100% position. Viktor Levitsky reduced his position from 100% to 20% as of 1 November 2021.

### Remuneration to the statutory auditor (excl. VAT):

	2021	2020
<i>Amounts in NOK thousands</i>		
Statutory audit	400	285
Other attestation services	-	18
Tax services	-	50
Other services	45	-
<b>Total</b>	<b>445</b>	<b>353</b>



The following table shows the changes in outstanding options in 2021 and 2020:

	2021		2020	
	No. of options	Weighted avg. exercise price (in NOK)	No. of options	Weighted avg. exercise price (in NOK)
Outstanding at 1 January	7 310 067	12.94	6 028 642	15.26
Granted during the period	2 225 000	4.59	2 335 000	9.94
Exercised during the period	-29 788	6.64	-10 726	7.74
Forfeited	-1 124 017	8.70	-243 230	7.37
Expired	-638 156	19.83	-799 619	23.41
<b>Outstanding no. of options at end of period</b>	<b>7 743 106</b>	<b>10.13</b>	<b>7 310 067</b>	<b>12.94</b>

1) See Note 10 Related parties and Management for further information on granted share options to Management Team.

The average fair value of options granted in 2021 was 2.49 per share and 5.45 per share in 2020. The weighted-average assumptions used to determine the Black Scholes fair value of options granted in 2021 and 2020 were:

	2021	2020
<i>Amounts in NOK thousands</i>		
Volatility (%)	75.82	76.06
Expected life (in years)	3.66	3.66
Risk-free interest rate (%)	1.33	0.42
Share price (NOK)	4.62	10.17
Exercise price (NOK)	4.59	9.94

The expensed share options, NOK 5.8 million in 2021 (Targovax ASA: NOK 5.2 million and Targovax OY: NOK 0.6 million) and NOK 4.9 million in 2020 (Targovax ASA: NOK 4.4 million and Targovax OY: NOK 0.5 million), includes management estimate for employee turnover. The estimated turnover rate used for the year 2021 and 2020 was 10%.

The Company has granted share options under its long-term incentive program (the "LTI Option Program"). The Option Program applies to the Management Team as well to employees in general. Certain former employees and former board members have also been granted options under the LTI Option Program.

Additionally, the Company has in the past granted options as payment for inventions (the "IPR Option Program").

Each share option converts into one ordinary share of the Company on exercise. Options may be exercised at any time from the date of vesting until expiry. The options generally vest over a period of four years: 25 percent of the options vest on the first anniversary of the grant date and the remaining 75 percent of the options vest in equal monthly tranches over the next 36 months. Options expire seven years after the grant date.

In general, the exercise price of the options is set at the fair value of the shares at grant date.

Certain former employees and former board members have also been granted options under the LTI Option Program as replacement for historical option holdings.

There were granted 2 225 000 share options during 2021 and 2 335 000 share options during 2020.

As of 31 December 2021, there are in total 7 743 106 (7 310 067 at 31 December 2020) outstanding options for all option programs: 7 652 698 (7 219 659 at 31 December 2020) options under the LTI Option Program and 90 408 (90 408 at 31 December 2020) options under the IPR Option Program.

Fair value of the options has been calculated at grant date. The fair value of the options was calculated using the Black-Scholes model. The expected volatility for options issued in 2021 and 2020 is estimated at average of 75.82% and 76.06 %, based on the volatility of comparable listed companies. The volume weighted average interest rate applied to the share options grants in 2021 and 2020 is 1.33% and 0.42%.



At 31 December 2021, the range of exercise prices and weighted average remaining contractual life of the options were as follows:

Exercise price	Outstanding options				Vested outstanding			
	Outstanding options per 12/31/2021	Weighted average remaining contractual life	Weighted average remaining years until vesting	Weighted average exercise price	Vested outstanding per 12/31/2021	Weighted average exercise price	Weighted average remaining life vested	Weighted average remaining life vested
0.00-0.51	64 872	0.50	0.38	0.51	14 833	0.51	0.50	0.50
0.51-7.50	3 287 982	5.47	1.23	4.83	1 023 671	6.48	3.38	3.38
7.50-9.30	785 000	5.23	1.03	8.30	253 330	8.66	3.27	3.27
9.30-12.39	1 827 496	4.94	0.90	9.90	739 996	10.34	3.41	3.41
12.39-21.50	1 285 309	2.48	0.00	19.11	1 262 715	19.16	2.47	2.47
21.50-21.96	-	0.00	0.00	0.00	-	0.00	0.00	0.00
21.96-25.00	381 433	0.50	0.00	24.42	381 433	24.42	0.50	0.50
25.00-37.60	111 014	0.67	0.00	36.52	111 014	36.52	0.67	0.67
Total	7 743 106	4.47	0.84	10.13	3 786 992	14.27	2.69	2.69

At 31 December 2020, the range of exercise prices and weighted average remaining contractual life of the options were as follows:

Exercise price	Outstanding options				Vested outstanding			
	Outstanding options per 12/31/2020	Weighted average remaining contractual life	Weighted average remaining years until vesting	Weighted average exercise price	Vested outstanding per 12/31/2020	Weighted average exercise price	Weighted average remaining life vested	Weighted average remaining life vested
0.00-0.51	64 872	1.50	1.16	0.51	14 833	0.51	1.50	1.50
0.51-7.50	1 234 000	5.93	1.10	6.47	319 242	6.42	5.90	5.90
7.50-9.30	1 216 000	5.09	0.75	8.25	502 519	8.22	4.21	4.21
9.30-12.39	2 490 298	6.14	1.70	10.50	457 480	11.85	2.85	2.85
12.39-21.50	950 128	3.30	0.11	18.22	756 305	18.43	3.11	3.11
21.50-21.96	681 755	2.70	0.01	21.96	635 487	21.96	2.66	2.66
21.96-25.00	562 000	1.07	0.00	25.00	562 000	25.00	1.07	1.07
25.00-37.60	111 014	1.44	0.00	36.58	109 969	36.67	1.42	1.42
Total	7 310 067	4.74	0.91	12.94	3 357 835	17.15	3.01	3.01

From 1 January 2022 to 9 March 2022, 300 000 share options were granted to members of management, and 115 000 additional share options were granted to other employees, see note 22 Events after the reporting date.

