

Annual Report of the Board of Directors on the Statutory Annual Accounts

Dear Shareholder,

We are pleased to present the annual accounts as at December 31, 2021.

Comments to Statutory Accounts

The 2021 financial year closed with a loss of 36.7 million euro compared to a loss of 26.9 million euro for the 2020 financial year.

The operating income for the 2021 financial year amounted to 26.5 million euro compared to 21.0 million euro in 2020, consisting of:

- 1.1 million euro from product sales compared to 1.9 million euro in 2020;
- 0.2 million euro from royalties compared to 0.1 million euro in 2020;
- 23.7 million euro capitalized R&D expenses compared to 17.6 million euro in 2020; and
- 1.4 million euro from costs carried forward and other operational revenue compared to 1.4 million euro in 2020.

The operating expenses for the financial year 2021 amounted to 51.9 million euro compared to 48.6 million euro for the financial year 2020. These operating expenses break down as follows:

- 4.5 million euro in purchases compared to 6.3 million euro in 2020;
- 15.6 million euro in services and various goods compared to 15.0 million euro in 2020. The 2020 figure included a milestone payment of 2.0 million euro related to the development of THR-149;
- 7.4 million euro in salaries and social security contributions compared to 7.3 million euro in 2020;
- 24.0 million euro in depreciation and amortization compared to 18.5 million euro in 2020;
- 0.4 million euro in other operating expenses compared to 0.1 million euro in 2020; and
- no non-recurring operating charges compared to 1.4 million euro in 2020 due to the impairment of Non-Proliferative DR.

Therefore, the operating loss amounts to 25.4 million euro, compared to a loss of 27.6 million euro a year earlier.

The financial results were as follows: 0.1 million euro in financial revenue in 2021 compared to 0.5 million euro in 2020, and 12.2 million euro in financial expenses in 2021 due to the impairment of Oncurios assets compared to 0.4 million euro in 2020.

Favorable adjustments of income taxes, tax credits, amounted to 0.8 million euro in 2021 and 0.6 million euro in 2020.

As a result, the 2021 financial year closed with a loss of 36.7 million euro compared to a loss of 26.9 million euro for the 2020 financial year.

In addition, for the financial year 2021, an amount of 0.02 million euro was invested, mostly in IT & laboratory equipment and office modelling, compared to 0.07 million euro in 2020.

Capital raises and issue of new shares

Oxurion NV was incorporated as ThromboGenics NV on May 30, 2006 with a capital of 62,000 euro represented by 11,124 shares. As of December 31, 2021, the capital of the Company amounted to 56,442,442 euro represented by 39,067,284 shares.

Description of the Principal Characteristics of the Company's Risks

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

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

- Risks related to Insufficient Funding and Continuation as a Going Concern
 - The Company is of the opinion that there is a material risk that it will not have sufficient working capital to meet its capital requirements from fully committed sources either over the 12-month period starting from the date of this Annual Report or thereafter. The Company's ability to complete the milestones in the development of its Clinical Assets will be put at risk if it is not able to access available funding due to the conditions attached to that funding, raise additional funding and/or reduce its expenditures when required to do so during the 12-month period starting from the date of this Annual Report or thereafter, all of which is uncertain. Furthermore, if the Company is not able to access available funding due to the conditions attached to that funding, increase its funding and/or reduce its expenditures when required to do so, all of which is uncertain, during the 12-month period starting from the date of this Annual Report or thereafter, its ability to continue as a going concern will be threatened, which would have a material adverse impact on the Company and its shareholders leading to the potential total loss of their entire investment
 - The Company is a clinical stage biotech with no history of profitability due to substantial investments in product development, and the Company requires additional external funding on a going forward basis to continue and complete the development of its Clinical Assets.
- Clinical Development
 - The Company only has two products in development, one or both of which could fail
 - One or both of the Clinical Assets could be significantly delayed
 - One or both of the Clinical Assets may develop adverse side effects that may delay or prevent marketing approval
- Regulatory Risks
 - The Company may not obtain marketing authorization for one or both of its Clinical Assets in important territories
- Market Acceptance Risk
 - The Clinical Assets will have to compete against the established market for anti-VEGFs, which are widely accepted by physicians
 - Price setting, availability, and level of reimbursement for the Clinical Assets by third parties is uncertain and may impede Oxurion's ability to be commercially successful
- Legal Risks
 - One or both of the Clinical Assets may be deemed to infringe on the patents or other intellectual property rights of others
 - Product liability claims could be successfully brought against Oxurion or its partners
 - Data protection violation or data breach claims may have an adverse effect on Oxurion's business, prospects, financial condition and results of operations and its ability to execute its Trials
- Intellectual Property Protection
 - The Clinical Assets are licensed from third parties, which creates risks of the loss of the license rights, and the Clinical Assets may not be adequately protected by the patents and other intellectual property rights
 - If Oxurion is not able to prevent disclosure of its trade secrets, know-how, or other proprietary information, the value of its technology and Clinical Assets could be significantly diminished
- Risks related to reliance on third parties, key personnel, grants and tax carry forwards
 - Oxurion relies on third parties to conduct its clinical trials and to manufacture the Clinical Assets, which creates interdependencies and risks
 - Oxurion is subject to competition for its skilled personnel, and challenges in identifying and retaining key personnel could impair Oxurion's ability to do business
 - Oxurion has obtained grants and subsidies, which would need to be reimbursed if it breaches the conditions
 - Oxurion has significant deductible carry forward tax losses and potential tax benefits in Belgium, which could be adversely affected by changes in Belgian legislation and regulation
- Risks relating to the Shares
 - The market price of the Shares may fluctuate wildly in response to various factors
 - Future capital increases by the Company could have a negative impact on the price of the shares and could dilute the interests of existing shareholders

