Zelluna ASA Remuneration Report

2024





Remuneration report 2024

Background

Note that the legal name of the Company in FY2024 was Ultimovacs ASA / Ultimovacs Group (also comprising Ultimovacs AB). Due to the merger business combination Zelluna Immunotherapy AS completed in March 2025 and associated name change to Zelluna ASA, "Zelluna", or the "Company" will be used in this report.

The board of Zelluna shall annually prepare a remuneration report describing how the Company complies with its own guidelines for remuneration to senior executives. The report covers remuneration to senior executives defined as the company's management team. The report has been prepared in accordance with the Public Limited Liability Companies Act § 6-16b and associated regulations as well as the European Commission's template for a report on remuneration.

Purpose and general remuneration principles

These guidelines constitute a framework for which remuneration to the executive management may be decided during the period for which the guidelines are in force. The Company is a biotech company and competes for senior management talent within the international pharmaceutical industry. The guidelines attempt to ensure the Company's competitiveness as an employer within the industry.

The Company's remuneration principles shall be designed to ensure responsible and sustainable remuneration decisions that support the Company's business strategy, long-term interests and sustainable business practices. To this end, salaries and other employment terms shall enable the Company to recruit, retain and develop skilled senior executives with relevant experience and competence. The remuneration shall be on market terms, competitive, and reflect the performance and responsibilities of individual senior executives.

Zelluna's guidelines for remuneration to senior executives are available on the company's website, www.zelluna.com. The auditor's confirmation of the company's compliance with the guidelines is available in this report.

Compliance with the guidelines

The complete remuneration for 2024 has been in accordance with the remuneration guidelines approved by the General Assembly in 2024.

The base management salary is regarded as competitive in order to attract and retain the most attractive managers. The salary level is in our view

not of a size that could harm the Company's reputation, or significantly above the norm for employees with similar background and in similar positions in comparable companies. The salary level should, however, ensure that the Company can attract and retain executive employees with the desired expertise and experience.

There have been no variable remuneration, bonuses or severance payments in 2024 to the Management Team.

There were no outstanding loans or guarantees made to related parties, the Board of Directors, the Management Team or any other employees as of 31 December 2023 or as of 31 December 2024.

Main events during 2024

The remuneration guidelines and report apply to the management team of the Company, which includes the CEO and certain other executives who, from time to time, are members of the management and directly report to the CEO. The management team consisted of 10 people during the first half of 2024, but as part of company downsizing due to negative results from clinical studies, the management team was reduced to six people by year end. The following left the company during the second half of 2024: Gudrun Trøite (Head of Project Coordination), Anne Worsøe (Head of IR and Communications), Ton Berkien (CBO) and Ingunn Hagen (Head of research).

On 17 December 2024, Ultimovacs ASA (legal name of the Company during FY2024) announced an agreement to combine its business with Zelluna Immunotherapy AS. On the same date, Carlos de Sousa left his position as CEO of Ultimovacs ASA. His notice period lasts until 31 March 2025, with no obligation to work for the company during this period. De Sousa will maintain all regular benefits, pension rights and holiday pay during this period. Following the notice period, de Sousa will receive 12 months' severance pay, paid over the course of 12 months, starting from 1 April 2025. De Sousa will in this period not receive any pension or holiday pay rights, or other benefits. During the last 6-month period, any income from new employment/ engagements will be deducted from the severance pay. The total severance package, including pension, holiday pay and other benefits during the 3' months notice period, amounts to MNOK 6.7. An accrual of MNOK 7.7 (including social security tax of MNOK 0.9) was booked in Q4 2024 comprising the above mentioned elements relating to the severance pay package.



Management remuneration

Below is an overview of the remuneration received by the Management team in 2023 and 2024. 'Salary' comprise fixed salary including holiday pay. 'Benefits in kind' comprise telephone and insurance for all employees. In addition, the CEO, CFO, CMO, CTO and CBO have either company cars or receive a cash car allowance. The Company also covers the costs of an apartment in Norway for the CEO up to a certain amount.