The following table shows the changes in outstanding RSUs in 2021 and 2020:

	2021		2020	
	No. of RSU's	Weighted avg. exercise price (in NOK)	No. of RSU's	Weighted avg. exercise price (in NOK)
Outstanding at 1 January	199 084	0.10	268 060	0.10
Granted during the period	121 752	0.10	95 491	0.10
Exercised during the period	-21 299	0.10	-164 467	0.10
Forfeited	-	-	-	-
Expired	-	-	-	-
<b>Outstanding no. of Restricted Stock Units at end of period</b>	<b>299 537</b>	<b>0.10</b>	<b>199 084</b>	<b>0.10</b>

From 1 January 2022 to 9 March 2022 no RSUs have been granted to Board of Directors.

## Restricted Stock Units

The Board of Directors may choose to receive their remuneration, or parts thereof, in the form of restricted stock units (RSUs). If the Board members choose to receive the Board remuneration in RSUs they must choose to either (i) receive 100% of the compensation in RSUs, (ii) receive 1/3 of the compensation in cash and 2/3 in RSUs, or (iii) receive 2/3 of the compensation in cash and 1/3 in RSUs.

The number of RSUs to be granted to the members of the Board of Directors is calculated as the NOK amount of the RSU opted portion of total compensation to the Board member, divided by the market price of the Targovax ASA share. The market price is calculated as the volume weighted average share price the 10 trading days prior to the grant date. The RSUs will be non-transferable and each RSU will give the right and obligation to acquire shares in Targovax ASA (at nominal value) subject to satisfaction of the applicable vesting conditions. When the RSUs have vested, the participant must during the following three-year period select when to take delivery of the shares.

The total compensation to each member of the Board of Directors for the period between the AGM 2021-2022 have been set out in the minutes from the Annual General Meeting 17 March 2021. The Annual General Meeting 17 March 2021 decided to remunerate the Board of Directors for the period between the AGM 2021 to the AGM 2022 with a combination of cash and Restricted Stock Units (RSUs), hence at the 17 March 2021, additional 121 752 RSUs were granted to the Board of Directors.

The average fair value of RSUs granted in 2021 was 8.67 per share and 8.22 per share in 2020. The weighted-average assumptions used to determine the Black Scholes fair value of RSUs granted in 2021 and 2020 were:

	2021	2020
Volatility (%)	65.00	77.93
Expected life (in years)	1	1
Risk-free interest rate (%)	0.23	0.29
Share price (NOK)	8.77	8.32
Exercise price (NOK)	0.1	0.1

The expensed RSUs in 2021 and 2020 was NOK 1.1 million and NOK 0.9 million. A total of 299 537 RSUs was outstanding at 31 December 2021.

## 12. Other operating expenses

Expenditure on Other operating expenses is recognized in the statement of profit or loss as an expense in the period in which it is incurred.

<i>Amounts in NOK thousands</i>	2021	2020
Consultancy, advisors' expenses and IR	3 611	6 915
Travel expenses	344	266
Facilities expenses	358	564
IT services and IT-related accessories	1 349	1 450
Conferences and training	248	271
Other	1 226	1 474
Impaired debt – Targovax Solutions LLC	-	-139
Government Grants	-1	-
<b>Total operating expenses</b>	<b>7 135</b>	<b>10 800</b>

## 13. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### Financial assets

The Company's financial assets are: governmental grant receivables and cash and cash equivalents.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

The Company measures financial assets at amortized cost if both of the following conditions are met:

- o The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows and,
- o 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.

The Company's financial assets at amortized cost includes trade receivables, receivables from subsidiaries, governmental grant receivables and other short-term deposit. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under IFRS 15 Revenue from contracts with customers.

### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's consolidated statement of financial position) when:

- o The rights to receive cash flows from the asset have expired, or
- o The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either



**Finance income and expense**

All finance income and finance expense, except for foreign exchange income/expense, are related to financial assets and financial liabilities carried at amortized cost. Finance income consists of interest income and foreign exchange gain. Finance expense mainly consists of interest expense and exchange loss.

**Finance income is:**

<i>Amounts in NOK thousands</i>	2021	2020
Interest income on bank deposit	-	98
Interest income on Money Market fund, Nordea Likviditet III	269	471
Interest income on tax repaid	-	26
Net currency gain - bank and other operating items	-	-
<b>Total finance income</b>	<b>269</b>	<b>596</b>

**Finance expense is:**

<i>Amounts in NOK thousands</i>	2021	2020
Interest expense on lease liabilities	253	208
Other interest expense	169	102
Net currency loss - bank and other operating items	911	314
Other finance expense	-	3
<b>Total finance expense</b>	<b>1 333</b>	<b>626</b>

- a) the Company has transferred substantially all the risks and rewards of the asset, or
- b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

Financial assets at amortized cost

Currently, all the Company's financial assets are categorized as receivables. As at 31 December 2021 and 2020 the Company has TNOK 0 in trade receivables, TNOK 3 263 and TNOK 866 in government grant receivables and the Company has TNOK 801 and TNOK 800 in short-term deposits. The Company has currently not recognized any non-current financial assets.

**Financial liabilities**

Financial liabilities are classified, at initial recognition, as loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. Derivatives are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Derivatives are financial liabilities when the fair value is negative, accounted for similarly as derivatives as assets.

**Loans, borrowings and payables**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit or loss.

Payables are measured at their nominal amount when the effect of discounting is not material.

