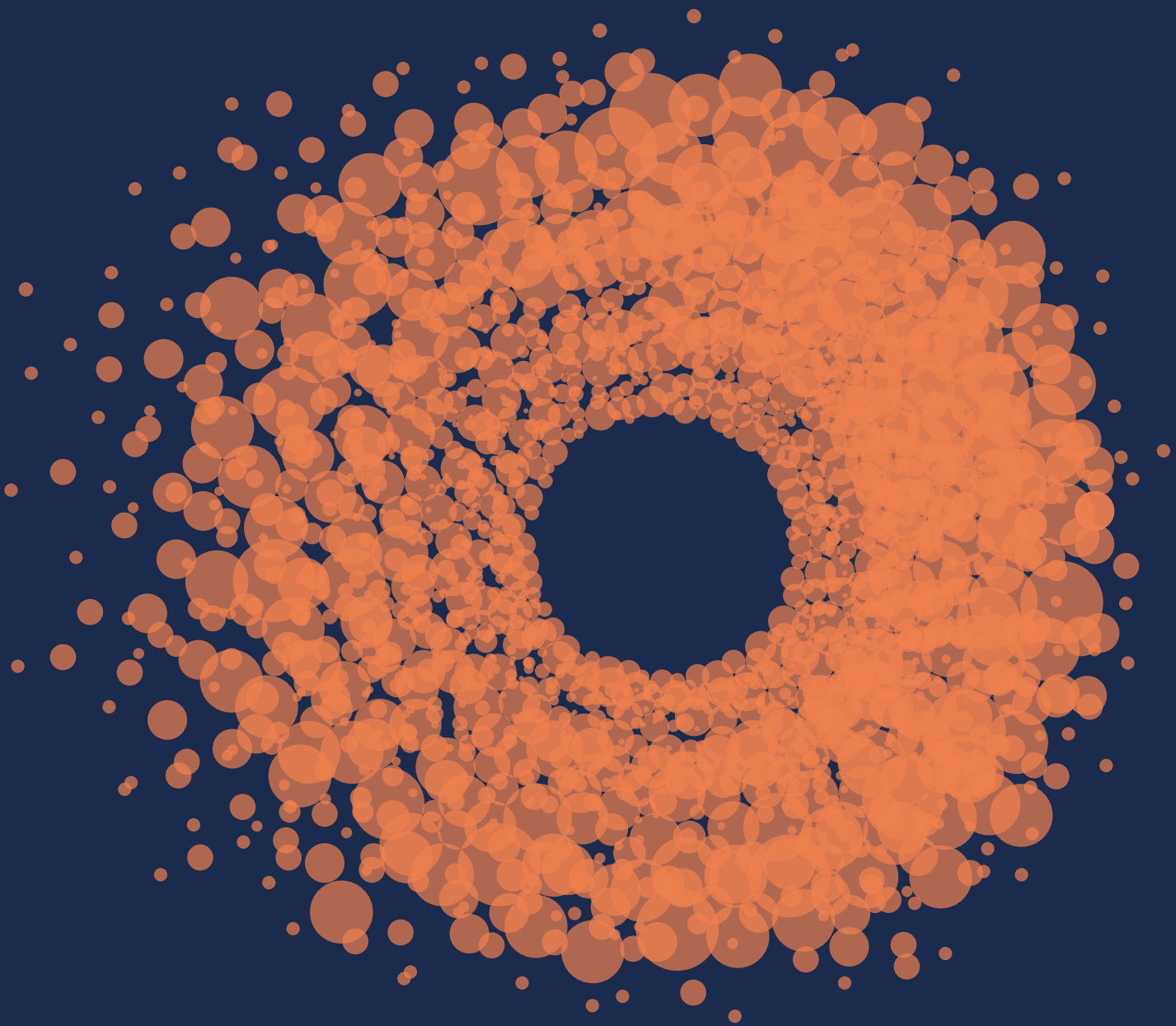
OXURION®

ADVANCING SCIENCE.®
ENHANCING VISION.



ANNUAL REPORT 2022

FINANCIAL INFORMATION

OXURION®

ADVANCING SCIENCE.®
ENHANCING VISION.

ANNUAL REPORT 2022

FINANCIAL INFORMATION

CONTENTS

1. GENERAL INFORMATION AND RESPONSIBILITY FOR THE ANNUAL REPORT AND FOR THE AUDIT OF THE FINANCIAL STATEMENTS

1.1 RESPONSIBILITY FOR THE CONTENTS OF THIS DOCUMENT

The board of directors of Oxurion NV (the **"Company"** or **"Oxurion"**) is responsible for the contents of this document. The board of directors (the **"Board of Directors"**) declares that having taken reasonable care to ensure that such is the case, the information contained in this year's annual report (the **"Annual Report"**) is, to the best of its knowledge, in accordance with the facts and contains no omissions likely to affect it materially.

Dr. Patrik De Haes, M.D., (as representative of MeRoNo BV), Non-Executive Director and Chairman, and Tom Graney, CFA, Executive Director and Chief Executive Officer of Oxurion, declare on behalf of the Company that to their knowledge:

The consolidated financial statements prepared in accordance with International Financial Reporting Standards (**"IFRS"**) as adopted by the EU, give a true and fair view of the net worth, financial position, and the results of operations of the Group (as defined hereinafter).

The Annual Report regarding the consolidated financial statements gives a true and fair view of the development and results of the Group (as defined hereinafter), as well as the main risks and uncertainties.

This Annual Report was approved by the Board of Directors on March 30, 2023.

1.2 RESPONSIBILITY FOR THE AUDIT OF THE FINANCIAL STATEMENTS

PricewaterhouseCoopers Bedrijfsrevisoren BV, a limited liability company incorporated under Belgian law, having its registered office at Culliganlaan 5, 1J, 1831 Diegem, represented by Didier Delanoye, auditor, and a member of the "Instituut van de Bedrijfsrevisoren", has been appointed as the statutory auditor of Oxurion (the **"Statutory Auditor"**) for a term of three years ending immediately after the closing of the annual general shareholders' meeting (**"AGM"**) to be held in 2025, which will have deliberated and resolved on the financial statements for the financial year ending on December 31, 2024.

1.3 AVAILABILITY OF THE ANNUAL REPORT

Oxurion published its Annual Report in Dutch. Oxurion has also produced an English translation of this Annual Report. In the event of differences of interpretation between the English and the Dutch versions of the Report, the original Dutch version has priority.

The Annual Report is available to the public on the Company's website (www.oxurion.com) and in hard copy free of charge in both languages by request to:

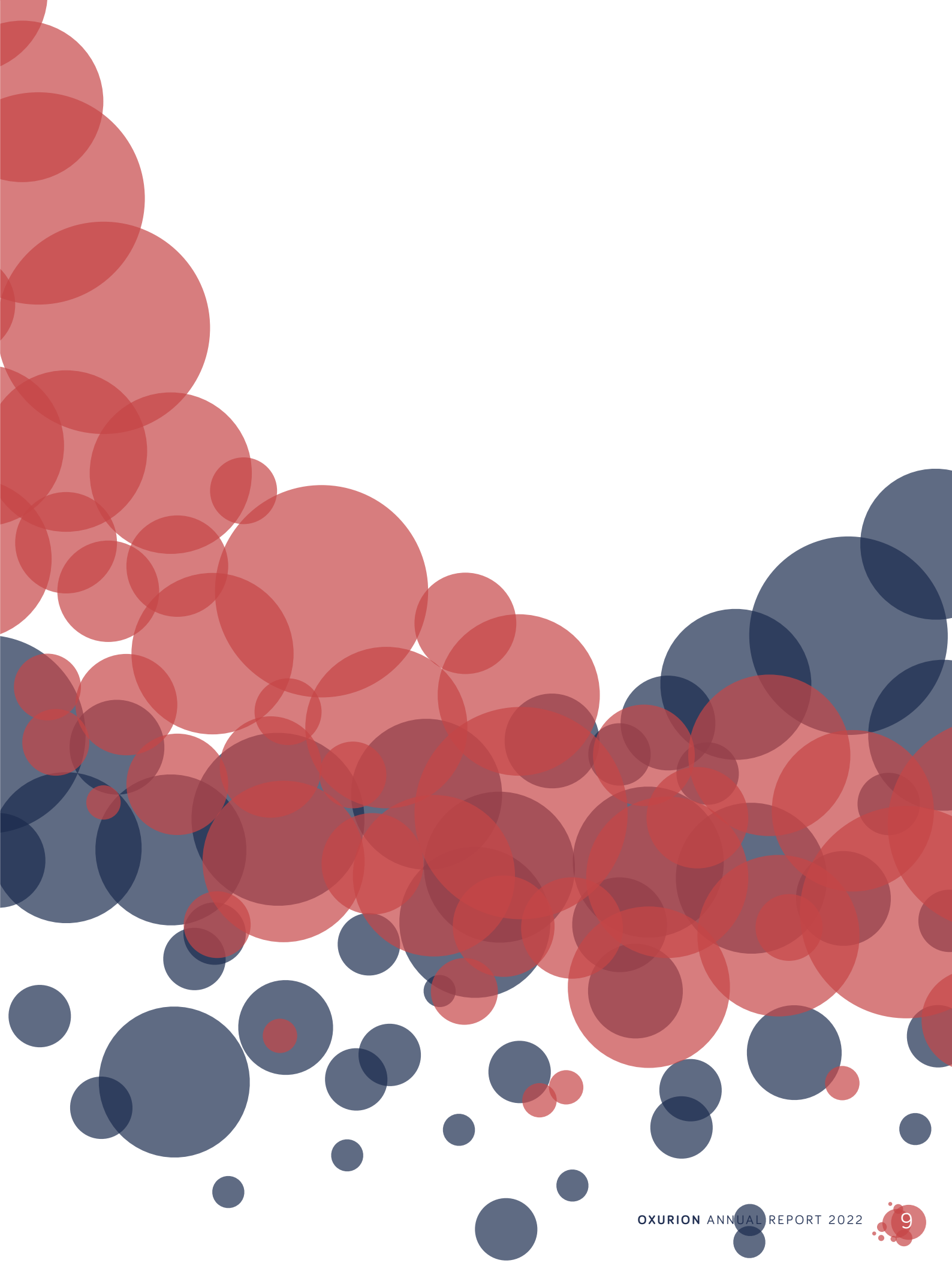
Oxurion NV
for the attention of Michaël DILLEN
Gaston Geenslaan 1
B-3001 Leuven
Belgium
Tel: +32 16 75 13 10
Fax: +32 16 75 13 11
e-mail: IR@oxurion.com

The annual report presented here in PDF format is only a supplementary document - the ESEF (European Single Electronic Format) version is the only official version and prevails.

1.4 FORWARD-LOOKING INFORMATION

This Annual Report includes forward-looking statements, expectations, and assessments regarding the expected future performance of Oxurion and the market in which it operates. Certain statements, expectations and assessments can be recognized using words such as, but not limited to, "believe", "anticipate", "expect", "intend", "plan", "strive", "estimate", "forecast", "project", "could", "will" and "continue" and comparable expressions. These relate to future matters that are not historical facts. Such statements, expectations and assessments are based on various assumptions, expectations and assessments of known and unknown risks, uncertainties and other factors that were deemed to be reasonable when they were made, but which may or may not prove to be correct. Actual events are difficult to predict and depend on factors outside the Company's control. Consequently, the actual results, financial condition, and the results of the sector, may diverge substantially from any future results, performance or achievements expressed or implied by such statements, expectations, and assessments. Factors that can cause such a divergence include, but are not limited to, the factors that are discussed in the Chapter "Risk Factors". Given these uncertainties, absolutely no statement is made, nor reassurance given regarding the correctness or reasonableness of such forward-looking statements, expectations, and assessments. Moreover, forward-looking statements, expectations and assessments apply only on the date of this Annual Report. The Company expressly disclaims any obligation to adapt any of the forward-looking statements, expectations, and assessments in this Annual Report to reflect any change in the expectations and assessments of the Company or any change in the facts, conditions or circumstances on which such statements, expectations and assessments are based, except to the extent that this is required by Belgian law.

All statements and information relate to the period up to December 31, 2022, unless expressly stated otherwise.



2. MESSAGE FROM THE CEO

Key progress on potential therapy to adress diabetic macular edema

Dear Fellow Shareholders,

Over the past year, we have continued to advance our company's mission to develop the next generation standard of care for retinal vascular diseases. In February 2022, we presented the impressive post hoc analysis of Part A of our Phase 2 KALAHARI trial for THR-149, at the prestigious Angiogenesis scientific conference, showing greater than a 9 letter improvement in vision that persisted for four months after the last injection (5 letters is considered clinically meaningful). On the back of that encouraging data, we executed a timely financing of over 10 million euro from a group of new, high quality global healthcare investors, led by Fidelity Management and Research and other important European investors, along with support from current investors.

In light of the geopolitical and market unrest that permeated our sector throughout the remainder of 2022, marking the most difficult capital market environment for biotech companies like ours since 2008, we realigned our clinical operations to focus solely on one novel, differentiated clinical-stage drug candidate, THR-149, that is being evaluated as a potential treatment of Diabetic Macular Edema ("DME"), and to pause further development of our other clinical asset, THR-687, until our financial condition improves, and then potentially to study THR-687 in a Phase 2 study in treatment-experienced patients. As a result of pausing development of THR-687, in the second quarter, we conducted a reduction in force to further extend our cash runway.

We are currently completing Part B of our Phase 2 KALAHARI clinical trial supporting the development of THR-149, as described below, and we are looking forward to sharing the top-line results that are expected in the fourth quarter of this year. We believe this program has the potential to make a meaningful difference in the lives of millions of patients and their caregivers worldwide, and we're grateful for the support we have received in progressing this potential treatment from patients, physicians and researchers. If successful, our THR-149 program would be the first significant treatment for the target patient population introduced in more than a decade.

High Unmet Need, Novel Approach To Grow the Market

THR-149 is a potent bicyclic peptide that selectively inhibits human plasma kallikrein (PKal) with an inhibition constant of 0.22 nM. Through the inhibition of the kallikrein-kinin system (KKS), which is an established mechanism of action, THR-149 prevents the induction of retinal vascular permeability, neurodegeneration, and inflammation. THR-149 is currently being evaluated in the KALAHARI Phase 2, Part B clinical trial as a potential treatment for patients who respond suboptimally to anti-VEGF (as defined below) standard of care for treatment of DME.

At present, more than 20 million people worldwide suffer from DME, with prevalence increasing due to the growing global diabetic epidemic. DME is the leading cause of progressive vision loss in working-aged people, and the market for treatments is currently estimated at more than $5 billion. People with DME have leaking vessels in the back of the eye, leading to a thickening of the retina that

causes significant, life-changing vision problems such as blurriness in the center of vision, the appearance of dark spots or patches in the field of vision, and colors to look dull. Even worse, DME is the leading cause of blindness in working-aged people. These symptoms may affect the ability to read, write, work, drive and recognize faces – all presenting a major patient and caregiver burden.

The scientific innovation behind our clinical asset THR-149 is meaningful, yet we believe that its path forward is substantially de-risked. Inhibiting vascular endothelial growth factor (**"VEGF"**) is now the mainstay of therapy, even though up to 50% of patients with DME respond suboptimally to anti-VEGF therapy. In addition, anti-VEGF treatments address only a subset of the disease hallmarks of DME. We continue to believe that we can do better, and patients deserve better.

While other companies are seeking to develop "better" anti-VEGF therapies by focusing solely on treatment burden (i.e., durability), Oxurion offers a significant and distinct opportunity to grow and disrupt the estimated $5 billion market for DME by improving efficacy with a patient-friendly dosing regimen.

Differentiated Mechanism of Action for Improving Treatment Outcomes

We are confident that our differentiated molecule offers a novel mechanism of action and significant potential. THR-149 aims to address the unmet need for the up to 50% of patients who respond suboptimally to anti-VEGFs and for whom there are currently no suitable therapeutic options.

Clinical Progress

THR-149 | Over the past year, our progress on Part B of our Phase 2 KALAHARI trial, which is designed to assess THR-149 for the treatment of DME against the anti-VEGF market leader aflibercept, in more than 100 patients who respond suboptimally to anti-VEGF therapy, has advanced meaningfully. The trial is powered to demonstrate superiority against aflibercept in these patients, with the primary endpoint of Best Corrected Visual Acuity, and secondary endpoints including central subfield thickness and safety. We are also measuring an experimental endpoint investigating the potential synergy between THR-149 and aflibercept used in a combination regimen. This trial builds upon the compelling safety and efficacy profile demonstrated in patients with DME in Part A of the two-part Phase 2 KALAHARI trial.

Working at more than 80 clinical trial sites worldwide, the trial recruitment was initially constrained by lower participation in clinical trials in general associated with the pandemic but began to increase in the second half of 2022. In December, we shared the recommendation from an Independent Data Monitoring Committee that the KALAHARI Phase 2, Part B should continue, based upon the outcome of a pre-specified futility analysis that included an evaluation of interim efficacy and safety data from three-month data, in a total of 31 patients. After the close of the financial year, in Q1 of 2023, we announced that we have surpassed two-thirds of the total planned enrollment worldwide, giving us confidence that we will be able to share top-line data in the fourth quarter of this year.

THR-687 | We elected not to proceed with continued development of this integrin antagonist considering both resources available and the inconsistent top-line data from the Phase 2, Part A INTEGRAL trial, which was designed to evaluate THR-687 for the treatment of DME in treatment-naïve patients. The Part A data showed THR-687 to

be safe and well tolerated with no serious adverse events and none of the patients required rescue medication through Month 3. At the same time, there was insufficient evidence of efficacy on the key endpoints (Best Corrected Visual Acuity and Central Subfield Thickness) to warrant proceeding with Part B of the trial under the current design, even though the Phase 1 results had indicated a rapid onset of action, positive extent of effect and durability in treatment-experienced patients.

While we had hoped for a better outcome for treatment-naïve patients in the INTEGRAL trial, we continue to believe that THR-687 has therapeutic potential. Accordingly, we have paused development of THR-687 until we secure adequate financial resources to study the THR-687 in a Phase 2 study in treatment-experienced patients.

Operational Progress

As befits our realigned focus on continued development of THR-149, we have also streamlined our management team and employee base to lower our costs as we pursue the most capital efficient path forward. Like many other companies in the life sciences industry over the past year, we have worked diligently to ensure that we advance our clinical operations, despite the financial challenges, for the benefit of our shareholders, our employees, prospective patients, the community, and other stakeholders. We are mindful of our opportunity to uncover meaningful innovation no matter what the economic backdrop may be.

We ended 2022 with approximately 3 million euro in cash and in early 2023, the funding program with the Negma Group, of which we had drawn down 11 million euro, ended and we entered into a new financial collaboration with Atlas Special Opportunities. We appreciate the support of both Negma and Atlas in enabling us to pursue our clinical operations at this crucial time. In addition, we were able to accelerate the repayment of our debt to our convertible debt bondholders, Kreos Capital and Pontifax Ventures, to put us on an even firmer financial footing.

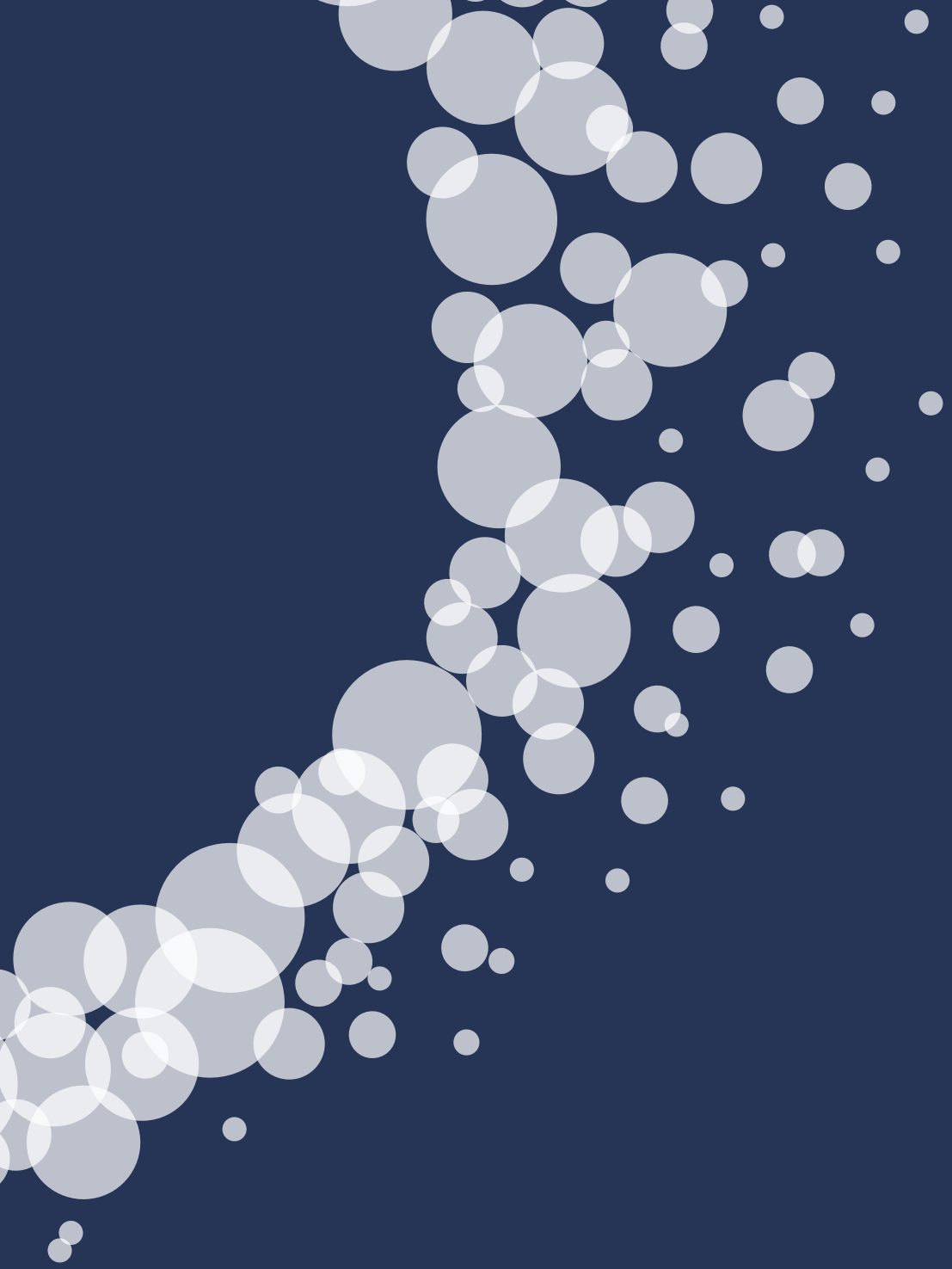
Looking Ahead

For THR-149, Part B of the Phase 2 KALAHARI trial is ongoing, and we are pleased by the recent increase in enrollment of patients in sites in the US and Europe. We expect topline results in the fourth quarter of 2023, which, if positive, will enable us to move to pivotal trials that we believe would be relatively de-risked.

Our progress in 2022 has offered important validation of our decision in 2021 to focus our resources on our clinical stage assets and further in 2022 to concentrate on the clear market opportunity provided by THR-149 and leverage our scientific and clinical leadership position in the global retina community in its advancement.

I look forward to updating you on new developments as we work to address the unmet needs of patients with retinal vascular diseases, and generate value for patients, payors, and shareholders. Our entire team appreciates the continued support and confidence demonstrated by all our shareholders.

Respectfully,
Tom Graney, CFA
Chief Executive Officer, on behalf of the entire Oxurion Team



3. MANAGEMENT REPORT OF THE BOARD OF DIRECTORS

3.1 KEY FIGURES

3.1.1 Consolidated statement of financial position

IN '000 EURO (AS AT 31 DECEMBER)	2022	2021
Property, plant and equipment	99	120
Right-of-use assets	963	252
Intangible assets	0	1,000
Other non-current assets	40	95
Non-current tax credit	3,785	4,000
Inventories	5	60
Trade and other receivables	3,321	2,517
Current tax receivables	189	845
Investments	95	247
Cash and cash equivalents	3,496	9,740
Total assets	**11,993**	**18,876**
Total equity	-4,583	-1,108
Non-current liabilities	4,227	9,071
Current liabilities	12,349	10,913
Total equity and liabilities	**11,993**	**18,876**

3.1.2 Consolidated statement of profit and loss

IN '000 EURO (EXCEPT PER SHARE AMOUNTS) (AS AT 31 DECEMBER)	2022	2021
Income	595	1,128
Operating result	-22,946	-28,495
Finance income	639	171
Finance expense	-9,379	-1,268
Result before income tax	-31,686	-29,592
Taxes	-7	-3
Result of the year	-31,693	-29,595
Result per share		
Basic earnings/(loss) per share (euro)	-0.37	-0.77
Diluted earnings/(loss) per share (euro)	-0.37	-0.77

3.2 ACTIVITIES OF OXURION

3.2.1 General

Oxurion was incorporated on May 30, 2006, under its former name, 'ThromboGenics', and is a public limited liability company (in Dutch: Naamloze Vennootschap).

The registered office is established at:
Gaston Geenslaan 1
B-3001 Leuven
Belgium
Tel: +32 16 75 13 10
Fax: +32 16 75 13 11

The Company is registered in the Register of Legal Entities of Leuven under enterprise number 0881.620.924.

3.2.2 Mission

Oxurion is dedicated to developing new pharmacologic treatments addressing important unmet clinical needs in ophthalmology. Oxurion is focused on developing novel medicines for vascular retinal disorders, with an initial focus on DME, as well as compounds targeting other vascular retinal disorders including in the areas of wet age-related macular degeneration (**"wet AMD"**) and retinal vein occlusion (**"ME-RVO"**).

3.2.3 History

In May 2006, the Company was incorporated, under its former name 'ThromboGenics', as a public limited liability company with headquarters in Leuven.

In July 2006, the Company raised 35 million euro through a successful Initial Public Offering (IPO) and listed on the Eurolist of Euronext Brussels.

The Company pioneered the new drug category of pharmacological vitreolysis, developing and commercializing JETREA® (ocriplasmin) (**"JETREA®"**), which has been approved for the treatment of vitreomacular adhesion/vitreomacular traction in 54 countries worldwide.

In 2015, the Company took a strategic decision to focus its main resources on developing novel medicines for vascular retinal disorders, with an initial focus on DME, as well as compounds targeting other vascular retinal disorders including in the areas of wet AMD and ME-RVO.

In 2018, the Company changed its name to Oxurion. To focus its efforts on the development of new medicines for vascular retinal disorders, Oxurion decided in 2019 to move towards a distribution model for JETREA®. This was completed in 2020 when Oxurion granted a worldwide license to the Inceptua Group (**"Inceptua"**) to commercialize JETREA®.

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

3.2.4 Employees and headcount development

As of December 31, 2022, the Group engaged 27 members of personnel (including both employees and independent contractors): Oxurion has 25 members of personnel based in Belgium, 1 in France; and ThromboGenics Inc. has 1 member of personnel in the United States of America ("US"). Nine members of the personnel hold doctoral degrees and eleven hold master's degrees.

3.2.5 Activities

Principal activities

The Company is engaged in the development of drugs to treat back-of-the-eye diseases, more specifically, ophthalmologic pharmaceuticals to treat vascular retinal disorders, specifically DME.

Oxurion's disease focus

DME is caused by Diabetic Retinopathy (**"DR"**), which is a complication of diabetes affecting the eye. DR is a chronic, progressive, sight-threatening, and life-altering disease, and is the leading cause of vision loss in working-aged adults (20-65 years).[1]

DME can present at any stage in the development of DR. DME occurs when DR damages blood vessels in the eye, allowing fluid to escape and to accumulate in the central part of the retina, leading to vision loss.

1 Saaddine JB et al. Arch Ophthalmol 2008;126(12):1740-1747; Fong DS et al; Retinopathy in diabetes. Diabetes Care 2004;27(suppl_1):s84-s87.

DR and DME are growing public health concerns due to the rapid growth in the number of people with diabetes globally. More than one in three people living with diabetes will develop some form of DR in their lifetime.[2] Along with the development of diabetes as a global health issue, the prevalence of DME is expected to rise for the foreseeable future. The market value for drugs to treat DME is estimated at approximately $5 billion annually.[3]

The current standard of care therapy for the treatment of DME is monthly injections in the eye with anti-vascular endothelial growth factor compounds. These intravitreal injections block the vascular endothelial growth factor pathway, which is one of the key causes in the development of DME. Scientifically speaking, VEGF is a cytokine produced in conditions of cellular stress, resulting in increased vascular permeability/proliferation by binding to endothelial cell receptors. Anti-VEGF agents work by binding to VEGF to inhibit endothelial receptor binding.

However, anti-VEGFs have been shown to deliver suboptimal results in a significant portion of the patient population. Up to 50% of DME patients have an unsatisfactory visual response with anti-VEGF therapy, and in many cases anti-VEGFs fail to achieve a clinically meaningful visual improvement.[4] Moreover, despite the significant success of anti-VEGFs, physicians and patients constantly seek improved therapies, not only to expand treatment capabilities for the up to 50% of DME patients who respond suboptimally to anti-VEGFs, but also to deliver faster onset of action, better therapeutic effect, longer duration of response to treatment, and improved convenience of treatment through a simpler dosing regimen.

This is driving the development of the Company's clinical asset, THR-149 (**"THR-149"** or the **"Clinical Asset"**), which is designed to meet specific unmet needs in this market by treating DME patients who do not respond well to anti-VEGFs.

Alternative Treatments

The primary treatment for DME currently consists of IVT anti-VEGF therapies and IVT sustained-release corticosteroids, with anti-VEGF therapies representing more than 90% of the market in value terms.

Oxurion is engaged in the development of alternatives to anti-VEGF therapies to treat vascular retinal disorders in the back-of-the-eye.

THR-149 is being developed as a possible alternative to anti-VEGF therapy for the treatment of DME for those patients who do not respond well to anti-VEGF therapies.

THR-149 is a bicyclic peptide and acts through inhibition of the plasma kallikrein kinin (**"PKal-Kinin"**) system, which is a recognized a target for DME.

Patients with DME have been shown to have elevated levels of plasma kallikrein. THR-149 inhibits the PKal-kinin system, with the intent of hindering the further development of DME (including symptoms including retinal vascular permeability, inflammation, and angiogenesis).

THR-687 is an integrin antagonist for the treatment of DME, but the development of this asset is currently on pause.

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2 Yau JW et al. Diabetes Care 2012;35(3):556-564; Thomas RL et al. Diabetes ResClin Pract 2019;157:107840; Teo ZL et al. Ophthalmology 2021;128(11):1580-1591.

3 Market size estimates were derived from combination of datasets extracted from multiple sources including curative databases with subscription (Datamonitor Healthcare 2017-2020, Decision Resources Group 2019, GlobalData 2020) and publicly available data from the annual reports of publicly traded companies.

4 Sun JK and Kampol LM. Ophthalmic Res 2019;62:225-230.

Status and recruitment of the KALAHARI trial for THR-149

THR-149 has already had positive safety results and promising efficacy from a Phase 1 safety trial and is engaged in a Phase 2 clinical trial for the treatment of DME (the **"KALAHARI trial"**).

The KALAHARI trial is two-part randomized, multicenter Phase 2 clinical trial evaluating multiple IVT injections of THR-149 in DME patients previously showing a suboptimal response to anti-VEGF therapy.

The first part, Part A, was successfully completed in September 2021, and the first patient was treated in Part B of the KALAHARI trial in October 2021.

This study will be conducted in ~80 sites in eight countries. Approximately 108 subjects will be randomized in Part B of the study.

The primary objective of Part B of the study is to assess the difference in treatment effect between THR-149 0.13mg (selected dose level from Part A) and aflibercept 2mg in terms of increase in best corrected visual acuity from Baseline at Month 3.

The other study objectives of this part of the study are to assess the efficacy of three monthly IVT injections of THR-149, to further assess the safety of three monthly IVT injections of THR-149, and to assess the efficacy and safety of a single flip-over injection (aflibercept or THR-149) when administered one month after three monthly IVT injections of THR-149 or aflibercept.