- The Company will not be in a position to pay dividends in the near future and intends to retain all earnings

In 2021, financial risk management focused on:

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

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

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

Article 46 of the Articles of Association contains the following provisions with respect to the authorized share capital. The powers of the Board of Directors with respect to the authorized share capital were renewed at the extraordinary shareholders' meeting on May 24, 2019, for a period of five years starting from the publication of the deed of amendment of the Articles of Association in the Belgian Official Gazette (June 13, 2019). The Board of Directors is authorized to increase the share capital of the Company on one or more occasions up to an amount of 55,325,961 euro through cash, in kind contribution, or by conversion of the reserves in accordance with Article 7:199 of the BCCA.

Events after the end of the financial year

On February 8, 2022, Oxurion's share capital was increased with an amount of 483,219.36 euro following the conversion of 200 convertible bonds issued to Negma. The share premium for this transaction amounts to 16,780.64 euro.

On February 24, 2022, Russia invaded Ukraine. Combined with the impact of the pandemic, the result has been significant price increases/inflation in Europe and the United States. Although the Company does not have any supply chain or CRO activities with Ukraine, these general economic stressors could impact Oxurion generally. Oxurion does have five principal investigators and clinical sites for the THR-687 trial in Poland, which already have experienced significant price increases due to Polish inflation and the impact on currency. Further, the THR-687 trial has another 14 sites in the Baltic states and Eastern Europe that may be impacted. It is difficult to predict at this time the extent to which the conflict will impact these sites. Further, the impact of the conflict on the economic outlook and investor appetite could affect the Company's ability to raise funds when needed.

Moreover, on March 3, 2022, Oxurion successfully raised an amount of 10.4 million euro in gross proceeds by means of a private placement of 7,226,039 new shares at an issue price of 1.44 euro per share representing a 4.35% premium to Oxurion's closing price on March 2, 2022. The financing was led by new top-tier healthcare institutional investors and included participation from current major shareholders. Two-thirds of the proceeds were provided by new US and European investors, including Belgian-based NOSHQA SA and Banque CPH CV. As a result of the issuance of new shares, Oxurion's share capital increased from 56,925,661.32 euro to 67,331,161.32 euro and its issued and outstanding shares increased from 39,402,853 to 46,628,892 shares, representing an increase of the share capital and number of shares of 18.34%.

Finally, on March 23, 2022, Oxurion's share capital was increased with an amount of 600,000.00 euro following the conversion of 240 convertible bonds issued to Negma. As a result of the issuance of new shares, Oxurion's share capital increased from 67,331,161.32 euro to 67,931,161.32 euro and its issued and outstanding shares increased from 46,628,892 shares to 47,128,892 shares.

Going concern

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

At December 31, 2021, the Company had cash and cash equivalents (including investments) of 10.0 million euro in comparison with 24.8 million euro at December 31, 2020. Post-closing, the Company raised approximately 10 million euro from a group of new global healthcare investors, led by Fidelity Management and Research and other important European investors. On March 3, 2022, Oxurion successfully raised an amount of 10.4 million euro in gross proceeds by means of a private placement of 7,226,039 new shares at an issue price of 1.44 euro per share representing a 4.35% premium to Oxurion's closing price on March 2, 2022.

In addition to available cash including that from the post-closing private placement, the Company expects to meet its working capital requirements through a combination of debt and equity, including drawing future tranches from the Negma funding program, accessing the debt markets through Kreos/Pontifax and/or other debt providers, raising additional equity capital, attracting potential non-dilutive funding, and/or reducing spending, all of which is uncertain. Under the funding program with Negma, the Company will have access to up to 27.5 million euro in the 12-month period starting from these financial statements provided the Company can and does draw the maximum tranche on a monthly basis, which is subject to certain conditions that may not be met.