'Share option' is the IFRS cost in relation to the share option plan for all options not exercised. Please refer to the next page for more information regarding the allocated and outstanding share options. With the exception of options, the Management team does not have any other regular variable pay or other variable benefits.

CEO and Management in the Norwegian entity participate in a defined contribution pension plan with the same terms as all other employees in the Norwegian entity.

The Chief Business Officer, who was employed in the Swedish entity, was entitled to a defined contribution pension plan where the annual accrual is currently 20% of the annual salary. The Head of Regulatory and QA, who is also employed in the Swedish entity, has a pension accrual of 25% of the annual salary.

The CBO and Head of Regulatory and QA, employed in Ultimovacs AB, receive their remuneration in SEK (Swedish Kroner). The amounts in the tables below are translated to NOK by using the average SEK/NOK rate for the respective year. The share option remuneration is in NOK.

| MANAGEMENT REMUNERATION 2024 (NOK 1 000) | BASE SALARY* | BENEFITS IN KIND | VARIABLE REMUNER. | SHARE OPTIONS | PENSION COST | TOTAL REMUNER- ATION |
|---|-----------------|---------------------|----------------------|------------------|-----------------|----------------------------|
| Carlos de Sousa (CEO)** | 5 128 | 494 | - | 384 | 130 | 6 136 |
| Hans Vassgård Eid (CFO) | 2 931 | 214 | - | 921 | 130 | 4 196 |
| Jens Egil Torbjørn Bjørheim (CMO) | 2 836 | 244 | - | 921 | 130 | 4 132 |
| Audun Tornes (CTO) | 1 732 | 266 | - | 663 | 130 | 2 792 |
| Gudrun Trøite (Head of Project Coordin.)** | 1 301 | 11 | _ | -225 | 86 | 1 173 |
| Ingunn Hagen Westgaard (Head of R&D)** | 1 832 | 25 | - | -173 | 130 | 1 814 |
| Øivind Foss (Head of Clinical Operations) | 1 756 | 19 | - | 719 | 130 | 2 624 |
| Ton Berkien (CBO)** | 2 101 | 156 | - | -454 | 406 | 2 210 |
| Anne Worsøe (Head of IR and Comm.)** | 1 378 | 11 | - | -299 | 86 | 1 176 |
| Orla Mc Callion (Head of Reg. and QA) | 1 472 | 5 | = | 652 | 368 | 2 497 |
| Total remuneration | 22 467 | 1 446 | - | 3 111 | 1726 | 28 750 |

| MANAGEMENT REMUNERATION 2023 (NOK 1 000) | BASE SALARY* | BENEFITS IN KIND | VARIABLE REMUNER. | SHARE OPTIONS | PENSION COST | TOTAL REMUNER- ATION |
|---|-----------------|---------------------|----------------------|------------------|-----------------|----------------------------|
| Carlos de Sousa (CEO) | 4 843 | 542 | - | 995 | 124 | 6 503 |
| Hans Vassgård Eid (CFO) | 2 768 | 262 | - | 1 251 | 124 | 4 404 |
| Jens Egil Torbjørn Bjørheim (CMO) | 2 678 | 238 | - | 1 251 | 124 | 4 290 |
| Audun Tornes (CTO) | 1 635 | 262 | 51 | 848 | 124 | 2 925 |
| Gudrun Trøite (Head of Project Coordin.) | 1 635 | 18 | - | 721 | 124 | 2 498 |
| Ingunn Hagen Westgaard (Head of R&D) | 1 635 | 26 | - | 785 | 124 | 2 570 |
| Øivind Foss (Head of Clinical Operations) | 1 658 | 18 | - | 911 | 124 | 2 711 |
| Ton Berkien (CBO) | 2 585 | 205 | - | 1 138 | 500 | 4 429 |
| Anne Worsøe (Head of IR and Comm.) | 1 692 | 17 | - | 474 | 124 | 2 307 |
| Orla Mc Callion (Head of Reg. and QA) | 1 358 | 5 | - | 670 | 340 | 2 373 |
| Total remuneration | 22 488 | 1 594 | 51 | 9 044 | 1 828 | 35 009 |

^{*} Base salary in the table also includes payment of vacation pay which was accumulated from the previous year

^{**} No longer employed in Zelluna as per year end 2024. Carlos de Sosua has left his position, however, his notice period lasts until 31 March 2025, with no obligation to work for the company during this period.