An interim analysis was completed in December 2022. The Independent Data Monitoring Committee recommended continuation of the study based upon the outcome of that interim analysis. The Independent Data Monitoring Committee assessment included an evaluation of interim efficacy and safety data from three-month data, with a total of 31 patients.

After December 31, 2022, the Company announced that two-thirds of the patients had been enrolled in the KALAHARI trial. Topline data from Part B of the KALAHARI trial is expected in the fourth quarter of 2023.

INTEGRAL TRIAL for THR-687

On May 9, 2022, the Company announced topline results from Part A of its Phase 2 trial (**"INTEGRAL"**) of THR-687, an integrin antagonist, for the treatment of DME.

The Part A data showed THR-687 to be safe and well tolerated with no serious adverse events and none of the patients required rescue medication through Month 3. However, there was insufficient evidence of efficacy on the key endpoints (Best Corrected Visual Acuity and Central Subfield Thickness). As a result, Oxurion has decided not to advance THR-687 to Part B of the INTEGRAL trial in light of both resources available and the inconsistent top-line data from the Phase 2, Part A INTEGRAL trial, which was designed to evaluate THR-687 for the treatment of DME in treatment-naïve patients.

3.2.6 Intellectual property

The Company's drug candidates are covered by several patent families that are either owned by, or licensed to, the Company.

The licenses granted to Oxurion are exclusive licenses with the right to sublicense and are subject to pre-agreed royalties. Oxurion has the rights to all intellectual property (**"IP"**) that was developed in-house. The Company engages a contracted European patent counsel from an IP firm who works in collaboration with several leading international IP and patent law firms.

THR-149. Oxurion has licensed composition-of-matter patents related to THR-149 from Bicycle Therapeutics. Oxurion has an exclusive license to these patents under a research collaboration and license agreement (defined below as the **"Bicycle Collaboration Agreement"**). As further described in section 5.8, the license is subject to development milestone payments and royalties. The patents related to THR-149 have been granted in Australia, Canada, China, Europe, Hong Kong, Japan, Russia, Singapore, and US and are still pending in Brazil, India, and New Zealand. The duration of patent protection lasts until 2034. This may be extended up to five years in countries with patent extension regimes, such as Europe and the US.

THR-687. Galapagos has transferred certain composition-of-matter patents relating to THR-687 to Oxurion. As further described in Section 5.8, the license agreement between Galapagos and Oxurion (defined below as the **"Galapagos License Agreement"** or the **"Galapagos License"**) foresees development milestone payments, sales-based milestone payments and royalty rate. THR-687 is an improved molecule created by Oxurion and Oxurion has filed new composition-of-matter patent applications covering the THR-687 molecule. These patent applications are owned by Oxurion and have been granted in Europe and the US and are still pending in Canada, Japan, China, India, South Korea, Israel, Australia, New Zealand, Brazil, Mexico, Eurasia, South Africa, Colombia, Indonesia, Philippines, Singapore, Thailand, Vietnam, Malaysia. The duration of patent protection lasts until 2039. This may be extended up to five years in countries with patent extension regimes, such as Europe and the US.

As security for the Kreos/Pontifax convertible bond, the Group has granted Kreos-Pontifax a security interest over its patents, however, the Company retains the express right to license. The Group has created a pledge up to 10 million euro over (i) the Company's business, including its intellectual property, and (ii) the patents and patent application in families WO2020043533 and WO2005123734, relating to THR 687, which have been registered in the Belgian national pledge register. In addition, a pledge is registered over the US patent 10,703,752 (application 16/554,259 filed on August 19, 2019), relating to THR 687, in the United States Patent and Trademark Office.

3.2.7 Group structure

As of December 31, 2022, the Group consists of three companies, Oxurion and its subsidiaries, (i) ThromboGenics Inc., which is wholly owned and incorporated in New York, US and (ii) Oncurious, which based in Leuven, Belgium, and is also wholly owned.

3.2.8 Facilities

Since January 2009, all the Company's laboratories have been located at the "Bio-Incubator" building at Gaston Geenslaan 1, 3001 Leuven.

The Company is GMP certified (EU Regulation 2003/94/EC) by the Belgian Health Authorities (FAGG/AFMPS) for both Commercial and Investigational Medicinal Product batch certification.

3.2.9 Investment policy

Apart from investments in laboratory materials, hardware and software, Oxurion has not made any other significant investments, or any made commitments to make major investments in the near future.

IP acquired from third parties is accounted for as investments and subject to impairment evaluation in accordance with IFRS accounting policies.

Research and Development (**"R&D"**) expenses are directly financed and as such are not considered as investments to be capitalized on the balance sheet according to relevant accounting rules. Under IFRS reporting and according to the Company's accounting policies, only development costs made in Phase 3, will be capitalized.

3.2.10 Health, safety and environmental regulations

Oxurion is focused on creating a safe environment, not only for the Company's employees, but also for contractors, visitors, and the overall environment.

As a biotech Company, Oxurion must deal with biological products daily. The environmental, health and safety policy is a key element of the Company's business strategy and is part of the training of each employee. This policy implies a continuous process through which improvements and innovations are implemented.

While biotech research is inherently associated with high waste production, where possible the Company selects reusable or recyclable material: disposable protective garments are replaced by a washable alternative, plastics are replaced by glassware and waste flows are separated in different fractions to allow recycling. Orders are placed with local (European) providers and grouped to reduce transportation impact. Our processes are optimized to generate as few waste materials as possible.

Furthermore, Oxurion actively promotes the use of public transportation or bicycle for the regular commute to work and work-related travel is replaced by interactive video-conference calls to maintain business contacts. Oxurion is conscious of the environmental impact of its activities, and continuously evaluates its needs in order to minimize its environmental footprint.

3.2.11 Corporate social responsibility

The Company is in contact with NGOs and patient advocacy organizations. Oxurion continuously aims to reach out to the broader eye community to join forces and to demonstrate its dedication to fulfilling our mission: to prevent vision loss and fight blindness worldwide by developing and delivering next-generation treatments for vascular retinal disorder.

3.3 COMMENTS TO CONSOLIDATED FINANCIAL STATEMENTS

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

Statement of profit and loss

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

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

R&D expenses in 2022 were 16 million euro compared to 20.7 million euro in 2021. The R&D expenses were mainly related to clinical activities in THR-687 and THR-149.

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

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

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

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

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

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

Cash Flow

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

Statement of financial position

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

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

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

3.4 COMMENTS TO STATUTORY ACCOUNTS

The 2022 financial year closed with a loss of 24.5 million euro compared to a loss of 36.7 million euro for the 2021 financial year.

The operating income for the 2022 financial year amounted to 19.9 million euro compared to 26.5 million euro in 2021, consisting of:

- 0.4 million euro from product sales compared to 0.9 million euro in 2021.
- 0.2 million euro from royalties compared to 0.2 million euro in 2021.
- 17.9 million euro in capitalized R&D expenses compared to 23.7 million euro in 2021; and
- 1.4 million euro from costs carried forward and other operational revenue compared to 1.7 million euro in 2021.

The operating expenses for the financial year 2022 amounted to 41.7 million euro compared to 51.9 million euro for the financial year 2021. These operating expenses break down as follows:

- 3.3 million euro in purchases compared to 4.5 million euro in 2021;
- 15.1 million euro in services and various goods compared to 15.6 million euro in 2021.
- 4.9 million euro in salaries and social security contributions compared to 7.4 million euro in 2021;
- 18 million euro in depreciation and amortization compared to 24.0 million euro in 2021; and
- 0.4 million euro in other operating expenses compared to 0.4 million euro in 2021.

Therefore, the operating loss amounts to 21.8 million euro, compared to a loss of 25.4 million euro a year earlier.

The financial results were as follows: 0.2 million euro in financial revenue in 2022 compared to 0.1 million euro in 2021, and 3.5 million euro in financial expenses in 2022 due to the impairment of Galapagos and the participation in ThromboGenics Inc. compared to 12.2 million euro in 2021 due to the impairment of Oncurious assets.

Favorable adjustments of income taxes, tax credits, amounted to 0.6 million euro in 2022 and 0.8 million euro in 2021.

As a result, the 2022 financial year closed with a loss of 24.5 million euro compared to a loss of 36.7 million euro for the 2021 financial year.

In addition, for the financial year 2022, an amount of 0.06 million euro was invested, mostly in IT & laboratory equipment and office modelling, compared to 0.02 million euro in 2021.

Going concern - material uncertainty

According to Article 3:6, §1, 6° of the Belgian Code of Companies and Associations (**"BCCA"**) and after deliberation, the Board of Directors has decided to preserve the valuation rules assuming continuation, for the following reason:

The Company cash balance at December 31, 2022 of 3.4 million euro is not sufficient to fund the Company's operations during the next 12 months. However, post-closing, on March 1, 2023, the Company entered into a subscription agreement for convertible bonds with Atlas Special Opportunities, LLC, providing for up to 20 million euro in financing (the **"Atlas Subscription Agreement"**).

This committed but conditional funding would be sufficient to fund operations during the next twelve months from the financial statement's issue date. However, given the contingent nature of this funding, the Company is actively exploring the possibility of obtaining additional

funding through debt, equity, or non-dilutive funding, including the licensing of THR-149, or alternatively reducing its costs and investments so that there should be sufficient cash to continue its operations during the next twelve months.

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

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

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3.5 DESCRIPTION OF THE PRINCIPAL CHARACTERISTICS OF THE COMPANY'S RISKS

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

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

3.5.1 Risks related to insufficient funding, continuation as a going Concern and potential bankruptcy

3.5.1.1 *The Company is of the opinion that it currently does not have sufficient working capital to meet its capital requirements from fully committed sources over the 12-month period starting from the date this Annual Report was issued (**"Issue Date"**). The shortfall over the 12-month period from the Issue Date is estimated at approximately 16 million euro. The Company's ability to complete the milestones in the development of THR-149 will be put at risk if it is not able to access available funding due to the conditions attached to that funding, raise additional funding and/or reduce its expenditures when required to do so during the 12-month period starting from the Issue Date, all of which is uncertain. Furthermore, if the Company is not able to access available funding due to the conditions attached to that funding, increase its funding and/or reduce its expenditures when required to do so, all of which is uncertain, during the 12-month period starting from the Issue Date, its ability to continue as a going concern will be threatened, and could lead to its liquidation or bankruptcy and which would have a material adverse impact on the Company and its shareholders leading to the potential total loss of their entire investment. The Company's access to funds under the Atlas Funding Program is subject to certain conditions, such as being able to obtain admission to listing of conversion shares on a timely basis, the average market capitalization of the Company over a period of thirty days preceding the issue date not having fallen below two times the amount of the envisaged tranche call, and the total trading value of the Company's shares during the preceding 22 trading days being at least equal to 1,500,000 euro*

The Company is of the opinion that it currently does not have sufficient working capital from fully committed sources to meet its capital requirements over the 12-month period following the Issue Date. The shortfall over the 12-month period from the Issue Date is estimated at approximately 16 million euro.

The Company included a statement in its 2020 Annual Report, its 2021 Annual Report and its 2022 Half Year Report that there is a material uncertainty with respect to the Company's ability to continue as a going concern. Furthermore, the Board of Directors has established that the net assets of the Company fell below one quarter of the share capital and convened a special general shareholders' meeting that took place on November 9, 2021, in accordance with article 7:228 of the BCCA, at which the shareholders decided (i) to continue the Company's operations and (ii) to approve the recovery measures proposed by the Board of Directors to improve the Company's equity. This will be repeated at the Annual General Meeting to be held on May 2, 2023. In accordance with article 7:229 of the BCCA, if the net-assets of the Company would fall below 61,500 euro (the statutory minimum amount of share capital of a Belgian public limited liability company), each interested party would be entitled to request the competent commercial court to dissolve the Company. In such instance the court may order the dissolution of the Company or grant a grace period within which the Company is allowed to remedy the situation.

Concerning the possible sources of funding, after the close of the financial year, the Company has entered into an issuance and subscription agreement with Atlas on March 1, 2023, pursuant to which Atlas has committed to subscribe to up to 20 million euro in the Company's equity through mandatory convertible bonds to be issued in tranches of 2,000,000 euro with a cool down period of 22 trading days between tranches and subject to certain other conditions (herein referred to as the **"Atlas Funding Program"**). The undertaking of Atlas to subscribe to a new tranche is, among other things, subject to the fulfilment of (or waiver thereof) the conditions that (A) the total trading value of the Company's shares during the

preceding 22 trading days is at least equal to 1,500,000 euro (**"Liquidity Condition"**) and (B) the average market capitalization of the Company over a period of thirty days preceding the issue date has not fallen below two times the amount of the envisaged tranche call provided that if the Company's average market capitalization falls below 4,000,000 euro, the Company shall be entitled to draw a Tranche of 1,000,000 euro, provided that its average market capitalization is at least 2,000,000 euro, and as soon as the Subscriber converts those bonds, the Company shall be entitled to draw another Tranche without a cool down period provided the other conditions for drawing a Tranche are met (**"Market Capitalization Condition"**).

The Company's access to funds under the Atlas Funding Program is subject to certain conditions, such as the Liquidity and Market Conditions described above, as well as the Company's ability to obtain admission to listing of conversion shares in a timely manner. The inability for the Company to draw under the Atlas Funding Program, a breach of the Company's contractual obligations under the Atlas Funding Program or an event of default under the Loan Facility (such as a breach of the minimum cash covenant under the Loan Facility, i.e. requiring that the Company maintains a minimum aggregate amount of 2 million euro cash on its bank account (the **"Minimum Cash Covenant"**) could have a material adverse impact on the Company's cash position and could lead to bankruptcy taking into account that the Company's cash position on December 31, 2022, was approximately 3.4 million euro.

Under the Atlas Funding Program, based on the amounts drawn as of the Issue Date, the Company potentially has access to up to another 16 million euro provided the Company can and does draw the maximum tranche. The Company's ability to draw a tranche is subject to certain conditions such that it may not be able to draw a tranche when it desires to do so. Since the Liquidity and Market Capitalization Conditions are expressed as an amount in euros and taking into account the Company's (reduced) stock price, it is currently uncertain whether the Company would be able to meet these conditions and draw under the Atlas Funding Program in the future absent trading from Atlas, with the result that the Company may depend on Atlas to meet this condition.

Therefore, if the Company's stock price decreases, it is uncertain whether the Company would be able to draw under the Atlas Funding Program in the future, except to the extent that such trading continues. The inability for the Company to draw under the Atlas Funding Program, a breach of the Company's contractual obligations under the Atlas Funding Program, or an event of default under the Loan Facility (such as a breach of the Minimum Cash Covenant) could have a material adverse impact on the Company's cash position and could lead to bankruptcy.

Furthermore, the Company may consider outlicensing THR-149, which could reduce its costs because the licensor could pay all or part of the relevant trial, and potentially increase its revenues through upfront and milestone payments (and eventually royalties). However, if due to cash constraints, the Company enters into a license at an inopportune moment or on disadvantageous terms, this could have a significant negative impact on the Company's valuation and on its shareholders.

The Company's ability to complete the milestones in the development of THR-149 will be put at risk if it is not able to access available funding due to the conditions attached to that funding, raise additional funding and/or reduce its expenditures when required to do so, all of which is uncertain, during the 12-month period starting from the Issue Date. Furthermore, if the Company is not able to access available funding due to the conditions attached to that funding, increase its funding and/or reduce its expenditures when required to do so, all of which is uncertain, during the 12-month period starting from the Issue Date, its ability to continue as a going concern would be threatened, which could lead to its liquidation or bankruptcy which would have a material adverse impact on the Company and its shareholders leading to the potential total loss of their entire investment.

3.5.1.2 *The Company is also of the opinion that, even if it manages to attract sufficient funding allowing it to cover its working capital needs during the 12-month period starting from the Issue Date, the Company will not have funds available at the end of this 12-month period, unless it is able to attract additional funding, and will therefore continue to face working capital difficulties unless in the interim it is able to access available funding in light of the conditions attached to that funding, raise additional funds, and/or reduce its working capital requirements when it is required to do so, all of which is uncertain. If the Company is not able to access available funding in light of the conditions attached to that funding, increase its funding, and/or reduce its expenditures when required to do so, all of which is uncertain, in the period starting 12 months after the Issue Date, its ability to continue as a going concern will be threatened, which could lead to its liquidation or bankruptcy and will have a material adverse impact on the Company and its shareholders leading to the potential total loss of their entire investment.*

In addition to the period of 12 months following the Issue Date, as described in the preceding risk factor, the Company is also of the opinion that, even if it manages to attract sufficient funding allowing it to cover its working capital needs during the 12-month period starting from the Issue Date, the Company will not have funds available at the end of this 12-month period unless it is able to attract additional funding. The Company will therefore continue to face working capital difficulties unless in the interim it is able raise additional funds, and/or reduce its working capital requirements when it is required to do so, all of which is uncertain, in particular taking into account the Company's current market capitalization.

Given the time required for completion of the KALAHARI trial for THR-149 in DME and that other development activities are expected to continue after the end of the 12-month period following the date of the Issue Date, further funding will be required in the period starting 12 months after the Issue Date, the amount of which is uncertain and depends on many factors, including the time required to complete the KALAHARI trial, whether the Company decides to undertake any Phase 3 trials itself or enter into a license with a third party for those trials and a myriad other factors impacting the development of a clinical asset such as the THR-149.

As described in the preceding risk factor, after December 31, 2022, the Company entered into the Atlas Funding Program. As is the case for the Company's funding needs during the 12-month period following the Issue Date, the Company is of the opinion that it does not have sufficient working capital to meet its capital requirements over the period starting 12 months after the Issue Date and will continue to face working capital difficulties unless in the interim it is able to access available funding in light of the conditions attached to that funding, raise additional funds, and/or reduce its working capital requirements when it is required to do so, all of which is uncertain.

The Company's ability to meet its funding requirements during the period starting 12 months after the Issue Date through a combination of debt and equity, accessing the debt markets and/or raising additional equity capital and/or entering into licensing arrangements, is uncertain, in particular taking into account the Company's current market capitalization. As described in Section 3.5.1.1 of Section 3.5 'Risk Factors', the Company may also consider further out-licensing of THR-149 during the period starting 12 months after the Issue Date to the extent the asset or territory remains available for licensing.

The Company's ability to complete the milestones in the development of THR-149 will be put at risk if it is not able to access available funding due to the conditions attached to that funding, raise additional funding and/or reduce its expenditures when required to do so, all of which is uncertain, in the period starting 12 months after the Issue Date. If the Company is not able to access available funding in light of the conditions attached to that funding, increase its funding, and/or reduce its expenditures when required to do so, all of which is uncertain, in particular taking into account the Company's current market capitalization, in the period starting 12 months after the Issue Date, its ability to continue as a going concern will be threatened, could lead to its liquidation or bankruptcy and will have a material adverse impact on the Company and its shareholders leading to the potential total loss of their entire investment.

3.5.1.3 The Company is a clinical stage biotech with no history of profitability due to substantial investments in product development, and the Company requires additional external funding on a going forward basis to continue and complete the development of THR-149, which, if not available when needed, could threaten the Company's ability to continue as a going concern, which could lead to its liquidation or bankruptcy which would have a material adverse impact on the Company and its shareholders leading to the potential total loss of their entire investment.

Oxurion is dedicated to developing and bringing new pharmacologic treatments addressing important unmet clinical needs for the treatment of vascular retinal disorders to a commercial stage of development.

The Company only has one asset, THR-149, in active clinical development, after the Company decided to pause development of THR-687 due to capital constraints given the disappointing results from the Phase 2 Part A results in treatment naïve patients. Oxurion plans to continue preclinical testing, product development, regulatory compliance, and the KALAHARI trial for the THR-149 in DME, which, together with anticipated general and administrative expenses, will result in significant additional investments for several years before achieving any return. These investments in THR-149 and related expenditures require Oxurion to attract significant additional external funding in order to realize the value of THR-149.

The extent of Oxurion's future financing needs depends on many factors, including the progress, costs and timing of its research and development activities, preclinical studies, the clinical trial design, the costs of managing its patent and IP portfolio and obtaining regulatory approval, and the terms and timing of its product supply arrangements, commercial relationships, license agreements and other partnerships, and/or re-establishing sales and marketing capabilities. However, although the amount of additional funding that is required is uncertain, it is certain that substantial additional funding will be necessary to complete the Company's existing and future drug development programs. As of December 31, 2022, the Group had accumulated losses of 73,404,000 euro.

The main cost will be the clinical trials for THR-149. The Company is currently engaged in the KALAHARI trial with THR-149 for DME, which the Company currently estimates will have top-line results in the fourth quarter of 2023. If that trial is successful, a number of Phase 3 clinical trials will be required before THR-149 is approved, which are larger and more expensive trials, and which are not expected to be completed until 2028. Oxurion does not know if it will generate positive clinical data, receive regulatory approval, or obtain reimbursement for THR-149. Further, the Company may encounter unforeseen events (potentially including expenses, difficulties, complications, delays, and other unknown factors), all of which could impair Oxurion's ability to attract the additional funding required to complete the clinical development.

This means that Oxurion will have to attract significant additional funding from third parties to continue operations until 2028 before it is able to generate revenues from the marketing of THR-149. Alternatively, the Company could decide to outlicense THR-149 for further development or beyond Phase 2. This would reduce or eliminate future development costs and could generate revenues from milestone payments as early as this year.

Should Oxurion not be able to secure adequate future external funding to continue its development programs for THR-149 in a timely manner and/or to enter into outlicensing arrangements, this would have a material adverse effect on Oxurion as it may be forced to delay, reduce or terminate the development or commercialization of THR-149, out-license THR-149 prematurely, or not be able to take advantage of future business opportunities, all of which could potentially impair Oxurion's ability to sustain operations or to continue as a going concern, which could lead to its liquidation or bankruptcy which would have a material adverse impact on the Company and its shareholders leading to the potential total loss of their entire investment.

If the KALAHARI trial is significantly delayed, the risk that it will be difficult to obtain additional funding for the KALAHARI trial increases substantially. If the KALAHARI trial fails, as was the case with Oxurion's Part A of the Phase 2 INTEGRAL trial for THR-687 in DME, funding will become extremely difficult and potentially impossible, and would threaten the Company's ability to continue as a going concern and potentially result in shareholders losing the total value of their investment (please refer to Risks 3.5.1.1 and 3.5.1.2 of this Section 3.5 'Risk Factors' , for further information).

3.5.2 Risks related to clinical development

3.5.2.1 ***The Company only has one product in active development, which could fail, and which would threaten the Company's ability to continue as a going concern, which could lead to its liquidation or bankruptcy which would have a material adverse impact on the Company and its shareholders leading to the potential total loss of their entire investment.***

Oxurion cannot market or promote THR-149 until it receives all necessary regulatory approvals, which may never be received. Oxurion's success therefore depends on the Company's ability to successfully develop (or for a third party to successfully develop) THR-149 through completion of Phase 2 and Phase 3 clinical trials and regulatory marketing authorization.

Oxurion only has one active clinical asset in the pipeline, which is in Phase 2 development, and a significant percentage of Phase 2 clinical trials fail. If the KALAHARI trial also fails, this would threaten the Company's ability to continue as a going concern (please refer to Section 3.5.1.1 and Section 3.5.1.2 of this Section 3.5 'Risk Factors', for further information), which could lead to its liquidation or bankruptcy which would have a material adverse impact on the Company, and which could result in shareholders losing the total value of their investment.

3.5.2.2 The KALAHARI trial for THR-149 in DME could be significantly delayed, which would threaten the Company's ability to continue as a going concern, which could lead to its liquidation or bankruptcy which would have a material adverse impact on the Company and its shareholders leading to the potential total loss of their entire investment.

The KALAHARI trial for THR-149 in DME may be delayed for a variety of reasons, including, but not limited to, delay in recruiting a sufficient number of suitable patients to participate in the KALAHARI trial and in having them complete the trial or return for follow-up; the recruitment and retention of clinical sites; the impact of COVID-19; maintaining the Company's relationships with its clinical research organizations **("CROs")**, clinical investigators and clinical trial sites; the reliability of its third-party manufacturing organizations; any possible safety or efficacy issues that could be raised in the future; potential delays in obtaining regulatory approval, and any supply failures or delays with respect to the clinical trial materials.

COVID-19 did not directly impact the KALAHARI trial. Indirectly, COVID-19 delayed the KALAHARI trial because it impacted (i) potential patients for the trial, (ii) potential investigators for the KALAHARI trial, (iii) potential sites for the KALAHARI trial, (iv) strained CRO resources and (v) increased the time to obtain regulatory approvals. It is difficult to quantify the costs of such delay, but a reasonable estimate is 5 million euros.

Patient enrollment and the inclusion of sites and investigators is a particularly significant factor in the timing of clinical trials and is affected by many factors including, but not limited to, the number of patients available for the clinical trial, competing trials and patient concerns about COVID-19, as well as numerous other factors.

If Oxurion experiences lower/slower than expected enrollment in the KALAHARI trial for THR-149 in DME, the trial may be delayed, may not be completed as envisaged or may become more expensive to complete, which would have an adverse impact on Oxurion's ability to raise funds (please refer to Section 3.5.1.1 of this Section 3.5 'Risk Factors', for further information), as well as its business, prospects, financial condition and results of operations.

A significant delay in the KALAHARI trial could cause the costs of the trial to increase and seriously impact the Company's value and ability to raise additional funding. Delays in clinical trials may be expected, but if it becomes significant, this would be likely to have a material adverse impact on the Company's activities, costs, and ultimately on its valuation, which would adversely impact shareholders, and eventually could threaten the Company's ability to continue as a going concern (please refer to Risks 3.5.1.1 and 3.5.1.2 of this Section 3.5 'Risk Factors", for further information), which could lead to its liquidation or bankruptcy which would have a material adverse impact on the Company and which could result in shareholders losing the total value of their investment.

3.5.2.3 THR-149 may develop adverse side effects that may delay or prevent marketing approval, which could threaten the Company's ability to continue as a going concern given that THR-149 is the only active clinical asset that Oxurion currently has in the pipeline.

THR-149 may cause undesirable side effects or have other properties that could delay or prevent further development or regulatory approval, limit the commercial profile of an approved label, or result in significant negative consequences following marketing approval, if achieved.

At the clinical stage, adverse side effects could affect patient recruitment or the ability of enrolled patients to complete the trial or the completion of the KALAHARI trial itself.

Both the Phase 1 clinical trial and Part A of the KALAHARI trial have shown THR-149 to be safe. However, undesirable side effects could appear in subsequent clinical phases and could cause Oxurion or regulators to interrupt, delay or halt the clinical trial or, even if the trial is completed, could cause delay or denial of regulatory approval by regulators or result in a more restrictive label.

Although some adverse effects are expected in a clinical trial, if THR-149 were to cause serious adverse effects, depending on their nature, this could have a significant adverse impact on Oxurion's ability to bring THR-149 to market (please refer to Risks 3.5.1.1 and 3.5.1.2 of this Section 3.5 'Risk Factors', for further information). This would impact the Company's valuation and ability to raise additional funding. Considering that THR-149 is the only active clinical asset that Oxurion currently has in the pipeline (please refer to 3.5.2.1 of this Section 3.5 'Risk Factors', for further information), if it were to cause serious adverse effects, this could threaten the Company's ability to continue as a going concern (please refer to Risks 3.5.2.1 in this Section 3.5 'Risk Factors', for further information), which could result in shareholders losing the total value of their investment.

3.5.3 Regulatory Risks

3.5.3.1 The Company may not obtain marketing authorization for THR-149 in important territories, which could have a significant adverse impact on shareholders given that THR-149 is the only active clinical asset that Oxurion has in the pipeline.

THR-149 must receive marketing approval from the regulators before it may be marketed and commercialized. Each regulator can impose its own requirements (thereby limiting the market potential), can request additional data before giving the marketing approval for the drug candidate, which can cause delay, or can refuse to give approval, even if such approval was already given by other regulators.

THR-149 is in a Phase 2 trial for DME, which may not be successful, and even if it is, THR-149 will require additional Phase 3 clinical trials, and ultimately may not receive the required marketing approval to be sold. Furthermore, clinical data is often susceptible to varying interpretations and analyses and even a product that performed satisfactorily during clinical trials may nonetheless fail to obtain regulatory approval for marketing. Due to the inherent risk in the development of biopharmaceutical products, it is possible that THR-149 will not be successfully developed and approved.

Once approved, products may also be subject to a post-authorization safety trial or other pharmacovigilance or biovigilance activities, may be subject to dosing or other limitations on their uses, or may be withdrawn from the market for various reasons, including if they are shown to be unsafe or ineffective when used in a larger population, which may be different from the trial population studied prior to introducing the product on the market. It is also possible that regulatory approval guidelines may change during the product development and review process, making the current development strategy suboptimal. These factors may result in significant delays, increased development costs, substantial changes to commercial assumptions or the failure of THR-149 to obtain

marketing authorization. Furthermore, even if a marketing authorization is obtained, a regulator may impose ongoing requirements such as a potentially costly post-approval trial or post-market surveillance.

If THR-149 is not granted marketing authorization in important markets, this is likely to have a materially adverse effect on the Company's ability to generate revenues. Furthermore, if THR-149 were to be denied marketing authorization, funding would become extremely difficult, and would threaten the Company's ability to continue as a going concern and potentially result in shareholders losing the value of their investment (please refer to 3.5.1.1 and 3.5.1.2 of this Section 3.5 'Risk Factors", for further information).

3.5.4 Market Acceptance Risk

3.5.4.1 THR-149 will have to compete against the established market for anti-VEGFs, which are widely accepted by physicians.

Anti-VEGFs have wide market acceptance with retina physicians for the treatment of DME (and wet AMD). Although up to 50% of DME patients do not respond adequately to anti-VEGF therapy[5], retina physicians may resist trying THR-149, which addresses an innovative pathway and mechanism of action that may be perceived as untested. Moreover, given its novelty, THR-149 may result in unexpected outcomes or the lack of efficacy that would not be predicted based on the current standard of care, which may have an adverse impact on market acceptance. Furthermore, this type of advanced research sometimes requires additional preclinical and clinical activities to generate more extensive data and hence additional costs, triggering increased time to market and funding requirements.

The market for treatments for vascular retinal disorders is characterized by increased innovation, and major investments are being made in new therapies and improving the existing standard of care, which is anti-VEGF therapy. Although Oxurion is focused on a pathway that currently does not have significant competition, competitors with more financial wherewithal and other advantages may be currently developing, or may in the future develop, technologies and products that are equally or more effective, safe and/or economical than THR-149.

If THR-149 is not able to achieve market acceptance, this will reduce Oxurion's income and lower its valuation, which could have a material adverse impact on the Company and its shareholders, and could impact the Company's ability to continue as a going concern, which could lead to its liquidation or bankruptcy which would have a material adverse impact on the Company and potentially result in shareholders losing the value of their investment (please refer to Risk 3.5.2.1 of this Section 3.5 'Risk Factors", for further information).

3.5.4.2 Price setting, availability, and level of reimbursement for THR-149 by third parties is uncertain and may impede Oxurion's ability to be commercially successful.

THR-149's commercial success will depend on the conditions for setting the selling price and conditions of reimbursement by the health agencies, insurance companies, health technology assessment agencies or other healthcare payers in the countries where THR-149 would be marketed.

THR-149 is geared at creating an alternative to anti-VEGF therapy. Considering THR-149's innovative nature and the lack of similar products, reimbursement levels are difficult to predict and Oxurion's ability to adopt an adequate pricing strategy is uncertain. THR-149 may not fit within the

5 Sun JK and Kampol LM. Ophthalmic Res 2019;62:225-230.

existing health technology assessment and reimbursement processes applied throughout the different jurisdictions in which it would be sold. THR-149 may also be subject to different reimbursement mechanisms and amounts depending on the jurisdiction in which it is being offered for sale. Moreover, anti-VEGF therapies will lose market exclusivity, which is expected to create downward pressure on pricing and reimbursement. There is also a general downward pressure on healthcare spending, including reimbursement and price levels, in most countries, due to, among other things, the current environment of healthcare cost control (e.g., international reference pricing) and increase in healthcare budgets caused by an aging population, which budget pressure will be further expanded by the impact of COVID-19.