**Derecognition of financial liabilities**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

**Liabilities at amortized cost (Loans and borrowings)**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method.

## 14. Tax

Income tax expense comprise current income tax (tax payable) and deferred tax.

Deferred taxes are recognized based on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets arising from deductible temporary differences are recognized to the extent that it is probable that taxable profits will be available so temporary differences can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

The tax losses can be carried forward indefinitely. The Company considers that a deferred tax asset related to accumulated tax losses cannot be recognized in the statement of financial position until the product under development has been approved for marketing by the relevant authorities. This assumption is continually assessed, and changes could lead to significant deferred tax asset being recognized in the future. This assumption requires significant management judgment.

The Company is in the research phase of its product development and has incurred significant tax losses related to its operations. Targovax ASA has a total tax loss carried forward of NOK 526 million at 31 December 2021 (31 December 2020: NOK 451 million).

No current or deferred tax charge or liability has been recognized for 2021 or 2020.

The tax effects of temporary differences and tax losses carried forward at 31 December are as follows:

Amounts in NOK thousands	2021	2020
Fixed assets	-56	-67
Leasing	-153	-84
Share options and RSUs	-82	-671
Financial instruments	30	118
Tax loss carried forward	-526 090	-451 168
Temporary differences and tax losses carried forward at 31.12	-526 351	-451 873
Deferred tax asset (22% (2020;22%)) not recognized	115 797	99 412
Deferred tax asset	-	-
<b>Amounts in NOK thousands</b>	<b>2021</b>	<b>2020</b>
<b>Loss before income tax</b>	<b>-51 447</b>	<b>-39 915</b>
Tax calculated at (22%) / (22%)	-11 318	-8 781
Tax effect permanent differences	-5 067	-2 187
Change in deferred tax not recognized	16 385	10 968
<b>Tax expense</b>	<b>-</b>	<b>-</b>

## 15. Investments in subsidiaries

Shares and investments intended for long-term ownership are reported in the Company's statement of financial position as non-current assets and valued at cost. The Company determines at each reporting date whether there is any objective indication that the investment in the subsidiary is impaired. If this is the case, the amount of impairment is calculated as the difference between the recoverable amount of the subsidiary and its carrying value and recognizes the amount in the statement of profit or loss. Any realized and unrealized losses and any write downs relating to these investments will be included in the Company's statement of comprehensive income as financial items.

	Location	Year incorp.	Share capital	Ownership
Subsidiary:				
Targovax OY (prev. Oncos Therapeutics OY)	Helsinki, Finland	2015	EUR 4 035	100 %

Please see Note 15 Intangible assets and impairment test in the 2021 Annual report for the Targovax Group for further details on the excess value of the intangible assets related to the investment in Targovax OY. The performed sensitivity analysis of the intangible assets where the input assumptions are worsened to stress test the discounted cash flow model indicate that there is no current need to write down the value of the investment in the subsidiary.

## 16. Property, plant and equipment

Property, Plant and equipment (non-current assets) are carried at cost less accumulated depreciation and accumulated impairment losses. Acquisition cost includes expenditures that are directly attributable to the acquisition of the individual item. Other non-current assets 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.

At the end of each reporting period, the Company reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss.

The Company has no property, plant and equipment at 31 December 2021, the property, plant and equipment of NOK 2,985 at 31 December 2020 consist mainly of office equipment. No impairment losses have been recognized. No development costs have been recognized as assets as per 31 December 2021.

Amounts in NOK thousands	Furniture, fittings & equipment	Total
<b>Cost:</b>		
<b>2020</b>		
Opening balance	356	356
Additions	-	-
At 31 December 2020	356	356
<b>2021</b>		
Opening balance	356	356
Additions	-	-
At 31 December 2021	356	356
<b>Accumulated depreciation and impairment:</b>		
<b>2020</b>		
Opening balance	321	321
Depreciation and impairment charge	32	32
At 31 December 2020	353	353
<b>2021</b>		
Opening balance	353	353
Depreciation and impairment charge	3	3
At 31 December 2021	356	356
Carrying amount:		
<b>At 31 December 2020</b>	<b>3</b>	<b>3</b>
<b>At 31 December 2021</b>	<b>0</b>	<b>0</b>

## 17. Leases

### Accounting policies

#### Identifying a lease

At the inception of a contract, The Company 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. To determine whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The agreement creates enforceable rights of payment and obligations
- The identified asset is physically distinct
- It has the right to obtain substantially all of the economic benefits from use of the asset
- It has the right to direct the use of the asset
- The supplier does not have a substantive right to substitute the asset throughout the period of use

#### Separating components in the lease contract

For contracts that constitute, or contain a lease, 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 Company then accounts for each lease component within the contract as a lease separately from non-lease components of the contract. The Company allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components. If an observable stand-alone price is not readily available, the Company estimates this price by maximising the use of observable information.

#### Recognition of leases and exemptions

At the lease commencement date, 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 Company recognizes the lease payments as Other operating expenses in the statement of profit or loss when they incur.

#### Measuring the lease liability

The lease liability is initially measured 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 to extend the lease when the Company is reasonably certain to exercise this option, and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option.

The lease payments included in the measurement comprise of:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date
- Amount expected to be payable by the Company under residual value guarantees
- The exercise price of a purchase option, if the Company is reasonably certain to exercise that option
- Payments of penalties for terminating the lease, if the lease term reflects the Company exercising an option to terminate the lease.

The Company do not include variable lease payments in the lease liability arising from contracted index regulations subject to future events, such as inflation. Instead, the Company recognizes these costs in profit or loss in the period in which the event or condition that triggers those payments occurs.