Please note that the 'total remuneration' in the table below includes share option remuneration that is based on theoretical values of the options and the vested percentage of the options during the year. This value does not reflect current market value of the vested/unvested options, and/or actual cash remuneration to the employee, only the pro rata share of booked IFRS costs in the financial statement for each individual. The NOK/%-change in total remuneration in the table is therefore in most cases higher than the actual change in cash remuneration received during the year for each respective employee with option holdings. As of March 2024, no options are in-the-money.

n.a.: if the employee has not been employed two full consecutive years.

| TOTAL REMUNERATION TO THE MANAGE INCLUDING IFRS OPTION COSTS (NOK 1 0 | | 2024 | 2023 | 2022 | 2021 | 2020 |
|---|-------------|-----------|-----------|-----------|-----------|-----------|
| Carlos de Sousa (CEO from 1 June 2020) | Total NOK | 6 136 | 6 503 | 8 131 | 7 822 | 5 443 |
| | Change NOK | -367 | -1 628 | 309 | 2 379 | - |
| | Change % | -5.6 % | -20.0 % | 3.9 % | n.a. | - |
| Øyvind Arnesen (CEO until 30 April 2020) | Total NOK | - | - | - | 1 997 | 3 278 |
| | Change NOK | - | - | - | -1 281 | 232 |
| | Change % | 0.0 % | 0.0 % | 0.0 % | n.a. | 7.6 % |
| Hans Vassgård Eid (CFO) | Total | 4 196 | 4 404 | 4 985 | 3 929 | 3 296 |
| | Change NOK | -207 | -581 | 1 056 | 633 | 549 |
| | Change % | -4.7 % | -11.7 % | 26.9 % | 19.2 % | 20.0 % |
| Jens Egil Torbjørn Bjørheim (CMO) | Total | 4 132 | 4 290 | 4 777 | 3 738 | 2 696 |
| | Change NOK | -159 | -487 | 1 040 | 1 041 | 447 |
| | Change % | -3.7 % | -10.2 % | 27.8 % | 38.6 % | 19.9 % |
| Audun Tornes (Chief Technology Officer) | Total | 2 792 | 2 925 | 3 073 | 2 398 | 2 120 |
| | Change NOK | -134 | -147 | 675 | 278 | 305 |
| | Change % | -4.6 % | -4.8 % | 28.1 % | 13.1 % | 16.8 % |
| Gudrun Trøite (Head of Project Coordin.) | Total | 1 173 | 2 498 | 2 774 | 2 231 | 1 865 |
| | Change NOK | -1 325 | -276 | 543 | 366 | 361 |
| | Change % | n.a. | -9.9 % | 24.3 % | 19.6 % | 24.0 % |
| Ingunn Hagen Westgaard (Head of R&D) | Total | 1 814 | 2 570 | 2 843 | 2 244 | 1 836 |
| | Change NOK | -755 | -273 | 598 | 408 | 309 |
| | Change % | n.a. | -9.6 % | 26.7 % | 22.2 % | 20.3 % |
| Øivind Foss (Head of Clinical Operations) | Total | 2 624 | 2 711 | 2 975 | 2 259 | 1 959 |
| | Change NOK | -87 | -264 | 716 | 300 | 302 |
| | Change % | -3.2 % | -8.9 % | 31.7 % | 15.3 % | 18.2 % |
| Ton Berkien (Chief Business Officer) | Total | 2 210 | 4 429 | 4 165 | 3 539 | 267 |
| | Change NOK | -2 219 | 264 | 626 | 3 272 | - |
| | Change % | n.a. | 6.3 % | 17.7 % | n.a. | - |
| Anne Worsøe (Head of IR and Comm.) | Total | 1 176 | 2 307 | 1 876 | 426 | - |
| | Change NOK | -1 131 | 431 | 1 450 | - | - |
| | Change % | n.a. | 22.9 % | n.a. | - | - |
| Orla Mc Callion (Head of Reg. and QA) | Total | 2 497 | 2 373 | 2 000 | 407 | - |
| | Change NOK | 124 | 373 | 1 593 | - | - |
| | Change % | 5.2% | 18.6 % | n.a. | - | - |
| Profit (loss) after tax | | (201 061) | (189 239) | (167 792) | (164 722) | (120 552) |
| FTEs in company | | 20.2 | 25.0 | 23.2 | 21.3 | 18.8 |
| FTEs in company excluding Management | 11.4 | 15.0 | 13.2 | 12.8 | 11.2 | |
| Average total remuneration per FTE excl. | Management* | 1 415 | 1 607 | 1 659 | 1 227 | 1 394 |
| | | | | | | |

^{*} As 10 non-management employees left during the year, the IFRS option costs for these FTEs were significantly lower than in 2023, since many options were terminated during the year resulting in a negative IFRS cost, as well as few option tranches vested during 2024 in comparison to 2023.



| REMUNERATION TO THE MANAGEMENT TEAM (NUMBER OF OPTIONS) | AWARD PLAN | AWARD DATE | VESTING DATE | STRIKE PRICE *(NOK) | OPENING BALANCE | TERMINATED (-) / AWARDED DURING THE YEAR | VESTED DURING THE YEAR | EXERCISED DURING THE YEAR | VESTED INSTRU- MENTS 31.12.2024 | CLOSING BALANCE 31.12.2024 |
|---|------------|------------|-----------------|---------------------------|--------------------|---|------------------------------|---------------------------------|--|----------------------------------|
| Carlos de Sousa | Plan 2020 | 25.05.2020 | 1y/2y/3y | 39.15 | 362 185 | - | Fully vested | - | | |
| (CEO) | Plan 2021 | 16.04.2021 | 1y/2y/3y | 61.99/8.18 | 53 850 | - | 26 925 | - | 418 410 | 425 535 |
| | Plan 2023 | 21.04.2023 | 1y/2y/3y | 8.18 | 9 500 | - | 2 375 | - | | |
| Hans Vassgård Eid | Plan 2019 | 03.06.2019 | 1y/2y/3y | 31.25 | 62 500 | - | Fully vested | - | | |
| (CFO) | Plan 2020 | 25.05.2020 | 1y/2y/3y | 39.15 | 56 000 | - | Fully vested | - | | |
| | Plan 2021 | 16.04.2021 | 1y/2y/3y | 61.99/8.18 | 59 000 | - | 29 500 | - | 203 375 | 234 000 |
| | Plan 2022 | 21.04.2022 | 1y/2y/3y | 8.18 | 47 000 | - | 11 750 | - | | |
| | Plan 2023 | 21.04.2023 | 1y/2y/3y | 8.18 | 9 500 | - | 2 375 | - | | |
| Jens Egil Torbjørn Bjørheim | Plan 2019 | 03.06.2019 | 1y/2y/3y | 31.25 | 53 000 | - | Fully vested | - | | |
| (Chief Medical Officer) | Plan 2020 | 25.05.2020 | 1y/2y/3y | 39.15 | 56 000 | - | Fully vested | - | | |
| | Plan 2021 | 16.04.2021 | 1y/2y/3y | 61.99/8.18 | 59 000 | - | 29 500 | - | 193 875 | 224 500 |
| | Plan 2022 | 21.04.2022 | 1y/2y/3y | 8.18 | 47 000 | - | 11 750 | - | | |
| | Plan 2023 | 21.04.2023 | 1y/2y/3y | 8.18 | 9 500 | - | 2 375 | - | | |
| Audun Tornes | Plan 2019 | 03.06.2019 | 1y/2y/3y | 31.25 | 38 000 | - | Fully vested | - | | |
| (Chief Technology Officer) | Plan 2020 | 25.05.2020 | 1y/2y/3y | 39.15 | 34 500 | - | Fully vested | - | | |
| | Plan 2021 | 16.04.2021 | 1y/2y/3y | 61.99/8.18 | 35 000 | - | 17 500 | - | 124 875 | 147 000 |
| | Plan 2022 | 21.04.2022 | 1y/2y/3y | 8.18 | 30 000 | - | 7 500 | - | | |
| | Plan 2023 | 21.04.2023 | 1y/2y/3y | 8.18 | 9 500 | - | 2 375 | - | | |
| Gudrun Trøite** | Plan 2019 | 03.06.2019 | 1y/2y/3y | 31.25 | 7 314 | _ | Fully vested | - | | |
| (Head of Project Coordination) | Plan 2020 | 25.05.2020 | 1y/2y/3y | 39.15 | 34 500 | - | Fully vested | - | | |
| | Plan 2021 | 16.04.2021 | 1y/2y/3y | 61.99/8.18 | 35 000 | - | 17 500 | - | 89 189 | 89 189 |
| | Plan 2022 | 21.04.2022 | 1y/2y/3y | 83.46 | 20 000 | -10 000 | 5 000 | - | | |
| | Plan 2023 | 21.04.2023 | 1y/2y/3y | 128.61 | 9 500 | -7 125 | 2 375 | - | | |
| Ingunn Hagen Westgaard ** | Plan 2019 | 03.06.2019 | 1y/2y/3y | 31.25 | 16 895 | -16 895 | Fully vested | - | | |
| (Head of R&D) | Plan 2020 | 25.05.2020 | 1y/2y/3y | 39.15 | 34 500 | -34 500 | Fully vested | - | | |
| | Plan 2021 | 16.04.2021 | 1y/2y/3y | 61.99/8.18 | 35 000 | -35 000 | 17 500 | - | 0 | 0 |
| | Plan 2022 | 21.04.2022 | 1y/2y/3y | 8.18 | 25 000 | -25 000 | 6 250 | - | | |
| | Plan 2023 | 21.04.2023 | 1y/2y/3y | 8.18 | 9 500 | -9 500 | 2 375 | - | | |
| Ton Berkien** | Plan 2021 | 16.04.2021 | 1y/2y/3y | 61.99 | 59 000 | - | 29 500 | - | | |
| (Chief Business Officer) | Plan 2022 | 21.04.2022 | 1y/2y/3y | 83.46 | 47 000 | -23 500 | 11 750 | - | 84 875 | 84 875 |
| | Plan 2023 | 21.04.2023 | 1y/2y/3y | 128.61 | 9 500 | -7 125 | 2 375 | - | | |



| REMUNERATION TO THE MANAGEMENT TEAM (NUMBER OF OPTIONS) | AWARD PLAN | AWARD DATE | VESTING DATE | STRIKE PRICE *(NOK) | OPENING BALANCE | TERMINATED (-) / AWARDED DURING THE YEAR | VESTED DURING THE YEAR | EXERCISED DURING THE YEAR | VESTED INSTRU- MENTS 31.12.2024 | CLOSING BALANCE 31.12.2024 |
|---|------------|------------|-----------------|---------------------------|--------------------|---|------------------------------|---------------------------------|--|----------------------------------|
| Øivind Foss | Plan 2019 | 03.06.2019 | 1y/2y/3y | 31.25 | - | - | - | - | | |
| (Head of Clinical Operations) | Plan 2020 | 25.05.2020 | 1y/2y/3y | 39.15 | 34 500 | - | Fully vested | - | | |
| | Plan 2021 | 16.04.2021 | 1y/2y/3y | 61.99/8.18 | 35 000 | - | 17 500 | - | 89 375 | 114 000 |
| | Plan 2022 | 21.04.2022 | 1y/2y/3y | 8.18 | 35 000 | - | 8 750 | - | | |
| | Plan 2023 | 21.04.2023 | 1y/2y/3y | 8.18 | 9 500 | - | 2 375 | - | | |
| Anne Worsøe ** | Plan 2022 | 21.04.2022 | 1y/2y/3y | 83.46 | 22 500 | -11 250 | 5 625 | - | 12 005 | 12 005 |
| (Head of IR and Comm.) | Plan 2023 | 21.04.2023 | 1y/2y/3y | 128.61 | 9 500 | -7 125 | 2 375 | - | 13 625 | 13 625 |
| Orla Mc Callion | Plan 2022 | 21.04.2022 | 1y/2y/3y | 8.18 | 38 000 | - | 9 500 | - | 01 275 | 47 500 |
| (Head of Regulatory and QA) | Plan 2023 | 21.04.2023 | 1y/2y/3y | 8.18 | 9 500 | - | 2 375 | | 21 375 | 47 500 |

^{*} For the Plan 2021 options, 50% of the options have a strike price of NOK 61.99 per share and 50% have a strike price of NOK 8.18 per share.

Performance period: permanent employment prior to award date

Vesting date: a vesting schedule of 25%/25%/50% after 1/2/3 years applies generally, but a vesting schedule of 33%/33%/33% after 1/2/3 years applies specifically for options granted to Carlos de Sousa (CEO) in 2020.

End of holding period: 7 years from grant date for all options

Option exercise: Option exercise periods were half yearly in 2020 and 2021, and quarterly from 2022. No members of the Management team exercised options in 2024 or 2023.

Revised terms of the employee share option program in 2024: As a measure to stimulate retention of non-redundant team members (*) after the downsizing the organization during 2024, the board of directors of Zelluna decided to revise the terms of parts of the share option program. The terms of the already issued share options to the employees who were not made redundant during the downsizing process, i.e. employees that were not served notice of termination during April 2024, were adjusted as follows:

The strike price was adjusted for the following subset of the currently non-exercised options; 100% of the options issued in 2023 (i.e., 98,500 options with a previous strike price of NOK 128.61 per share), 100% of the options issued in 2022 (i.e., 303,500 options with a previous strike price of NOK 83.46 per share), and 50% of the options issued in 2021 (i.e., 185,825 options with a previous strike price of NOK 61.99 per share). For these options, the new strike price is NOK 8.18 per share, which is equal to the volume weighted average share price the last five trading days prior to the date of this decision, June 24th, 2024. The Company has per 31.12.2024, 2,289,285 outstanding options, of which a total of 587,825 options was subject to this revised strike price.

^{**} Since Gudrun Trøite, Ton Berkien and Anne Worsøe left the Company during the first half of 2024 as part of the downsizing process, their non-vested options were terminated. As part of the severance agreement for all employees leaving as part of the downsizing process, all vested are not to be terminated until 30 September 2025, and only then become void and lapse without compensation to the previous employee unless exercised. Ingunn Hagen Westgaard resigned in November 2024, and all options were terminated by year-end 2024.



Remuneration of the Board of Directors

Board of Directors was remunerated with fixed fees. was elected to serve as Deputy board member, but As of 2024, the joint Board of Directors also acted as resigned from this role in August 2024. the Audit Committee, and therefore did not receive any additional remuneration for this, as committee Note that the table below shows the accumulated members did in previous years.

Jònas Einarsson has been the Chair since 2018. On the General Meeting held on April 18, 2024, board members Haakon Stenrød, Leiv Askvig and Eva S. Dugstad were not up for re-election.

In accordance with the remuneration policy, the Ketil Fjerdingen (previously a regular board member)

board remuneration for each respective year, payable the following year.

| REMUNERATION TO THE BOARD OF DIRECTORS (NOK 1 000) | | 2024 | 2023 | 2022 | 2021 | 2020 |
|--|------------|-------|-------|-------|-------|-------|
| Jónas Einarsson (Chairman of the Board) | Total NOK | 450 | 450 | 400 | 400 | 400 |
| | Change NOK | - | 50 | _ | _ | - |
| | Change % | 0 % | 13 % | 0 % | 0 % | 0 % |
| Henrik Schüssler (Board member) | Total | 250 | 250 | 200 | 200 | 200 |
| | Change NOK | - | 50 | - | - | - |
| | Change % | 0 % | 25 % | 0 % | 0 % | 0 % |
| Kari Grønås (Board member) | Total | 250 | 250 | 200 | 200 | 200 |
| | Change NOK | - | 50 | - | - | - |
| | Change % | 0 % | 25 % | 0 % | 0 % | 0 % |
| Ketil Fjerdingen (Deputy board member)* | Total NOK | 75 | 250 | 200 | 200 | 200 |
| | Change NOK | - | 50 | = | = | - |
| | Change % | n.a. | 25 % | 0 % | 0 % | 0 % |
| Haakon Stenrød** | Total | - | 290 | 220 | 220 | 30 |
| | Change NOK | - | 70 | - | 190 | 30 |
| | Change % | - | 32 % | 0% | n.a. | n.a. |
| Leiv Askvig** | Total | - | 320 | 235 | 235 | 235 |
| | Change NOK | - | 85 | = | - | - |
| | Change % | - | 36 % | 0 % | 0 % | 0 % |
| Eva S. Dugstad** | Total | - | 250 | 200 | 200 | 200 |
| | Change NOK | - | 50 | = | - | - |
| | Change % | - | 25 % | 0 % | 0 % | 0 % |
| Aitana Peire*** | Total | - | 170 | 200 | 200 | 30 |
| | Change NOK | - | -30 | - | 170 | 30 |
| | Change % | - | n.a. | 0 % | n.a. | n.a. |
| Håkan Englund | Total | - | - | = | 200 | 200 |
| | Change NOK | - | - | = | - | - |
| | Change % | | | | 0 % | 0 % |
| Kristin L.A. Wilhelmsen | Total | - | - | - | - | 220 |
| | Change NOK | - | - | - | - | - |
| | Change % | | | | | 0 % |
| Total remuneration | | 1 025 | 2 230 | 1 855 | 2 055 | 1 915 |

^{*} Ketil Fjerdingen was a board member until the General Meeting held on April 18, 2024, and was then elected as debuty board member. He resigned from his position as deputy member of the Company's Board of Directors on August 7, 2024.

*** Resigned from board member positions at the General Meeting held on April 18, 2024.

*** Resigned from board member position on November 28, 2023.



Board of Directors' statement on the remuneration report

It is the view of the Board of Directors that remuneration of the Board of Directors and of the Management Team for the financial year 2024 has been conducted in alignment with Zelluna's remuneration policy as approved by the general assembly on 18 April 2024 and according to the requirements in the Norwegian Companies Act § 6-16 b.

The report will be presented for an advisory vote at the Annual General Meeting planned for 29 April

Board of Directors and CEO of Zelluna ASA

Oslo, 1 April 2025

| Sign | Sign | Sign |
|-------------------------|--------------------|-----------------|
| Anders Tuv | Bent Jakobsen | Eva-Lotta Allan |
| Chairman of the Board | Board member | Board member |
| Sign | Sign | Sign |
| Charlotte Berg-Svendsen | Hans Ivar Robinson | Namir Hassan |
| Board member | Board member | CEO |





Statsautoriserte revisorer Ernst & Young AS

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Medlemmer av Den norske Revisorforening

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON REMUNERATION REPORT

To the General Meeting of Zelluna ASA

Opinion

We have performed an assurance engagement to obtain reasonable assurance that Zelluna ASA's report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31 December 2024 has been prepared in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

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

Board of directors' responsibilities

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

Our independence and quality control

We are independent of the company in accordance with the requirements of the relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. The firm applies International Standard on Quality Management, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's responsibilities

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

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







Oslo, 1 April 2025 **ERNST & YOUNG AS**

Erik Søreng

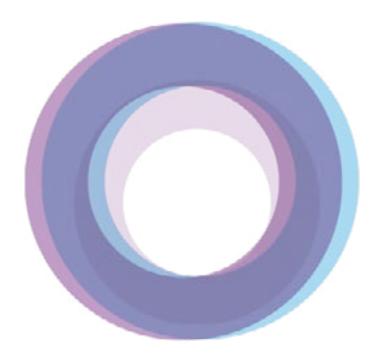
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