If THR-149 fails to obtain favorable pricing and/or adequate reimbursement by third parties, such as insurance companies, governmental and other healthcare payers, this would impede Oxurion's ability to generate revenue from THR-149, which would have an adverse impact on its revenue, which in turn would have an impact on its valuation in the market and reduce the benefit to its shareholders to be derived from THR-149. If Oxurion is unable to generate revenue from THR-149, the Company's ability to continue as a going concern could be threatened, which would have a material adverse impact on the Company and its shareholders and could lead to its liquidation or bankruptcy which could potentially result in shareholders losing the value of their investment (please refer to Risk 3.5.2.1 of this Section 3.5 'Risk Factors", for further information).

3.5.5 Legal Risks

3.5.5.1 THR-149 may be deemed to infringe on the patents or other intellectual property rights of others, which could have a significant adverse impact on shareholders and other stakeholders.

Oxurion's success depends on its ability to operate without infringing on or misappropriating the intellectual property rights of others. Oxurion cannot guarantee that its activities, or those of its licensors, will not infringe on the patents or other intellectual property rights owned by others.

There is significant litigation activity in the pharmaceutical industry regarding patents and other intellectual property rights. Oxurion or its licensors may need to expend significant time and effort and may incur substantial costs in litigation if the Company is required to defend patent or other intellectual property rights claims regardless of whether the claims have any merit. Oxurion also cannot predict whether it or its licensors will prevail in any litigation.

If Oxurion or its licensors are found to have infringed the patents or other intellectual property rights of others, Oxurion or its licensors may be subject to substantial claims for damages, which could materially impact its cash flow and financial position. Oxurion may also be required to cease development, use or sale of THR-149, or be required to obtain a license for the disputed rights, which may not be available on commercially reasonable terms, if at all.

Although to date no patent infringement claim has been made against Oxurion, if THR-149 were to be found to infringe on the patents or other intellectual property of others, Oxurion could be liable for significant damages, potentially including a substantial unexpected royalty and potentially even be required to withdraw THR-149 from the market. This would have a material adverse impact on Oxurion's cash flow and reputation, which could result in the shareholders losing the total value of their investment.

3.5.5.2 Product liability claims could be successfully brought against Oxurion or its partners, which could have a significant adverse impact on shareholders and other stakeholders.

Product liability claims due to unpredicted adverse side effects of THR-149 may be brought against Oxurion or its partners by participants enrolled in clinical trials, patients, practitioners, researchers, other health/research professionals or others using, administering, or selling any of Oxurion's Clinical Asset once approved. Furthermore, JETREA® is a product developed by Oxurion and marketed by its partner, Inceptua, on its behalf, for the treatment of vitreomacular traction (VMT), which could also lead to product liability claims.

Oxurion is currently insured for product liability risks. However, claims could be made that exceed this insurance. Oxurion may incur substantial liability if it is found liable for product liability to the extent that such claims are not adequately covered by its insurance. Furthermore, a successful product liability claim (or even an unsuccessful one) could potentially harm the Company's reputation and hinder its ability to market other products, especially given that the Company has only one product in active development (please refer to Risk 3.5.2.1 of this Section 3.5 'Risk Factors", for further information). To date, no such claims or legal actions have been filed against Oxurion, but this could happen in the future, in which case it could have a material adverse impact on the Company depending on the circumstances, resulting in a potential diminution of the Company's value and have an adverse impact on shareholders.

3.5.5.3 Data protection violation or data breach claims may have an adverse effect on Oxurion's business, prospects, financial condition and results of operations and its ability to execute the KALAHARI trial, which could have a significant adverse impact on shareholders and other stakeholders.

Oxurion is required to comply with applicable data protection laws, including the European Union's General Data Protection Regulation (**"GDPR"**), which imposes strict obligations and restrictions on the collection and use of personal data. This includes cybersecurity measures addressed to prevent loss or exposure of data, intrusion into or blockage of Oxurion's or its collaborators' systems. Even stricter requirements apply to sensitive data (including data related to health).

Oxurion collects, uses, and stores personal data including sensitive data during the ordinary course of its operations. Oxurion's third-party vendors also have access to and process personal data, including sensitive data, on its behalf.

Oxurion has established processes and controls for compliance with its data protection obligations and for the proper prevention, detection, and response to cybersecurity risk. This includes the fact that all data from its clinical trial is pseudonymized before being transferred to Oxurion or its vendors, which do not have access to any patient details concerning the subjects taking part in its clinical trials.

Oxurion has taken preventative measures and established procedures regarding data processing and data security. However, data protection violations, data breaches, loss of data and unauthorized access could still occur. This could result in legal claims or proceedings, liability under the data protection and other laws, significant regulatory penalties, disruption of Oxurion's operations and damage to its reputation.

A significant data protection violation or data breach could have a material adverse effect on Oxurion's business, prospects, financial condition, and results of operations. As a biopharmaceutical company engaged in clinical trials, if the Company were to be considered a data protection risk by competent authorities, the CROs, investigators, hospitals, patients or third parties, it would make it more difficult for the Company to recruit the clinical trial sites, clinical investigators, and patients required for its trials and hence more difficult to carry out the trials, potentially resulting in delay. This would result in a potential loss of value for the Company and its shareholders as the trials could take longer and become more expensive (please refer to Sections 3.5.2.2 'THR-149 could be significantly delayed' and 3.5.3.1 'The Company may not obtain marketing authorization for THR-149 in important territories' of this Section 3.5 'Risk Factors', for further information).

3.5.6 Risks related to intellectual Property Protection

3.5.6.1 THR-149 is licensed from third parties, which creates risks of the loss of the license rights, and THR-149 may not be adequately protected by the patents and other intellectual property rights, which could have a significant adverse impact on shareholders and other stakeholders.

THR-149 is covered by several patent families, which are licensed to Oxurion. The Company's success will depend in part on its and its licensors' ability to obtain, maintain and enforce these patents and other intellectual property rights.

Licenses. THR-149 is the result of a license agreement with Bicycle Therapeutics for the intellectual property that protects THR-149. The conditions under which the Company may use this intellectual property include, but are not limited to, payments being due upon achievement of certain milestones and royalties on net sales of relevant products, as well as the performance of other obligations.

If Oxurion fails to comply with its obligations under the license agreement, the licensor may reduce the scope of the license or terminate the license, resulting in the loss of the use of the related intellectual property rights. Loss of the rights to the intellectual property protecting THR-149 is likely to mean that Oxurion is unable to develop, manufacture or sell THR-149 products or have them sold.

Patent Protection. Oxurion and its licensors have a robust patent portfolio protecting THR-149 in the most important markets. However, Oxurion cannot guarantee that it or its licensors will be able to obtain or maintain these patent rights against third-party challenges to their validity, scope, and enforceability, potentially enabling competitors to circumvent the patents and to use the patented intellectual property, thereby depriving Oxurion of the protection it would expect against competitors. Moreover, Oxurion and its licensors have not sought to protect its intellectual property rights in all jurisdictions throughout the world and may not be able to adequately enforce their intellectual property rights in the jurisdictions where they have sought or obtained protection.

A biopharmaceutical company such as Oxurion that licenses rights from third parties relies on being able to exercise those rights and that they will be enforceable and enforced, for its market and commercial value. Any diminution of those rights or that protection could have a material adverse impact on the Company and its shareholders, and therefore could result in a significant loss of investment. If Oxurion were to lose the license rights to THR-149, the Company's ability to continue as a going concern could be threatened which would have a material adverse impact

on the Company and its shareholders and could lead to the Company's liquidation or bankruptcy and the potential total loss by the shareholders of their entire investment (please refer to Section 3.5.1.1 of this Section 3.5 'Risk Factors', for further information).

In summary, if Oxurion were to lose the license rights to THR-149, this would have a material impact on its business and its shareholders (please refer to Section 3.5.2.1 of this Section 3.5 'Risk Factors', for further information). Furthermore, if Oxurion and its licensors would be unsuccessful in enforcing their patents and other intellectual property protection to protect THR-149, this could have a material adverse effect on the Company's ability to maximize the market potential of THR-149, which also could have a material impact on its business and its shareholders and other stakeholders.

3.5.6.2 If Oxurion is not able to prevent disclosure of its trade secrets, know-how, or other proprietary information, the value of its technology and THR-149 could be significantly diminished, which could have a substantial adverse impact on shareholders and other stakeholders.

Oxurion relies on trade secret protection to protect its interests in its know-how and other proprietary information and processes for which patents are difficult to obtain or enforce, all of which constitutes confidential information.

Oxurion may not be able to protect its confidential information adequately. Oxurion has a policy of requiring anyone to which it discloses confidential information, including for example, its employees, actual or potential consultants, contract personnel, advisers, some investors and potential investors and third-party partners (**"Receiving Parties"**), to enter into confidentiality agreements. However, there is no assurance that such agreements will provide sufficient protection of confidential information in the event of any unauthorized use or disclosure of confidential information.

Furthermore, Oxurion cannot provide any assurance that any of its Receiving Parties, either accidentally or through wilful misconduct, will not cause serious damage to its programs and/or its strategy, by, for example, disclosing confidential information to its competitors. It is also possible that confidential information could be obtained by third parties as a result of breaches of physical or electronic security systems of Oxurion, its Receiving Parties or other parties that have had access to its confidential information.

Any disclosure of confidential data into the public domain or to third parties could allow Oxurion's competitors to learn confidential information and use it in competition against Oxurion. In addition, others may independently discover Oxurion's confidential information through intrusion on its systems or those of third parties.

Enforcing Oxurion's rights against any misappropriation or unauthorized use and/or disclosure of confidential information is time-consuming and expensive, and may ultimately be unsuccessful, or may result in a remedy that is not commercially viable. If Oxurion were unable to protect its confidential information, this could significantly diminish the value of THR-149 by allowing competitors to gain access to competitive information, which could have a significant adverse impact on Oxurion and its shareholders. A clinical stage biopharmaceutical company such as Oxurion relies heavily on the confidentiality of its information and trade secrets for its market and commercial value and any loss of confidentiality with respect to THR-149 could have a material adverse impact on the Company and its shareholders, and therefore could result in a significant reduction in the Company's value and the shareholders' investment.

3.5.7 Risks related to reliance on third parties, key personnel, grants, and tax carry forwards.

3.5.7.1 Oxurion relies on third parties to conduct its clinical trials and to manufacture THR-149, which creates interdependencies and risks.

Oxurion has relied upon and plans to continue to rely upon third parties, including independent laboratories, clinical investigators, CROs and third-party manufacturers, to conduct its clinical trials and to manufacture THR-149.

Clinical trials. Oxurion relies on third parties for the execution of its preclinical trials and clinical trials and can control only certain aspects of their activities. However, Oxurion's reliance on these third parties does not relieve it of its regulatory responsibilities and it continues to be responsible for ensuring that the KALAHARI trial is conducted in accordance with the applicable protocol, scientific standards, and legal and regulatory obligations, such as Good Laboratory Practice (**"GLP"**), Good Clinical Practice (**"GCP"**) and Good Clinical Manufacturing (**"cGMP"**) regulations. If Oxurion, third-party laboratories, clinical investigators or any of its CROs fail to comply with applicable GLPs, GCPs or the tested products do not meet cGMP regulations, the preclinical or clinical data may be deemed unreliable, and regulators may deny approval or may require Oxurion to perform additional preclinical trials, clinical trials or other activities before approving further trials or the marketing applications for THR-149.

Further, with respect to the KALAHARI trial, the clinical investigators and CROs are not employees of Oxurion and Oxurion will not be able to control, other than by contract, the quality and extent of resources, including time, which they devote to THR-149 and the KALAHARI trial. The trial therefore may be extended, delayed or terminated if clinical investigators or CROs fail to devote sufficient quality resources to the development of THR-149, do not successfully carry out their contractual duties or obligations or meet expected deadlines, need to be replaced, or if the quality or accuracy of the clinical data they obtain is compromised due to their failure to adhere to Company's clinical protocols, regulatory requirements or for other reasons.

There are a limited number of third-party service providers that specialize in, or have the expertise required to, undertake Oxurion's preclinical and clinical trials in DME and other vascular retinal disorders. If Oxurion's relationships with these third-party CROs or clinical and preclinical investigators or laboratories would be compromised or terminated, it may not be able to enter into alternative arrangements with alternative CROs or clinical investigators or to do so on commercially reasonable terms. Switching or adding additional CROs (or investigators or laboratories) involves additional cost and requires management time and focus. In addition, the use of third-party service providers requires Oxurion to disclose its proprietary information to these third parties, which increases the risk that this information may be misappropriated.

If these third parties do not successfully carry out their contractual duties or meet expected deadlines, Oxurion's results of operations and the commercial prospects for THR-149 could be damaged, its costs could increase, and its ability to generate revenues could be delayed. Were this to occur, Oxurion may not be able to obtain regulatory approval for, or commercialize THR-149 in a timely manner, or at all, and as a result, the Company and its shareholders and other stakeholders could be substantially harmed.

Third-Party Manufacturers. Oxurion also relies on third-party manufacturers to produce and supply trial medication for its clinical trials, drug discovery, and development process, as well as for the commercial supply of JETREA®.

Due to the size of Oxurion's business, most goods and services are provided by only one and not several different suppliers, which creates the risk of loss of key suppliers. Expanding the supplier network would be time-consuming and expensive as all source suppliers are subject to

rigorous quality control standards. Oxurion's suppliers are required to adhere to strict contractual terms that include regulatory, quality (including adherence to cGMP), as well as anti-bribery and anti-corruption provisions.

Notwithstanding these contractual requirements, a third-party manufacturer may not comply with the required quality standards or devote sufficient resources to the manufacturing of Oxurion's products or may otherwise fail in the manufacturing of such compound, in which event the development and commercialization of THR-149 could be delayed (for example because of product reruns) or even terminated. Were concerns to arise with the manufacturing of THR-149, Oxurion's business could be substantially harmed.

In summary, Oxurion's reliance upon CROs and third-party manufacturers to conduct its clinical trials and to manufacture THR-149, creates risk to the Company and its shareholders. If these CROs and third-party manufacturers do not successfully carry out their contractual duties or meet expected deadlines, Oxurion may not be able to obtain regulatory approval for, or commercialize THR-149 and its business could be substantially harmed, which could have a significant negative impact on its shareholders or other stakeholders.

3.5.7.2 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 is a small company with 27 members of personnel. Oxurion's success depends on the continued contributions of Oxurion's CEO and his direct reports (**"Executive Committee"**), its scientific personnel, and on the Company's ability to develop and maintain important relationships with leading academic institutions, scientists, and companies in the face of intense competition for such personnel, amongst institutions and companies.

Oxurion's ability to compete in the highly competitive biotechnology and pharmaceuticals market depends on its ability to attract and retain highly qualified management, scientific and medical personnel. Many of the other biotechnology and pharmaceutical companies and academic institutions that Oxurion competes against for qualified personnel have greater financial and other resources and different risk profiles than Oxurion does.

The Company's CEO, Executive Committee members, and its key clinical and scientific personnel may terminate their employment or services with the Company at any time with relatively short notice. The departure of the CEO or certain Executive Committee members and clinical and scientific personnel may seriously and adversely affect Oxurion's business prospects, its clinical and research and development efforts, and its ability to obtain funding.

To the extent that Oxurion loses key members of its personnel or is unable to attract and retain key personnel, this lack of resources would create risks for the business and THR-149 by preventing the Company from achieving its objectives due to the lack of qualified resources, which could have a significant negative impact on its shareholders and other stakeholders.

3.5.7.3 Oxurion has obtained grants and subsidies, which would need to be reimbursed if it breaches the conditions.

The terms of certain of Oxurion's grant agreements may significantly hamper Oxurion in its flexibility to choose a different location for its activities.

As of the end of 2022, Oxurion received several technological innovation grants in an amount of approximately 7 million euro, to support various research programs from an agency of the Flemish government that supports technological innovation in Flanders. If Oxurion fails to comply with its contractual obligations under the applicable technological innovation grant agreements, Oxurion could be

forced to repay all or part of the grants received, which, for example, inhibit Oxurion's ability to relocate its activities without repaying the grants because certain of the grants require Oxurion to be located in Flanders. A violation of these grant agreements creates a risk of being required to repay 1.3 million euro in grants, which would result in a loss of this amount to the Company and its shareholders.

3.5.7.4 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.

Through the end of 2022, the Group had 360 million euro of deductible carry-forward tax losses in Belgium.

Being active in research and development in Belgium, Oxurion benefits from a patent income deduction, tax credit for R&D expenses, tax exemption for regional grants and subsidies and tax advantages for qualified personnel as well as the expatriate regime for foreign researchers and executives. The introduction of a minimum taxable base and any other future adverse changes of Belgian tax legislation in relation to the items detailed above may materially adversely affect Oxurion's future average corporate tax rate, results of operations and financial position. The Group considers that there is a considerable uncertainty regarding the future use of the tax losses of Oxurion as it is very difficult to estimate the impact of the patent deduction on the future tax result at this moment. As the Group can only use the abovementioned patent deduction on the basis of a tax ruling, the expectation exists that the future tax gains will be rather limited. There is also the uncertainty regarding the future use of the tax losses with ThromboGenics.

3.5.8 Risks relating to the Shares

3.5.8.1 Conversions of convertible bonds issued by the Company under the Negma Funding Program and going forward under the Atlas Funding Program has, and will continue, to significantly dilute the interests of existing shareholders and such dilution is exacerbated by the sharp decrease in the Company's market price.

The Company has issued convertible bonds that are convertible for new shares in the context of the funding program as set out in the issuance and subscription agreement entered into by the Company with Negma on 26 August 2021, as amended (the **"Negma Funding Program"**) and will continue to do so going forward under the Atlas Funding Program.

The conversion of convertible bonds under the Negma Funding Program has caused significant dilution. Going forward, the conversion of convertible bonds under the Atlas Funding Program is expected to continue to cause significant dilution. Due to conversions at low prices, the number of shares issued by the Company has risen from 53,054,271 in August 2022 to 584,702,740 on 20 February 2023 (i.e. a rise of more than 1000% over a period of six months). The significant dilution caused by the conversion of convertible bonds under the Negma Funding Program, and in the future under the Atlas Funding Program, is exacerbated by the Company's low market price.

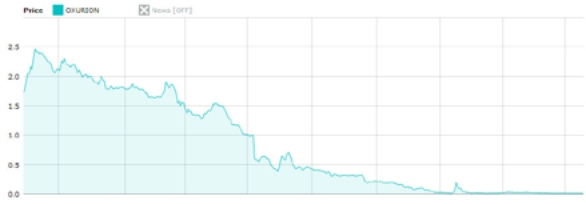
3.5.8.2 The market price of the shares may fluctuate widely in response to various factors, including significant sales of new shares upon conversion of convertible bonds.

Publicly traded securities from time-to-time experience significant price and volume fluctuations that may be unrelated to the results of operations or the financial condition of the companies that have issued them. This is exacerbated by the effects of the Atlas Funding Program

because of the large number of shares that the Company expects to issue to Atlas (likely to exceed one billion shares if all tranches are drawn down unless the stock price increases), and which for the most part Atlas intends to sell. Moreover, these market shifts may be more pronounced in the biotech market than in the broader market because the biotech market is considered to be riskier and may react more strongly to perceptions of market shifts. In addition, the market price of the existing Shares has historically been volatile, ranging from a high of 1.54 euro on March 30, 2022, and a low of 0.01 euro on February 28, 2023. The market price of the shares may continue to fluctuate significantly in response to a number of factors, some of which are beyond the Company's control, including fluctuations caused by results of the Company's clinical trial, changes in estimates by securities analysts and the potential or actual sales of the shares, in particular by Atlas, and the fact that the Company has limited news flow and analyst coverage with approximately five analysts covering the stock.

The Company's existing shares also have a relatively limited trading volume. For example, the average daily trading volume of the Company's shares in September 2022 was 261,590 shares. An active trading market for the New shares may not develop, and there is no guarantee that the existing active trading market for the shares can be sustained or that it will be sufficiently liquid. If an active trading market is not developed or sustained, the liquidity and trading price of the shares of the Company could be adversely affected.

Any sale of a significant number of the shares on the public markets, or the perception that such sales could or will occur, may adversely affect the market price of the shares. The Company cannot make any predictions as to the sale of shares or the perception on the market price of the shares. It is expected that the shares issued upon conversion of the convertible bonds under the Atlas Funding Program will largely be sold by Atlas, which is expected to exceed 1 billion if all available tranches are drawn down unless the stock price increases. Such share sales may continue to exert significant pressure on the market price as the Company continues to draw significant amounts under the Atlas Funding Program, upon which the Company relies for its financing in the short term absent other funding sources, by issuing convertible bonds. The chart below illustrates the evolution of the stock price over the period of September 29, 2021 (i.e., start of the Negma Funding Program) to March 17, 2023[6].



In addition, stock markets have recently experienced significant price and volume fluctuations, especially with respect to biotech stocks, including in the Company's view as a result of the ongoing COVID-19 pandemic on the macroeconomic outlook. These fluctuations and the Russian invasion in Ukraine have not always been related to the performance of the specific companies whose shares are traded. These fluctuations, as well as general economic and political conditions, could have an adverse effect on the market price of the shares and the value of any investment.

6 Bron: https://live.euronext.com/en/product/equities/BE0003846632-XBRU.

3.5.8.3 Future capital increases by the Company could have a negative impact on the price of the shares and could significantly dilute the interests of existing shareholders.

The Company will need to raise additional funds for the completion of the KALAHARI trial and is likely in the future to increase its share capital against cash or contributions in kind to finance its further development of its products or to strengthen its balance sheet (see also Sections 3.5.1.1 and 3.5.1.2 of this Section 3.5 'Risk Factors'). It is uncertain whether the Company will be able to raise such additional funds and, if it manages to do so, such raise of additional funds may well be under less favorable conditions, in particular taking into account the Company's current market capitalization (see also Section 3.5.8.1 of this Section 3.5 'Risk Factors').

The Company has and may continue to issue subscription rights that are exercisable for new shares, or raise capital through public or private offerings of convertible debt (potentially in the context of the Atlas Funding Program, the loan facility entered into by the Company on November 21, 2021 with Kreos Capital VI (UK) Limited (**"Kreos"**) and Pontifax Medison Finance (Israel) L.P. (**"Pontifax Israel"**) and Pontifax Medison Finance (Cayman) L.P. (**"Pontifax Cayman"** and together with Pontifax Israel, "Pontifax") (Pontifax together with Kreos, the **"Lenders"**) (the **"Loan Facility"**) or otherwise) or equity securities, or rights to acquire these securities. In connection with such transactions, the Company may, subject to certain conditions, limit or decide to cancel preferential subscription rights of existing shareholders that would otherwise be applicable to capital increases through contributions in cash. In addition, preferential subscription rights do not apply to capital increases through contributions in kind. Such transactions could therefore dilute shareholders in the Company's share capital, potentially at a price below the stock price, which could have a negative impact on the price of the shares and the shareholders.

3.5.8.4 The Company will not be able to pay dividends in the near future and intends to retain all earnings.

The Company is not allowed to declare any dividends as long as it does not have any distributable reserves in accordance with article 7:212 of the BCCA and has not declared or paid dividends on the shares in the past. Any declaration of dividends will be based upon the Company's earnings, financial condition, capital requirements and other factors considered important by the Board of Directors.

The Company is not required to declare dividends. Currently, the Board of Directors expects to retain all earnings, if any, generated by the Company's operations for the development and growth of its business and does not anticipate paying any dividends to the shareholders in the near future as the Company expects losses to continue as a result of costs relating to the ongoing KALAHARI trial and for future R&D.

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

3.6 OTHER INFORMATION IN ACCORDANCE WITH BELGIAN COMPANY LAW

3.6.1 Events after the end of the financial year

On January 25, 2023, the Company has further amended its mandatory convertible bonds issuance and subscription agreement with the Negma Group. Before the amendment, Negma had subscribed to 11 million euro in convertible bonds. Pursuant to the amendment, Negma agreed to subscribe to up to 4 million euro (1,600 bonds) in three tranches to be called at Oxurion's full discretion. Similar to Part B of the funding program with Negma, the

liquidity requirement was eliminated, and the conversion price of the shares was 80% of the lowest closing VWAP over the 15 consecutive trading days in advance of the conversion notice.

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

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

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

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

3.6.2 Major trends influencing evolution of the Company

The assets potentially subject to impairment on the balance sheet of Oxurion are the carrying value of the intangible asset composed of the in-licensed THR-687 from Galapagos under the Galapagos License and the value of immuno-oncology assets in Oncurious in-licensed from VIB.

The Company impaired the Galapagos License related to program THR-687, for the development and commercialization of integrin antagonists as it has decided not to advance THR-687 to Part B of the INTEGRAL trial. The total impact amounted to 1.0 million euro in the first half of 2022.

With respect to the in-licensed immuno-oncology assets from VIB, as of June 30, 2021, the Company concluded there is a need for impairment as Oxurion would no longer make direct investments in these assets and the Company was unable to secure a transaction with an additional investor in Oncurious. The assets were therefore fully impaired as of that date.

Provided the Company is able to access all of the Atlas Funding, Oxurion will have sufficient funding to continue clinical development to reach topline data for the Phase 2 trial of THR-149 in the fourth quarter of 2023. However,

as set forth in Risks 3.5.1.1 and 3.5.1.2, the Atlas funding is conditioned on certain events outside the Company's control, and the Company continues to pursue additional funding to ensure completion of the THR-149 trial, and its further operation thereafter.

3.6.3 R&D

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

Starting from financial year 2014, the government grants and income from recharge of costs have been deducted from the R&D expenses. These costs mainly consist of costs for clinical trials paid to third parties, personnel costs, and depreciation. In 2013, a first depreciation on the capitalized costs related to the Phase 3 development 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 as shown in section 5.7.3.

3.6.4 Going concern

We refer to section 3.4.

3.6.5 Subsidiary activity – business combinations

ThromboGenics Inc.

As of December 31, 2022, ThromboGenics Inc. is a wholly owned subsidiary of Oxurion and is incorporated in New York, US.

Oncurious NV

As of December 31, 2022, Oncurious NV is wholly owned subsidiary of Oxurion based in Leuven, Belgium.

Oncurious was incorporated on April 3, 2015, as a public limited liability company (in Dutch: Naamloze Vennootschap) by Oxurion and ThromboGenics Inc.

Oncurious is an oncology company focusing on the development of innovative medicines. Upon incorporation, Oxurion made a contribution in kind of the TB-403 patents, the TB-403 know-how and the rights and obligations under the TB-403 contracts representing 1.375 million euro. ThromboGenics Inc. made a contribution in cash of 1,000 euro.

On August 6, 2015, VIB made a contribution in kind in Oncurious of the potential future royalties of TB-403 (oncology) representing 125,000 euro. After this transaction, VIB became a minority shareholder in Oncurious alongside Oxurion, holding 125 shares of a total of 1,501 shares.

On December 12, 2017, Oxurion exercised the right to convert a 3.0 million euro convertible loan granted by Oxurion to Oncurious into 3,000 shares in the share capital of Oncurious.

On December 12, 2017, Oncurious made simultaneous agreements with VIB and Oxurion in which VIB made a contribution in kind of the rights to five immuno-oncology targets in exchange for 857 new shares. As a result of these agreements, Oxurion held 4,376 shares or 81.67% and VIB held 982 shares or 18.33% of the total number of 5,358 outstanding shares of Oncurious.

On July 23, 2020, by decision of an extraordinary general shareholders' meeting (**"EGM"**) of Oncurious, the share capital of Oncurious was increased by several contributions in kind of Oxurion and VIB receivables from Oncurious and a contribution in cash, followed by a formal capital decrease to absorb accumulated losses.

On March 31, 2021, Oxurion and VIB entered into a share purchase agreement pertaining to the acquisition of 680 shares in the share capital of Oncurious following the exercise of a call-option granted by Oxurion to VIB under the call option agreement between VIB and Oxurion of December 12, 2017.

On April 30, 2021, by decision of the EGM of Oncurious, the share capital of Oncurious was increased by a contribution in kind of a VIB receivable from Oncurious. As a result thereof, on December 31, 2021, out of a total of 12,011 shares, Oxurion owned 10,093 shares (representing 83.34%) and VIB owned 2018 shares (or 16.66%).

On September 28, 2022, Oncurious entered into an agreement with VIB concerning the assignment of intellectual property rights and know-how, and the termination of certain licenses. The assignment concerns Oncurious' C-C motif chemokine receptor 8 (CCR8) program, as well as other undisclosed assets. The assignment does not include Oncurious' TB-403 asset. The agreement was concluded following the decision of Oncurious not to further invest in the foreground technology of several discovery stage and preclinical programs. In consideration of Oxurion's contributions towards the development of foreground technology by Oncurious, prior to Oncurious' abandonment and assignment to VIB thereof, the parties agreed on a revenue sharing agreement with Oxurion upon VIB's valorization of such foreground technology.

Subsequently, on December 14, 2022, VIB sold its remaining stake in Oncurious to Oxurion for 1 euro.

We refer to the information on key arrangements in note 5.8 for more details on terms and accounting treatment.

3.6.6 Financial instruments

We refer to section 5.5.6.

3.6.7 Financial risk management

We refer to section 5.5.7.

3.6.8 Independence and competence in the Audit Committee

The Company's audit committee is validly composed in compliance with the 2020 Belgian Code on Corporate Governance (the **"Corporate Governance Code"**) and the BCCA. The audit committee is made up of INVESTEA SRL, represented by Emmanuèle Attout, who chairs the Audit Committee, Thomas Clay and Philippe Vlerick (the **"Audit Committee"**). All three Audit Committee members qualify as independent directors. Investea SRL represented by Emmanuèle Attout, as former audit partner at PricewaterhouseCoopers, has the necessary credentials to bring the required accounting and auditing expertise in this committee.

4. CORPORATE GOVERNANCE

4.1 GENERAL PROVISIONS

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

- 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)

4.2 COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

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

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

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

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

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

4.3 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 up 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 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

4.3.1 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, Teamwork, 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 resources 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 the possibility of 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, consisting of INVESTEA SRL (represented by Emmanuèle Attout), chairman; Thomas Clay; and Philippe Vlerick, the nomination and remuneration committee, consisting of Thomas Clay (chairman), Dr. Adrienne Graves and Dr. David Guyer, the CEO, the Executive Committee, and the staff.

Board of Directors

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 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 some of 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 the 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.

4.3.2 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 fit 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"**), which is part of the Corporate Governance Charter, 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 behavior. The Code of Business Conduct is also 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.

The risks identified by the Company are detailed under section 3.5.

4.3.3 Control activities

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

- 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.
- Installation of access and security systems at the premises and offices.

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

4.3.4 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 basis and locally on a daily basis.

4.3.5 Supervision and modification

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 of Directors

- 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 risks identified by the Company are detailed under Section 3.5.
- 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, if any.
- 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.

Oxurion believes that periodic evaluations are necessary to assess the effectiveness of the internal control function and the implemented procedures. Oxurion thus far has not assigned an internal audit role as the size of the business does not justify a permanent internal audit position. As required, the Audit Committee outsources internal audit activities to cover selected and/or recurring topics.

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.

4.4 FEES TO THE STATUTORY AUDITOR

IN '000 EURO (AS AT 31 DECEMBER)	2022	2021
Remuneration audit mandate	113	90
Other legal assignments of the auditor	18	48
Other services provided by the PwC/network	0	3

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

The 2021 fees involved other services provided by the Statutory Auditor's network related to tax services provided in the UK and closing of the Irish Branch and were pre-approved by the Audit Committee.

4.5 NOTIFICATION OF IMPORTANT PARTICIPATIONS

4.5.1 Share capital and shares

On December 31, 2022, the share capital of Oxurion was 75,856,161.32 euro, represented by 411,071,559 shares, all with the same fractional value. Section 5.4 provides an overview of the evolution of the Company's share capital over time. Section 5.7.7 also specifies the Board of Directors' powers with respect to authorized share capital.