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



**Right-of-use assets**

The Group leases offices and other facilities, machinery and equipment. The Group's right-of-use assets are categorized and presented in the table below:

Right-of use assets	Buildings	Total
<i>Amounts in NOK thousands</i>		
<b>Acquisition cost 1 January 2020</b>	<b>3 271</b>	<b>3 271</b>
Addition of right-of-use assets	3 607	3 607
Disposals	-3 271	-3 271
<b>Acquisition cost 31 December 2020</b>	<b>3 607</b>	<b>3 607</b>
<b>2020</b>		
<b>Accumulated depreciation and impairment 1 January 2020</b>	<b>1 738</b>	<b>1 738</b>
Depreciation 2020	1 105	1 105
Disposals	-2 122	-2 122
<b>Accumulated depreciation and impairment 31 December 2020</b>	<b>721</b>	<b>721</b>
<b>Carrying amount of right-of-use assets 31 December 2020</b>	<b>2 885</b>	<b>2 885</b>
<b>2021</b>		
<b>Acquisition cost 1 January 2021</b>	<b>3 607</b>	<b>3 607</b>
Addition of right-of-use assets	72	72
<b>Acquisition cost 31 December 2021</b>	<b>3 679</b>	<b>3 679</b>
<b>2021</b>		
<b>Accumulated depreciation and impairment 1 January 2021</b>	<b>721</b>	<b>721</b>
Depreciation 2021	944	944
Disposals		
<b>Accumulated depreciation and impairment 31 December 2021</b>	<b>1 666</b>	<b>1 666</b>
<b>Carrying amount of right-of-use assets 31 December 2021</b>	<b>2 013</b>	<b>2 013</b>
Remaining lease term at 31 December 2021	2 year	

remeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect adjustments in lease payments due to an adjustment in an index or rate.

Company presents its lease liabilities as separate line items in the statement of financial position.

*Measuring the right-of-use asset*

The right-of-use asset is initially measured at cost. The cost of the right-of-use asset comprise:

- The amount of the initial measurement of the lease liability
- Any lease payments made at or before the commencement date, less any lease incentives received
- Any initial direct costs incurred by the Company
- An estimate of costs to be incurred by the Company in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

The right-of-use asset is subsequently measured at cost less accumulated depreciation and impairment losses. 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 Company has elected to not apply the revaluation model for its right of use asset for leased buildings.

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.

Company presents its right-of-use assets as separate line items in the consolidated statement of financial position.



Summary of the lease liabilities	Buildings	Total
<i>Amounts in NOK thousands</i>		
<b>Total lease liabilities at 01.01.2021</b>	<b>2 969</b>	<b>2 969</b>
New lease liabilities recognized in the year	72	72
Cash payments for the principal portion of the lease liability	- 1 128	- 1 128
Cash payments for the interest portion of the lease liability	-	-
Interest expense on lease liabilities	253	253
Currency exchange differences	-	-
<b>Total lease liabilities at 31 December 2021</b>	<b>2 166</b>	<b>2 166</b>
<b>Summary of other lease expenses recognized in profit or loss</b>		
Variable lease payments expensed in the period	-	-
Operating expenses in the period related to short-term leases (including short-term low value assets)	56	49
Operating expenses in the period related to low value assets (excluding short-term leases included above)	-	-
<b>Total lease expenses included in other operating expenses</b>	<b>56</b>	<b>49</b>

Please see note 21. Current liabilities for current lease liabilities and Statement of cash flow for cash outflow for leases.

The leases do not contain any restrictions on the Company's dividend policy or financing. The Company does not have significant residual value guarantees related to its leases to disclose. The Company has not been granted any rent concessions due to the COVID-19 pandemic in 2021 or 2020.

Lease liabilities	Buildings	Total
<i>Amounts in NOK thousands</i>		
<b>Total lease liabilities at 01.01.2020</b>	<b>1 533</b>	<b>1 533</b>
New lease liabilities recognized in the year	3 607	3 607
Disposal of lease liabilities	- 1 150	- 1 150
Cash payments for the principal portion of the lease liability	- 1 229	- 1 229
Cash payments for the interest portion of the lease liability	-	-
Interest expense on lease liabilities	208	208
Currency exchange differences	-	-
<b>Total lease liabilities at 31 December 2020</b>	<b>2 969</b>	<b>2 969</b>
<b>Summary of other lease expenses recognized in profit or loss</b>		
Variable lease payments expensed in the period	-	-
Operating expenses in the period related to short-term leases (including short-term low value assets)	49	49
Operating expenses in the period related to low value assets (excluding short-term leases included above)	-	-
<b>Total lease expenses included in other operating expenses</b>	<b>49</b>	<b>49</b>

Please see note 21. Current liabilities for current lease liabilities and Statement of cash flow for cash outflow for leases.



## 18. Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional. Loans and receivables carried at amortized cost are recognized at the transaction price plus direct transaction expenses. The Company's financial asset receivables mainly comprise short-term deposits for office leases, receivable from subsidiaries and government grants in the Statement of financial position, see Note 8. Government grants for further information of the recognition of grants in the statement of profit or loss. Other receivables comprise VAT receivables and prepaid expenses.

<i>Amounts in NOK thousands</i>	2021	2020
Trade receivables	-	-
Receivable from subsidiaries	-	4 424
Receivable government grants	3 263	866
Short-term deposits	801	800
<b>Financial asset receivables</b>	<b>4 064</b>	<b>6 090</b>
Other receivables	1 832	766
<b>Total receivables</b>	<b>5 897</b>	<b>6 856</b>

## 19. Cash and cash equivalents

Cash and short-term deposits in the Statement of financial position comprise cash at bank and other short-term highly liquid investments with original maturities of three months or less.

<i>Amounts in NOK thousands</i>	2021	2020
Bank deposits	169 680	56 697
Money Market fund, Nordea Likviditet III	316	49 046
<b>Total cash and cash equivalents</b>	<b>169 996</b>	<b>105 743</b>

Restricted cash specification:

<i>Amounts in NOK thousands</i>	2021	2020
Income tax withholding from employee compensation	2 299	2 038
Rent deposits <sup>1</sup>	801	800
<b>Total restricted cash</b>	<b>3 100</b>	<b>2 838</b>

<sup>1</sup> Classified as Receivables.