The Board of Directors considers that there is a material uncertainty with respect to the Company's ability to continue as a going concern. However, considering the current available cash position, the budget for 2022, the funding possibilities potentially available to the Company from Negma and others, and the possibility the Company has to reduce its working capital requirements if necessary, the Board of Directors considers that, notwithstanding the material going concern uncertainty, it is appropriate for the Company to continue to account on the basis of going concern accounting because that uncertainty is sufficiently mitigated by the factors mentioned above.

Corporate governance

General provisions

This section summarizes the rules and principles applicable to the corporate governance of Oxurion. It is based on the articles of association (the "**Articles of Association**") and on the corporate governance charter of the Company (the "**Corporate Governance Charter**") which was drawn up on October 19, 2006, and which has been updated since on a regular basis. The last update was approved by the Board of Directors in December 2019 and is published on Oxurion's website (<https://www.oxurion.com/corporate-governance>).

The Corporate Governance Charter can be obtained free of charge via the Company's registered office.

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

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

Compliance with the Corporate Governance code

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

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

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

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

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

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

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

Control environment

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

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

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

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

Board

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

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

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

Committees within the Board of Directors

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

CEO and Executive Committee

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

Risk analysis

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

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

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

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

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

Oxurion divides its objectives into four categories:

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

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

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

Control activities

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

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

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

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

Information and Communication

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

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

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

Supervision and risk mitigation

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

Role of the Board

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

Role of the Audit Committee

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

Role of the CEO

The CEO is responsible for:

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

External Audit

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

In 2020, fees totaling 83,740 euro were paid for the audit mandate of Oxurion NV.

Composition of the Board of Directors

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

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

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

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

As of December 31, 2021, the Board of Directors consists of seven members:

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

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

Board of Directors' Meetings in the Financial Year 2021

The Board of Directors met fourteen times in 2021. With regard to its supervisory responsibilities, the following topics were discussed and assessed:

- The Board of Directors decides on the Company's strategy, its risk profile, its values and major policies. The Board of Directors was actively engaged with the preclinical and clinical progress of the Company's program candidates and considered possible partnership opportunities, matters of a strategic nature, new and current investments, analysis, discussion and evaluation of acquisition opportunities.
- The Board of Directors ensures that the necessary leadership and the necessary financial and human resources are available so that the Company is able to realize its goals.
- The Board of Directors decides on the conduct and design of Phase 2B of its THR-149 program.
- The Board of Directors ensures that the necessary financial resources are in place so as to allow the Company to meet its objectives, i.a. by entering into a Capital Commitment of up to 30 million euro with Negma Group, and by securing a 10 million euro Loan Facility from Kreos Capital and Pontifax Ventures.
- Upon determining the values and strategies in the overall policy plan, the Board of Directors considers corporate social responsibility, gender diversity and diversity in general.
- The Board of Directors is responsible for the quality and comprehensiveness of the financial information published and application of the IFRS and FSMA requirements. The Board of Directors considered the Company financial data such as the summary half year financials, year-end financials, budget and consolidated results. At the same time, the Board of Directors is responsible for the integrity and timely publication of the annual results and other important financial and non-financial information that is communicated to shareholders and potential shareholders, the General Meeting, and the Annual Report. This included on-going discussion of the budget and going concern considerations.
- The Board of Directors supervises the Company's obligations towards its shareholders and considers the interests at stake of those involved in the Company. The Board of Directors was actively involved in discussions with future funding opportunities.
- The Board of Directors stimulates an effective dialogue with the shareholders and potential shareholders, on the basis of mutual understanding of goals and expectations.
- Following the recommendations of the Nomination and Remuneration Committee, the Board of Directors approves the contracts that appoint the CEO and the Executive Committee, if any. The contracts, if any, refer to the criteria adopted when determining short term incentives through variable remuneration and long-term incentives through subscription rights. To ensure alliance with the corporate objectives, the Board of Directors decided to emphasize the corporate objectives in compensating the CEO and Executive Committee. The contracts, if any, also include specific provisions addressing termination.
- The Board of Directors decides CEO and, stipulates their powers and obligations, and supervises and evaluates the CEO's performance. The Board of Directors decides if there was over, full or partial achievement of the corporate objectives and the resulting bonuses, subscription rights and retention plans.
- The Board of Directors is responsible for the corporate governance structure of the Company and compliance with the corporate governance stipulations. The Board of Directors has decided to adopt a one-tier governance structure and to have an Audit Committee and a combined Nomination and Remuneration Committee.

The Board of Directors can only validly deliberate if at least half of its members are present or represented. Should a quorum not be achieved, a new Board of Directors' meeting shall be convened with the same agenda, which meeting may deliberate and validly pass resolutions if at least two directors are present or represented. Resolutions made by the Board of Directors shall be passed by a majority of the votes. The Board of Directors is only allowed to deliberate on items not specified on the agenda with the agreement of all members.

In accordance with principles 3.19 and following of the Corporate Governance Code, the Board of Directors appointed Midico BV (represented by Michaël Dillen) as Company Secretary in March 2020.