During financial year 2022, Oxurion's share capital has been increased on several occasions following the conversion of (in aggregate) 3,610 convertible bonds issued to Negma:

DATE	BONDS	CAPITAL (IN EURO)	SHARE PREMIUM (IN EURO)
8 February 2022	200	483,219.36	16,780.64
23 March 2022	240	600,000.00	0.00
15 April 2022	230	575,000.00	0.00
18 May 2022	200	500,000.00	0.00
7 June 2022	180	450,000.00	0.00
6 July 2022	220	550,000.00	0.00
17 August 2022	200	500,000.00	0.00
5 September 2022	80	200,000.00	0.00
13 September 2022	80	200,000.00	0.00
12 October 2022	173	432,500.00	0.00
19 October 2022	164	410,000.00	0.00
24 October 2022	120	300,000.00	0.00
26 October 2022	123	307,500.00	0.00
2 November 2022	120	300,000.00	0.00
7 November 2022	130	325,000.00	0.00
17 November 2022	56	140,000.00	0.00
22 November 2022	172	430,000.00	0.00
24 November 2022	140	350,000.00	0.00
28 November 2022	242	605,000.00	0.00
30 November 2022	80	200,000.00	0.00
5 December 2022	80	200,000.00	0.00
9 December 2022	380	950,000.00	0.00
Total	3,610	9,008,219.36	16,780.64

In addition to the Negma funding, a capital increase also took place in the context of the authorized capital by a contribution in cash of 10,405,500 euro and with the issuance of 7,226,039 new Oxurion NV shares at 1.44 euro per share through a private equity placement on March 7, 2022.

In accordance with Article 7:215 of the BCCA, the Board of Directors is authorized to proceed on one or more occasions with the acquisition, by purchase or exchange, of its own shares for a price to be determined by the Board of Directors at the time of acquisition. This authorization also applies to the acquisition of the Company's shares by one of its directly controlled subsidiaries pursuant to Article 7:221 of the BCCA. This authorization is granted for a period of five years starting from May 24, 2022.

4.5.2 Subscription rights plans

As of December 31, 2022, Oxurion has the following subscription rights plans in place:

- Four subscription rights plans for personnel, including employees and consultants, being the 2017 Subscription Rights Plan (formerly referred to as the 2017 warrants plan) and the three 2021 Subscription Rights Plans (consisting of the 2021-1, 2021-2 and 2021-3 Subscription Rights Plans); and
- One subscription rights plan for Non-Executive Directors.

Paragraph 5.7.8 gives more detailed information on the subscription rights plans and the outstanding number of subscription rights as of December 31, 2022.

4.5.3 Shareholders

On December 31, 2022, based on all transparency declarations and information received by the Company, Oxurion is not aware of participations exceeding any legal transparency threshold.

4.5.4 Notification of important participations

Belgian law, in conjunction with the Articles of Association, imposes disclosure requirements on any individual or entity acquiring or transferring voting securities or securities which give a right to voting securities, as soon as the total number of voting rights directly or indirectly held by such individual or entity, alone or jointly with others, increases above, or falls below, a threshold of three percent, five percent, or any multiple of five percent, of the total number of voting rights attached to the Company's securities. A shareholder whose shareholding increases above or falls below any such threshold must disclose this fact to the FSMA and to the Company each time it occurs and submit the related documentation to the FSMA. The Company is required to publicly disclose any transparency notifications it receives within three business days and must mention these notifications in the notes to its financial statements. Euronext Brussels also publishes details of the notifications. To this end, the Company has created a dedicated section on its website: Transparency Notifications | Oxurion NV.

4.5.5 Financial service – paying agent services

KBC Bank NV provides financial services related to the shares in Belgium free of charge for the shareholders.

If shareholders prefer to use other intermediaries, they must themselves solicit information with regards to costs relating to the financial services.

4.6 COMPOSITION AND FUNCTIONING OF THE COMPANY'S MANAGEMENT

4.6.1 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 of Directors as Non-Executive, Independent Director.

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

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

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

The following paragraphs contain a brief biography of each director in function during the year 2022.

Dr. Patrik De Haes, M.D., (MeRoNo BV), Non-Executive Director, Chairman

Dr. Patrik De Haes, M.D., has over 30 years of experience in the global healthcare industry, covering product development, marketing, and general management. Patrik joined Oxurion in 2008 and before taking up the role of Chairman of the Board of Directors, he was Oxurion's CEO for 14 years. Prior to Oxurion, Patrik was head of Roche's Global Insulin Infusion business, as well as President and CEO of Disetronic Medical Systems Inc., a medical device company based in Minneapolis, US. He also led the global development and commercialization of the first biotech product at Sandoz Pharma (now Novartis) in Switzerland. As past Chairman of FlandersBio, Patrik is an active member of the local and regional biotech and life sciences community in Belgium. Patrik holds a degree in Medicine from the University of Leuven.

Thomas Clay, Non-Executive, Non-Executive, Independent Director

Thomas Clay is the Managing Member of Epacria Capital Partners, LLC, a single-family office managing public and private investments for members of the Clay family. He also serves as a Director of several private companies and of the Clay Mathematics Institute, Inc. Thomas is

a graduate of Harvard College, Oxford University and Harvard Business School. Thomas replaced his father, Landon Clay, on the board of directors, who led the first external investment into Oxurion and resigned from the Board of Directors in 2011.

Dr. David Guyer, M.D., Non-Executive, Independent Director (resigned on March 12, 2023)

Dr. David Guyer, M.D., is a long-standing member of the US retina community and is currently the Co-founder, President, and CEO of EyeBio. David is also a Venture Partner at SV Health Investors and is Co-Founder and former CEO and Executive Chairman of IVERIC bio (formerly Ophthotech Corporation). He was previously the CEO of Ophthotech. Dr. Guyer is also on the board of directors of iStar Medical and Eye-Point Pharmaceuticals. He co-founded and served as CEO and a Director of Eyetech Pharmaceuticals, Inc., where he led the company through private, public, and corporate financings, and oversaw the rapid development and successful commercialization of Macugen® (pegaptanib sodium), the first FDA-approved anti-VEGF pharmacological treatment for the treatment of wet AMD. Dr. Guyer has also had a successful career in academic medicine as Professor and Chairman of the Department of Ophthalmology at New York University School of Medicine. Dr. Guyer received his Bachelor of Science (BSc) degree from Yale College summa cum laude and his medical degree (MD) from Johns Hopkins Medical School. He completed his ophthalmology residency at Wilmer Ophthalmological Institute at Johns Hopkins Hospital and a retinal fellowship at the Massachusetts Eye and Ear Infirmary at Harvard Medical School.

Emmanuèle Attout (INVESTEA SRL), Non-Executive, Independent Director

Emmanuèle Attout was an audit partner at PricewaterhouseCoopers from 1994 to 2014, in charge of audits of a range of clients in various sectors, including listed companies and pharmaceutical and life sciences companies, from which she brings substantial relevant experience to the Board of Directors and to the Audit Committee. Emmanuèle is an independent Non-Executive Director, and chair of the Audit Committee, of Atenor SA, AG Insurance SA/NV and Schréder SA. She is a supervisory board member of Eurocommercial Properties NV. Since 2009, Emmanuèle is co-founder and former director of the NGO Women on Board. Emmanuèle graduated in Applied Economic Sciences at the UC Louvain.

Baron Philippe Vlerick, Non-Executive, Independent Director

Philippe Vlerick is the owner, Chairman and CEO of several businesses in Belgium and abroad. He currently serves as the Chairman and Chief Executive Officer of Vlerick Group (Belgium), and as Chairman and CEO of UCO NV, Chairman of Pentahold, Chairman of Smartphoto Group and Chairman of the Festival Van Vlaanderen. Baron Vlerick is also Vice-chairman of KBC Group and is a member of the board of directors of Exmar, Besix Group, Mediahuis, BMT and L.V.D. (Belgium). Mr Vlerick holds a Degree in Philosophy and Law from the University of Leuven, and an MBA General Management degree (PUB) (Ghent, Vlerick School of Management – 1979). He also holds a master's degree in business administration from Indiana University, Bloomington (US – 1980). In 2006, he was voted Manager of the Year by Trends, a leading business magazine in Belgium. He was granted the title of Baron in 2008 and became Commander of the Order of Leopold in 2013.

Dr. Adrienne Graves, Non-Executive, Independent Director (resigned on March 13, 2023)

Dr. Graves is a board member of multiple companies and organizations including IVERIC bio, Nicox, the American Society of Cataract and Refractive Surgery, the Glaucoma Research Foundation, and the Foundation Fighting Blindness. She was the president and chief executive officer of Santen, Inc., the US arm of Japan's largest ophthalmic pharmaceutical company, Santen Pharmaceutical Co., Ltd. Before becoming the president and chief executive officer, she was the vice president of clinical affairs and senior vice president of worldwide clinical affairs for Japan, US, and Europe at Santen, Inc. Prior to Santen, Inc., Dr. Graves was the director of international ophthalmology at Alcon Laboratories, Inc. She was also the co-founder of Glaucoma 360 (Glaucoma Research Foundation) and Ophthalmic Women Leaders (OWL). Dr. Graves received her bachelor's degree in psychology with honors from Brown University, her Ph.D. from the University of Michigan in psychobiology and completed a postdoctoral fellowship in visual neuroscience from the University of Paris.

Tom Graney, CFA, Executive Director, Chief Executive Officer

Tom Graney has extensive global finance and operational experience that spans corporate development, commercial strategy, portfolio management and supply chain management, communications, and investor relations. He is the former Chief Financial Officer of Generation Bio, was Senior Vice President and Chief Financial Officer at Vertex Pharmaceuticals Inc. and Chief Financial Officer and Senior Vice President of Finance & Corporate Strategy at Ironwood Pharmaceuticals. Prior to Ironwood Pharmaceuticals, Tom spent 20 years working with Johnson and Johnson and its affiliates, including four years as worldwide vice president of finance and Chief Financial Officer of Ethicon. Tom is a Charted Financial Analyst and holds a B.S. in accounting from the University of Delaware and an M.B.A. in Marketing, Finance, and International Business from the Leonard N. Stern School of Business at New York University. Tom is an independent director and member of the audit and compensation committees of AC Immune (Nasdaq: ACIU) and independent director and chair of the audit committee of Mogrify, a private biotechnology company.

4.6.2 Evaluation of Board of Directors' activity and members

The Board of Directors does not use a formalized process for the assessment of its operation, the functioning of the Committees or the involvement of each director in Board of Directors' activities. Rather, the Chairman, in consultation with individual directors and with support from the Nomination and Remuneration Committee, regularly conducts an evaluation of all components of the Board of Directors. A global evaluation is further informally debated in the various Board of Directors' meetings and Committee meetings to ensure that all components of the Board of Directors and interactions with the CEO are functioning well. In particular, when proposing the election or re-election of directors, the Board of Directors ensures through its discussions that its composition delivers the appropriate skills and diversity to the Company.

4.6.3 Board of Directors' meetings in 2022

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

- The Board of Directors decided not to advance THR-687 to Part B of the INTEGRAL trial, and to focus on its THR-149 program, following top-line results from Part A of its Phase 2 trial of THR-687 in May 2022.

- The Board of Directors decided to the conduct an interim analysis of at least 25% of the patients for the KALAHARI Phase 2, Part B THR-149 trial. The Board of directors decided to continue the trial based on the results of the interim analysis.
- The Board of Directors ensures that the necessary financial resources are in place so as to allow the Company to meet its objectives. This included successfully organizing a private equity placement on March 7, 2022, by which it raised 10.4 million euro in gross proceeds for 7,226,039 new shares issued at 1.44 euro. Moreover, it amended its mandatory convertible bonds issuance and subscription agreement with Negma, allowing the Company (at its discretion) to access to 6 million euro in cash in four monthly tranches, without application of a cooling off period or liquidity requirement.
- The Board of Directors was actively involved in discussions regarding future funding opportunities.
- The Board of Directors is responsible for the corporate governance structure of the Company and compliance with the corporate governance stipulations. The Board of Directors has decided to adopt a one-tier governance structure and to have an Audit Committee and a combined Nomination and Remuneration Committee.

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

Below is the attendance grid at the formal 2022 Board of Directors' meetings:

BOARD OF DIRECTORS	MERONO BV, CHAIRMAN (PATRIK DE HAES)	THOMAS CLAY	DR. DAVID GUYER	INVESTEA SRL (Emmanuèle Attout)	BARON PHILIPPE VLERICK	DR. ADRIENNE GRAVES	TOM GRANEY
27/01/2022	present	present	present	present	present	present	present
18/02/2022	present	present	present	present	present	present	present
24/03/2022	present	present	present	present	present	present	present
8/05/2022	present	present	present	present	present	present	present
2/06/2022	present	present	present	present	present	present	present
30/06/2022	present	present	present	present	excused	excused	present
30/08/2022 I	present	present	present	present	represented	present	present
30/08/2022 II	present	present	present	present	represented	present	present
5/09/2022	present	represented	represented	represented	represented	represented	present
6/09/2022	present	present	present	present	present	excused	present
5/10/2022	present	present	excused	present	present	present	present
20/10/2022	present	present	present	present	represented	excused	present
13/12/2022	present	present	present	present	present	present	present
16/12/2022	present	excused	present	present	present	present	present

4.6.4 Committees within the Board of Directors

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

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

The Audit Committee held five meetings during 2022.

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

The Nomination and Remuneration Committee held three meetings during 2022.

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

Below is the attendance grid at the 2022 Committee meetings:

AUDIT COMMITTEE	INVESTEA SRL, CHAIR	THOMAS CLAY	PHILIPPE VLERICK
16/02/2022	present	present	present
14/03/2022	present	present	present
20/05/2022	present	present	present
30/08/2022	present	present	represented
7/12/2022	present	present	represented

NOM REM CO	THOMAS CLAY, CHAIR	DR. DAVID GUYER	DR. ADRIENNE GRAVES
19/01/2022	present	present	present
24/03/2022	present	present	excused
12/12/2022	present	present	excused

4.6.5 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, taking into account the Company's values, its risk tolerance and key policies. The CEO is, among other things, entrusted with the day-to-day management of the Company.

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

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

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

This section provides a brief biography of the CEO in place on December 31, 2022.

Tom Graney – Chief Executive Officer

We refer to section 4.6.1.

4.6.6 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 provide support and assistance to the CEO (members of the Executive Committee together with the CEO are referred to herein as "Executives"). The Executive Committee has no statutory delegated powers to represent the Company or to propose or implement corporate strategy.

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

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

4.7 POLICY REGARDING TRANSACTIONS AND OTHER CONTRACTUAL RELATIONSHIPS BETWEEN THE COMPANY, INCLUDING AFFILIATED COMPANIES, ITS DIRECTORS, AND THE CEO

4.7.1 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 conflict of interest of a patrimonial nature in a decision or transaction within the authority of the Board of Directors.

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

In 2022, no conflicts of interest occurred.

4.7.2 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 members of the CEO, such transactions need to be submitted to the Board of Directors.

In 2022, no such transactions occurred.

4.7.3 Protocol regarding transactions with Related Parties

Transactions with related parties are exclusively with members of the Board of Directors.

We refer to section 4.9 for the remuneration report concerning 2022.

4.7.4 Market Abuse regulations

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

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

In accordance with the Market Abuse Regulation, Oxurion has drawn up a list of permanent insiders, including persons in the Company who are employed or consulted for the Company and who have regular or occasional

access to insider information directly or indirectly concerning Oxurion. Moreover, the Company establishes ad hoc insider lists as required. These lists are updated frequently and remain at the disposal of the FSMA for five years.

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

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

4.8 CAPITAL INCREASE BY THE BOARD OF DIRECTORS WITH RESPECT TO THE AUTHORIZED SHARE CAPITAL AND PROVISIONS THAT MAY BE TRIGGERED IN THE EVENT OF A PUBLIC TAKEOVER ON THE COMPANY (ARTICLE 8:2 OF THE ROYAL DECREE OF APRIL 29, 2019 (ARTICLE 34 OF THE OLD ROYAL DECREE OF 14 NOVEMBER 2007))

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

Article 46 of the Articles of Association contains the following provisions with respect to the authorized share capital. The Board of Directors' powers with respect to the authorized share capital were renewed at the EGM of Oxurion held on May 24, 2022, for a period of five years starting from the publication of the notary deed pertaining to the modification of the Articles of Association in the Belgian Official Gazette (May 24, 2022). The Board of Directors is authorized to increase the share capital of the Company upon one or more occasions up to an amount of 67,931,161.32 euro (less the authorized capital which is used in view of the issuance of convertible bonds) through contribution(s) in cash, contribution(s) in kind, or by conversion of the reserves in accordance with the special report drawn up pursuant to Article 7:199 of the BCCA. As a result, on December 31, 2022, the authorized capital is 65,443,000 euro.

4.9 REMUNERATION REPORT FINANCIAL YEAR 2022

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

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

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

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

4.9.1 Overview of Remuneration Policy

4.9.1.1 Executives

(A) 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".

(B) 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, where applicable, and other benefits.

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

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

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

Subscription rights are granted free of charge according to rules set by the Board of Directors on the advice of the Nomination and Remuneration Committee. The vesting of subscription rights is generally 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. Paragraph 4.9.2.1, D gives more detailed information on the subscription right plans and outstanding subscription rights at the end of 2022 including the value per subscription right at the time of each grant applying the Black-Scholes-Merton valuation method.

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

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

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

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

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

- The pay out 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 generally vest over time and are not performance related.

Consequently, no claw back arrangements were applied during 2022.

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

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

4.9.1.2 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 is 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.

(A) Non-Executive Directors

Based on a peer review of the compensation of the Board of Directors 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 approved by the shareholders, Non-Executive Directors are entitled to the following fees:

ROLES	BOARD	AUDIT CO	NOM REM CO
Chairman	90,000	12,000	8,000
Board Member	30,000	6,000	4,000

The Chairman of the Board of Directors does not receive any fees for any membership or chairmanship of any of the Committees he may hold. 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.

(B) Executive Directors

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

4.9.2 Remuneration report

4.9.2.1 Executives

(A) Total Remuneration Summary for Executives

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

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

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

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

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

(B) Fixed Remuneration

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

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.

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

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

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

(D) Subscription Rights

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

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

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

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

(E) 2022 Executive Remuneration and alignment with Remuneration Policy

The remuneration for 2022 is in line with the Remuneration Policy and contributes 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 as a percentage of base salary. 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.

4.9.2.2 Directors

(A) Non-Executive Directors

Cash Compensation

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

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

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

Share Subscription Rights

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

(B) Executive directors

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

4.9.2.3 Evolution of Executives remuneration and average employee remuneration and pay ratio.

(A) Evolution of Executives remuneration and average employee remuneration

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

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

(*) The decrease in the remuneration 2022 of the CEO is mainly due to the fact that no variable compensation related to 2022 was granted.
(**) The decrease in the Executive Committee remuneration in 2022 is mainly due to the fact that no variable compensation related to fiscal year 2022 was granted and that the number of Executive Committee members was reduced.
(***) The decrease in average compensation per FTE is mainly due to the fact that no variable compensation in 2022 was granted for corporate objectives and the composition of the personnel changed due to restructuring and attrition.

For the calculation of the average compensation per FTE, the fixed remuneration and employee benefits in December 2022 have been taken into account. The compensation data includes European employees, in full time equivalent, employed in December 2022, and does not include Executive Committee members.

(B) Ratio of the Total Remuneration of Highest Paid versus Lowest Remunerated Personnel

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

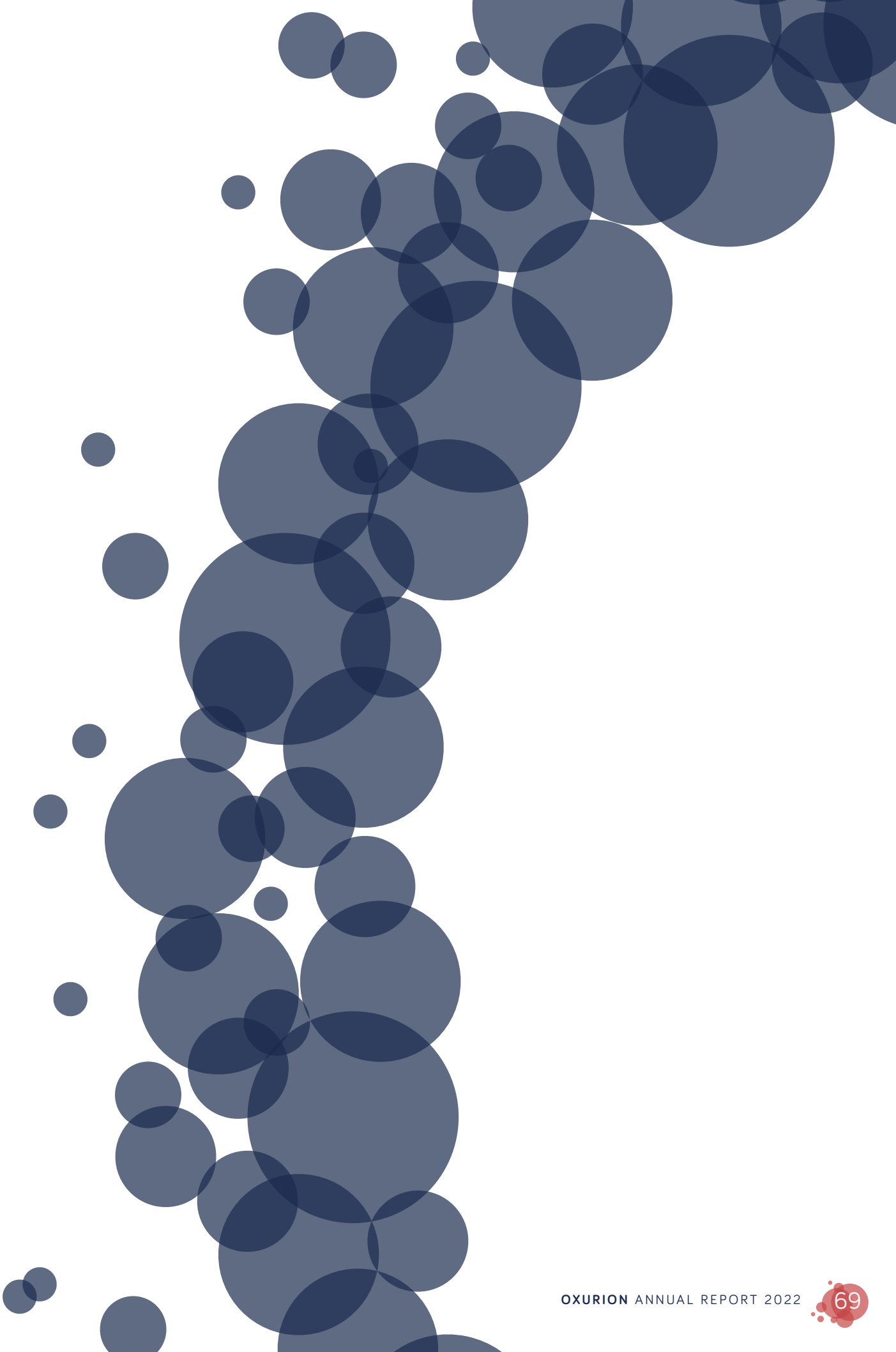
For the calculation of this ratio, the compensation data of US and European employees, full time equivalent, and employed in December 2022, are considered and is based upon the fixed remuneration and employee benefits in the month of December 2022.

4.9.2.4 Extraordinary Items

Severance Payments

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

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



5. CONSOLIDATED FINANCIAL STATEMENTS

5.1 CONSOLIDATED STATEMENT OF PROFIT AND LOSS

IN '000 EURO (FOR THE YEAR ENDED 31 DECEMBER)	NOTE	2022	2021
Revenue	5.6.1	595	1,128
Cost of sales	5.6.2	-513	-612
Gross profit		82	516
Research and development expenses	5.6.3	-15,986	-20,696
General and administrative expenses	5.6.4	-5,980	-7,150
Selling expenses	5.6.5	-892	-1,274
Other operating income	5.6.6	830	1,245
Other operating expense		0	-9
Impairment losses	5.7.3	-1,000	-1,127
Operating result		-22,946	-28,495
Finance income	5.6.7	639	171
Finance expense	5.6.8	-9,379	-1,268
Result before income tax		-31,686	-29,592
Taxes	5.6.10	-7	-3
Result of the year		-31,693	-29,595
Attributable to:			
Equity holders of the company		-31,685	-29,158
Non-controlling interest		-8	-437
Result per share			
Basic earnings / loss (-) per share (euro)	5.6.11	-0.37	-0.77
Diluted earnings / loss (-) per share (euro)	5.6.11	-0.37	-0.77

IN '000 EURO (AS AT 31 DECEMBER)	NOTE	2022	2021
Result of the year		-31,693	-29,595
Other comprehensive income:			
Remeasurement of defined benefit pension schemes	5.7.9	361	566
Fair value gain/(loss) on investments designated as at FVTOCI		-5	-5
Other comprehensive income that will not be reclassified to profit or loss		*356*	*561*
Exchange differences arising on translation of foreign operations		101	122
Other comprehensive income that will or may be reclassified to profit or loss		*101*	*122*
Other comprehensive income, net of income tax		457	683
Total comprehensive loss (-) / income for the year		-31,236	-28,912
Attributable to:			
Equity holders of the company		-31,228	-28,475
Non-controlling interest		-8	-437

The accompanying notes from section 5.5 to 5.7 form integral part of these consolidated financial statements.

5.2 CONSOLIDATED STATEMENT OF FINANCIAL POSITION

IN '000 EURO (AS AT 31 DECEMBER)	NOTE	2022	2021
ASSETS			
Property, plant and equipment	5.7.1	99	120
Right-of-use assets	5.7.2	963	252
Intangible assets	5.7.3	0	1,000
Other non-current assets		40	95
Non-current tax credit	5.7.4	3,785	4,000
Non-current assets		**4,887**	**5,467**
Inventories	5.7.5	5	60
Trade and other receivables	5.7.4	3,321	2,517
Current tax receivables	5.7.4	189	845
Investments	5.7.6	95	247
Cash and cash equivalents		3,496	9,740
Current assets		**7,106**	**13,409**
Total assets		**11,993**	**18,876**
EQUITY AND LIABILITIES			
Share capital	5.7.7	65,443	46,029
Share premium	5.7.7	250	234
Other comprehensive income	5.7.8	101	-356
Other reserves	5.7.8	3,027	-5,266
Retained earnings		-73,404	-41,719
Equity attributable to equity holders of the company		**-4,583**	**-1,078**
Non-controlling interest		0	-30
Total equity		**-4,583**	**-1,108**
Lease liabilities		833	44
Employee benefit liabilities	5.7.9	159	594
Convertible loans	5.7.11	3,235	8,433
Non-current liabilities		**4,227**	**9,071**
Trade payables		5,040	4,979
Lease liabilities		139	221
Convertible loans	5.7.11	3,809	3,401
Other short-term liabilities	5.7.10	3,361	2,312
Current liabilities		**12,349**	**10,913**
Total equity and liabilities		**11,993**	**18,876**

The accompanying notes from section 5.5 to 5.7 form integral part of these consolidated financial statements.

5.3 CONSOLIDATED STATEMENT OF CASH FLOWS

IN '000 EURO (FOR THE YEAR ENDED 31 DECEMBER)	NOTE	2022	2021
Cash flows from operating activities			
Loss for the period		-31,693	-29,595
Finance expense	5.6.8	1,555	896
Finance income	5.6.7	-203	-171
Depreciation of property, plant and equipment	5.7.1	63	77
Amortization and impairment of intangible assets	5.7.3	1,000	1,127
Amortization of right-of-use assets	5.7.2	290	600
Gain on sale of property, plant and equipment		-1	-344
Fair value adjustments of financial instruments		7,388	372
(Reversal of) impairment losses on current assets		0	629
Increase / Decrease (-) in provisions		-75	64
Equity settled share-based payment transactions	5.6.9	933	1,107
Increase (-) / Decrease in trade and other receivables and inventories		215	-2,037
Increase / Decrease (-) in short-term liabilities		1,149	297
Net cash flows generated / used (-) in operating activities		*-19,379*	*-26,978*
Cash flows from investing activities			
Disposal of property, plant and equipment (following a sale)	5.7.1	18	394
Decrease / Increase (-) in investments	5.7.6	147	36
Interest received and similar income	5.6.7/8	5	9
Purchase of property, plant and equipment	5.7.1	-59	-32
Net cash flows generated / used (-) in investing activities		*111*	*407*
Cash flows from financing activities			
Principal paid on lease liabilities	5.7.2	-294	-599
Proceeds from loans and borrowings	5.7.11	7,150	11,150
Repayment of loans and borrowings	5.7.11	-3,605	0
Other financial income / expense (-)		-7	-20
Interest paid on lease liabilities	5.7.2	-6	-3
Proceeds from capital increases in subsidiaries from non-controlling interest		0	86
Proceeds from capital and share premium increases, gross amount	5.7.7	10,405	1,350
Paid interests and other bank charges	5.6.8	-642	-186
Net cash flows used (-) / generated in financing activities		*13,001*	*11,778*
Net change in cash and cash equivalents		-6,267	-14,793
Net cash and cash equivalents at the beginning of the period		9,740	24,511
Effect of exchange rate fluctuations		23	22
Net cash and cash equivalents at the end of the period		3,496	9,740

The accompanying notes from section 5.5 to 5.7 form integral part of these consolidated financial statements.

5.4 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	SHARE CAPITAL	SHARE PREMIUM	OTHER COMPREHEN-SIVE INCOME RESERVE	OTHER RESERVES	RETAINED EARNINGS	ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	NON-CONTROL-LING INTEREST	TOTAL
Balance as at 1 January 2021	44,913	0	-1,039	-6,133	-12,561	25,180	-132	25,048
Total comprehensive income of the year								
Result of the year	0	0	0	0	-29,158	-29,158	-437	-29,595
Change to foreign currency translation difference	0	0	122	0	0	122	0	122
Remeasurement of DBO	0	0	566	0	0	566	0	566
Net change in fair value of investments	0	0	-5	0	0	-5	0	-5
Total comprehensive income for the year	0	0	683	0	-29,158	-28,475	-437	-28,912
Contributions by and distributions to owners								
Issue of ordinary shares	1,116	234	0	213	0	1,563	0	1,563
Share-based payment transactions	0	0	0	1,107	0	1,107	0	1,107
Total contributions by and distributions to owners	1,116	234	0	1,320	0	2,670	0	2,670
Transactions with non-controlling interests	0	0	0	-453	0	-453	539	86
Balance as at 31 December 2021	46,029	234	-356	-5,266	-41,719	-1,078	-30	-1,108
Balance as at 1 January 2022	46,029	234	-356	-5,266	-41,719	-1,078	-30	-1,108
Total comprehensive income of the year								
Result of the year	0	0	0	0	-31,685	-31,685	-8	-31,693
Change to foreign currency translation difference	0	0	101	0	0	101	0	101
Remeasurement of DBO	0	0	361	0	0	361	0	361
Net change in fair value of investments	0	0	-5	0	0	-5	0	-5
Total comprehensive income for the year	0	0	457	0	-31,685	-31,228	-8	-31,236
Contributions by and distributions to owners								
Issue of ordinary shares	19,414	16	0	7,398	0	26,828	0	26,828
Share-based payment transactions	0	0	0	933	0	933	0	933
Total contributions by and distributions to owners	19,414	16	0	8,331	0	27,761	0	27,761
Transactions with non-controlling interests	0	0	0	-38	0	-38	38	0
Balance as at 31 December 2022	65,443	250	101	3,027	-73,404	-4,583	0	-4,583

The accompanying notes from section 5.5 to 5.7 form integral part of these consolidated financial statements.

5.5 GENERAL NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5.5.1 Reporting entity

Oxurion is a public limited liability company (in Dutch: Naamloze Vennootschap) established under Belgian law with its registered office at Gaston Geenslaan 1, B-3001 Leuven, with two wholly owned subsidiaries – ThromboGenics and Oncurious (wholly owned as of December 14, 2022). Oxurion, ThromboGenics and Oncurious are biopharmaceutical companies focusing on the development of new drugs for the treatment of eye diseases and cancer. The Group has built a pipeline of drug candidates, one of which is actively in the clinic. The Group's research and development facilities are located in Belgium.

The consolidated financial statements of Oxurion for the year ending December 31, 2022, include the entire Group.

These consolidated financial statements were approved by the Board of Directors on March 30, 2023. Possible changes to this Annual Report can be carried out until the AGM of May 2, 2023.

5.5.2 Application of new and revised standards and interpretations to the consolidated financial statements

New Standards, Interpretations and Amendments adopted by the Group.