## 20. Share capital and shareholder information

The Company raised gross proceeds of NOK 175 million in a rights issue in fourth quarter 2021 through the allocation of 101,744,186 new shares at a subscription price of NOK 1.72 per share. The rights issue was resolved by the Company's Board of Directors based on the authorization granted at the Company's Annual General Meeting held 25 November 2021.

The Company raised gross proceeds of NOK 101 million in a private placement in first quarter 2020 through the allocation of 12,627,684 new shares at a subscription price of NOK 8.0 per share. In October 2020, the Company successfully completed a private placement, raising gross proceeds of approximately NOK 75 million, through the allocation of 10,344,828 new shares at a subscription price of NOK 7.25 per share. The private placements and the issuance of the new shares was resolved by the Company's board of directors based on the authorization granted at the Company's annual general meeting held on 30 April 2019 and 29 April 2020.

Share capital as at 31 December 2021 is 18 832 659.10 (31 December 2020: 8 653 131.80) comprising 188 326 591 ordinary shares at nominal value NOK 0.10 (31 December 2020: 86 531 318 at NOK 0.10). All shares carry equal voting rights.

The movement in the number of shares during the period was as follows:

	2021	2020
Ordinary shares at beginning of period	86 531 318	63 383 613
Share issuance – Rights Issue, private placement and repair offering	101 744 186	22 972 512
Share issuance, employee share options and RSUs	51 087	175 193
<b>Ordinary shares at end of period</b>	<b>188 326 591</b>	<b>86 531 318</b>

The 20 largest shareholders are as follows at 31 December 2021:

Shareholder	# shares	%
Avanza Bank AB	19 814 638	10.5 %
HealthCap	12 405 584	6.6 %
Fjärde AP-fonden	8 700 456	4.6 %
Nordnet Bank AB	6 297 113	3.3 %
ABN AMRO Global Custody Services N	5 323 904	2.8 %
Goldman Sachs & Co. LLC	5 186 162	2.8 %
Radiumhospitalets Forskningsstiftelse	4 427 255	2.4 %
Nordnet Livsforsikring AS	4 244 392	2.3 %
Danske Bank AS	2 819 768	1.5 %
MP Pensjon PK	2 517 055	1.3 %
Nordnet Livsforsikring AS	2 382 495	1.3 %
Thorendahl Invest AS	2 000 000	1.1 %
VPF Nordea Kapital	1 748 448	0.9 %
Sivillingenør Jon-Arild Andreassen AS	1 700 000	0.9 %
VPF Nordea Avkastning	1 649 274	0.9 %
Tor Westerheim	1 300 057	0.7 %
J.P. Morgan Bank Luxembourg S.A.	1 252 575	0.7 %
Egil Pettersen	1 243 057	0.7 %
Arild Staxwold Skipperud	1 186 375	0.6 %
Verdipapirfondet Nordea Norge Plus	1 076 603	0.6 %
<b>20 largest shareholders</b>	<b>87 275 211</b>	<b>46.3 %</b>
Other shareholders (6 346)	101 051 380	53.7 %
<b>Total shareholders</b>	<b>188 326 591</b>	<b>100.0 %</b>



### The 20 largest shareholders are as follows at 31 December 2020:

Shareholder	# shares	%
HealthCap	12 405 584	14.3 %
Radiumhospitalets Forskningsstiftelse	4 427 255	5.1 %
Fjärde AP-fonden	4 000 000	4.6 %
Thorendahl Invest AS	1 750 000	2.0 %
VPF Nordea Kapital	1 748 448	2.0 %
VPF Nordea Avkastning	1 649 274	1.9 %
Bækkelaget Holding AS	1 603 287	1.9 %
Nordnet Bank AB	1 529 969	1.8 %
Danske Bank AS	1 446 001	1.7 %
Nordnet Livsforsikring AS	1 429 953	1.7 %
Morgan Stanley & Co. International	1 343 716	1.6 %
The Bank of New York Mellon SA/NV	1 290 959	1.5 %
Verdipapirfondet Nordea Norge Plus	1 076 603	1.2 %
MP Pensjon PK	1 061 925	1.2 %
State Street Bank and Trust Comp	1 038 000	1.2 %
Goldman Sachs & Co. LLC	993 850	1.1 %
Egil Pettersen	917 951	1.1 %
J.P. Morgan Bank Luxembourg S.A.	820 000	0.9 %
Barclays Capital Securities Ltd	770 717	0.9 %
Prieta AS	720 000	0.8 %
<b>20 largest shareholders</b>	<b>42 023 492</b>	<b>48.5 %</b>
Other shareholders (5 844)	44 507 826	51.5 %
<b>Total shareholders</b>	<b>86 531 318</b>	<b>100.0 %</b>

### Earnings per share

Earnings per share are calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share is calculated as profit or loss attributable to ordinary shareholders of the Company, adjusted for the effects of all dilutive potential options.

Amounts in NOK thousands	2021	2020
Loss for the period	-51 447	-39 915
Average number of outstanding shares during the period	89 076	77 106
<b>Earnings/ loss per share - basic and diluted</b>	<b>-0.58</b>	<b>-0.52</b>

Share options and RSUs issued have a potential dilutive effect on earnings per share.

Share options and RSUs shall be treated as dilutive only if their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations. As the Company is currently loss-making, an increase in the average number of shares would have anti-dilutive effects. Hence, no dilutive effect has yet been recognized.