Committees within the Board of Directors

The Board of Directors has established an Audit Committee and a combined Nomination and Remuneration Committee. The Board of Directors appoints the members and the chairman of each committee. Each committee consists of at least three members. The composition of the Committees for 2021 was as follows:

Audit Committee: INVESTEAL SRL (represented by Emmanuèle Attout), chairman; Thomas Clay; Philippe Vlerick.

The Audit Committee held five meetings during 2021.

Nomination and Remuneration Committee: Thomas Clay, chairman; Dr. Adrienne Graves; Dr. David Guyer.

The Nomination and Remuneration Committee held four meetings during 2021.

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

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

Conflicts of Interest of Directors and the CEO

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

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

In 2021, three conflicts of interest occurred:

(1) Board of Directors of April 14, 2021

Conflicts of interest with respect to the subscription rights plan 2021-1

"Before proceeding with the resolutions, the Director Sub 1, being the CEO who is the sole executive Director of the Company, represented as said, (i) that he or his permanent representative in the decisions to be taken on the points on the agenda have an interest of a patrimonial nature within the meaning of Article 7:96, §1 BCCA due to the fact that they are co-beneficiaries of the issuance of the 2021 Subscription Rights Plan for Personnel proposed in the agenda and (ii) that it and its permanent representative are thus beneficiary(ies) of the cancellation of the pre-emptive right as referred to in Article 7:200, 2° BCCA. The Director Sub 1 will therefore not participate in the deliberations or in the voting on the items on the agenda of this meeting. The Non-Executive Directors Sub 2 to Sub 6, present or represented as mentioned above, confirm that they can participate without any hindrance in the decision-making on the items on the agenda of this meeting of the Board of Directors.

In application of Article 7:96 §1, second paragraph, BCCA, the Board of Directors requests the instrumental civil-law notary to act as follows:

- the nature of the envisaged decision/transaction is: in concrete terms it concerns the issuance of fixed subscription rights for personnel, including the CEO of the Company;
- the pecuniary consequences for the Company are: a total of one million eighty-five thousand (1,085,000) new subscription rights will be issued free of charge, each giving the right to one share of the Company at an exercise price per share equal to the lower of (i) the volume weighted average price ("VWAP") of the Company's shares on the stock exchange during the thirty (30) calendar days preceding the date of the offering or (ii) the closing price of the Company's shares on the last trading day prior to the date of the offering as set out in further detail and regulated in the 2021 Subscription Rights Plan for Personnel, and of which subscription rights a number may be allocated to the CEO (namely ViBio BV, the Director Sub 1); upon grant, acceptance and exercise of all Subscription Rights, a maximum of one million eighty-five thousand (1,085,000) new shares will (may) be issued in the Company, representing approximately 2.83% of the currently existing number of shares in the Company;
- the justification for the decision to be taken is as follows: the 2021 Personnel Subscription Rights Plan aims to: (a) create a long-term incentive for the personnel of the Company and its subsidiaries (i.e. all companies or entities directly or indirectly controlled by the Company where "control" is defined in accordance with Article 1:14 BCCA, hereinafter referred to as "Subsidiaries"), which may also include the CEO, which can make an important contribution to the success and the growth of the group; (b) promoting the participation in the capital of the Company by the personnel of the Company and its Subsidiaries, which may also include the CEO, as well as entering into a continuous and long-term collaboration as well as ensuring their personal commitment in the under the development and success of the Company; (c) allow the Company and its Subsidiaries

to recruit experienced and skilled personnel (including employees and consultants as defined in the 2021 Personnel Enrollment Rights Plan); and (d) to create a common interest between the personnel of the Company and of its Subsidiaries, which may also include the CEO, who participate in the 2021 Personnel Subscription Rights Plan, on the one hand, who, through the exercise of their Subscription writing rights are given the opportunity to participate in the added value and growth of the Company and the shareholders of the Company, on the other hand, which is aimed at increasing the value of the Company's share price. In order to avoid any doubt about this, it is expressly stated that the aforementioned statutory authorization of the Board of Directors to increase the capital and to issue convertible bonds or subscription rights within the framework of the authorized capital also expressly provides for the transaction referred to in Article 7:200, 2° BCCA."

(2) Board of Directors of May 15, 2021

Conflict of interest with respect to the appointment of the CEO

"CONFLICT OF INTERESTS

Prior to the start of the deliberations, the procedure set out in the Company's Corporate Governance Charter (Appendix I, Section 8) and/or in article 7:96 of the BCCA was applied. In accordance with article 7:96 of the BCCA every Director present at the meeting was asked to, if relevant, disclose his/her direct or indirect conflicts of interest regarding each point on the agenda of the meeting of the Board of Directors.

Declaration

Patrik De Haes declares that he had a conflict of interest within the meaning of article 7:96 of the BCCA about the agenda item regarding his position as CEO of the Company. This conflict of interest results from the following circumstances: Patrik De Haes is the permanent representative of ViBio BV which serves as CEO of the Company. As an executive member of the Board, he is therefore conflicted regarding this matter.

Consequences

Patrik De Haes (permanent representative of ViBio BV) was not present during the deliberation and decision-making process regarding the CEO position.

RESIGNATION OF VIBIO BV (REPRESENTED BY PERMANENT REPRESENTATIVE PATRIK DE HAES)

The Chairman of the Board discusses the resignation of, ViBio BV (represented by permanent representative Patrik De Haes) from its mandate as CEO. This also ends the management agreement with ViBio BV. The financial consequences of the end of contract is expected to represent approximately 12 months of fees. The exact impact will be determined during the next meeting of the Board that will decide on the final "end of CEO agreement".

Decision

The Board unanimously accepts the resignation of ViBio BV (represented by permanent representative Patrik De Haes). The decision will be implemented immediately, (incl. the termination of all ancillary mandates related to Oxurion or its affiliates, currently exercised by ViBio BV). The authority to negotiate and execute the "end of CEO agreement" is delegated to Thomas Clay, who will present the result for ratification at the next Board."

In execution thereof on the Board of Directors of June 17, 2021:

"For the next 2 topics MeRoNo BV (with permanent representative Patrik De Haes) leaves the meeting due to a conflict of interest which was raised during last meeting. (This conflict-of-interest results from the following circumstances: Patrik De Haes is the permanent representative of ViBio BV. ViBio BV is now replaced by another management company of Patrik De Haes, namely MeRoNo BV. As a member of the Board, he is therefore conflicted regarding this matter of which concern ViBio BV's end of CEO agreement, as well as the remuneration package he will receive as Chairman and Director of this Board.

- Ratification end of CEO agreement ViBio BV: The outcome of the negotiations with ViBio (with permanent representative Patrik De Haes). This power of attorney was delegated to the Chairman of the Committee during last Board of Directors of May 15. Committee took note of the outcome and made no reservations. It recommends the Board to ratify the arrangement as debriefed by Thomas Clay.
- The Board is aligned with the arrangement as debriefed by Thomas Clay.
- The President of the Committee discusses a benchmarking that has been performed to assess a competitive compensation package for the new Chairman of the Board of Directors (i.e., MeRoNo BV). The Board agrees to set the total compensation of MeRoNo (Company in formation) as Chairman to the Board of Directors (incl. the fact that he is Boardmember) at 90K euro per year. On top of this cash amount, MeRoNo will receive as non-executive Chairman 7500 warrants on a yearly basis. This decision will be included in an updated Remuneration policy, which shall be submitted for vote in a Shareholder meeting."

(3) Board of Directors of September 22, 2021

Conflicts of interest with respect to the subscription rights plan 2021-2

“Prior to the start of the deliberation on the agenda, the chairman explained that Mr. GRANEY Tom Nicholas, director mentioned sub 2., has declared that he has a conflict of interest within the meaning of article 7:96 of the Belgian Code of Companies and Associations, in view of the resolution approving the issuance of subscription rights under the Subscription Rights Plan 2021. Consequently, this director, pursuant to article 7:96 of the Belgian Code of Companies and Associations, does not participate in the deliberation nor in the vote on the approval of the issuance of subscription rights under the aforementioned subscription rights plan.

Since the subscription rights are granted by the Company to (among others) Mr. GRANEY Tom Nicholas as director of the Company, article 7:96 of the Belgian Code of Companies and Associations is applicable due to the nature of this issue of subscription rights.

The other directors are of the opinion that the issuance of subscription rights to Mr. GRANEY Tom Nicholas is justified in the interest of the Company. The Company is offering these subscription rights to the aforementioned director because of his dedication to the Company and his current and future contribution to its success and growth. To align these interests further, these subscription rights will be subjected to performance based vesting criteria based upon future funding of the Company. This allows the Company to further stimulate a financial environment such that the aforementioned director/CEO will be committed to the Company and its subsidiaries in the long term and will improve the results of the Company and its subsidiaries. In view thereof, the other directors are of the opinion that the issue of subscription rights to Mr GRANEY Tom Nicholas is therefore in the interest of the Company.

The other directors, present or represented as aforementioned, have declared, each individually, not to have a conflict of interest within the meaning of article 7:96 and/or article 7:97 of the Belgian Code of Companies and Associations in connection with the decisions or transactions that are described in the agenda.”

Transactions with Affiliated Companies

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

Market abuse regulations

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

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

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

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

The Company has established a disclosure committee and has a Chief Compliance Officer.