During 2022, the Group has adopted all the new and revised Standards and Interpretations issued by the International Accounting Standards Board (**"IASB"**) and the IFRS Interpretations Committee (**"IFRS IC"**) of the IASB as adopted by the European Union (**"EU"**) and effective for the accounting year starting on January 1, 2022. The Group has not applied any new IFRS requirements that are not yet effective as of December 31, 2022.

The following new Standards, Interpretations and Amendments issued by the IASB and the IFRS IC as adopted by the European Union are effective for the financial period:

- Amendment to IFRS 16 Leases: COVID-19-Related Rent Concessions beyond 30 June 2021 (applicable for annual periods beginning on or after 1 April 1, 2021)
- Amendments to IAS 16 Property, Plant and Equipment: Proceeds before Intended Use (applicable for annual periods beginning on or after 1 January 1, 2022)
- Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets: Onerous Contracts — Cost of Fulfilling a Contract (applicable for annual periods beginning on or after 1 January 1,2022)
- Amendments to IFRS 3 Business Combinations: Reference to the Conceptual Framework (applicable for annual periods beginning on or after 1 January 1, 2022)
- Annual Improvements to IFRS Standards 2018–2020 (applicable for annual periods beginning on or after 1 January 1, 2022)

The adoption of these new standards and amendments has not led to major changes in the Group's accounting policies.

Standards and Interpretations issued but not yet effective in the current year.

The Group elected not to early adopt the following new Standards, Interpretations and Amendments, which have been issued by the IASB and the IFRS IC but are not yet mandatory for December 31, 2022, reporting periods and/or not yet adopted by the EU as per December 31, 2022:

- IFRS 17 Insurance Contracts (applicable for annual periods beginning on or after January 1, 2023)
- Amendments to IFRS 17 Insurance contracts: Initial Application of IFRS 17 and IFRS 9 – Comparative Information (applicable for annual periods beginning on or after January 1, 2023)
- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (applicable for annual periods beginning on or after January 1, 2024 or later, but not yet endorsed in the EU)
- Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting Policies (applicable for annual periods beginning on or after January 1, 2023)
- Amendments to IAS 8 Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates (applicable for annual periods beginning on or after January 1, 2023)
- Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction (applicable for annual periods beginning on or after January 1, 2023)
- Amendments to IFRS 16 Leases: Lease Liability in a Sale and Leaseback (applicable for annual periods beginning on or after January 1, 2024, but not yet endorsed in the EU)

None of the new Standards, Interpretations and Amendments, which are effective for periods beginning after January 1, 2022, that have been issued by the IASB and the IFRS IC but are not yet effective as per December 31, 2022, and/or not yet adopted by the EU as per December 31, 2022, are expected to have a material effect on the Group's current or future financial statements or on foreseeable future transactions.

5.5.3 Basis of preparation and significant accounting policies

The main basis adopted when preparing these consolidated financial statements are set out below.

(A) STATEMENT OF COMPLIANCE

These consolidated financial statements were prepared in accordance with the IFRS as issued by the IASB and adopted by the EU. The consolidated financial statements are presented in thousands of euro except per share amounts which are in euro.

(B) GOING CONCERN - MATERIAL UNCERTAINTY

The Group's cash balance at December 31, 2022, of 3.6 million euro is not sufficient to fund the Group's operations during the next twelve months. However, post-closing, the Group entered into the Atlas Subscription Agreement. This committed but conditional funding would be sufficient to fund operations during the next twelve months from the financial statement's issue date. However, given the contingent nature of this funding, the Group is actively exploring the possibility of obtaining additional funding through debt, equity, or non-dilutive funding, including the licensing of THR-149, or alternatively reducing its costs and investments so that there should be sufficient cash to continue its operations during the next twelve months.

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

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

(C) BASIS OF CONSOLIDATION

Subsidiaries

The consolidated financial statements include all the entities that are controlled by the Group. Control exists when Oxurion directly or indirectly has the ability to direct the relevant activities that significantly affect the entities' returns, has exposure or rights to variable returns and the ability to use its power over the entity to affect investors' returns, Control is presumed to exist when Oxurion owns, directly or indirectly, more than 50 percent of the voting rights linked to the share capital. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Applying this standard, Oxurion's subsidiaries ThromboGenics and Oncurious have been consolidated.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date on which control ceases. A change in the ownership interest of a subsidiary, without a change in control, is accounted for as an equity transaction. Cash flows from transactions relating to changes in ownership that do not result in a change of control are classified as financing activities.

Intra-group transactions, balances and unrealized profits and losses on transactions between companies in the Group are eliminated in preparing the consolidated financial statements. Unrealized losses are eliminated in the same way as unrealized profits unless the transaction indicates an impairment loss on the assets transferred. The accounting principles of the subsidiaries have been adjusted where necessary to be consistent with the principles adopted by the Group.

(D) BUSINESS COMBINATIONS AND GOODWILL

Business combinations are accounted for by applying the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred as measured at fair value on the acquisition date and the amount of any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred. The cost is attributed to the identifiable assets, liabilities and contingent liabilities of the acquiree. These acquired identifiable assets and (contingent) liabilities are initially measured at their fair value on the date of acquisition.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests) and any previous interest held over the identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in the profit or loss.

(E) FOREIGN CURRENCY TRANSLATION

Functional and presentation currency

The consolidated financial statements are presented in thousands of euro, which is the functional currency of Oxurion. All companies within the Group use the euro as their functional currency, except for the US subsidiary, whose functional currency is the US dollar (USD).

Transactions and balances in foreign currencies

Transactions in currencies other than the functional currency of the entities are recorded at the exchange rates prevailing on the date of the transaction. On each balance sheet date, monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing on the balance sheet date.

Non-monetary assets and liabilities that are measured at historical cost in a foreign currency by the Company's entities are translated using the exchange rates at the dates of the initial transactions.

Gains and losses arising on retranslation using a foreign currency are included in the net profit or loss for the period.

Foreign operations

On consolidation, the assets and liabilities including goodwill and fair value adjustments arising on consolidation of the Group's foreign operations are translated at the exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period. Exchange rate differences arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognized as income or expense items in the period in which the operation is disposed of.

(F) REVENUE RECOGNITION

Revenue recognition for Oxurion consists of JETREA® vial sales to distributors, royalties for JETREA® vial sales from licensees, occasional upfront and milestone payments agreed through license or collaboration contracts which could include recharging of incurred services of cost, and royalties.

JETREA® sales

Performance obligations

Oxurion has identified one performance obligation within its customer contracts for the sale of JETREA® product, i.e. the delivery of goods to its customers.

Timing of revenue recognition

Oxurion recognizes revenue upon delivery of the goods to the customers as that is the moment the customer obtains control over the goods.

Transaction price – variable consideration

The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The sales prices are fixed in the contract. However, some contracts provide customers with a right of return and rebates.

Oxurion accepts returns in certain limited cases, and they need to be approved by Oxurion in order to be processed by the distributors. The amount of revenue recognized is the amount allocated to the satisfied performance obligation taking into account variable consideration (incl. expected returns). The estimated amount of variable consideration is included in the transaction price only to the

extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is estimated on the basis of historical experience and the specific terms in the individual agreements. A liability is recognized for expected sales returns, rebates, trade and cash discounts, chargebacks or other reimbursements payable directly or indirectly to customers in relation to sales made until the end of the reporting period. Oxurion applies the 'expected value method' in order to estimate such return accruals, and related asset.

Oxurion does not offer warranties, customer loyalty point programs or any material financing component to its customers. Oxurion has not received any non-cash consideration. There are no costs to acquire customer contracts, or costs to fulfil the customer contracts. Therefore, contract balances are only recognized to the extent of accounts receivable, and refund liability (return accrual).

Royalty revenue on JETREA® sales

In the case of one distributor, royalties are generated under license agreements based on licensee's sales of JETREA® products to the end-customers. As explained above, revenue from the sale of goods is recognized at the moment of delivery to the distributor. However, the agreement stipulates that the royalty is earned once the distributor subsequently sells the product to the end-customer. Therefore, the royalty revenue is recognized once the product is sold to the end-customer, based on quarterly invoicing data. There is no specific performance obligation for Oxurion to satisfy in order to be entitled to this royalty.

Occasional upfront, milestone and other payments

Revenue is only recognized at an amount that reflects the consideration to which the Group expects to be entitled in exchange for the satisfied performance obligation. A performance obligation is satisfied when the control of goods or services is transferred to a customer. Any upfront payments or license fees for which there are subsequent performance obligations, are initially reported as deferred revenue and are recognized as revenue when performance obligations are satisfied over the period of the development, collaboration, or manufacturing obligation. We refer to note 5.8 under key arrangements section..

(G) RESEARCH GRANTS

On certain specific research projects, the research costs incurred are partially reimbursed by Flanders Innovation & Entrepreneurship (Vlaams Instituut Innoveren en Ondernemen) (**"VLAIO"**), formerly known as IWT (Agency for Innovation by Science and Technology in Flanders – Agentschap voor Innovatie door Wetenschap en Technologie in Vlaanderen). In line with IAS 20 "Government grants", these grants are recognized as government grant income over the term of the project for which the grant was given when there is reasonable assurance that the Group will comply with the conditions attached to them and the grants will be received. Grants that compensate the Company for expenses incurred are deducted from the 'Research and Development Expenses' on a systematic basis in the same period in which the expenses are incurred.

Oxurion has a track record of more than 10 years with these types of projects for which it receives grants from VLAIO. Grants are provided to Oxurion in order to support certain R&D activities. Activities, related budget, and types of costs that will be paid are defined in the grant agreement. Over the course of the project, Oxurion reports on the status of activities and incurred expenditure to VLAIO on a regular (quarterly) basis in order to receive grant advances. The final assessment is performed by VLAIO at the end of the project in order to determine the final grant amount. Projects can take on average between two to five years.

Over the course of funded projects, Oxurion is confident that all activities performed will not deviate from the agreed scope, and that the final grant amount will not deviate from the initially agreed amount (except in a limited number of

cases when Oxurion had finalized the project earlier and did not spend the whole budget but has still received the grant based on actual expenditure). Overall, Oxurion is confident that the reasonable assurance as defined in the standard is reached over the course of the project for the amounts spent up to that moment, as the only condition attached to the grant is to perform R&D activities in line with the agreed-upon scope and in line with the set budget. There are no other conditions attached to the grants and the outcome of R&D activities does not impact the decision of VLAIO whether the final grant will be received or not.

(H) INTANGIBLE ASSETS

Internally generated intangible assets

Research costs are charged to statement of profit and loss as incurred.

An internally generated intangible fixed asset (see note 5.7.3) which arises from development activities undertaken in the Group is recognized only if all of the following conditions are met:

- Technical possibility of making the intangible asset ready for use.
- The intention is to complete the intangible asset and use or sell it.
- Possibility of using or selling the intangible asset.
- It is probable that the intangible asset will generate future economic benefit or demonstrate the existence of a market.
- Availability of adequate technical and financial resources to complete the development; and
- Availability to reliably measure the attributed expenses for the intangible asset during development.

The patent costs for protecting the intangible assets are recognized as an expense.

Where the criteria for capitalization of the development expenses are not met, these expenses are recorded as incurred during the period.

After their initial recording on the statement of financial position intangible assets are valued at cost less accumulated depreciation and accumulated impairment losses. Amortization of capitalized development costs are recognized in the statement of profit and loss under 'Research and Development Expenses'. We refer to note 5.6.3 on 'Research and Development Expenses'.

The capitalized costs of the patent are amortized over the life of the patent as of the moment that it would generate revenue.

Software licenses are amortized over three years.

Externally acquired intangible assets and outsourced R&D costs

Payments made to third parties for subcontracted R&D, where there is no transfer of intellectual property to Oxurion, are expensed as internal R&D expenses in the period in which they are incurred. Such payments are only capitalized if they meet the criteria for recognition of an internally generated intangible asset, as indicated above.

Oxurion has entered into various contracts for the acquisition of licenses to intellectual property or third-party know-how, as disclosed further in note 5.8 under the key arrangements section. These assets are typically acquired for consideration including upfront, milestone and royalty payments.

Upfront payments made to third parties to in-license or acquire intellectual property rights, patents, compounds, products, and know-how technologies to be used in R&D activities, are capitalized as costs paid for a separately acquired intangible asset under IAS 38.

The related milestone payments can only be capitalized if they meet the criteria for recognition of an internally generated intangible asset and is recognized at the moment the milestone is achieved

Royalties paid/payable for acquired intellectual property are accrued for in line with the underlying sales and recognized under the cost of sales.

(I) PROPERTY, PLANT AND EQUIPMENT

Property, plant, and equipment are included at the historical cost (material costs only) less accumulated depreciation and impairment. Subsequent costs are included in the carrying amount for the asset or booked as a separate asset as appropriate, but only when it is probable that future economic benefits associated with the item will be generated for the Group and the cost price of the item can be measured reliably. All other repair and maintenance costs are charged to the statement of profit and loss as incurred. The cost of assets retired or otherwise disposed of, and the related accumulated depreciation, are included in the statement of profit and loss as part of the gain or loss on disposal in the year of disposal. Gains and losses on disposal of property, plant and equipment are included in other income or expense.

Depreciation is calculated using the straight-line method to allocate the cost of property, plant and equipment to their estimated residual values over their estimated useful lives as follows:

- Property, plant and equipment: three to five years
- Furniture and fittings: three to five years

The depreciation methods, useful life and residual value are revalued on each reporting date.

We refer to the notes 5.6.3 until 5.6.5 for the disclosures of where the depreciation charges are recognized in the statement of profit and loss.

Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the item replaced will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced item is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

(J) LEASED ASSETS

IFRS 16

The Group leases an office, copiers, and cars. Rental contracts are typically made for fixed periods of 3 to 4 years but may have extension options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Leases are recognized as right-of-use assets and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of these asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities are exclusively composed of fixed payments less any lease incentives receivable.

The lease payments are discounted using the lessee's incremental borrowing rate, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liability and any lease payments made at or before the commencement date.

Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases comprise some car leases and are leases with a lease term of twelve months or less. Low-value assets only comprise of one copier.

We refer to note 5.7.2 for more information.

(K) IMPAIRMENT LOSSES ON GOODWILL, INTANGIBLE ASSETS AND PROPERTY, PLANT AND EQUIPMENT

Intangible assets with an indefinite useful life or not yet available for use and goodwill are not subject to amortization but are tested annually for impairment or if there is an indication that an asset may be impaired.

Assets that are subject to amortization or depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognized for the amount by which the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less the costs to sell the asset and its value in use. These values are generally determined based on discounted cash flow calculations. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). The impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit pro rata to the carrying amount of each asset in the unit. An impairment loss recognized for goodwill cannot be reversed in a subsequent period. For assets other than goodwill, where an impairment loss is subsequently reversed, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable value, but in such a way that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been included for the asset (cash-generating unit) in prior years. The reversal of an impairment loss is included immediately in the statement of profit and loss.

(L) INCOME TAXES

Income tax expenses in the statement of profit and loss comprise the tax currently payable.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported on the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantially enacted on the reporting date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet method.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary

differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset realized. Deferred tax is charged or credited in the statement of profit and loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

The Group also receives tax credits for R&D expenses. These R&D expenses are recorded through P&L under IFRS in the line item 'Research and development expenses' as the expenses do not meet the requirements in IAS 38 to be capitalized. The tax credit is not subject to unfulfilled conditions. In case there is insufficient tax against which to set off the tax credit, the credit can be carried forward during 5 consecutive assessment years. The tax credit receivable is presented for the non-current portion in the line item 'Non-current tax credit' and for the current portion in the line item 'Current tax receivables' of the consolidated statement of financial position. At the end of 5 consecutive assessment years, the balance of the unused tax credit is received in cash from the government. The income from those tax credits is included in the line item 'Other operating income' in the statement of profit and loss.

(M) EMPLOYEE BENEFIT PLAN

Short-term employee benefits

Liabilities for wages and salaries that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the statement of financial position.

Pension benefits

Starting July 1, 2009, the Group changed the defined benefit pension plan into a new defined contribution pension plan. All acquired rights up to June 30, 2009, are retained. Therefore, the Group has two pension plans: (i) the initial defined benefit plan and (ii) the pension plan, which is a defined contribution plan in structure.

The assets of both plans are held in separate trustee-administered funds.

According to the Belgian legislation applicable to the second pillar pension plans (the minimum guaranteed return under the so-called "Law Vandenbroucke"), all Belgian pension plans that are structured as defined contribution plans are considered defined benefit plans under IFRS and therefore are accounted for as such.

Because of this minimum guaranteed return, the employer is exposed to a financial risk since further contributions could be required if the return on the assets is not sufficient to reach the minimum benefits to be paid.

The Group's commitments under defined benefit plans, and the related costs, are measured using the "projected unit credit method" with actuarial valuations being carried out at each balance sheet date by a qualified actuary. Past service cost is included immediately to the extent that the

benefits are already vested, and otherwise the service is amortized on a straight-line basis over the average period until the benefits become vested. Remeasurements of the net defined obligation are recognized directly within equity.

The retirement benefit obligation recognized in the statement of financial position represents the fair value of plan assets at the reporting date, less plan liabilities calculated using the projected unit credit method discounted to its present value using yields available on high quality corporate bonds that have maturity dates approximating to the terms of the liabilities and are denominated in the same currency as the post-employment benefit obligations less the effect of minimum funding requirements agreed with scheme trustees.

No other long- or short-term benefits are granted to employees.

Share-based compensation

The Group operates equity-settled, share-based compensation plans through which it grants share subscription rights (giving the holder the right to subscribe to a specific number of shares in accordance with the share option plan, hereafter referred to as 'subscription rights') to the CEO, personnel, and consultants as consideration in exchange for services performed. The fair value of the services received in exchange for the granting of the subscription rights is recognized as an expense over the vesting period with a corresponding increase in equity.

The total amount to be expensed over the vesting period is determined by reference to the fair value at the date on which the subscription rights are granted, measured using the Black & Scholes model, taking into account the term and conditions upon which the subscription rights were granted excluding the impact of any non-market vesting conditions. At each balance sheet date, the entity revises its estimates of the number of subscription rights that are expected to become exercisable except where forfeiture is only due to shares not achieving the threshold for vesting. It recognizes the impact of the revision of original estimates, if any, in the statement of profit and loss, and a corresponding adjustment to equity over the remaining vesting period. The proceeds received, net of any directly attributable transaction costs, are credited to share capital (nominal value) and share premium when the subscription rights are exercised.

(N) FINANCIAL INSTRUMENTS

Financial assets

INITIAL RECOGNITION AND MEASUREMENT

Financial assets are classified, at initial recognition, and subsequently measured, at either amortized cost, fair value through other comprehensive income (**"OCI"**) or fair value through profit or loss.

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

Trade receivables that do not contain a significant financing component are measured initially at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest' (**"SPPI"**) on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

SUBSEQUENT MEASUREMENT

For purposes of subsequent measurement, the following categories of financial assets are relevant to the Company:

- Financial assets at amortized costs (trade receivables, term deposits); and
- Financial assets at fair value through OCI (investments in debt instruments (bonds)).

FINANCIAL ASSETS AT AMORTIZED COST

This category is the most relevant to the Company. The Company measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest rate (**"EIR"**) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Company's financial assets at amortized cost mainly includes trade receivables and term deposits.

FINANCIAL ASSETS THROUGH OCI (DEBT INSTRUMENTS)

The Company measures debt instruments at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognized in the statement of profit or loss and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognized in OCI. Upon derecognition, the cumulative fair value change recognized in OCI is recycled to profit or loss.

The Company's debt instruments at fair value through OCI includes investments in quoted debt instruments (bonds).

DERECOGNITION

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

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

IMPAIRMENT OF FINANCIAL ASSETS

The Company recognizes an allowance for expected credit losses (**"ECLs"**) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade receivables and term deposits, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date.

Upon impairment, the carrying amount of the financial assets is directly reduced by the impairment loss, with the exception of trade receivables. For trade receivables, the carrying amount is reduced by means of a separate impairment account. If a trade receivable is considered uncollectible, it is written off in the impairment account. Subsequent collection of amounts that had previously been written off is credited in the impairment account. Modifications in the carrying amount of the impairment account are recognized in the statement of profit and loss.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise demand deposits and other short-term, highly liquid investments (with less than three months to maturity) that are readily convertible into a known amount of cash and are subject to an insignificant risk of fluctuations in value.

Financial liabilities

DISTINCTION BETWEEN FINANCIAL LIABILITIES AND EQUITY

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

INITIAL RECOGNITION AND MEASUREMENT

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

The Company's financial liabilities include trade and other payables and convertible loans.

SUBSEQUENT MEASUREMENT

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortized cost (loans and borrowings)

Financial liabilities at fair value through profit and loss include financial liabilities designated upon initial recognition as at fair value through profit or loss and only if the criteria in IFRS 9 are satisfied. The Group has designated convertible loans at fair value through profit and loss, since the convertible loans contain embedded derivatives for which assessment of whether it is required to separate the embedded derivative from the host contract to measure the derivative at fair value, would be more complex or result in less reliable measures than measuring the entire instrument at fair value through profit or loss As such the conditions in IFRS 9 4.3.5 are met and designation at fair value through profit or loss is permitted.

The convertible loans are measured at fair value through profit or loss, using the valuation methods described in note 5.7.11. Transaction costs in relation to these financial liabilities at fair value through profit or loss are expensed as incurred and included in the line item 'Finance expense' in the consolidated statement of profit and loss.

Trade and other payables are subsequently measured at amortized cost, using the effective interest rate method.

(O) EQUITY INSTRUMENTS

Equity instruments issued by the Group are recorded at the proceeds received. Direct issue costs are processed as a deduction on equity.

(P) FINANCIAL INCOME AND EXPENSES

Financial income includes interest income on invested funds. Realized and unrealized exchange differences are reported under financial income and expenses.

(Q) SEGMENT REPORTING

An operational segment is a component of an entity:

- which exercises operating activities with which profits are gained and costs can be made (including profits and costs from transactions with other components of the entity);
- where the operational results are judged regularly by the highest managerial function of the entity who can take important operational decisions in order to make decisions regarding the granting of resources and to evaluate the financial results of the segment (chief operating decision maker); and
- for which separate financial information is available and that is engaged either in providing specific products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), and which is subject to risks and rewards that are different from those of other segments.

The segment information is represented in a consistent manner regarding the internal reporting to the chief operating decision maker of the entity, i.e., the institution which takes the most important decisions, enabling decision-making of allocating resources to the segment and evaluating financial performances of the segment. At this moment, reporting is being done at a global level within Oxurion.

(R) INVENTORIES

Raw and ancillary materials and commodities are stated at the lower of cost or net realizable value. The inventory costing system is based on the FIFO-method.

Goods in process and finished goods are stated at the standard manufacturing cost or net realizable value. The inventory costing system is based on the FIFO-method.

The net realizable value test is performed for each reporting period. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

The standard manufacturing price of the goods in process and of the finished goods, includes (i) the acquisition value of the raw materials, (ii) consumables and ancillary materials, (iii) the production costs that are directly attributable to the product, and (iv) the proportioned part of the production costs that are only indirectly attributable to the product, in so far that these costs cover the normal production period.

The standard manufacturing price is compared to the actual manufacturing price on an annual basis, and adjustments are made to the value of the inventory.

Impairment losses are calculated on the goods in-process, if their manufacturing cost, increased with the estimated amount of the costs to be incurred is higher than the net sales price at year-end.

Impairment losses on inventories are analyzed on a case-by-case basis if the net realizable value is lower than the cost. The calculation of the net realizable value takes into account the specific characteristics of the inventories, including the due date and if there are indications of a low rotation.

5.5.4 Main accounting estimates, assumptions and judgments

Reporting the financial statements in accordance with IFRS requires management to rely on estimates, assumptions and judgments that impact the amounts reported under assets and liabilities, the notes on the latent assets and liabilities on the date of the financial statements, and the reported amounts of income and expenditure in the course of the reporting period. The actual results may differ from these estimates.

The main assumptions relating to future developments and the main sources of uncertainty regarding estimates on the reporting date are set out below:

Going Concern - material uncertainty

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

The Group's cash balance at December 31, 2022, of 3.6 million euro is not sufficient to fund the Group's operations during the next twelve months. However, post-closing, the Group entered into the Atlas Subscription Agreement. This committed but conditional funding would be sufficient to fund operations during the next twelve months from the financial statement's issue date. However, given the contingent nature of this funding, the Group is actively exploring the possibility of obtaining additional funding through debt, equity, or non-dilutive funding, including the licensing of THR-149, or alternatively reducing its costs and investments so that there should be sufficient cash to continue its operations during the next twelve months.

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

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

Convertible loans

The Group has convertible loans with Negma and Kreos Capital / Pontifax Ventures. The convertible loans are measured at fair value through profit and loss. In determining the fair value, the Group makes certain judgments on the valuation model to be applied and the probability that certain scenarios will occur or not in the future. The terms and conditions and further information is provided in note 5.7.11.

Revenue from Contracts with Customers

Under the five-step model established by the IFRS 15 standard, the Group's main estimates and assessments relate to identifying the performance obligations under its contracts and allocating the transaction price according to the stand-alone price of each of the performance obligations.

The majority of the Company's sources of revenue are derived from sales of JETREA® vials through our worldwide license agreement with Inceptua and the tripartite agreement with Eumedica. The Group has determined that there is only one performance obligation for all contracts in place with customers, that is to deliver the JETREA® product to the customer. Therefore, the transaction price is equal to the stand-alone selling price of each vial.

STEP	REVENUE FROM SALE OF VIALS
1. Identification of the contract	Oxurion has a contract in place with Inceptua and Eumedica for the commercialization of JETREA® as disclosed in Note 5.8 under Key Agreements.
2. Identification of performance obligations	In all distribution contracts, there is only one performance obligation: supply of goods to a third party.
3. Identification of the transaction price	Stand-alone price per vial is defined in each agreement with the customer.
4. Allocation of the transaction price	As there is only one performance obligation, there is no allocation of the price, and therefore stand-alone price per vial is recognized.
5. Revenue recognition	Revenue is recognized upon delivery to the customer. Returns are credited strictly at discretion of Oxurion, and a provision for US returns is made based on historical data. Rebate provisions for sales made outside the US, are made based on contractual agreements and/or local regulations.

Share-based payment plans

The Group defines the cost of share-based payment plans on the basis of the fair value of the equity instrument on the grant date. Determining the fair value involves choosing the most suitable valuation model for these equity instruments, and the characteristics of the equity instrument and its issue have a decisive impact. It also assumes the input in the valuation model of a number of relevant assumptions, such as the estimated useful life of the right, volatility, etc. The assessments and the model are specified in more detail in note 5.7.8.

Capitalization and impairment of intangible assets

The Group accounts for as intangible assets only rights and intellectual property if acquired from third parties and costs of internal development only if the conditions for the recognition of intangible assets are met, otherwise such costs are included in the statement of profit and loss when they arise. The costs are capitalized only if the product is in Phase 3 and the chances of future success are estimated as highly probable. Accounting estimates and assessments of future business evolution, growth, sales, likelihood of success and discount rate are factors used in valuing the intangible asset to execute the annual impairment test.

Taxes

The Group considers that there is a considerable uncertainty regarding the future use of the tax losses of Oxurion as it is very difficult to estimate the impact of the patent deduction on the future tax result at this moment. As the Group can only use the abovementioned patent deduction on the basis of a tax ruling, the expectation exists that the future tax gains will be rather limited. There is also the uncertainty regarding the future use of the tax losses with ThromboGenics.

5.5.5 Segment information

Segment information is represented in a consistent manner regarding the internal reporting to the chief operating decision maker of the entity, i.e., the person or persons that takes the most important decisions, enabling decision-making of allocating resources to the segment and evaluating financial performances of the segment. At this moment, reporting is being done at global level within Oxurion.

5.5.5.1 Product sales information

Product sales relate only to JETREA® and are reported in note 5.6.1.

5.5.5.2 Geographic information

The Global R&D, Clinical Operations and most of the General and Administrative functions are located in Leuven, Belgium. These operations represent approximately 95% of the operating result. In the context of the Company's business, these activities do not lead to the need for geographic information.

100% of intangible assets and almost all non-current assets are located in Belgium.

5.5.5.3 Business unit reporting

Oxurion is a biotechnology company with focus on diseases related to the retina.

Our molecules, ocriplasmin on the market with brand name JETREA®, the plasma kallikrein inhibitor in a Phase 2 clinical trial and the pan-RGD integrin inhibitor which is currently on hold, represent more than 95% of the income and expenses of the Company. As a consequence, the consolidated statement of profit and loss and of financial position are a valid representation of its business unit as a whole.

5.5.5.4 Information about major customers

Oxurion has one customer that individually accounts for more than 74% of the total income at the end of 2022 (2021: 73%).

5.5.6 Financial instruments

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

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

Besides these financial instruments, the Company also issued convertible bonds measured at fair value through profit and los since 2021 with two parties as described in note 5.7.11.

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.

Fair Values

There is no significant difference between the fair value and carrying amount of the Group's cash and cash equivalents, investments, trade and other receivables, other current assets, trade payables and other current liabilities.

The carrying amount of cash and cash equivalents and investments is equal to their fair value, given the short-term maturity of these financial instruments. Similarly, the carrying amounts of receivables and payables, which are all subject to normal trade credit terms, are equivalent to their fair values. Investments in bonds are measured at fair value based on quoted market prices. The fair value movements are recorded in OCI.

The class A Negma convertible loan is measured at fair value as the nominal amount of the convertible loan plus 8%, which is the difference between the share price and the 92% of the lowest closing VWAP (8%) (level 1). The

class B Negma convertible loan is measured at fair value as the nominal amount of the convertible loan plus 20%, which is the difference between the share prices and 80% of the closing VWAP (20%) (level 1).

The Kreos Capital / Pontifax Ventures convertible loan is measured at fair value whereby fair value is estimated considering probabilities of the occurrence of different scenarios. The probabilities are estimated by the Group and consist level 3 fair value assessments. A reasonable change of the probabilities between the different scenario's would not lead to a material change in the fair value.

5.5.7 Financial risk management

The financial department of the parent Company coordinates access to the national and international financial markets and considers and manages the financial risks relating to the activities of the Group. The financial risks related to the operating activities of the Group are confined to a minimal currency exchange rate risk. There are no risks worth mentioning, such as liquidity risks or interest rate risks as the Group has no debts with variable interest rates. The Group does not buy or trade in financial instruments for speculative purposes.

(A) CAPITAL MANAGEMENT

The Group manages its capital with the aim of ensuring that the Group can continue to operate. At the same time, the Group wishes to generate a return for its stakeholders via the results of its research activities, which in turn are expected to lead to an increase in the value of the Company's shares. This strategy has not changed compared to previous years.

The capital structure of the Group consists of investments, cash, cash equivalents and restricted cash, and equity attributable to the equity holders of the Company, including capital, reserves and results carried over, as indicated in notes 5.7.7 and 5.7.8 respectively.

The Group manages its capital structure and makes the necessary adjustments in light of changes in economic circumstances, the risk characteristics of the underlying assets and the projected cash requirements of current research activities. When assessing the capital structure, the current cash position and projected cash burn are used as the key parameters. Cash burn is defined as the net result corrected for depreciation and amortization, stock-based compensation, and less investments in fixed assets.

The Group wishes to maintain a capital structure that is sufficient to fund research activities during a period of at least twelve months. Any cash inflows from possible cooperation agreements or other cash generating activities are not taken into account. To maintain the capital structure, the Group can issue new shares or conclude new

(B) MAIN ACCOUNTING PRINCIPLES

Details of the main accounting principles and methods, including the inclusion criteria, the valuation basis, and the basis on which income and costs are recognized, for each category of financial assets, liabilities, and equity instruments, are explained under 5.5.3.

(C) CATEGORIES OF FINANCIAL INSTRUMENTS

The financial instruments currently held by the Company are:

- Trade receivables and payables
- Short-term financial liabilities
- Cash, cash equivalents and investments (we refer to note 5.7.6) amounting to 3.6 million euro (2021: 10.0 million euro). Investments are mainly in very low risk bonds and term investments.
- Convertible bonds (we refer to note 5.5.6)

(D) 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.