## 21. Current liabilities

The Company's current liabilities consist of financial liabilities as short-term lease liabilities and current trade payables, and other current liabilities as withholding taxes and accrued expenses, and are classified as "current liabilities". Short-term lease liabilities are classified as current liabilities if payment is due within one year or less. Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Trade payable and other financial liabilities are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

### Current liabilities consist of:

<i>Amounts in NOK thousands</i>	2021	2020
Short-term lease liabilities	1 040	912
Trade payables	3 380	524
<b>Financial liabilities</b>	<b>4 420</b>	<b>1 436</b>
Other current liabilities	17 552	11 549
<b>Total current liabilities</b>	<b>21 972</b>	<b>12 985</b>

## 22. Events after the reporting date

### Post-period highlights

- In January 2022, appointed circRNA discoverer Dr. Thomas B Hansen as VP of Science to manage the NextGen ONCOS circRNA pipeline program
- In February 2022, announced a research collaboration with Prof. Michael Uhlin at Karolinska Institutet in Stockholm, Sweden, for development and characterization of NextGen ONCOS viruses
- In January 2022, received NOK 8.2m grant award by Innovation Norway towards the TG mutant KRAS vaccine program
- In January 2022, received patents for ONCOS-102 in combination with chemotherapy in China and Japan
- In February 2022, appointed Dr. Lubor Gaal as Chief Financial Officer
- In March 2022, announced a collaboration with Agenus on mutant KRAS cancer vaccine adjuvanted with QS-21 STIMULON™

### Share options

From 1 January 2022 to 9 March 2022, 300 000 options for shares have been granted Key Management of the Group and 115 000 new options for shares have been granted to other employees.

### RSUs

From 1 January 2022 to 9 March 2022, 88 351 RSUs have been exercised by Board member and primary insider Robert Burns.

Please see important events after balance sheet date in the Director's report for further details.



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 5 years from the election by the general meeting of the shareholders on 5 April 2017 for the accounting year 2017.

*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 of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The Groups business activities are largely unchanged compared to last year. Impairment of intangible assets contain approximately the same complexity and risks as previous year and have been in focus for our audit also this year.

**Key Audit Matter**

**How our audit addressed the Key Audit Matter**

*Impairment of intangible assets*

We refer to Note 15 where management explain recognition of intangible assets and impairment test.

Following the acquisition of Oncos Therapeutics in 2015, most of the purchase price was allocated to intangible assets related to the ONCOS-102 virus-based immunotherapy platform. The asset has a book value of NOK 371 727 thousand as of 31 December 2021.

The value of the intangible assets in the Group is highly dependent on successful development of commercial biotech products. The carrying amount of intangible assets represent a significant portion of total assets for the Group. No impairment loss on intangible assets were recognized in the statement of profit or loss for 2021.

The intangible assets are still under development and do not yet generate revenue. The impairment test was based on a discounted cash flow method. Several of the assumptions, including

We obtained management's impairment test. The test includes documentation about how management assessed cash-generating units (CGUs) and key assumptions applied by management. We scrutinised ourselves that the impairment test contained the elements required by IFRS. We tested the mathematical accuracy of the impairment model.

We challenged the assumptions applied by management related to calculation of revenues and compared the assumptions such as number of incidents, sales prices, and likelihood of approval with public available information and data from comparable companies. We found management's assumptions to be reasonable.

We assessed the assumptions for remaining development costs used in the calculations by comparing them to internal budgets and forecasts. We found that the applied costs in the model are in line with budgets and forecasts.

We evaluated the discount rate used by management by comparing its composition to empirical data for risk-free interest rate, relevant risk premium and debt ratio. Key assumptions used were benchmarked against

(2)



To the General Meeting of Targovax ASA

*Independent Auditor's Report*

*Report on the Audit of the Financial Statements*

*Opinion*

We have audited the financial statements of Targovax ASA, which comprise:

- The financial statements of the parent company Targovax ASA (the Company), which comprise the statement of financial position as at 31 December 2021, the statement of profit or loss, statement of comprehensive income, statement of changes in equity and statement of cash flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and
- The consolidated financial statements of Targovax ASA and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2021, the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion:

- the financial statements comply with applicable statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2021, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU, and
- the financial statements give a true and fair view of the financial position of the Group as at 31 December 2021, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting 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 as required by laws and regulations and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International

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 Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap



discount rate (WACC), sales price, remaining development costs and likelihood of approval with the regulatory authorities were judgmental.

We considered impairment of intangible assets for the Group to be a Key Audit Matter due to the significant amount the intangible assets represent in the consolidated statement of financial position and the level of management judgments related to assumptions in the impairment test.

external data and our own internal data. The discount rate applied is considered to be appropriate.

In addition, we have performed analysis to evaluate how sensitive the model is to changes in the key assumptions which have been applied.

We assessed that information about managements impairment test, including information about assumptions used and sensitivity analysis performed, was disclosed in notes to the consolidated financial statements and found the information to be appropriate.

#### Other Information

The Board of Directors and the Managing Director (management) are responsible for the information in the Board of Directors' report and the other information accompanying the financial statements. The other information comprises information in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the information in the Board of Directors' report nor the other information accompanying the financial statements.

In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report and the other information accompanying the financial statements. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the other information accompanying the financial statements and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report and the other information accompanying the financial statements otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report or the other information accompanying the financial statements. We have nothing to report in this regard.

Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors' report

- is consistent with the financial statements and
- contains the information required by applicable legal requirements.

Our opinion on the Board of Directors' report applies correspondingly to the statements on Corporate Governance and Corporate Social Responsibility.

#### Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting 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.

(3)



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 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 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. We design and perform audit procedures responsive to these 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.
- 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 or 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 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 a true and fair view.
- 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.

(4)



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 Requirements**

#### ***Report on compliance with Regulation on European Single Electronic Format (ESEF)***

##### ***Opinion***

We have performed an assurance engagement to obtain reasonable assurance that the financial statements with file name "Targovax Annual Report 2021-12-31 en" have been prepared in accordance with Section 5-5 of the Norwegian Securities Trading Act (Verdipapirhandelloven) and the accompanying Regulation on European Single Electronic Format (ESEF).