CEO

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

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

In 2021, the role of CEO was carried out by:

- Until May 15, 2021, ViBio BV, represented by Dr. Patrik De Haes, M.D. acting as CEO
- Starting on May 15, 2021, Tom Graney as CEO

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

Executive Committee

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

Executive Committee meetings are attended by the following executives (December 31, 2021):

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

Remuneration Report Financial Year 2021

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

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

This section of the Annual Report first provides an overview of the 2021 Remuneration Policy. This is followed by the remuneration report for 2021 applying the 2021 Policy.

The purpose of the Remuneration Report is to report on the remuneration paid by the Company in 2021 in accordance with the Belgian legislation (Article 7:89/1 of the BCCA).

Overview of Remuneration Policy

Executives

Structure

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

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

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

Remuneration of Executives

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

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

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

Fixed Compensation

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

Variable Compensation

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

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

At the extraordinary shareholders meeting of November 20, 2017, it was decided that Oxurion would expressly deviate from the specific provisions of Art. 7:91 BCCA concerning the spread of variable remuneration over time. The decision to do so was not considered to be exceptional in the biotech and pharmaceutical industry where such plans are common in order to ensure longevity.

Share Subscription Rights

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

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

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

Oxurion does not provide for any performance-related premiums in shares, options or other rights to acquire shares.

Ownership of Shares

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

Claw backs

In line with its remuneration policy, Oxurion does not operate any claw back arrangements in relation to remuneration paid to Executives.

The Company does not consider that it is necessary to apply claw back provisions and therefore deviates from principle 7.12 of the Corporate Governance Code on the basis that:

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

Consequently, no claw back arrangements were applied during 2021.

Conflicts of interest

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

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

Board of Directors

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

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

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

Non-Executive Directors

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

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

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

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

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

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

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

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

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

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

Executive Directors

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

Remuneration report

Executives

Total Remuneration Summary for Executives

This Remuneration Report covers Oxurion Executives, including the CEO and the Executive Committee. During fiscal year 2021, the Executive Committee was made up of the following Executives (plus the CEO):

- Julie Binon – Chief People Officer
- Andy De Deene – Chief Development Officer
- Tom Graney – Chief Financial Officer (also Chief Executive Officer since May 15, 2021)
- Midico BV represented by Michaël Dillen – Chief Business Officer and Company Secretary
- Paisley BV represented by Kathleen Paisley – Chief Legal Officer and Compliance Officer
- Hanne Callewaert – Chief Operating Officer (since July 1, 2021)
- Alan Stitt – Chief Scientific Officer (since January 18, 2021), replacing Panéga BV represented by Jean Feyen who retired in January 2021
- Dr. Grace Chang – Chief Medical Officer (until June 30, 2021)

During the course of 2021, a number of changes were made to the composition of the Executive Committee. The global remuneration figures included in this Remuneration Report for the Executive Committee for fixed compensation, other benefits and pensions include amounts paid to all members of the Executive Committee and relating to the 2021 financial year in euros. The amounts included for variable compensation are those relating to the financial year regardless of when they were paid.

The overview below demonstrates the total remuneration of the CEO and Executive Committee members in 2021 in euros:

NAME AND TITLE	FIXED COMPENSATION	OTHER BENEFITS	PENSION	VARIABLE COMPENSATION	TOTAL	RATIO OF VARIABLE TO FIXED COMPENSATION
ViBio BV, CEO	178,000	0	0	0	178,000	0%
Tom Graney	298,000	18,000	8,000	149,000	473,000	50%
Executive Committee	1,245,000	49,000	44,000	566,000 (279,000 ~2020 & 288,000 ~2021)	1,860,000	45%

Fixed Remuneration

We refer to the table above that reflects the base compensation, pension and other benefits for the CEO and Executive Committee members in 2021 in euros.

Base Compensation

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

Other Benefits

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

Pension

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

Variable Compensation

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

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

For 2020, the performance criteria included elements related to clinical trial progression, cash position and corporate development. In light of the force majeure circumstances related to the pandemic, the Board of Directors decided, based on the advice of the Nomination and Remuneration Committee, to defer the 2020 bonus to 2021 and make the payment of all (or part) of the 2020 variable compensation dependent on the achievement of the corporate objectives set for 2020 and 2021 as a whole.

For the year 2021 (which thus also includes 2020), the objectives were set relating to funding (both amount and timing), clinical trial timelines for THR-149 and THR-687 and employee engagement. The Nomination and Remuneration Committee and the Board of Directors decided that the corporate objectives set for 2020 and 2021 were fully met. Therefore, the variable compensation relative to the fiscal years 2020 and 2021 have been paid out altogether in the course of March 2022.