Analysis of sensitivity to exchange rates

The Group is mainly exposed to fluctuations in GBP and USD against the euro.

The sensitivity of loss to changes in the exchange rates arises mainly from USD and GBP denominated financial instruments.

IN '000 EURO	IMPACT ON PAST TAX LOSS	
	2022	2021
USD/euro exchange rate increase 10%	163	-339
USD/euro exchange rate decrease 10%	-200	415
GBP/euro exchange rate increase 10%	7	6
GBP/euro exchange rate decrease 10%	-9	-7

(E) 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.

(F) CREDIT RISK MANAGEMENT

Credit risk relates to the risk that a counterparty will fail to fulfil 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.

The Group has a limited number of customers. Credit risk is considered as remote due to a history of no issues with payment collection. So far, the collection of payments happened without any delay and with limited credit risk.

The credit risk on cash investments is limited given that the counterparties are banks with high credit scores attributed by international rating agencies.

(G) LIQUIDITY RISK MANAGEMENT

The Group manages its liquidity risk by ensuring adequate reserves and by constantly checking the projected and actual cash flows. At the moment, the Group is not subject to any substantial liquidity risk.

Contractual undiscounted maturities of financial liabilities at December 31, 2021 and 2022 are as follows:

IN '000 EURO (AS AT 31 DECEMBER 2021)	LESS THAN 6 MONTHS	6 - 12 MONTHS	BETWEEN 1 AND 2 YEARS	BETWEEN 2 AND 5 YEARS	OVER 5 YEARS	TOTAL
Lease liabilities	162	59	30	15	0	266
Convertible loans	300	1,910	4,464	5,187	0	11,861
Trade payables	4,979	0	0	0	0	4,979
Other short-term liabilities	628	0	0	0	0	628
Total financial liabilities	**6,069**	**1,969**	**4,494**	**5,202**	**0**	**17,734**

IN '000 EURO (AS AT 31 DECEMBER 2022)	LESS THAN 6 MONTHS	6 - 12 MONTHS	BETWEEN 1 AND 2 YEARS	BETWEEN 2 AND 5 YEARS	OVER 5 YEARS	TOTAL
Lease liabilities	88	78	144	389	394	1,093
Convertible loans	1,728	1,728	3,456	541	0	7,453
Trade payables	5,040	0	0	0	0	5,040
Other short-term liabilities	2,813	0	0	0	0	2,813
Total financial liabilities	**9,669**	**1,806**	**3,600**	**930**	**394**	**16,399**

5.5.8 Remuneration of Key Management Personnel

Key management personnel were constituted in 2022 of:

- Tom Graney – CEO

The key management personnel constitute the CEO as per Company's corporate chapter.

Remuneration of key management personnel was as follows:

IN '000 EURO (EXCEPT FOR THE NUMBER OF STOCK OPTIONS) (AS AT 31 DECEMBER)	2022	2021
Short-term benefits - consultancy fees / salary	562	652
Termination benefits	0	159
Cost of stock options granted in the year	0	662
Number of stock options granted in the year	0	600,000

No loans, quasi-loans or other guarantees have been given to any of the executive directors.

5.5.9 COVID-19 impact and Russia's invasion of Ukraine

Covid-19 Impact

In 2022, the global covid-19 situation improved considerably allowing business to be carried out in normal conditions again.

Russia's invasion of Ukraine

Russia's invasion of Ukraine and sanctions towards Russia does not have direct impact on Oxurion's business as the company has no direct relations with Russia, nor with Ukraine.

5.6 NOTES TO THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS

5.6.1 Income

IN '000 EURO (FOR THE YEAR ENDED 31 DECEMBER)	2022	2021
Sales	442	967
Income from royalties	153	161
Total revenue	595	1,128

In 2020, Oxurion entered into a global license agreement with Inceptua for the commercialization of JETREA®.

In 2022, Oxurion JETREA® sales amounted to 0.4 million euro out of which 91% is attributed to Belgium and the remaining to other countries. In 2021, Oxurion JETREA® sales amounted to 1.0 million euro out of which 61% was attributed to Belgium and the remaining to other countries.

For further details we refer to the Key Agreements' section as disclosed in note 5.8.

5.6.2 Cost of sales

IN '000 EURO (FOR THE YEAR ENDED 31 DECEMBER)	2022	2021
License rights on sales	-46	-48
Cost of goods	-467	-564
Total cost of sales	-513	-612

The license rights on sales include the royalties that Oxurion owes to the companies RCT and LSRP on the basis of JETREA® sales.

5.6.3 Research and development expenses

IN '000 EURO (FOR THE YEAR ENDED 31 DECEMBER)	2022	2021
Employee benefits	-3,231	-5,900
Subcontracted R&D activities	-10,668	-11,451
Reagents and materials	-88	-419
Patent expenses	-107	-279
Consultancy fees	-1,246	-1,984
Other	-389	-260
Depreciation and amortization	-307	-584
Government grants	3	84
Income from recharge of costs	47	97
Total research and development expenses	-15,986	-20,696

The decrease in employee benefits in 2022 compared to 2021 is mainly the result of the decision of the Company taken in 2021 to reduce the headcount to focus on its clinical assets, hence the severance attributable to these reductions were included in 2021.

The subcontracted R&D activities relate to the outsourced services used to develop Oxurion's projects in the preclinical and clinical phase. The costs in 2021 and 2022 are mainly the cost related to the THR-149 and THR-687 clinical studies.

In 2022, other expenses were 0.4 million euro compared to 0.3 million euro in 2021.

The government grants are grants received from the VLAIO, formerly known as IWT. Oxurion currently has no grant agreement with VLAIO. These grants are provided to Oxurion to support certain R&D activities. We refer to the accounting policy in note 5.5.3.

Over the course of the project, Oxurion reports on the status of activities and incurred expenditure to VLAIO on a regular basis to receive grant advances. As such Oxurion and VLAIO follow up over the course of the projects that all activities performed will not deviate from the agreed scope and that the final grant amount will not deviate from the initially agreed amounts. Overall, Oxurion is confident that the reasonable assurance as defined in the standard is reached over the course of the project for the amounts spent up to that moment, as the only condition attached to the grant is to perform R&D activities in

line with the agreed-upon scope and in line with the set budget and maintain a presence in the same region. There are no other conditions attached to the grants and the outcome of R&D activities does not impact the decision of VLAIO whether the final grant will be received or not.

Government grants that compensate the Company for expenses incurred and income from the recharge of costs are deducted from the research and development expenses on a systematic basis in the same period in which the expenses are incurred.

5.6.4 General and administrative expenses

IN '000 EURO (FOR THE YEAR ENDED 31 DECEMBER)	2022	2021
Employee benefits	-1,753	-2,653
Consultancy fees	-3,141	-3,470
Insurance	-361	-343
Other	-692	-622
Depreciation and amortization	-33	-62
Total general and administrative expenses	-5,980	-7,150

The most important piece of the general and administrative expenses are ICT contractors, management, audit fees, Board of Directors' fees, investor relations contractors, legal and funding fees and HR services.

5.6.5 Selling expenses

IN '000 EURO (FOR THE YEAR ENDED 31 DECEMBER)	2022	2021
Employee benefits	-608	-975
Distribution costs	-68	-91
Contractor and consultancy fees	-241	-296
Other	-183	-116
Depreciation and amortization	-15	-31
Income from recharge of costs	223	235
Total selling expenses	-892	-1,274

In 2022, the selling expenses of Oxurion were 0.9 million euro compared to 1.3 million euro in 2021. The decrease is mainly a continuing effect of the outlicensing of JETREA® to Inceptua.

5.6.6 Other operating income

IN '000 EURO (FOR THE YEAR ENDED 31 DECEMBER)	2022	2021
Other operating income	830	1,245
Total other operating income	830	1,245

In 2022, Oxurion received other operating income of 0.8 million euro compared to 1.2 million euro in 2021. The accrued tax credit amounts to 0.6 million euro in 2022 compared to 0.9 million euro in 2021.

5.6.7 Finance income

IN '000 EURO (FOR THE YEAR ENDED 31 DECEMBER)	2022	2021
Interest	9	9
Fair value adjustment convertible bonds	436	0
Exchange rate gain (on USD and GBP)	194	162
Total finance income	639	171

As a result of USD revaluations, the unrealized exchange gain in 2022 amounted to 0.177 million euro (2021: 0.146 million euro) whereas 0.017 million euro exchange gains were realized (2021: 0.016 million euro).

The fair value adjustment convertible bonds relate for 0.436 million euro to the Kreos/Pontifax convertible bond (2021: 0.025 million euro finance expense). We refer to note 5.7.11 for more information.

5.6.8 Finance expense

IN '000 EURO (FOR THE YEAR ENDED 31 DECEMBER)	2022	2021
Bank costs	-21	-26
Impairment on short-term financial investments	-15	-5
Fair value adjustment convertible bonds	-7,824	-372
Other	-1,349	-713
Exchange rate loss (on USD and GBP)	-170	-152
Total finance expense	-9,379	-1,268

The fair value adjustment convertible bonds relate for 7.824 million euro to the Negma convertible bond (2021: 0.347 million euro). We refer to note 5.7.11 for more information.

The other financial expenses relate for 0.700 million euro to the Negma convertible bond (2021: 0.525 million euro), 0.636 million euro to the Kreos/Pontifax convertible bond (2021: 0.177 million euro) and 0.013 million euro to other (2021: 0.011 million euro).

As a result of USD revaluations, the unrealized exchange losses in 2022 amounted to 0.004 million euro (2021: 0.138 million euro) whereas 0.166 million euro exchange losses were realized (2021: 0.014 million euro).

5.6.9 Employee benefits

IN '000 EURO (FOR THE YEAR ENDED 31 DECEMBER)	2022	2021
Wages, salaries and bonuses	-4,456	-8,030
Share-based compensation expenses	-933	-1,107
Pension costs	-203	-391
Total	-5,592	-9,528

The pension costs included in the table above consist for 0.149 million euro (2021: 0.374 million euro) of costs related to defined benefit plans and for 0.054 million euro (2021: 0.017 million euro) of costs related to defined contribution plans. We refer to note 5.7.9 for more information on the defined benefit plans.

The average number of full-time equivalents (including executive directors) was as follows:

IN NUMBERS	2022	2021
Research and development	27	45
General and administration	7	10
Selling	1	1
Total	35	56

The share-based compensation expense included in the statement of profit and loss is given below:

IN '000 EURO (FOR THE YEAR ENDED 31 DECEMBER)	2022	2021
Research and development expenses	427	289
General and administrative expenses	495	798
Selling expenses	11	20
Total	933	1,107

We refer to note 5.7.8, for further information regarding the share-based payment plans.

5.6.10 Taxes

IN '000 EURO (FOR THE YEAR ENDED 31 DECEMBER)	2022	2021
Current tax expense	-7	-3
Deferred tax expense	0	0
Tax expenses in income statement	-7	-3
Effective tax rate	0.0%	0.0%

The tax expense as shown above has been calculated in conformity with local and international tax laws. The tax on the Company's loss (-)/ profit before tax differs from the theoretical amount that would arise using the domestic rate in Belgium on loss (-) / profit of the year and is as follows:

IN '000 EURO (FOR THE YEAR ENDED 31 DECEMBER)	2022	2021
Loss (-) / profit before tax	-31,686	-29,592
Expected tax based on tax rate of the parent company (25% - theoretical)	7,921	7,398
Disallowed expenses	-231	-51
Tax deductions and non-taxable income	152	144
Change in unrecognized deferred taxes	-5,961	-9,947
Difference in tax rates from other jurisdictions	0	-6
Permanent differences	-1,888	2,459
Tax expense of the year (effective)	-7	-3

The main difference between the theoretical tax and the effective tax for the year 2021 and 2022 can be primarily explained by the unrecognized deferred taxes for which the Company conservatively assesses that it is not likely that these will be utilized in the foreseeable future.

5.6.11 Result per share

Earnings per share

The calculation of basic earnings/loss per share on December 31, 2022, is based on the holders of ordinary shares attributable loss (-) / profit from 2022 (31.693) million euro (2021: (29.595) million euro) and a weighted average number of ordinary shares outstanding during 2022 of 85,019,833 (2021: 38,410,532), calculated as follows:

	2022	2021
Issued ordinary shares per 1 January	39,067,284	38,291,950
Effect of capital increases through issue of shares	45,952,549	118,582
Average number of ordinary shares per 31 December	85,019,833	38,410,532

IN '000 EURO, EXCEPT FOR RESULT PER SHARE	2022	2021
Result of the year	-31,693	-29,595
Basic/Diluted result per share	-0.37	-0.77

As consideration in exchange for services performed, the Group has granted subscription rights to buy ordinary shares to the CEO and personnel.

In addition, the Group also has convertible loans with Negma and Kreos/Pontifax (see note 5.7.11) for which potential ordinary shares can be issued upon conversion.

The effect of these potential ordinary shares is anti-dilutive as there was a loss in 2022 and 2021. As such, the diluted earnings per share are the same as the basic earnings per share.

See note 5.7.8 for an overview of the number of outstanding subscription rights at each year-end.

5.7 NOTES TO THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

5.7.1 Property, plant and equipment

IN '000 EURO	MACHINES, PLANT AND EQUIPMENT	FURNITURE AND FITTINGS	TOTAL
As at 1 January 2021			
Cost	6,674	4,310	10,984
Accumulated depreciation and disposals	-6,469	-4,276	-10,745
Exchange differences	-26	17	-9
Net carrying amount	179	51	230
Year ended on 31 December 2021			
Additions	25	7	32
Depreciation expenses	-47	-30	-77
Disposals	-60	-8	-68
Exchange differences	0	3	3
Net carrying amount	97	23	120
As at 31 December 2021			
Cost	6,699	4,317	11,016
Accumulated depreciation and disposals	-6,576	-4,314	-10,890
Exchange differences	-26	20	-6
Net carrying amount	97	23	120
Year ended on 31 December 2022			
Additions	28	31	59
Depreciation expenses	-45	-18	-63
Disposals	-9	-7	-16
Exchange differences	0	-1	-1
Net carrying amount	71	28	99
As at 31 December 2022			
Cost	6,727	4,348	11,075
Accumulated depreciation and disposals	-6,630	-4,339	-10,969
Exchange differences	-26	19	-7
Net carrying amount	71	28	99

At December 31, 2022, property, plant and equipment with an original cost of 2.5 million euro (2021: 3.4 million euro) that has already been fully depreciated is still in use. No property, plant and equipment is pledged or in limited use.

5.7.2 Leases

IN '000 EURO	LAND AND BUILDINGS	PROPERTY, PLANT AND EQUIPMENT	TOTAL
Right-of-use assets			
As at January 1, 2021	817	252	1,069
Additions	0	34	34
Amortization	-466	-134	-600
Modification*	-251	0	-251
As at December 31, 2021	100	152	252
As at January 1, 2022	100	152	252
Additions	924	77	1,001
Amortization	-171	-119	-290
Modification	0	0	0
As at December 31, 2022	853	110	963
Lease liabilities			
As at January 1, 2021	842	254	1,096
Additions	0	34	34
Lease payments	-463	-136	-599
Modification*	-266	0	-266
As at December 31, 2021	113	152	265
Of which are:			
current lease liabilities	113	108	221
non-current lease liabilities	0	44	44
total	113	152	265
As at January 1, 2022	113	152	265
Additions	924	77	1,001
Lease payments	-172	-122	-294
Modification	0	0	0
As at December 31, 2022	865	107	972
Of which are:			
current lease liabilities	92	47	139
non-current lease liabilities	773	60	833
total	865	107	972

(*) Oxurion decided to focus on its clinical development strategy and decided to terminate part of the lease agreement with Bio-Incubator

The lease payments in the table above of 0.294 million euro (2021: 0.599 million euro) are reconciled to the line item 'Principal paid on lease liabilities' in the consolidated statement of cash flows.

The amortization of the right-of-use assets is reconciled to the line item 'Amortization of right-of-use assets' in the consolidated statement of cash flows.

On December 31, 2022, Oxurion had outstanding lease obligations, which become due as follows:

IN '000 EURO	UP TO 3 MONTHS	BETWEEN 3 AND 12 MONTHS	BETWEEN 1 AND 2 YEAR(S)	BETWEEN 2 AND 5 YEARS	OVER 5 YEARS
Lease obligations	39	100	121	338	374

5.7.3 Intangible assets

IN '000 EURO	INTERNALLY GENERATED MICROPLASMIN PHASE III	LICENSE NUVUE	LICENSE GRIFOLS	LICENSE GALAPAGOS	LICENSE VIB	LICENSES OTHER	TOTAL
As at 1 January 2021							
Cost	53,597	12,019	9,935	1,000	1,252	168	77,971
Accumulated amortization expenses	-22,700	-6,578	-5,381	0	0	-168	-34,827
Accumulated impairment losses	-30,897	-5,441	-4,554	0	-125	0	-41,017
Net carrying amount	0	0	0	1,000	1,127	0	2,127
Year ended December 31, 2021							
Additions	0	0	0	0	0	0	0
Disposals	0	0	0	0	0	0	0
Amortization expenses	0	0	0	0	0	0	0
Impairment losses	0	0	0	0	-1,127	0	-1,127
Net carrying amount	0	0	0	1,000	0	0	1,000
As at December 31, 2021							
Cost	53,597	12,019	9,935	1,000	1,252	168	77,971
Accumulated amortization expenses	-22,700	-6,578	-5,381	0	0	-168	-34,827
Accumulated impairment losses	-30,897	-5,441	-4,554	0	-1,252	0	-42,144
Net carrying amount	0	0	0	1,000	0	0	1,000
For the period ended on December 31, 2022							
Additions	0	0	0	0	0	0	0
Disposals	0	0	0	0	0	0	0
Amortization expenses	0	0	0	0	0	0	0
Impairment losses	0	0	0	-1,000	0	0	-1,000
Net carrying amount	0	0	0	0	0	0	0
As at December 31, 2022							
Cost	53,597	12,019	9,935	1,000	1,252	168	77,971
Accumulated amortization expenses	-22,700	-6,578	-5,381	0	0	-168	-34,827
Accumulated impairment losses	-30,897	-5,441	-4,554	-1,000	-1,252	0	-43,144
Net carrying amount	0	0	0	0	0	0	0

Intangible assets with definite useful lives:

In the development of JETREA®, Oxurion has capitalized ocriplasmin clinical trial costs (internally generated Microplasmin Phase 3), and two externally acquired licenses that were used for development of JETREA®: NuVue and Grifols. The capitalized costs were amortized from the date of commercialization of JETREA® in 2013, over the life of the patent, which was determined to be 11.8 years, but as there was an impairment indicator, they were fully impaired before that date. We refer to the accounting policy section for more details on ocriplasmin.

Intangible assets pledged:

In the context of the Kreos/Pontifax convertible bond, the Group has created a pledge up to 10 million euro over (i) the Company's business, including its intellectual property, and (ii) the patents and patent application in families WO2020043533 and WO2005123734, relating to THR 687, which have been registered in the Belgian national pledge register. In addition, a pledge is registered over the US patent 10,703,752 (application 16/554,259 filed on August 19, 2019), relating to THR 687, in the United States Patent and Trademark Office.

Intangible assets with indefinite useful lives:

The Galapagos License relates to an externally acquired license by Oxurion in relation to program THR-687, for the development and commercialization of integrin antagonists. The Part A data showed THR-687 to be safe and well tolerated with no serious adverse events and none of the patients required rescue medication through Month 3, however, there was insufficient evidence of efficacy on the key endpoints (Best Corrected Visual Acuity and Central Subfield Thickness). As a result, Oxurion has decided not to advance THR-687 to Part B of the INTEGRAL trial. The Galapagos License was there for fully impaired as per December 31, 2022. For more details on the agreement and accounting policy treatment, we refer to note 5.8 under key arrangements section.

The VIB license relates to an externally acquired license by Oncurious for a portfolio of five unique next generation immuno-oncology assets which are being used in further development. This asset was given as a contribution in kind by VIB and was capitalized based on fair value determined by an independent valuator. The license is impaired as per June 30, 2021, as Oxurion would no longer make direct investments in these assets. The Company also explored the option of taking on an additional investor in Oncurious, but was unable to secure a transaction under acceptable terms. For more details on the agreement and accounting policy treatment, refer to note 5.8 under key arrangements section. Besides the portfolio of five immuno-oncology assets the VIB License column also contains TB-403 with a gross book value of 0.125 million euro, which was impaired during 2020.

Impairment test at December 31, 2022

Indefinite life intangible assets are tested for impairment annually since these are not subject to amortization. Definite lived intangible assets are tested for impairment if indicators exist.

The Galapagos license was fully impaired (1 million euro) given the announcement in the first half of 2022 that Oxurion has decided not to advance THR-687 to part B of the INTEGRAL trial.

The VIB IP license has been fully impaired as per June 30, 2021, as a result of the existence of an impairment indicator given the announcement in the first half of 2021 that Oxurion would no longer make direct investments in Oncurious (oncology), and as a result the oncology assets were impaired in the amount of 1.127 million euro.

5.7.4 Trade and other receivables, non-current tax credit and current tax receivables

5.7.4.1 Trade and other receivables

IN '000 EURO (AS AT 31 DECEMBER)	2022	2021
Trade receivables	316	81
Other receivables	2,696	2,276
Prepaid expenses and other current assets	309	160
Total	3,321	2,517

Other receivables relate mainly to prepayments: 2.376 million euro in 2022, compared to 2.228 million euro in 2021. These advances were paid upfront to various CRO partners mainly in relation to direct costs and pass-through costs.

Allowance for bad debt is booked on the basis of an estimate of lifetime credit losses at each reporting, taking into account the payment history of the other party. As per December 31, 2022, and 2021, there are no material aged trade receivables.

The table below shows the evolution of key trade receivable amounts on the reporting date:

IN '000 EURO (AS AT 31 DECEMBER)	2022	2021
Eumedica	90	25
Inceptua Group	85	56

VIB	119	0
Other trade receivables	22	0
Total	316	81

Management has sufficient confidence in the creditworthiness of the counterparty that the trade receivable amounts are considered collectable in full.

Aging balance of receivables that are due, but that are still considered collectable based on contractual payment terms:

IN '000 EURO (AS AT 31 DECEMBER)	2022	2021
0 - 60 days	316	81
60 - 90 days	0	0
90 - 120 days	0	0
more than 120 days	0	0
Total	316	81

When determining the collectability of a trade receivable, the Group takes into account any change in the quality of the receivable between the date on which the credit was granted and the reporting date.

The Group has no securities linked to these receivables.

5.7.4.2 Taxes

Non-current tax receivables

IN '000 EURO (AS AT 31 DECEMBER)	2022	2021
Tax credit	3,785	4,000
Total	3,785	4,000

Oxurion receives tax credits for R&D expenses. In case insufficient tax against which to set off the tax credit, the credit can be carried forward during five consecutive fiscal years. At the end of these five fiscal years, the balance of the unused tax credit is received in cash from the government.

Current tax receivables

IN '000 EURO (AS AT 31 DECEMBER)	2022	2021
Recoverable VAT	154	242
Recoverable withholding tax	2	4
Tax credit	0	568
Other taxes	33	31
Total	189	845

The outstanding tax claims relate to recoverable VAT, recoverable withholding tax on interest, US corporate income tax and short-term tax credit.

5.7.5 Inventories

IN '000 EURO (AS AT 31 DECEMBER)	2022	2021
Raw and ancillary materials, goods in process and finished goods	5	60
Total	5	60

The inventories of raw and ancillary materials, goods in process and finished goods are based on the net value, after impairment losses. The impairment losses on the inventories recognized in cost of goods amount to 0.444 million euro in 2022, compared to 0.629 million euro in 2021.

The Group decided to invest mainly in saving accounts and term deposits. The remaining bonds are held by KBC and are distributed in two bonds of private and public institutions. The credit rating varies from A+ to BBB. Bonds are measured at fair value at level 1 hierarchy based on quoted market prices.

5.7.6 Investments

IN '000 EURO (AS AT 31 DECEMBER)	2022	2021
Other investments	95	247
Total investments	95	247

FINANCE ASSETS ACCORDING TO CATEGORIES DEFINED IN IFRS 9	INVESTMENTS AT AMORTIZED COST	INVESTMENTS AT FVOCI
Balance at 1 January 2021	0	288
Exchange rate differences	0	7
Additions	0	0
Retirements	0	-40
Impairments	0	-1
Appreciation at market value	0	-7
Balance at 31 December 2021	0	247
-/- of which taken in fixed assets	-	-
Taken in current assets	0	247
Composition		
- Other bonds	0	247
- Term investments	0	0
Breakdown per currency		
- in euro	0	140
- in other currency	0	107
Total	0	247
Balance at 1 January 2022	0	247
Exchange rate differences	0	9
Additions	0	0
Retirements	0	-152
Impairments	0	-4
Appreciation at market value	0	-5
Balance at 31 December 2022	0	95
-/- of which taken in fixed assets	-	-
Taken in current assets	0	95
Composition		
- Other bonds	0	95
- Term investments	0	0
Breakdown per currency		
- in euro	0	95
- in other currency	0	0
Total	0	95

5.7.7 Share capital

Oxurion was incorporated on May 30, 2006, under its former name 'ThromboGenics', with a share capital of 62,000 euro represented by 11,124 shares.

On December 31, 2022, the share capital of the Company on a consolidated basis amounted to 65.4 million euro represented by 411,071,559 ordinary shares without indication of nominal value. All shares are fully paid up and have the same rights.

NUMBER OF SHARES	
31 December 2020	38,291,950
Capital increase due to conversion of convertible bonds	775,334
31 December 2021	39,067,284
Capital increase by contribution in cash	7,226,039
Capital increase due to conversion of convertible bonds	364,778,236
31 December 2022	411,071,559

IN '000 EURO	CAPITAL	SHARE PREMIUM
31 December 2020	44,913	0
Capital increase due to conversion of convertible bonds	1,116	234
31 December 2021	46,029	234
Capital increase by contribution in cash	10,405	0
Capital increase due to conversion of convertible bonds	9,009	16
31 December 2022	65,443	250

The Board of Directors' powers with respect to the authorized share capital were renewed at the EGM of Oxurion held on May 24, 2022, for a period of five years starting from the publication of the notary deed pertaining to

the modification of the Articles of Association in the Belgian Official Gazette (May 24, 2022). The Board of Directors is authorized to increase the share capital of the Company upon one or more occasions up to an amount of 67,931,161.32 euro (less the authorized capital which is used in view of the issuance of convertible bonds) through contribution(s) in cash, contribution(s) in kind, or by conversion of the reserves in accordance with the special report drawn up pursuant to Article 7:199 of the BCCA. As a result, on December 31, 2022, the authorized capital is 65,443,000 euro.

During financial year 2022, Oxurion's share capital and share premium has been increased on several occasions following the conversion of (in aggregate) 3,610 convertible bonds issued to Negma:

DATE	BONDS	CAPITAL (IN EURO)	SHARE PREMIUM (IN EURO)
8 February 2022	200	483,219.36	16,780.64
23 March 2022	240	600,000.00	0.00
15 April 2022	230	575,000.00	0.00
18 May 2022	200	500,000.00	0.00
7 June 2022	180	450,000.00	0.00
6 July 2022	220	550,000.00	0.00
17 August 2022	200	500,000.00	0.00
5 September 2022	80	200,000.00	0.00
13 September 2022	80	200,000.00	0.00
12 October 2022	173	432,500.00	0.00
19 October 2022	164	410,000.00	0.00
24 October 2022	120	300,000.00	0.00
26 October 2022	123	307,500.00	0.00
2 November 2022	120	300,000.00	0.00
7 November 2022	130	325,000.00	0.00
17 November 2022	56	140,000.00	0.00
22 November 2022	172	430,000.00	0.00
24 November 2022	140	350,000.00	0.00
28 November 2022	242	605,000.00	0.00
30 November 2022	80	200,000.00	0.00
5 December 2022	80	200,000.00	0.00
9 December 2022	380	950,000.00	0.00
Total	3,610	9,008,219.36	16,780.64

In addition to the Negma funding, a capital increase also took place in the context of the authorized capital by a contribution in cash of 10,405,500 euro and with the issuance of 7,226,039 new Oxurion NV shares at 1.44 euro per share through a private equity placement on March 7, 2022.

5.7.8 Other comprehensive income and other reserves

The other comprehensive income is detailed as follows:

IN '000 EURO	CURRENCY TRANSLATION ADJUSTMENT	REMEASUREMENT DEFINED BENEFIT PLANS	FAIR VALUE ADJUSTMENTS OF DEBT INSTRUMENTS	TOTAL OCI
31 December 2020	-378	-661	0	-1,039
Movements in OCI	122	566	-5	683
31 December 2021	-256	-95	-5	-356
Movements in OCI	101	361	-5	457
31 December 2022	-155	266	-10	101

The other reserves movement is detailed as follows:

IN '000 EURO	SHARE-BASED PAYMENT RESERVE	RETAINED EARNINGS RESERVE FUND	FAIR VALUE ADJUSTMENT RESERVE	OTHER	TOTAL
31 December 2020	12,574	-18,706	-1	0	-6,133
Movements in other reserves	1,107	-453	213	0	867
31 December 2021	13,681	-19,159	212	0	-5,266
Movements in other reserves	933	-38	7,398	0	8,293
Transfer*	-11,433	0	0	11,433	0
31 December 2022	3,181	-19,197	7,610	11,433	3,027

*As at December 31, 2022, the Group reclassed the recorded share-based payment reserve of the expired and exercised subscription rights to a category 'other'. The category 'Share-based reserve' expresses now the outstanding share-based payment liability.

On August 24, 2020, by decision of an EGM of Oxurion, a capital decrease was initiated and transferred within equity to create a reserve fund classified as other reserves for an amount of 5,532,596.62 euro to be able to absorb future losses within the other reserves. For the movement in the share-based payment reserve we also refer to note 5.6.9 where the share-based payment expense of the period is disclosed as employee benefit expense.

Share-based payment plans

The Group has created various subscription rights plans that can be granted to personnel and a subscription rights plan for Non-Executive Directors.

Since the public listing, all subscription rights plans have been created in respect of Oxurion.

At December 31, 2022, there are five outstanding subscription rights plans, as follows:

CREATION DATE OF PLAN	DATE GRANTED	EXERCISE PRICE (IN EURO)	BENEFICIARY
Subscription Rights Plan 2017	2017-2020	Between 2.64 and 6.55	Employees, key consultants and directors of the Group
Subscription Rights Plan 2020	2021	2.57	Non-Executive Directors of the Group
Subscription Rights Plan 2021-1	2021	Between 1.75 and 2.60	Employees and key consultants of the Group
Subscription Rights Plan 2021-2	2021	1.75	Employees and key consultants of the Group
Subscription Rights Plan 2021-3	2021-2022	Between 0.444 and 1.82	Employees and key consultants of the Group

Brief overview of all outstanding subscription rights granted between 2017 and December 31, 2022.

Subscription Rights Plan 2017

On November 20, 2017, the EGM of Oxurion decided to issue the Subscription Rights Plan 2017 (formerly referred to as the warrants plan 2017). Under this Subscription Rights Plan 2017, which has a term of ten years and all will lapse in 2027, a maximum of 1,440,000 subscription rights can be issued and granted to employees, directors, and consultants of the Group. Each subscription right entitles the holder to subscribe to one Oxurion share.

Subscription rights are granted under this plan by the Board of Directors or the Nomination and Remuneration Committee, except for directors. Authority to grant subscription rights to directors is held by the general meeting of shareholders. Subscription rights are offered free of charge. The exercise price is equal to the lower of (i) the average of the closing prices of the share on the stock market during the 30 days prior to the offering of a subscription right or (ii) the closing price on the last stock market day prior to the offer. Subscription rights granted under this plan have a three year graded vesting (50% after 2 years and 50% after 3 years) with no performance conditions. The conditions under which a subscription right holder is entitled to exercise a subscription right are established by the Nomination and Remuneration Committee.