In our opinion, the financial statements have been prepared, in all material respects, in accordance with the requirements of ESEF.

##### ***Management's Responsibilities***

Management is responsible for preparing, tagging and publishing the financial statements in the single electronic reporting format required in ESEF. This responsibility comprises an adequate process and the internal control procedures which management determines is necessary for the preparation, tagging and publication of the financial statements.

##### ***Auditor's Responsibilities***

For a description of the auditor's responsibilities when performing an assurance engagement of the ESEF reporting, see: <https://revisorsforeningen.no/revisjonsberetninger>

Oslo, 9 March 2022  
PriceWaterhouseCoopers AS

Herman Skjæveland  
State Authorised Public Accountant



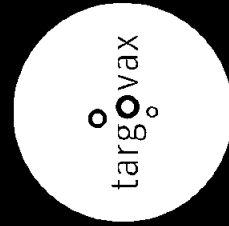
**Targovax ASA**

**Norwegian office:**

Vollsvelen 19,  
N-1366 Lysaker  
Phone: +47 21 39 88 10

**Finnish office:**

Stella Business Park,  
Lars Sonckin kaari 14  
FI- 02600 Espoo  
Phone: +358 10 279 4000  
[www.targovax.com](http://www.targovax.com)





Targovax AS  
v/ Christian Hals, Advokatfirmaet Thommessen AS, chh@thommessen.no

Deres ref:

Vår ref: 853850

Dato: 9.9.2015

### **Targovax AS - Søknad om dispensasjon fra verdipapirhandelloven § 5-13 vedrørende krav til språk ved informasjonspliktige opplysninger**

Det vises til søknad fra Targovax AS av 28. august 2015. I søknaden søkes det om dispensasjon fra kravet i verdipapirhandelloven § 5-13 om å rapportere informasjonspliktige opplysninger på norsk. I denne sammenheng søkes det om å benytte engelsk som språk ved rapportering av informasjon som nevnt.

Utstedere med Norge som hjemstat skal i utgangspunktet offentliggjøre opplysninger på norsk, jf. verdipapirhandelloven § 5-13 første ledd. Oslo Børs har hjemmel til å gi dispensasjon fra dette utgangspunktet, jf. forskrift 6. desember 2007 nr. 1359 om innsendelse av flaggemeldinger, offentliggjøring av flaggemeldinger og meldepliktige handler, samt delegering av myndighet til å unnta fra språkkrav etter verdipapirhandelloven (heretter benevnt "forskriften"). I forskriften § 3 heter det følgende:

"§ 3 Delegering av dispensasjonsmyndighet fra språkkrav

*Regulert marked der verdipapirene er opptatt til handel kan gjøre unntak fra kravet i verdipapirhandelloven § 5-13 første og annet ledd om å gi opplysninger på norsk. Ved vurderingen av om det skal gjøres unntak skal det legges vekt på utstederens aksjonærsammensetning, hvor byrdefullt det fremstår for utstederen å gi opplysninger på norsk i tillegg til andre språk, utstederens arbeidsspråk, og om utstederen før forskriftens ikrafttredelse har hatt dispensasjon."*

Forskriften er utarbeidet av Finanstilsynet, og i høringsnotatet av 5. november 2007 til forskriften uttalte Finanstilsynet følgende om delegeringen (høringsnotatet punkt 3):

*"Drøftingene i verdipapirhandellovens forarbeider tilsier at kravet om at opplysninger skal gis på norsk skal være det klare utgangspunktet for utsteder med Norge som hjemstat. Forarbeidene omtaler derimot ikke aktuelle momenter som bør tas i betraktning ved utøvelsen av dispensasjonsskjønnet. Finanstilsynet mener at dispensasjon bare bør gis etter en individuell vurdering, og oppstiller noen vilkår for det regulerte markedets utøvelse av dispensasjonsskjønnet. Momenter ved vurderingen bør være aksjonærsammensetning, hvor byrdefullt det fremstår for utstederen å gi opplysninger på norsk i tillegg til andre språk, utstederens arbeidsspråk, og hvilken tradisjon utstederselskapet har hatt (dvs om de før forskriftens ikrafttredelse har hatt dispensasjon)."*



Børsen har foretatt en konkret vurdering av forholdene som er beskrevet i selskapets søknad i forhold til kriteriene i ovennevnte forskrift.

Etter børsens vurdering er de anførte forholdene tilstrekkelige for å kunne innvilge dispensasjon fra språkkravet for Targovax AS.

Det er i søknaden opplyst at selskapet har internasjonal ledelse, engelsktalende nøkkelansatte, internasjonal selskapsstruktur og at selskapets arbeidsspråk er engelsk. Videre opplyses det at all fagterminologi knyttet til selskapets virksomhet er internasjonal. Det fremgår av søknaden at selskapet har liten stab og at det vil påløpe merkostnader som etter selskapet sin vurdering ikke vil gi noe ekstra informasjon til brukerne ved at det rapporteres på norsk i tillegg. Selskapet har per i dag 23 utenlandske aksjonærer som til sammen utgjør ca 46 % i forhold til samlet eierandel og forventer betydelig utenlandsk innslag også etter emisjon i forbindelse med børsintroduksjon.

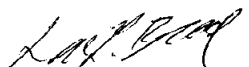
Oslo Børs har i vurderingen lagt vekt på at selskapet har engelsk som arbeidsspråk, herunder selskapets internasjonale virksomhet, samt at selskapet har internasjonal ledelse og engelsktalende nøkkelansatte. Det er videre lagt vekt på at selskapet forventer et betydelig innslag av utenlandske aksjonærer i forbindelse med emisjonen i tilknytning til børsintroduksjonen. Det er også lagt vekt på at selskapet er i noteringsprosess og at selskapet dermed ikke tidligere som notert selskap har skapt forventning om å rapportere på norsk i markedet. Det fremstår etter en samlet vurdering beredde på å rapportere på norsk.