Subscription Rights

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

In respect of 2021, the table below represents the subscription right grants to Executives:

NAME	FIRST NAME	DATE OF GRANT	PLAN	GRANTED & ACCEPTED	EXERCISE PRICE	N° OF SR'S VESTED DURING 2021
Binon	Julie	2019-07-03	2017 plan	15,000	3.822	7,500
Binon	Julie	2021-04-28	2021-1 plan	10,000	2.600	5,000
Binon	Julie	2021-09-30	2021-2 plan	17,500	1.750	
Binon	Julie	2021-12-30	2021-3 plan	65,000	1.820	
Callewaert	Hanne	2018-06-29	2017 plan	10,000	6.549	5,000
Callewaert	Hanne	2019-07-03	2017 plan	4,000	3.822	2,000
Callewaert	Hanne	2021-04-28	2021-1 plan	7,500	2.600	3,750
Callewaert	Hanne	2021-09-30	2021-2 plan	47,500	1.750	
Callewaert	Hanne	2021-12-30	2021-3 plan	90,000	1.820	
De Deene	Andy	2018-12-28	2017 plan	25,000	3.400	12,500
De Deene	Andy	2019-12-27	2017 plan	25,000	2.640	12,500
De Deene	Andy	2021-04-28	2021-1 plan	40,000	2.600	20,000
De Deene	Andy	2021-09-30	2021-2 plan	150,000	1.750	
De Deene	Andy	2021-12-30	2021-3 plan	220,000	1.820	
Graney	Tom	2021-04-28	2021-1 plan	400,000	2.600	200,000
Graney	Tom	2021-09-30	2021-1 plan	165,000	1.750	
Graney	Tom	2021-09-30	2021-2 plan	235,000	1.750	
MIDICO BV		2021-04-28	2021-1 plan	52,500	2.600	26,250
MIDICO BV		2021-09-30	2021-2 plan	45,000	1.750	
MIDICO BV		2021-12-30	2021-3 plan	90,000	1.820	
Paisley BV		2021-04-28	2021-1 plan	52,500	2.600	26,250
Paisley BV		2021-09-30	2021-2 plan	55,000	1.750	
Paisley BV		2021-12-30	2021-3 plan	90,000	1.820	
Sander	Claude	2018-06-29	2017 plan	25,000	3.400	12,500
ViBio BV		2018-12-28	2017 plan	100,000	4.593	50,000
ViBio BV		2019-12-27	2017 plan	100,000	4.593	50,000
ViBio BV		2021-04-28	2021-1 plan	200,000	2.600	100,000

The subscription rights granted in 2021 were granted under the 2021-1 (April 2021), 2021-2 (September 2021) or 2021-3 (December 2021) plans. Half of the subscription rights under these plans vest after one year and the other half vest quarterly over the following two years. For the 2021-1 (April 2021) grant, the vesting period exceptionally commenced on December 28, 2020. The Company adopted a new Subscription Rights Plan in line with the 2021 Remuneration Policy in April 2021, and the Subscription Rights related to the fiscal year 2020 were granted under that plan at the same time (the “**Subscription rights Plan 2021-1**”).

The Company then undertook a benchmark study of the subscription rights granted to Executives and, based on the results of the study, the Board decided to make a true up grant to all Executives on September 30, 2021. Moreover, Tom Graney and Hanne Callewaert were granted subscription rights in the context of their promotion to CEO and COO, respectively. As discussed above, as an exception, the subscription rights granted to Tom Graney on his appointment as CEO vest upon the achievement of certain performance related criteria related to funding. All other subscription rights vest over time. In order to allow these grants to be made, the Company adopted another Subscription Rights Plan on September 22, 2021 (the “**Subscription rights Plan 2021-2**”).

The Board of Directors adopted a new Subscription Rights Plan on December 30, 2021 (the “**Subscription rights Plan 2021-3**”) following which all Executives (except the CEO) were granted their yearly grant relating to the fiscal year 2021.

No subscription rights were exercised by Executives in 2021.

The following subscription rights of Executives were forfeited in 2021:

NAME	FIRST NAME	DATE OF GRANT	PLAN	N° OF SR'S VESTED	EXERCISE PRICE
Panéga BV		2017-12-28	2017 plan	25,000	4.593
Panéga BV		2018-12-28	2017 plan	25,000	4.593
Vangeers-deele	Vinciane	2017-12-28	2017 plan	12,500	3.380

All the rights that were forfeited in 2021 were granted under the 2017 plan where half of the subscription rights vest after two years, and the other half after three years.

2021 Executive Remuneration and alignment with Remuneration Policy

The remuneration for 2021 is in line with the Remuneration Policy and contributed to the long-term performance of the company as intended by the Remuneration Policy (as set out above).

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

When Tom Graney was appointed CEO, the Company decided to grant him 400,000 subscription rights, with vesting based upon performance based criteria related to funding the Company. This deviates from the Remuneration Policy’s provision that subscription rights are granted and vest based on time served, but is consistent with the Remuneration Policy’s goal to align the remuneration of executives with the long term interests of the Company and its shareholders, which requires its funding needs to be met. In light of these considerations, the Board of Directors considered the granting of subscription rights with performance based vesting criteria to be necessary and appropriate in the context of Mr. Graney’s appointment as CEO.

Directors' remuneration

Non-Executive Directors

Cash Compensation

The 2021 remuneration of the Non-Executive Directors and the Chairman of the Board of Directors is set forth in the chart below. Note that no benefits are provided to members of the Board of Directors.

NAME	ANNUAL FEES	AUDIT CO MEM- BER	AUDIT CO CHAIR	NOM REM CO MEM- BER	NOM REM CO CHAIR	TO- TAL	PAYMENTS
Chairman (through May 15, 2021) Thomas Clay	22	Unpaid			Un- paid	22	22,500
Chairman (as of May 15, 2021) MeRoNo BV, represented by Patrik De Haes	56	Unpaid			Un- paid	56	56,250
Thomas Clay	19	4		2	2	27	27,500
Investea SRL, represented by Emma- nuèle Attout	30	6	6			42	42,000
Philippe Vlerick	30	6				36	36,000
Dr. Adrienne Graves	30			4		34	34,000
Dr. David Guyer	30			4		34	34,000

David Guyer received, in addition to his Director's remuneration, compensation of 35,000 USD for consultancy services in 2021.

Share Subscription Rights

In 2021 15,000 subscription rights were granted to each member of the Board of Directors relating to 2019 and 2020.

Executive directors

The executive directors, Patrik De Haes (ViBio BV) (through May 15, 2021) and Tom Graney (as of May 15, 2021), do not receive any compensation for their Board of Directors' mandate. The compensation paid in respect of their function as CEO's is outlined above.

Evolution of Executives remuneration and average employee remuneration and pay ratio

Evolution of Executives remuneration and average employee remuneration

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

NAME AND TITLE	TOTAL REMUNERATION		
	2019	2020	2021
CEO (ViBio BV & Tom Graney) (*)	557,000	455,000	652,000 (*)
Change year on year		-18.3%	+43.3%
Non-Executive Directors	206,000	196,949	252,250
Change year on year		-4.4%	+28.1%
Executive Committee (**)	1,472,000	1,674,000	1,860,000
Change year on year		+13.7%	+11%
Share Price at YE	2.95	2.56	1.82
Change year on year		-13.2%	-29%
Average Compensation per FTE (***)	107,000	102,000	159,000
Change year on year		-4.67%	+56.9%

(*) The increase in CEO remuneration is related to the fact that the CEO is now based in the US where comparable compensation is higher and because the variable compensation in 2021 related to both fiscal years 2020 and 2021.

(**) The increase in the Executive Committee remuneration in 2021 is mainly due to the fact that the variable compensation in 2021 related to both fiscal year 2020 and 2021. This increase was mitigated by a reduction in the number of Executive Committee members.

(***) The increase in average compensation per FTE is mainly due to the fact that the variable compensation in 2021 related to both fiscal year 2020 and 2021.

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

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

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

For the calculation of this ratio, the compensation data of US and European employees, full time equivalent, and employed in December 2021, are considered and is based upon the fixed remuneration and employee benefits in the month of December 2021 as well as upon the variable remuneration related to fiscal year 2021 and the deferred (corporate) 2020 variable compensation, and the value of subscription rights vested during the period based on the Black & Scholes valuation of the subscription right on the date of grant.

Extraordinary Items

Severance Payments

During 2021, two members of the Executive Committee left the Company.

- Grace Chang, Chief Medical Officer, left the Company on June 30, 2021, and was paid six months compensation as well as a deferred sign on bonus.
- ViBio BV, represented by Patrik De Haes, and the Company decided to terminate their existing agreement in mutual agreement on May 15, 2021. The Board of Directors on the recommendation of the Nomination and Remuneration Committee decided to pay ViBio BV 12-month compensation to be paid in three equal instalments spread over three years.

Financial instruments

The Company has trade receivables and payables and cash, cash equivalents and investments amounting to 9.7 million euro compared to 24.0 million euro in cash, cash equivalents and investments in 2020.

As of December 31, 2021, the majority of cash and cash equivalents are cash at banks available on demand.

Besides these financial instruments, the Company also issued convertible bonds during 2021 with two parties.

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

Branches and subsidiaries

On December 31, 2021, Oxurion is a biopharmaceutical company focused on developing innovative treatments for vascular retinal disorders, with two subsidiaries – ThromboGenics Inc. (fully owned) and Oncurious NV ("Oncurious"), 83.34% of the outstanding shares of which are held by Oxurion and 16.66% by VIB. Oxurion, ThromboGenics Inc. and Oncurious are collectively referred to as the "Group".

R&D

Given the activities of Oxurion, R&D costs are very significant and represent more than 70% of total operating costs in 2021 and 2020.

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

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

Done on March 24, 2022,
On behalf of the Board of Directors

Tom Graney,
CEO, Director

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