Subscription Rights Plan 2020

On December 23, 2020, the Board of Directors proposed to issue the Oxurion 2020 Subscription Rights Plan, which was decided by the AGM held in May 2019. Under this Subscription Rights Plan 2020, which has a term of ten years and all subscription rights will lapse in 2030, a maximum of 150,000 subscription rights can be issued and granted to Non-Executive Directors of Oxurion. Each subscription right entitles the holder to subscribe to one Oxurion share subject to the payment of the exercise price. The exercise price is equal to the lower of (i) the average of the closing prices of a share on the stock market during the 30 days prior to the offering of a subscription right or (ii) the closing price on the last stock market day prior to the offer. Subscription rights granted under this plan have a contractual term of ten years and vest immediately.

Subscription Rights Plans 2021

On April 14, 2021, the Board of Directors of Oxurion decided to issue the Subscription Rights Plan 2021-1. Under this Subscription Rights Plan 2021-1, which has a term of ten years, and all subscription rights will lapse in 2031, a maximum of 1.085 million subscription rights can be issued and granted to employees i and consultants of the Group. Each subscription right entitles the holder to subscribe to one Oxurion share.

On September 22, 2021, the Board of Directors of Oxurion has decided to issue the Subscription Rights Plan 2021-2. Under this Subscription Rights Plan 2021-2, which has a term of ten years, and all subscription rights will lapse in 2031, a maximum of 550,000 subscription rights can be issued and granted to employees and consultants of the Group. Each subscription right entitles the holder to subscribe to one Oxurion share.

On December 30, 2021, the Board of Directors of Oxurion has decided to issue the Subscription Rights Plan 2021-3. Under this Subscription Rights Plan 2021-3, which has a term of ten years, and all will lapse in 2031, a maximum of 862,000 subscription rights can be issued and granted to employees and consultants of the Group. Each subscription right entitles the holder to subscribe to one Oxurion share. These plans are collectively referred to as the Subscription Rights Plans 2021.

Subscription rights are granted under the Subscription Rights Plans 2021 by the Board of Directors or the Nomination and Remuneration Committee. Subscription rights are offered free of charge. The exercise price is equal to the lower of (i) the volume weighted average price (VWAP) of the Company's shares on the stock exchange over a period of thirty calendar days prior to the date of the offer or (ii) the closing price of the Company's shares on the last business day prior to the date of the offer. In general, 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 subscription rights granted in April 2021 under the Subscription Rights Plan 2021-1, the vesting period exceptionally commenced on December 28, 2020. The conditions under which a subscription rights holder is entitled to exercise a subscription right are established by the Nomination and Remuneration Committee.

The grant date fair values of the subscription rights granted under the different Subscription Plans have been determined by using the Black & Scholes model, taking into account the following assumptions:

2017 SUBSCRIPTION PLAN	ASSUMPTIONS									
GRANT DATE	**DEC 17**	**DEC 17**	**JUN 18**	**DEC 18**	**DEC 18**	**JUL 19**	**DEC 19**	**DEC 19**	**JUN 20**	**AUG 20**
Number of warrants granted	251,000	150,000	33,500	208,000	150,000	44,300	136,000	125,000	43,500	10,000
Current share price on grant date (in euro)	3.38	3.38	7.07	3.52	3.52	4.65	2.875	2.875	3.07	2.72
Exercise price	3.38	4.593	6.549	3.4	4.593	3.822	2.64	4.593	2.847	2.8
Expected dividend yield	-	-	-	-	-	-	-	-	-	-
Expected stock price volatility	40%	40%	40%	40%	40%	40%	60%	60%	60%	60%
Risk-free interest rate	0.59%	0.59%	0.73%	0.69%	0.69%	-0.25%	-0.12%	-0.12%	-0.23%	-0.38%
Expected duration	10	10	9.5	9	9	8.5	8	8	7.5	7.5
Fair value	1.56	1.29	3.33	1.58	1.3	2.23	1.75	1.43	1.83	1.56

2020 SUBSCRIPTION PLAN	ASSUMPTIONS
GRANT DATE	MAR 21
Number of warrants granted	75,000
Current share price on grant date (in euro)	2.55
Exercise price	2.57
Expected dividend yield	-
Expected stock price volatility	45%
Risk-free interest rate	-0.16%
Expected duration	9
Fair value	1.23

2021 SUBSCRIPTION PLANS	ASSUMPTIONS					
GRANT DATE	APR 21	JUN 21	SEP 21	SEP 21	DEC 21	JUN 22
Number of warrants granted	888,500	7,500	550,000	165,000	804,000	1,000
Current share price on grant date (in euro)	2.6	2.505	1.928	1.928	1.82	0.45
Exercise price	2.6	2.52	1.75	1.75	1.82	0.44
Expected dividend yield	-	-	-	-	-	-
Expected stock price volatility	45%	45%	45%	45%	45%	65%
Risk-free interest rate	0.09%	0.08%	-0.06%	-0.06%	0.03%	2.08%
Expected duration	10	10	10	9.5	10	9.5
Fair value	1.3	1.27	1.01	1.00	0.91	0.32

The assumptions used in determining the fair value of the subscription rights granted are based on the following data:

- Current share price on grant date – the closing price on the stock market of Euronext Brussels.
- Expected stock price volatility – the historical volatility of Oxurion's share price.
- Expected duration – calculated as the estimated duration until exercise, taking into account the specific features of the plans.
- Risk-free interest rate – based on the Belgian government bond rates at the date of granting with a term equal to the expected life of the subscription rights.

Movements in the number of subscription rights outstanding and their related weighted average exercise prices are as follows:

	2022		2021	
	AVERAGE EXERCISE PRICE IN EUR	SUB-SCRIPTION RIGHTS	AVERAGE EXERCISE PRICE IN EUR	SUB-SCRIPTION RIGHTS
As at 1 January	2.52	3,131,250	3.84	893,800
Granted, accepted	0.44	1,000	2.11	2,431,000
Forfeited	2.46	-172,970	3.30	-193,550
Exercised	0.00	0	0.00	0
As at 31 December	2.54	2,959,280	2.52	3,131,250

Outstanding vested subscription rights at December 31, 2022, have the following earliest exercise date, maturities and exercise prices:

EARLIEST EXERCISE DATE	EXPIRY DATE	EXERCISE PRICE (IN EURO)	NUMBER (THOUSANDS)
2023	2027	3.95	692
2023	2030	2.57	60
2023	2031	2.23	1,171
Total weighted average		2.86	1,923

5.7.9 Employee Benefit Obligations

Oxurion offers its employees retirement benefits that are funded through a group insurance plan managed by an insurance fund. Until June 30, 2009, the insurance group plan was based on a "defined benefit" system. In a defined benefit pension plan, an employer commits to paying its employee a specific benefit for life beginning at his or her retirement. The amount of the benefit is known in advance, and is usually based on factors such as age, earnings, and years of service. Defined benefit plans do not have contribution limits, but they do have a limit on the maximum annual retirement benefit.

Since July 1, 2009, the defined benefit plan was changed into a pension plan that is structured as a defined contribution plan, but that should be accounted for as a defined benefit plan in accordance with IFRS, since the company offers a minimum guaranteed return to the plan participants.

The amounts recognized in the statement of financial position can be broken down as follows:

	2022	2021
Defined benefit obligation	4,707	5,015
Fair value of plan assets	-4,548	-4,421
Net defined benefit liability	**159**	**594**

The amounts recognized in the statement of financial position and the movements in the net defined benefit obligations are as follows:

IN '000 EURO	PRESENT VALUE OF OBLIGATION	FAIR VALUE OF PLAN ASSETS	TOTAL
As at 1 January 2021	5,361	-4,265	1,096
Current service cost	369	0	369
Past service cost	0	0	0
Interest expense/(income)	31	-26	6
Total amount recognized in profit or loss	*400*	*-26*	374
Actuarial gains/(losses) on DBO due to change in financial assumptions	-165	0	-165
Changes in return of plan assets	0	-66	-66
Actuarial gains/(losses) on DBO due to experience adjustments	-335	0	-335
Total amount recognized in other comprehensive income	*-500*	*-66*	-566
Employer contributions	0	-310	-310
Employee contributions	67	-67	0
Benefit payments	-214	214	0
Taxes on contributions	-39	39	0
Insurance premiums related to risk coverages	-61	61	0
As at 31 December 2021	5,015	-4,421	594
Current service cost	185	0	185
Past service cost	0	0	0
Interest expense/(income)	53	-47	7
Total amount recognized in profit or loss	*238*	*-47*	191
Actuarial gains/(losses) on DBO due to change in financial assumptions	-245	0	-245
Changes in return of plan assets	0	-45	-45
Actuarial gains/(losses) on DBO due to demographic adjustments	-283	0	-283
Actuarial gains/(losses) on DBO due to experience adjustments	213	0	213
Total amount recognized in other comprehensive income	*-315*	*-45*	*-361*
Employer contributions	0	-266	-266
Employee contributions	60	-60	0
Benefit payments	-202	202	0
Taxes on contributions	-34	34	0
Insurance premiums related to risk coverages	-54	54	0
As at 31 December 2022	4,707	-4,548	159

The significant actuarial assumptions used to calculate the net defined benefit liability were as follows:

	2022	2021
Discount rate	3.80%	1.10%
Inflation rate short term	9.30%	1.80%
Inflation rate long term	2.50%	
Salary increase rate on top of inflation rate	2.00%	1.20%
Mortality tables	MR/FR with age correction of 3 years	MR/FR with age correction of 3 years

Sensitivity analysis considering a change of 0.25% in the discount rate (positive = increase net defined benefit liability / negative = decrease of net defined benefit liability):

IN '000 EURO	TOTAL
DBO considering an increase of 0,25% in the discount rate	-15
DBO considering a decrease of 0,25% in the discount rate	+14

The expected future benefits to be paid are as follows:

IN '000 EURO	
2023	120
2024	54
2025	101
2026	165
2027	233

5.7.10 Other short-term liabilities

IN '000 EURO (AS AT 31 DECEMBER)	2022	2021
Employee benefits	548	1,684
Other current liabilities	2,813	628
Total other short-term liabilities	3,361	2,312

Oxurion's Defined Benefit Obligation (**"DBO"**) is a non-current liability.

Employee benefits include holiday pay, bonus, and outstanding employee taxes.

The other current liabilities consist of commitments that expire before year-end, but for which an invoice was not yet received.

5.7.11 Convertible loans

The convertible loans include the following:

IN '000 EURO	KREOS / PONTIFAX	NEGMA	TOTAL
31 December 2020	0	0	0
Proceeds from loans and borrowings	10,000	2,500	12,500
Commitment fee	0	525	525
Converted into capital	0	-1,350	-1,350
Fair value adjustment	25	134	159
31 December 2021	10,025	1,809	11,834
Proceeds from loans and borrowings	0	7,150	7,150
Commitment fee	0	700	700
Converted into capital	0	-9,025	-9,025
Repayment of loans and borrowings	-3,605	0	-3,605
Fair value adjustment	-436	426	-10
31 December 2022	5,984	1,060	7,044
Of which current	2,749	1,060	3,809
Of which non-current	3,235	0	3,235

The Company issued convertible bonds since 2021 with two parties as described below:

Negma Group Ltd.

On August 26, 2021, Oxurion (the Company or the Issuer) entered into an agreement whereby Negma as investor is willing to subscribe to, up to 12,000 zero coupon automatically convertible bonds with each a nominal value

of 2,500 euro, in several tranches of minimum 200 and maximum 1,000 bonds for a total committed amount up to 30 million euro. The Company as issuer controls the timing and amount of the tranche calls.

The Investor is entitled to a commitment fee for an amount equal to up to 3.5% of the total commitment, i.e., up to 1.050 million euro, payable, at the option of the Issuer, either in cash or in commitment fee convertible bonds. 50% of the commitment fee is due upon signing of the agreement, the remaining 50% is due only if a tranche call is exercised by the Issuer, as a result of which in total half of the commitment will have been called by the Issuer.

The conversion price is 92% of the lowest closing volume-weighted average price (VWAP) over a period of 15 consecutive trading days expiring on the trading day immediately preceding the date of issuance of a conversion notice. Each convertible bond and commitment fee convertible bond has a duration of twelve months as from its date of issuance and shall accrue no interest. Any convertible bond and commitment fee convertible bond not converted into shares prior to the maturity date, shall convert automatically into shares at maturity date. The Investor has the right to convert all or any of the convertible bonds and commitment fee convertible bonds into new shares at any time.

The number of shares to be issued upon conversion shall be equal to the conversion amount divided by the applicable conversion price, provided that it shall not exceed a maximum of 38,291,950 shares. If the Investor does not receive the relevant shares, the Issuer shall pay to the Investor an amount in cash (**"Part A of Funding Program"**)

On September 2, 2022, the parties amended the terms and conditions of part of the funding program (**"Part B"**) for an amount of up to 6 million euro of the total commitment through the issuance and subscription of up to 2.400 of the convertible bonds (**"Part B Convertible bonds"**) through several Tranches (**"Part B Commitment"**), to be called by the Issuer at its discretion over the period between September 2, 2022 up to December 31, 2022 (**"Part B Commitment Period"**).

The initial terms and conditions as set forth in the Issuance and Subscription Agreement remain unchanged for Part A of the Funding Program. Part A of the Funding Program was suspended during the Part B Commitment Period. Upon expiry of the Part B Commitment Period, Part A of the Funding Program was automatically reactivated (including that part of the Part B Commitment for which no Part B Convertible bonds shall have been issued and subscribed to during the Part B Commitment Period).

For the Part B Commitment, the Investor is entitled to a further waiver and commitment fee equal to 0,7 million euro, payable in 280 convertible bonds for the Part B Commitment together with the first tranche of the Part B Commitment .The waiver and commitment fee convertible bonds have a nominal value of 0,0025 million euro each.

The conversion price of the Part B convertible bonds is 80% of the lowest closing volume-weighted average price (VWAP) over a period of 15 consecutive trading days expiring on the trading day immediately preceding the date of issuance of a conversion notice. There is no liquidity condition or cool down period.

The number of shares to be issued upon conversion shall be equal to the conversion amount divided by the applicable conversion price. The cap of 38,291,950 shares is deleted from the terms and conditions of the agreement.

The convertible bonds described above meets the definition of a financial liability given that the conversion price is not fixed and upon conversion, will result in a variable number of shares being issued, being the nominal amount of the convertible loan divided by the conversion price. The

convertible bond is also a derivative financial liability as the conversion feature is an embedded derivative of the loan host. The host and the derivative will not be separated and are accounted for as one hybrid financial liability.

The financial liability is measured at fair value through profit or loss. The initial fair value of the convertible loan equals an amount of cash received in the amount of 9.650 million euro of which 2.5 million euro was received in 2021 and 7.150 million euro was received in 2022 (5 million euro Part A and 4.650 million euro Part B). A total of 1.350 million euro was already converted into shares before December 31, 2021. During 2022 another 9.025 million euro has been converted into shares before December 31, 2022, following the conversion of (in aggregate) 3.610 convertible bonds that were issued.

Subsequently, the fair value of the convertible loan related to the Part A convertible bonds as per December 31, 2021, is determined as the nominal amount of the convertible loan plus 8%. The 8% represents the difference between the share price and the 92% of the lowest closing VWAP. Given the volatility of the share prices as per year ending December 31, 2022, the fair value of the convertible loan related to the Part B Convertible bonds is based on the intrinsic value approach. Considering the term of the convertible loan to be less than twelve months, no option pricing model is used. The outstanding convertible loan has a nominal value of 0.5 million euro as per 31 December 2022 and the fair value is determined at 1.06 million euro with changes in the fair value recorded in profit and loss as fair value gains and losses on the convertible loan. The fair value loss in the amount of 0.426 million euro as per December 31, 2022, is included in the line item 'Finance expense' in the consolidated statement of profit and loss.

The fair value of the converted bonds during 2022 was 16.423 million euro. The difference between the fair value and the nominal amount was recorded in profit and loss as fair value loss included in the line finance expense for an amount of 7.824 million euro and 0.426 million euro in other reserves upon conversion.

Upon conversion, the financial liability measured at fair value at date of conversion will be reclassified to shareholders' equity.

The liability for the first instalment of the Part A commitment fee of 0.525 million euro (50% upon signing of the agreement) is made once the first Tranche Call is called by the Company. The commitment fee is recorded in profit and loss as transaction cost due, given the Company cannot avoid cash settlement if the Investor requests eventual payment in cash. These transaction costs are included in the line item 'Finance expense' in the consolidated statement of profit and loss.

The second instalment of the Part A commitment fee of 0.525 million euro is recognized if and only if a tranche call is exercised by the Issuer, as a result of which in total more than half of the total commitment will have been called. This commitment fee is considered as a transaction cost in accordance with IFRS 9 and expensed as incurred as financial expense, given it is an incremental cost that the Company would not incur if the triggering condition is not met. This second instalment has not been accounted for as per December 31, 2022, since there is no present obligation yet.

The Part B waiver and commitment fee of 0.7 million euro payable in 280 convertible bonds with a nominal value of 0.0025 million euro became due upon the payment of the first tranche under Part B pursuant to the addendum and is recorded as financial expense in the consolidated statement of profit and loss given these are considered as

transactions costs. The corresponding liability is measured at fair value through profit and loss. Upon conversion the financial liability measured at fair value at the date of conversion, will be reclassified to shareholders equity.

Kreos Capital / Pontifax Ventures

On November 21, 2021, Oxurion (the Company or the Issuer) entered into the Loan Facility whereby Kreos Capital VI Limited together with Pontifax Medison Finance L.P. (the Investors) as investors are willing to subscribe to convertible bonds with each a nominal value of 0.1 million euro, in an amount of 10.0 million euro. The Investors are entitled to a transaction fee of 0.125 million euro and an end of loan payment equal to 3.5% that shall accrue on the amount drawn under each tranche. The convertible bonds accrue interest in the amount of 7.95% per year.

The convertible bonds may be either:

1. Converted in shares at the option of the Investors at any time.
2. Converted in shares at the option of the Issuer when certain conditions are met.
3. Repaid based on the amortization schedule without extension.
4. Repaid based on the amortization schedule with extension.
5. Prepaid when certain conditions are met.
6. Paid in full in case of events of default or change in control.

The number of shares to be issued upon conversion shall be equal to the conversion amount divided by the applicable conversion price:

1. The initial conversion price of the Bonds was equal to 2.90 euro.
2. The conversion price may be adjusted from time to time upon the occurrence of corporate actions, such as merger, demerger, stock splits or reverse stock split, in accordance with the adjustment policy set out in the Euronext Corporate Action Policy
3. In the event that, between the issue date of the Kreos Bonds and the date falling twelve months after the Loan Facility (i.e. 22 November 2022, the Company issued any shares in the context of an equity financing at an issue price per share which represents a discount of more than 20% to the VWAP (volume-weighted average price) over the thirty trading days period preceding the date of such issuance of shares, the Kreos Conversion Price shall be adjusted to 140% of the average issue price of all shares issued by the Company in the context of any equity financing since the issue date of the Kreos Bonds (if lower than the Kreos Conversion Price). As a result, the strike price was reset at 0.28 euro per share.

On June 21, 2022, the Company, Kreos Capital VI Limited and Pontifax Medison Finance L.P. executed an amendment to the convertible bond facility, pursuant to which a repayment of 3.0 million euro (30%) of the principal amount (excluding capitalized interest) of the first tranche of 10.0 million euro was made. As part of the amendment, it was agreed that the cash covenant would be reduced from 4.0 million euro to 3.0 million euro, the repayment schedule was revised and the interest only period was extended to September 30, 2022. At the same time, Kreos/Pontifax agreed not exercise any rights they might have had to recover amounts owed to them under the Loan Agreement provided that certain conditions are met, the fulfilment of which is uncertain.

The convertible bond described above meets the definition of a financial liability given that the Company cannot avoid delivering cash to the investors and the conversion price is not fixed. The Company cannot avoid delivering cash as they do not have control over the different scenarios. The conversion price can also change upon certain scenario's

as described above and as such the number of shares being issued will vary based on the conversion price. The convertible bond is also a derivative financial liability as the conversion feature is an embedded derivative of the loan host. The host and the derivative will not be separated.

The financial liability is measured at fair value through profit or loss. In determining the fair value, the company makes certain judgements on the valuation model to be applied and the probability that certain scenarios will occur or not in the future. The fair value of the convertible bonds has been measured considering the following scenarios that may impact the term of the bond:

1. No extension
2. With extension
3. Prepaid when certain conditions are met.
4. Paid in full in case of events of default or change in control.

The initial fair value of the convertible loan equals the amount of cash received which is 10.0 million euro as per December 31, 2021. Subsequently the fair value is determined as the probability weighted average of the fair values of the different scenarios described above considering the pre-payment agreed on June 21, 2022. The fair value of the scenarios has been determined by application of the effective interest rate method and the Black-Scholes model. The payment by the Company to Pontifax Medison Finance L.P is paid in USD by converting the relevant due amount in euro into the USD at a fixed exchange rate. For Pontifax, the fair value of the convertible loan is determined based on the application of the effective interest rate method considering the USD loan payment at the spot rate at valuation date.

The above fair value measurement is a level 3 as a result of the unobservable input for the probabilities. A reasonable change of the probabilities between the different scenario's would not lead to a material change in the fair value.

The fair value as per December 31, 2022, is determined at 5.984 million euro, taking into account the repayment of 3 million euro, with changes in the fair value recorded in profit and loss as fair value gains and losses on the convertible loan. The fair value gain in the amount of 0.436 million euro as per December 31, 2022, are included in the line item 'Finance income' in the consolidated statement of profit and loss. No amounts have already been converted into shares as per December 31, 2022.

Upon conversion, the financial liability measured at fair value at date of conversion will be reclassified to shareholders' equity, being share capital and share premium and other reserves for the fair value adjustment portion.

The Loan Facility is subject to a financial covenant whereby the Group is required to maintain at all times a minimum aggregate amount of cash in the bank of an amount equal to the lower of 3 million euro and the principal amount outstanding. The Group has complied with the financial covenant at December 31, 2022.

5.7.12 Deferred taxes

Deferred tax assets have not been recognized in respect of the items below because it is not probable that future taxable profits will be available against which the Group can utilize the loss carryforwards or deductible temporary differences. The losses available for offsetting future taxable income are mainly related to Belgium.

In '000 euro (as at 31 December)	2022	2021
Losses available for offsetting against future taxable income	361,140	342,145
Deductible temporary differences	18,056	24,518
Taxable temporary differences	0	-46

Total unused tax losses and other deductible temporary differences not recognized	379,196	366,617

No deferred tax liability is recognized on the unremitted earnings of subsidiaries since no tax is expected to be payable on them in the foreseeable future.

5.8 OTHER CLARIFICATION NOTES TO THE STATEMENT OF FINANCIAL POSITION

Subsidiaries and branches

NAME OF THE SUBSIDIARY	PLACE OF INCORPORATION AND OPERATION	2022	2021	PRINCIPAL ACTIVITY
Thrombo-Genics, Inc.	US	100%	100%	Distributor
Oncurious NV	BE	100%	83.34%	Research (oncology)

At year-end 2021, out of a new total of 12,111 shares in the share capital of Oncurious, Oxurion owned 10,093 shares or 83.34%.

Due to a capital increase in Oncurious by VIB through a contribution in kind of a receivable from VIB to Oncurious for 86,299 euro, VIB's non-controlling interest increased with 0.5 million euro and the equity attributable to equity holders of the company decreased with 0.5 million euro. The effect of which is presented in the line item 'transactions with non-controlling interests' in the statement of changes in equity.

In the line item 'transactions with non-controlling interests' presented in the statement of changes in equity, the effect of the transfer between equity attributable to equity holders of the company and the non-controlling interest is presented resulting from the exercise of the call option by VIB leading to the transfer of 680 shares in the share capital of Oncurious from Oxurion to VIB. We refer to note 5.8 under the heading Flanders Institute for Biotechnology for more information on the exercise of the call options which were granted by Oxurion to VIB.

On December 14, 2022, Oxurion purchased 2,018 shares from VIB for 1 euro. As of this date, the ownership of the shares transferred and Oxurion owned 12,111 shares or 100%.

Key Agreements, Commitments and Contingent Liabilities

In addition to the convertible loan agreements described in the preceding section, the Group has a number of other material agreements with third parties.

Please find below an overview of Oxurion's material agreements. An agreement is considered as "material" when the contractual commitments reach over 1 million euro, or in case of a new agreement, when such an impact is expected in the twelve-month period after the reporting date.

Note that certain agreements may include sharing of R&D costs and/or sharing of revenue. Although these agreements may include the establishment of a joint committee which monitors the joint activities, these arrangements are out of the scope of IFRS 11 "Joint Arrangements", as the Company has concluded that no joint control exists. The main indicators found in the multiple arrangements that resulted in the conclusion that Oxurion has control over the operations and relevant activities and therefore is the decision-making party in the agreements are as follows:

- Oxurion has sole and exclusive decision-making authority on the development activities, including but not limited to the development plan.
- Oxurion bears the costs and expenses for all activities under the development plan.
- Oxurion is responsible for preparing, filing and maintaining regulatory approvals.
- Oxurion has the sole responsibility and decision-making authority for manufacturing and commercialization.
- Oxurion shall be the sole and exclusive owner of all intellectual property in most agreements.

Research and Development Agreements

Bicycle Therapeutics

In August 2013, Oxurion entered into a research collaboration and license agreement with Bicycle Therapeutics (the **"Bicycle Collaboration Agreement"**). Under this agreement, Bicycle is responsible for identifying Bicycle-peptides related to the collaboration target, human plasma kallikrein, for use in various indications. Oxurion is responsible for further development and product commercialization after the defined research screening is performed by Bicycle.

The collaboration includes two stages. During Stage 1, which has been completed, Bicycle was obligated to perform specific research activities in accordance with the research plan focused on screening the target using the Bicycle platform to identify compounds that meet the criteria set by the parties. During Stage 2, which is ongoing, Oxurion has continued research activities on selected Bicycle-peptides with the goal of identifying compounds for further development and commercialization. THR-149 has been selected as a development compound under the Bicycle Collaboration Agreement.

Bicycle granted certain worldwide intellectual property rights to Oxurion for the development, manufacture and commercialization of licensed compounds associated with plasma kallikrein.

The Bicycle Collaboration Agreement provided an upfront payment of 1.0 million euro and potential additional research and development funding, at an agreed upon FTE rate, should the research effort require more than one FTE, or the research plan be amended or extended by Oxurion.

Oxurion is also required to make certain milestone payments to Bicycle upon the achievement of specified research, development, regulatory and commercial milestones of up to 21 million euro (e.g., 3 million euro related to the first Phase 3 trial if the Company decides to do one, and 5 million euro when the first regulatory approval in either the United States or the European Union is granted for the first indication).

Under the terms of the Bicycle Collaboration Agreement, to date Oxurion has paid milestones of approximately 5 million euro. In addition, to the extent any of the collaboration products covered by the licenses granted to Oxurion are commercialized, Bicycle would be entitled to receive tiered royalty payments of mid-single digits based on a percentage of net sales. Royalty payments are subject to certain reductions. Also, if Oxurion grants a sublicense to a third party for rights to the program for non-ophthalmic use, Bicycle would be entitled to receive tiered payments of mid-single digits to low-double digits (no higher than first quartile) based on a percentage of non-royalty sublicensing income. In line with IFRS principles, no provisions have been made in the Company's books for these payments.

In November 2017, the parties entered into an amendment to the Bicycle collaboration agreement. This amendment provides for additional research services to be performed by Bicycle related to the identification of additional Bicycle peptides binding to the target for Oxurion, in its discretion, to select as development compounds. Bicycle was obligated to perform the work in accordance with an amended research plan under Stage 1 of the collaboration and was funded at a specified FTE rate, plus any direct out of pocket expenses, and Oxurion was responsible for Stage 2 research and any development after the selection of a development compound. Bicycle has completed Stage 1 of the research plan. Additional milestones were added for the potential additional licensed compounds, consistent with those of the initial Bicycle Collaboration Agreement. This does not impact THR-149.

Based on IAS 38 "Intangible assets", Oxurion has not acquired a separate intangible asset that meets the definition of IAS 38, and therefore these expenses are recorded under R&D expenses. So far, the following upfront and milestones payments to Bicycle were recognized: 1.0 million euro in 2013, 0.750 million euro in 2017, 1.0 million euro in 2018 and 2.0 million in 2020. These were all expensed as R&D costs.

Galapagos

Oxurion has entered into the Galapagos License, which is a global and exclusive in-licensing agreement with Galapagos to develop and commercialize integrin antagonists for the treatment of diabetic eye disease. The company's THR-687 asset for which development has been paused is a result of this agreement. Oxurion has obtained the exclusive rights for the clinical development, manufacturing and commercialization under this agreement, while Galapagos is entitled to receive a non-refundable upfront fee for technology access, development milestone payments of up to 12.5 million euro (e.g., 1.5 million euro related to the first Phase 3 if the Company decides to do one, and 5 million euro when the first regulatory approval in either the United States or the European Union is granted for the first indication).

In addition, to the extent any of the collaboration products covered by the licenses granted to Oxurion are commercialized, Galapagos would be entitled to receive certain sales-based milestone payments and tiered royalty payments of mid-single digits based on a percentage of net sales, except in the case of annual sales exceeding 500 million euro, in which case the royalty is higher.

In September 2017, the parties entered into an amendment to the Galapagos License Agreement. According to this amendment, Oxurion has taken over the prosecution and maintenance of the licensed patents and consequently has acquired all rights in the licensed patents with effective date as of September 25, 2017. Oxurion will be entitled to deduct its documented and reasonable costs for prosecution and

maintenance for the licensed patents from the royalty due and payable to Galapagos under the Galapagos License Agreement. In line with IFRS principles, no provisions have been made in the Company's books for these payments.

Oxurion has paid to Galapagos an upfront fee of 1.0 million euro in April 2016, upon Galapagos supplying to Oxurion the licensed compounds, including THR-687, and all data and manufacturing know-how related to the licensed compounds, which was capitalized as an intangible asset as it meets the conditions of a separately acquired intangible asset under IAS 38, par. 25. Galapagos has no further performance obligations for development services. Since no commercialization was achieved and no profit was generated, no amortization was recorded so far. Until now, no other advance payments have been made to Galapagos.

In the first half of 2022, the Galapagos license was fully impaired (1 million euro) given the announcement that Oxurion has decided not to advance THR-687 to part B of the INTEGRAL trial.

The future milestones must be assessed to determine if they meet the capitalization criteria under IAS 38, once they are paid. We refer to the accounting policy section on intangible assets for more details.

Clinical Trial Agreement

Syneos Health

Syneos Health (**"Syneos"**) provides clinical research services for the development of THR-149. Services are billed on a project basis by way of work orders (**"Work Orders"**) entered into based on a Master Services Agreement (the **"MSA"**) for Clinical Research and Related Services dated as of August 19, 2016.

The MSA obligates the parties to use commercially reasonable efforts to progress the study in a timely manner and to meet any timelines for study milestones and target dates applying professional standards consistent with GCP and in adherence to applicable laws and regulations.

The major study milestones and target dates are described in the binding Work Orders that are entered into under the MSA. Subject to mutually agreed change orders, the Work Order constitutes a binding agreement, and the parties are obligated to use commercially reasonable efforts to comply with the timelines and budgets set in the Work Orders, unless a change order is agreed.

The Work Order for THR-149 specifies the basic parameters of the THR -149 study, including, without limitation, the scope of work, study-specific assumptions, estimated time period for completing services, estimated budget, payment and currency schedules, resource allocation and/or, as applicable, other specific services to be performed by Syneos. The budget contained in the THR-149 Work Order can be changed by way of a change order if there are changes in the scope of the work or the assumptions underlying the Work Order, provided that the change order must be agreed between the parties.

Syneos also provided services for the INTEGRAL study of THR-687 in treatment naïve patients, which has been terminated and is in the process of being wound down pursuant to the terms of the Work Order for THR-687.

Based on IAS 38 "Intangible assets", the costs paid to Syneos Health are not made in order to acquire an asset, or to increase economic benefits already embodied into an asset. Rather, they are an outsourced R&D cost. Therefore, such costs are expensed to the statement of profit and loss as R&D expenses, as incurred. In case of prepayments, an asset is recognized for such prepayment, and prepayment is released to statement of profit and loss as costs are incurred. In 2022 and 2021, 7.4 million euro and 6.5

million euro were paid respectively to Syneos Health and recognized as R&D expenses. At year-end 2022, a prepayment in the amount of .2.3 million euro is recorded on the statement of profit and loss.