På denne bakgrunn har Oslo Børs truffet følgende vedtak:

Med hjemmel i forskrift 6. desember 2007 nr. 1359 § 3 første punktum innvilger Oslo Børs søknaden fra Targovax AS om dispensasjon fra verdipapirhandeloven § 5-13.

Vedtaket er enkeltvedtak og kan påklages til Finanstilsynet innen 3 uker fra underretning om vedtaket er kommet frem til vedkommende part, jf. forvaltningsloven §§ 28 og 29, jf. § 1. Eventuell klage stiles til Finanstilsynet og sendes til Oslo Børs.

Med hilsen  
OSLO BØRS ASA

  
Lars Jacob Braarud  
Vice President Listing

  
Linn Cathrin Slettedal  
Senior Manager Listing



## Skattedirektoratet

Saksbehandler  
Rune Tystad

Deres dato  
11.12.2015

Vår dato  
04.01.2016

Telefon  
977 59 464

Deres referanse  
Øystein Soug

Vår referanse  
2015/1191052

TARGOVAX ASA  
Vollsveien 6  
1366 LYSAKER

## Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk for Targovax ASA, org.nr. 996 162 095

- Vi viser til deres brev av 11. desember 2015 der dere søker om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for Targovax ASA.

Skattedirektoratet gir på bakgrunn av en konkret helhetsvurdering Targovax ASA tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen forutsetter at opplysningene som vedtaket baserer seg på ikke endres vesentlig, samt at selskapet gis tillatelse til å rapportere på engelsk til Oslo Børs i tilfelle børsnotering.

Kopi av dette brevet må sendes Regnskapsregisteret i Brønnøysund sammen med årsregnskapet. Det påligger den regnskapspliktige å dokumentere ved dette brev at tillatelsen er gitt.

### Bakgrunn

Targovax ASA har 23 utenlandske aksjonærer som til sammen utgjør 45,8 % i forhold til samlet eierandel. Selskapets største aksjonær (31,6 %) er hjemmehørende i Delaware, USA. Selskapet har datterselskaper i Finland og Sveits. I ledelsen av selskapet og i de utenlandske datterselskapene er det fremmedspråklige ansatte som vil bidra med innspill på engelsk til års- og delårsrapporter og andre informasjonspliktige opplysninger. En vesentlig del av selskapets ledelse og nøkkelpersoner kommuniserer kun på engelsk. All intern rapportering til ledelsen og styret foregår på engelsk. Kommunikasjon og rapportering av finansielle tall internt i organisasjonen foregår på engelsk. I tillegg har selskapet flere utenlandske eiere som ønsker rapportering på engelsk. På grunn av sin internasjonale virksomhet har selskapet løpende korrespondanse med utenlandske regulatoriske myndigheter. All slik korrespondanse er på engelsk og all fagterminologi er internasjonal. Den norske versjonen utarbeides kun for å tilfredsstille regnskapsloven. Selskapet har som mål å bli børsnotert i løpet av året 2016.

### Skattedirektoratets vurdering

Etter regnskapsloven § 3-4 tredje ledd skal ”årsregnskapet og årsberetningen ... være på norsk. Departementet kan ved ... enkeltvedtak bestemme at årsregnskapet og/eller årsberetningen kan være på et annet språk.”

I Ot. prp. nr. 42 (1997-1998) Om lov om årsregnskap m.v., er det uttalt følgende om regnskapslovens formål, jf. pkt. 1.1:

Postadresse  
Postboks 9200 Grønland  
0134 Oslo

Besøksadresse:  
Se [www.skatteetaten.no](http://www.skatteetaten.no)  
Org.nr: 996250318  
E-post: [skatteetaten.no/sendepost](mailto:skatteetaten.no/sendepost)

Sentralbord  
800 80 000  
Telefaks  
22 17 08 60



*Regjeringen har som siktemål at regnskapsloven skal bidra til informative regnskaper for ulike grupper av regnskapsbrukere. Regnskapsbrukerne er dels investorer og kreditorer som tilfører kapital til foretakene, og dels andre grupper som har interesse av å vite hvordan foretaket drives, f.eks. de ansatte og lokalsamfunnet. Informasjonen til kapitalmarkedet skal gi grunnlag for riktig prising av finansielle objekter. Riktig prisdannelse på aksjer er en forutsetning for at ressursbruken i samfunnsøkonomien skal bli best mulig. Gode regnskaper vil også gjøre det vanskeligere for markedsdeltakere å ta ut spekulasjonsgevinster med basis i skjevt fordelt informasjon.*

Det fremgår således at et av hovedformålene med regnskapsloven er å bidra til “*informative regnskaper for ulike grupper av regnskapsbrukere*”. Regnskapsbrukere vil omfatte, jf. uttalelsen i proposisjonen, blant andre investorer, kreditorer, ansatte og lokalsamfunnet.

Det er etter Skattedirektoratets vurdering derfor avgjørende ved vurdering av om dispensasjon fra kravet til å utarbeide årsregnskap og/eller årsberetning på norsk kan gis, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir vesentlig berørt negativt ved en eventuell dispensasjon.

Som nevnt ovenfor er det særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har Skattedirektoratet lagt vekt på at en stor del av selskapets aksjonærer er utenlandske. Videre er det vektlagt at en vesentlig del av selskapets ledelse og nøkkelansatte kommuniserer kun på engelsk, og at all intern rapportering til ledelsen og styret foregår på engelsk.

Vennligst oppgi vår referanse ved henvendelser i saken.

Med hilsen

Torstein Kinden Helleland  
seniorrådgiver  
Rettsavdelingen, foretaksskatt  
Skattedirektoratet

Rune Tystad

*Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer*