

Guidelines for executive remuneration

The board of directors, the CEO, and other members of executive leadership team fall within the provisions of these guidelines. These guidelines are forward-looking, i.e., they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2025. These guidelines do not apply to any remuneration already decided or approved by the general meeting.

The guidelines' promotion of the company's business strategy, long-term interests, and sustainability

Vicore is a clinical-stage pharmaceutical company focused on developing innovative medicines in severe lung diseases and other indications where the angiotensin II type 2 receptor (AT2R) plays an important role.

For more information about the company, please see Vicore Pharma's corporate presentation at: <https://vicorepharma.com/investors/events-presentations/>.

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company can recruit and retain qualified personnel. To this end, it is necessary that the company offer competitive remuneration applicable to the countries and regions where the company operates.

These guidelines enable the company to offer executive leadership team a competitive total remuneration.

Variable cash remuneration covered by these guidelines shall aim at promoting the company's business strategy and long-term interests, including its sustainability.

The company also has long-term share-related incentive plans in place. The plans have been approved by the shareholders and aim to align the interests of the board members and key employees with those of the shareholders.

Types of remuneration

Remuneration shall be set in view of market practice and may consist of the following components: fixed cash salary, variable cash remuneration, pension, and other benefits. Additional variable cash remuneration may be awarded in extraordinary circumstances. If local conditions justify variation in the remuneration principles, such variation may occur.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of least one year. Variable cash remuneration may amount to a maximum of 50% of the annual fixed cash salary for the CEO and a maximum 40% of the annual fixed cash salary for other members of the executive leadership team. Further variable cash remuneration may be awarded in extraordinary circumstances, provided that such arrangements are limited in time and made on an individual basis, either for the purpose of recruiting or retaining executives, or for extraordinary performance. Such remuneration may not exceed an amount corresponding to 50% of the individual's fixed annual cash salary and may not be paid more than once per year for each individual. Any resolution on such remuneration shall be made by the board of directors based on a proposal from the remuneration committee.

For the CEO, pension benefits, including long/short term disability insurance (Sw: sjukförsäkring), shall be premium defined. Variable cash remuneration shall not qualify for pension benefits. The pension premiums for premium defined pension shall amount to not more than 30% of the fixed annual cash salary. For other executives, pension benefits, including health insurance, shall be premium defined unless otherwise required (for example, due to collective agreements). Pension premiums for premium defined pension shall amount to not more than 30% of fixed annual cash salary. Notwithstanding the above, the board of directors may set other solutions which, in terms of cost, are equivalent to the above.

Other benefits may include life insurance and medical insurance (Sw: sjukvårdsförsäkring). Such benefits may not amount to more than 15% of fixed annual cash salary. Members of the executive management who relocate for the purposes of the work, or who work in other multiple countries, may also receive reasonable remuneration and benefits in view of the special circumstances associated with such arrangements. The overall purpose of these guidelines and alignment with the general policies and practices within the company applicable to cross border work should in such case be taken into account.

For employees governed by rules other than those of Sweden, benefits may be adjusted for compliance with mandatory rules or established local practice, taking into account the overall purpose of these guidelines.

Termination of employment

For all executives (including the CEO), the notice period may be up to six months if notice of termination of employment is made by the company. For the CEO, fixed cash salary during the notice period and severance pay may not exceed twelve months' fixed salary, and for other executives, such remuneration may not exceed six months' fixed salary. Notice may be up to six months without any right to severance pay when termination is made by the executive.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income and shall only be paid in so far as the previously employed executive is not entitled to severance pay. The remuneration shall amount to not more than 60% of the monthly income at the time of termination of employment and be paid during the time the non-compete undertaking applies, however, not for more than 12 months following termination of employment.

Criteria for awarding variable cash remuneration

Variable cash remuneration of executive leadership team shall be linked to corporate goal achievement. The corporate goals shall be predetermined and measurable. Corporate goals shall be related to measurable advancements in the company's development programs, corporate development efforts, capital markets strategy, employee engagement, and other associated activities. The corporate goals may be financial or non-financial. They may also be quantitative or qualitative objectives. The criteria shall be designed so as to contribute to the company's business strategy and long-term interests, including its sustainability. The board of directors shall have the possibility, subject to the restrictions that may apply under law or contract, to in whole or in part reclaim variable remuneration paid on incorrect grounds (claw-back).

The extent to which criteria for awarding variable cash remuneration have been satisfied shall be determined when the measurement period has ended. The remuneration committee is responsible for the evaluation so far as it concerns variable remuneration to the CEO. For variable cash remuneration to other executives, the CEO is responsible for the evaluation, subject to approval by the board of directors for those executives who report directly to the CEO. For financial objectives, the evaluation shall be based on the latest financial information made public by the company.

Salary and employment conditions for employees

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the remuneration committee's and the board of directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

The decision-making process to determine, review and implement the guidelines

The board of directors has established a remuneration committee. The committee's tasks include preparing the board of directors' decision to propose guidelines for executive remuneration. The board of directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The remuneration committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. The members of the remuneration committee are independent of the company and its executive management. The CEO and other members of the executive management do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Derogation from the guidelines

The board of directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the remuneration committee's tasks include preparing the board of directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

Description of significant changes to the guidelines and how the shareholders' views have been taken into account

No shareholders have provided any comments.