License, Development and Commercial Agreement

Eumedica and Inceptua

In June 2018, Oxurion and Eumedica entered into an exclusive commercial agreement, pursuant to which Eumedica agreed to provide distribution services for JETREA® (the **"2018 Agreement"**). Eumedica acts as an agent of Oxurion, as Oxurion takes primary responsibility for product quality, inventory risk, and has discretion in establishing the sales price. The arrangement has the characteristics of a consignment where Eumedica does not have control of the product, and Oxurion can direct its use and ask for its return. Eumedica collects payments from end-customers for Oxurion. Eumedica charges a monthly distribution fee that covers the services provided including customer service, shipment preparation, packaging, storage, labeling/repackaging, administration, destruction & waste handling, etc.

Under IFRS 15, Oxurion has only one performance obligation, which is to deliver the product to the end-customer. This performance obligation is satisfied when Eumedica transfers (delivers) the product to the end-customer, as this is the moment when the customer obtains control over the product. Therefore, revenue is recognized for the price of the product at the point in time when it is delivered by Eumedica to the end-customer. While inventory is located at Eumedica, it is recognized as inventory of Oxurion due to consignment terms. Eumedica fees are recognized partly under distribution costs and partly under selling expenses, as they are charged on a monthly basis.

For 2022, Oxurion paid 0.067 million euro (2021: 0.072 million euro) for distribution costs, 0.204 million euro (2021: 0.225 million euro) for selling expenses and received 0.403 million euro (2021: 0.588 million euro) revenue for the select number of markets served by Eumedica.

On March 12, 2020, Oxurion entered into an exclusive license with Inceptua for the commercialization and marketing of JETREA® outside of the US in certain transfer countries. Transfer countries include all countries of the European Union, Norway, Liechtenstein, Switzerland, the UK and Australia and sales may also be made in non-approved countries on a named patient basis under respect of applicable law. The parties further agreed that Oxurion would withdraw the marketing authorizations in the US and Canada and would transfer the EMEA marketing authorization to Inceptua. The license became effective on September 15, 2020, when the EMEA market authorization was transferred. Under the terms of the agreement, Inceptua purchases JETREA® from Oxurion in final product form for a fixed amount per vial and pays Oxurion a market rate royalty on sales based on quarterly royalty reports.

As a result of its agreement with Inceptua, Oxurion entered into a tripartite agreement with Eumedica and Inceptua pursuant to which Eumedica provides certain packaging, labelling and storage services directly to Oxurion and purchases the finished product from Oxurion and sells its to Inceptua (the **"Tripartite Agreement"**). The Tripartite Agreement replaces the 2018 Agreement. Eumedica also provides certain services to Oxurion on behalf of Inceptua, including storage, customer services and delivery, which are re-charged to Inceptua.

After a transition period which was completed in December 2020, Oxurion's obligations under the Tripartite Agreement will be limited to supply of the JETREA® product to Inceptua until 2023. All other activities related to JETREA® will be transferred to Inceptua or will cease.

Under IFRS 15, Oxurion's only performance obligation is to deliver final products to Inceptua. This obligation is completed when Eumedica sells the products to Inceptua. Oxurion therefore recognizes the revenue from the sale of the goods when the assets are sold by Eumedica to Inceptua. Royalties are recognised quarterly upon reception of royalty report from Inceptua.

Oxurion received 0.153 million euro royalties (2021: 0.159 million euro) for the select number of markets served by Inceptua.

Academic Agreements

The Company has concluded agreements with various academic institutions that are interested in the study of drug candidates, including the following:

Flanders Institute for Biotechnology

The Company has entered into several agreements with the Vesalius Research Centre (formerly the Dept. of Transgene Technology and Gene Therapy), a department of VIB, relating to the preclinical characterization of two of the programs under license with the Vesalius Research Centre, i.e., Anti-PlGF and PlGF.

On December 12, 2017, Oncurious and VIB entered into a research collaboration and license agreement on the basis of which Oncurious acquired exclusive licenses on a portfolio of five unique next generation immuno-oncology assets, based on seminal work originating from the VIB-KU Leuven labs of Massimiliano Mazzone and Gabriele Bergers, and from the VIB-VUB lab of Jo Van Ginderachter.

In the context of the abovementioned research collaboration and license agreement, VIB has been granted two call options from Oxurion for an aggregate maximum of 1,230 shares in Oncurious, subject to the achievement of certain milestones linked to the achievement of one or two proof of concepts (call option agreement of December 12, 2017).

On October 22, 2021, Oncurious announced the achievement of a second preclinical proof of concept for its immuno-oncology program aimed at depleting regulatory T cells (Tregs) by targeting C-C motif chemokine receptor 8 (CCR8). Consequently, at year end 2021, VIB is entitled to execute its remaining call option of 550 shares. Post-closing VIB indicated it is executing this remaining call option in full.

As per June 30, 2021, the VIB IP license has been impaired, compared with a net carrying amount of 1.127 million euro in 2020.

During 2021, Oxurion has paid 0.211 million euro of R&D costs respectively to VIB in relation to this research program.

On September 28, 2022, Oncurious entered into an agreement with VIB concerning the assignment of intellectual property rights and know-how, and the termination of certain licenses. The assignment concerns Oncurious' C-C motif chemokine receptor 8 (CCR8) program, as well as other undisclosed assets. The assignment does not include Oncurious' TB-403 asset. The agreement was concluded following the decision of Oncurious not to further invest in the foreground technology of several discovery stage and preclinical programs. In consideration of Oxurion's contributions towards the development of foreground technology by Oncurious, prior to Oncurious' abandonment and assignment to VIB thereof, the parties agreed on a revenue sharing agreement with Oxurion upon VIB's valorization of such foreground technology.

On December 14, 2022, Oxurion purchased 2,018 shares in Oncurious from VIB for 1 euro.

Other Commitments

Research and development commitments

At December 31, 2022, the Group had commitments outstanding in the context of research and development agreements amounting to 11.0 million euro compared to 18.0 million euro in 2021, payable over the course of the following twelve months to various research subcontractors, but primarily to Syneos.

Contingent liability

The expenses incurred in several of the Group's research and development programs have been reimbursed by VLAIO, formerly known as IWT, as a government grant. Contracts with VLAIO generally include a clause that defines the need for validation of the project results in order for the grant to be effectively earned. Should this validation not occur, VLAIO has the right to reclaim the funds previously granted. The Group considers this as a remote possibility. Please refer to the accounting policy described in section 5.5.3 (G) and the rationale used in order to recognize grant income over the course of the project. Total amounts received in 2021 with respect to government grants from VLAIO amount to 0.228 million euro. No amounts were received in 2022.

Related parties

Other than members of the Board of Directors, no other related parties have been identified.

Subsequent events

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

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

On March 1, 2023, the Company entered into the Atlas Subscription Agreement for mandatory convertible bonds with Atlas Special Opportunities, LLC providing for up to 20 million euro in financing. Under the terms of the Subscription Agreement, Atlas has committed to subscribe to up to 20 million euro in mandatorily convertible bonds over a 24-month period at Oxurion's discretion. The conversion price is set at an eight percent discount to the average VWAP over the three lowest days in the ten consecutive trading days prior to the conversion notice. The Company will pay a fee of 800,000 euro in bonds, which will be issued together with the first tranche, raising the total amount of the available bonds to 20.8 million euro. The funding will be provided in nine tranches, with the first tranche including a Part A of 2.8 million euro (including the fee) and Part B of 2 million euro, and subsequent tranches of 2 million euro each with a cool-down period of 22 trading days between tranches (except for between Part A and Part B of the first tranche where there is no cool down period). Provided the conditions precedent are met, the decision to issue one or more tranches is at the discretion of the Company. Certain of the conditions precedents are not within the Company's control, including that the Company's total trading volume in the prior 22 trading days exceeds 1.5 million euro and that its average market capitalization exceeds 4 million euro (or 2 million euro for a 1 million euro tranche).

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

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

Done on March 30, 2023,

On behalf of the Board of Directors

6. STATUTORY AUDITOR'S REPORT TO THE GENERAL SHAREHOLDERS' MEETING ON THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2022

We present to you our statutory auditor's report in the context of our statutory audit of the consolidated accounts of Oxurion NV (the "Company") and its subsidiaries (jointly "the Group"). This report includes our report on the consolidated accounts, as well as the other legal and regulatory requirements. This forms part of an integrated whole and is indivisible.

We have been appointed as statutory auditor by the general meeting d.d. 3 May 2022, following the proposal formulated by the board of directors and following the recommendation by the audit committee. Our mandate will expire on the date of the general meeting which will deliberate on the annual accounts for the year ended 31 December 2024. We have performed the statutory audit of the Group's consolidated accounts for 1 consecutive year.

REPORT ON THE CONSOLIDATED ACCOUNTS

Unqualified opinion

We have performed the statutory audit of the Group's consolidated accounts, which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statement of profit or loss, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year 31 December 2022 then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information, and which is characterised by a consolidated statement of financial position total of EUR '000 11.993 and a loss for the year of EUR '000 31.693.

In our opinion, the consolidated accounts give a true and fair view of the Group's net equity and consolidated financial position as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended, in accordance with International Financial Reporting Standards as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium.

Basis for unqualified opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) as applicable in Belgium. Furthermore, we have applied the International Standards on Auditing as approved by the IAASB which are applicable to the year-end and which are not yet approved at the national level. Our responsibilities under those standards are further described in the "Statutory auditor's responsibilities for the audit of the consolidated accounts" section of our report. We have fulfilled our ethical responsibilities in accordance with the ethical requirements that are relevant to our audit of the consolidated accounts in Belgium, including the requirements related to independence.

We have obtained from the board of directors and Company officials the explanations and information necessary for performing our audit.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 5.5.3 (B) in the consolidated accounts, which indicates that the Group's cash balance at 31 December 2022 is not sufficient to fund the Group's operations during the next twelve months.

Post-closing, the Group entered into a subscription agreement for convertible bonds with Atlas Special Opportunities LLC. This committed but conditional funding would be sufficient to fund operations during the next twelve months from the financial statements' issue date. However, given the contingent nature of this funding, the Group is actively exploring the possibility of obtaining additional funding through debt, equity or non-dilutive funding, including the licensing of THR-149, or alternatively reducing its costs and investments so that there should be sufficient cash to continue its operations during the next twelve months.

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

These events or conditions as set forth in Note 5.5.3.(B) indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated accounts of the current period. These matters were addressed in the context of our audit of the consolidated accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the "Material Uncertainty Related to Going Concern" section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Issuance and valuation of convertible bonds under the Negma Group Ltd Issuance and Subscription agreement – Note 5.7.11

Description of the Key Audit Matter

As described in Note 5.7.11 to the consolidated financial statements, the Company entered into an agreement whereby Negma Group Ltd. as investor can subscribe to up to 12.000 mandatory convertible bonds (class A) with each a nominal value of €2.500, in several tranches of minimum 200 and maximum 1.000 bonds for a total committed amount up to €30 million.

On 2 September 2022, the parties amended the terms and conditions of part of the above funding program (part B) for an amount of up to €6 million of the total commitment through issuance and subscription of up to 2.400 convertible bonds (class B) through several tranches, to be called by the issuer at its discretion over the period between 2 September 2022 up to 21 December 2022.

The initial fair value of the convertible loan equals an amount of cash received in the amount of €9,650 million of which €2,5 million was received in 2021 and €7,150 million was received in 2022 (€5 million class A and €4,650 million class B). A total of €1,350 million was already converted into shares before 31 December 2021. During 2022 another €9,025 million has been converted into shares before 31 December 2022, following the conversion of in aggregate 3.610 convertible bonds issued.

The Company evaluated and determined that the convertible bonds described meet the definition of a derivative financial liability and designated the entire instrument at fair value through profit and loss. The outstanding convertible loan has a nominal value of €0,5 million as per 31 December 2022 and the fair value is determined at €1,06 million with changes in the fair value recorded in profit and loss as fair value gains and losses on the convertible loan.

We identified the accounting and the valuation of the issuance of the convertible bonds as a key audit matter. Auditing the following elements involved especially challenging and complex auditor judgment with respect to (i) the Company's accounting assessment related to the financial instrument and (ii) the calculation of the valuation related to the financial liability.

How our Audit addressed the Key Audit Matter

- We have assessed the accuracy, existence and completeness of the financial liability as per 31 December 2022. This assessment included:
  - Analysing and reading the convertible transaction, issuance and subscription agreement to create an understanding of the impact on the financial statements and its disclosures.
  - Inquiries of management and in-house legal counsel.
  - Recalculation of impacts through profit and loss and equity.
  - Tracing of corroborative evidence of the amounts paid due to issuance of the convertible bonds and to the amounts converted.
  - Checking the classification of the liability in the financial statements.
- We have utilised our internal IFRS accounting specialists' knowledge and evaluated the appropriateness of management's application of accounting guidance for complex financial instruments as adopted by the Company in accordance with IFRS as adopted by the European Union ("EU").
- We have utilised our internal valuation specialists' knowledge and evaluated the appropriateness of the methodology and the reasonableness of assumptions used by the Company's valuation of the financial liability. A Monte Carlo approach was used to reflect the Asian tail character of the option (conversion price

is lowest VWAP of the last 15 days x 80%). The impact of the volatility and interest rate was limited as the options were deep in the money due to the evolution of the share price.

- We have assessed the adequacy of the Company's disclosures in the notes of the Consolidated Financial Statements.

Issuance and valuation of convertible bonds under the Kreos Capital VI Ltd and Pontifax Medison Finance LP loan facility agreement – Note 5.7.11

Description of the Key Audit Matter

As described in Note 5.7.11 to the consolidated financial statements, the Company entered into an agreement whereby Kreos Capital VI Ltd. together with Pontifax Medison Finance L.P. as investors can subscribe to convertible bonds with each a nominal value of €0,1 million, in two tranches of each €10 million for a total committed amount up to €20 million. The convertible bonds accrue interest in the amount of 7.95% per year.

The initial fair value of the convertible loan equals to an amount of cash received which is €10 million as per 31 December 2021. The Company evaluated and determined that the convertible bonds described meets the definition of a derivative financial liability and designated the entire instrument at fair value through profit and loss.

Subsequently the fair value is determined as the probability weighted average of the fair values of different scenarios considering the pre-payment agreed on 21 June 2022. The fair value as per 31 December 2022, is determined at €5,984 million, taking into account the repayment of €3,6 million (consisting of €3 million early repayment and €0,605 million repayment following the payment schedule), with changes in the fair value recorded in profit and loss as fair value gains and losses on the convertible loan.

We identified the accounting and the valuation of the issuance of the convertible bonds as a key audit matter. Auditing the following elements involved especially challenging and complex auditor judgment with respect to (i) the Company's accounting assessment related to the financial instrument and (ii) the calculation of the valuation related to the financial liability.

How our Audit addressed the Key Audit Matter

- We have assessed the accuracy, existence and completeness of the financial liability as per 31 December 2022. This assessment included:
  - Analysing and reading the convertible transaction, issuance and subscription agreement to create an understanding of the impact on the financial statements and its disclosures.
  - Inquiries of management and in-house legal counsel.
  - Recalculation of impacts through profit and loss and equity.
  - Tracing of corroborative evidence of the amounts repaid.
  - Checking the classification of the liability in the financial statements.
- We have utilized our internal IFRS accounting specialists' knowledge and evaluated the appropriateness of management's application of accounting guidance for complex financial instruments as adopted by the Company in accordance with IFRS as adopted by the European Union ("EU").
- We have utilized our internal valuation specialists' knowledge and evaluated the appropriateness of the methodology and the reasonableness of assumptions used by the Company's valuation of the financial liability. A standard option valuation model was used to estimate the value of the conversion option at the date of issuance of the bond and at the end of the year. The key market parameters for this valuation were the level of the share price, the volatility of the underlying option and the level of interest rate.

- We have assessed the adequacy of the Company's disclosures in the notes of the Consolidated Financial Statements.

Responsibilities of the board of directors for the preparation of the consolidated accounts

The board of directors is responsible for the preparation of consolidated accounts that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium, and for such internal control as the board of directors determine is necessary to enable the preparation of consolidated accounts that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated accounts, the board of directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the board of directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Statutory auditor's responsibilities for the audit of the consolidated accounts

Our objectives are to obtain reasonable assurance about whether the consolidated accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated accounts.

In performing our audit, we comply with the legal, regulatory and normative framework applicable to the audit of the consolidated accounts in Belgium. A statutory audit does not provide any assurance as to the Group's future viability nor as to the efficiency or effectiveness of the board of directors' current or future business management at Group level. Our responsibilities in respect of the use of the going concern basis of accounting by the board of directors are described below.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors;
- Conclude on the appropriateness of the board of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our statutory auditor's report to the related disclosures in the consolidated accounts or, if such disclosures are inadequate, to modify our opinion.

Our conclusions are based on the audit evidence obtained up to the date of our statutory auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the consolidated accounts, including the disclosures, and whether the consolidated accounts represent the underlying transactions and events in a manner that achieves fair presentation;
- Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the board of directors and with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the board of directors and with the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the board of directors and with the audit committee, we determine those matters that were of most significance in the audit of the consolidated accounts of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Other legal and regulatory requirements

Responsibilities of the board of directors

The board of directors is responsible for the preparation and the content of the directors' report on the consolidated accounts, and the other information included in the annual report on the consolidated accounts.

Statutory auditor's responsibilities

In the context of our engagement and in accordance with the Belgian standard which is complementary to the International Standards on Auditing (ISAs) as applicable in Belgium, our responsibility is to verify, in all material respects, the directors' report on the consolidated accounts, and the other information included in the annual report on the consolidated accounts and to report on these matters.

Aspects related to the directors' report on the consolidated accounts and to the other information included in the annual report on the consolidated accounts

In our opinion, after having performed specific procedures in relation to the directors' report on the consolidated accounts, this directors' report is consistent with the consolidated accounts for the year under audit and is prepared in accordance with article 3:32 of the Companies' and Associations' Code.

In the context of our audit of the consolidated accounts, we are also responsible for considering, in particular based on the knowledge acquired resulting from the audit, whether the directors' report on the consolidated accounts and the other information included in the annual report on the consolidated accounts is materially misstated or contains information which is inadequately disclosed or otherwise misleading. In light of the procedures we have performed, there are no material misstatements we have to report to you.

Statement related to independence

- Our registered audit firm and our network did not provide services which are incompatible with the statutory audit of the consolidated accounts, and our registered audit firm remained independent of the Group in the course of our mandate.
- The fees for additional services which are compatible with the statutory audit of the consolidated accounts referred to in article 3:65 of the Companies' and Associations' Code are correctly disclosed and itemized in the notes to the consolidated accounts.

European Uniform Electronic Format (ESEF)

We have also verified, in accordance with the draft standard on the verification of the compliance of the financial statements with the European Uniform Electronic Format (hereinafter "ESEF"), the compliance of the ESEF format with the regulatory technical standards established by the European Delegate Regulation No. 2019/815 of 17 December 2018 (hereinafter: "Delegated Regulation").

The board of directors is responsible for the preparation, in accordance with ESEF requirements, of the consolidated financial statements in the form of an electronic file in ESEF format (hereinafter "digital consolidated financial statements") included in the annual financial report.

Our responsibility is to obtain sufficient appropriate evidence to conclude that the format and marking language of the digital consolidated financial statements complies in all material respects with the ESEF requirements under the Delegated Regulation.

Based on the work we have performed, we believe that the format of and marking of information in the digital consolidated financial statements included in the annual financial report of Oxurion NV per 31December 2022 complies in all material respects with the ESEF requirements under the Delegated Regulation.

Other statements

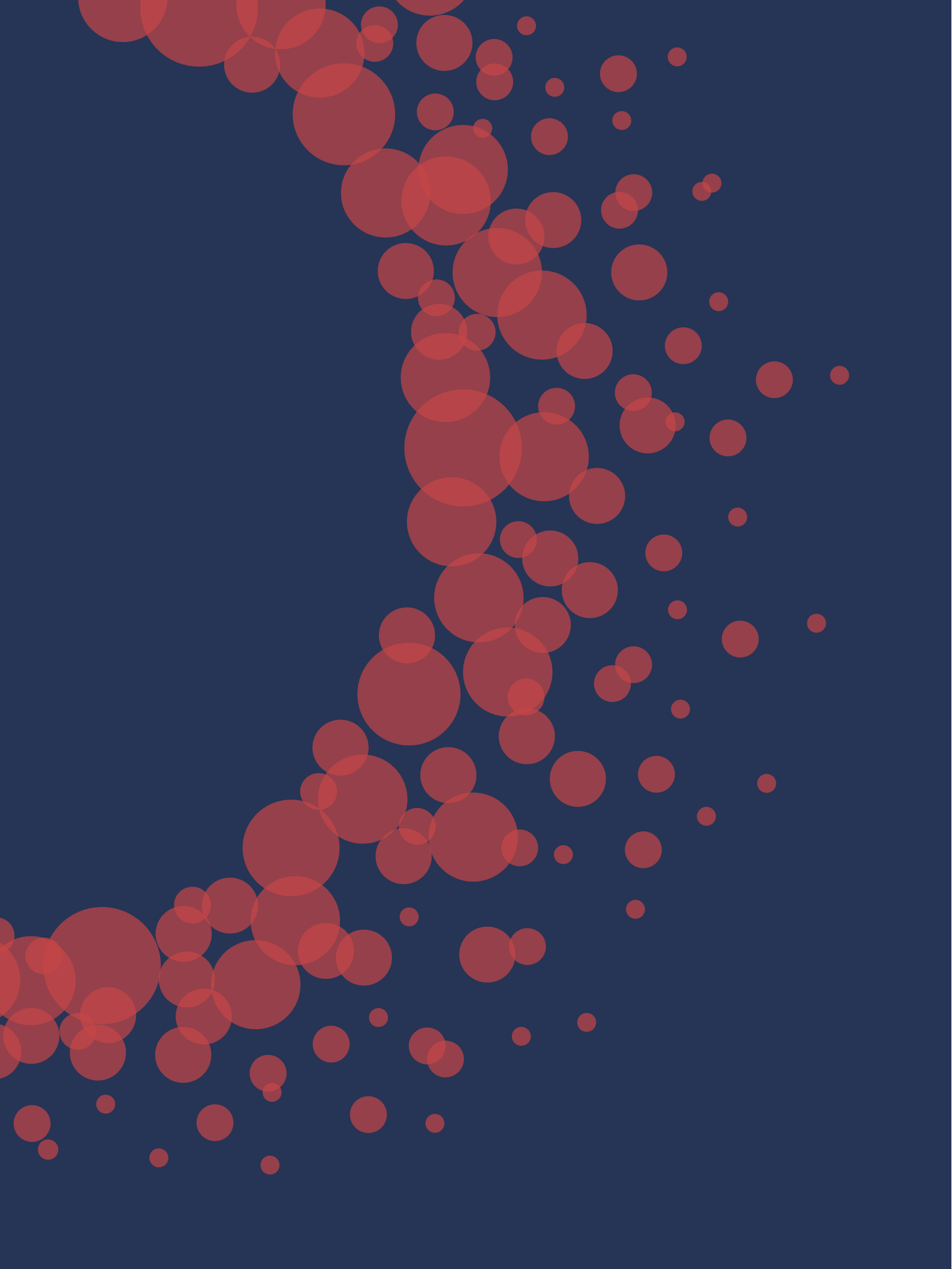
This report is consistent with the additional report to the audit committee referred to in article 11 of the Regulation (EU) N° 537/2014.

Diegem, 31 March 2023

The statutory auditor
PwC Reviseurs d'Entreprises SRL / PwC Bedrijfsrevisoren BV

Represented by

Didier Delanoye
Réviseur d'Entreprises / Bedrijfsrevisor



The financial statements of Oxurion are presented in an abbreviated form.

The The Annual Report, the financial statements and the opinion of the Statutory Auditor are filed at the National Bank of Belgium in accordance with Articles 3:10 and 3:12 of the BCCA.

The full version of the statutory financial statements and the reports are available free of charge for the public in English and Dutch upon request to:

Oxurion NV
to the attention of Michaël DILLEN
Gaston Geenslaan 1
B-3001 Leuven
Belgium
Tel: +32 16 75 13 10
Fax: +32 16 75 13 11
e-mail: IR@oxurion.com

There is also an electronic version of the full statutory Annual Report and the reports which can be obtained via Oxurion's website (www.oxurion.com). The statutory financial statements as filed with the National Bank of Belgium are based upon Belgian GAAP. An unqualified audit opinion was issued by the Statutory Auditor.

7.1 BALANCE SHEET OF OXURION NV

IN '000 EURO (AS AT 31 DECEMBER)	2022	2021
ASSETS		
Fixed Assets	338	2,084
Intangible fixed assets	0	1,000
Tangible fixed assets	98	118
Financial fixed assets	240	966
Current assets	8,107	14,666
Amounts receivable after more than one year	3,473	3,647
Inventories and work in progress	5	60
Amounts receivable within one year	927	1,142
Current investments	95	242
Cash and banks	3,307	9,426
Deferred charges and accrued income	300	149
TOTAL ASSETS	8,445	16,750
LIABILITIES		
Equity	-6,418	-1,389
Capital	75,856	56,442
Share premium account	250	234
Reserves	5,533	5,333
Accumulated profits (losses)	-88,057	-63,597
Amounts payable	14,863	18,139
Amounts payable after more than one year	3,576	8,412
Amounts payable within one year	10,686	9,283
Accrued charges and deferred income	601	444
TOTAL LIABILITIES	8,445	16,750

7.2 INCOME STATEMENT OF OXURION NV

IN '000 EURO (FOR THE YEAR ENDED 31 DECEMBER)	2022	2021
Operating income and charges		
Gross margin	1,454	6,069
Remuneration, social security costs and pensions	-4,851	-7,376
Depreciation of and amounts written off formation expenses, intangible and tangible fixed assets	-17,919	-23,744
Amounts written down stock, contracts in progress and trade debtors - Appropriations (write-backs)	-35	-283
Other operating charges	-415	-431
Non-recurring operating charges / operating income	-1,780	-10,991
Operating profit (loss)	-23,546	-36,756
Financial income	233	138
Financial charges	-1,746	-875
Profit (loss) for the period before taxes	-25,059	-37,493
Income taxes	599	799
Profit (loss) for the period	-24,460	-36,694
Profit (loss) for the period available for appropriation	-24,460	-36,694

7.3 APPROPRIATION ACCOUNT OF OXURION NV

IN '000 EURO (FOR THE YEAR ENDED AT 31 DECEMBER)	2022	2021
Profit (loss) to be appropriated	-88,057	-63,597
Gain (loss) to be appropriated	-24,460	-36,694
Profit (loss) to be carried forward	-63,597	-26,903
Transfers from capital and reserves	0	0
from capital and share premium account	0	0
from reserves	0	0
Profit (loss) to be carried forward	-88,057	-63,597

7.4 KEY VALUATION PRINCIPLES

INTANGIBLE ASSETS

Internally generated intangible assets

Research costs are charged to the income statement as incurred.

An internally generated intangible fixed asset (see note 5.7.3) which arises from development activities undertaken in the Group is recognized only if all of the following conditions are met:

- Technical possibility of making the intangible asset ready for use.
- Intention is to complete the intangible asset and use or sell it.
- Possibility of using or selling the intangible asset.
- Probability that the intangible asset will generate future economic benefit or demonstrate the existence of a market.
- Availability of adequate technical, sufficient financial resources to complete the development; and
- Availability to reliably measure the attributed expenses for this intangible asset during development.

Patent costs for protecting intangible assets are recognized as an expense.

After their initial recording on the balance sheet, intangible assets are valued at cost less accumulated depreciation and accumulated impairment losses. Depreciation of capitalized development costs are recognized in the income statement under 'Research and Development Expenses'.

The capitalized costs are amortized over the life of a patent as of the moment that it will generate revenue.

Where the criteria for capitalization of the research and development expenses are not met, these expenses are recorded as incurred during the period.

Oxurion has capitalized ocriplasmin clinical trial costs since 2008 due to the fact that this project was at that moment in Phase 3 and future commercialization was estimated to be highly probable. The intangible assets consist of external trial and production costs with subcontractors and internal development costs regarding all projects in Phase 3. An impairment test determined that the value of these assets was no longer justified and as a consequence these assets were written off on June 30, 2019.

Intangible assets purchased

Computer software licenses acquired are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over their estimated useful life which is typically considered to be three years.

Knowledge acquired in the form of licenses is recorded at cost less accumulated amortization and impairment. These amounts are amortized on a straight-line basis over their estimated useful life, which is the period over which the Group expects to receive economic benefits from such licenses.

TANGIBLE ASSETS

Property, plant, and equipment are included at the historical cost (material costs only) less accumulated depreciation. Subsequent costs are included in the carrying amount for the asset or booked as a separate asset as appropriate, but only when it is probable that future economic benefits associated with the item will be generated for the Group and the cost price of the item can be measured reliably. All other repair and maintenance costs are charged to the income statement as incurred. The cost of assets retired or otherwise disposed of and the related accumulated depreciation are included in the income statement as part of the gain or loss on disposal in the year of disposal. Gains and losses on disposal of property, plant and equipment are included in other income or expense.

Depreciation is calculated using the straight-line method to allocate the cost of property, plant and equipment to their estimated residual values over their estimated useful lives as follows:

- Property, plant and equipment: 3 to 5 years
- Furniture and fittings: 3 to 5 years

The depreciation and amortization methods, useful life and residual value are re-valued on each reporting date.

Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are expensed as incurred.

INVENTORIES

Raw and ancillary materials and commodities are stated at the lower of cost or net realizable value. The inventory costing system is based on the FIFO-method.

Goods in process and finished goods are stated at the standard manufacturing cost or net realizable value. The inventory costing system is based on the FIFO-method.

Net realizable value test is performed each reporting period. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

The standard manufacturing price of the goods in process and of the finished goods, includes (i) the acquisition value of the raw materials, consumables and ancillary materials, (ii) the production costs which are directly attributable to the product, and (iii) the proportioned part of the production costs which are only indirectly attributable to the product, in so far that these costs cover the normal production period.

The standard manufacturing price is compared to the actual manufacturing price on an annual basis. The difference results in an adjustment of the value of the inventory.

TRADE RECEIVABLES

When initially recognized, trade receivables are measured at fair value, and are subsequently measured at amortized cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are included in the income statement when there is objective evidence that the asset is impaired. Allowance for bad debts are booked on the basis of an estimate of lifetime credit losses at each reporting date, taking into account the payment history of the other party. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Impairment losses are generally recorded on receivables in the event of insolvency or similar proceedings being launched, financial restructuring at business partners, or the initiation of enforcement measures. Payment history and past-due receivables are also analyzed, with customer-specific facts assessed in each case.

INVESTMENTS

The investments are held as available for sale and annual closing date stated at market value. The fair value adjustment is included in other reserves until the investment is derecognized or has been impaired. The impairment is included in the income statement.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise demand deposits and other short-term, highly liquid investments (with less than three months to maturity) that are readily convertible into a known amount of cash and are subject to an insignificant risk of fluctuations in value.

FINANCIAL LIABILITIES AND EQUITY

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

TRADE PAYABLES

Trade payables are initially measured at fair value, and are subsequently measured at amortized cost, using the effective interest rate method.

CONVERTIBLE LOANS

The convertible loans are - in line with the CBN advice 2019/07 of July 3, 2019 - valued at issue value. The costs associated with the issuance of these loans are recognized in the income statement.

The Company currently has 2 convertible loans:

- Negma Group Ltd.

On August 26, 2021, Oxurion (the Company or the Issuer) entered into an agreement whereby Negma as investor is willing to subscribe to, up to 12,000 zero coupon automatically convertible bonds with each a nominal value of 2,500 euro, in several tranches of minimum 200 and maximum 1,000 bonds for a total committed amount up to 30 million euro. The Company as issuer controls the timing and amount of the tranche calls.

Since the term of the convertible loan is less than twelve months, it is included in "Amounts payable within one year".

As of December 31, 2022, the Company has received 9.650 million euro of which a total of 9.150 million euro has already been converted into shares.

- Kreos Capital / Pontifax Ventures

On November 21, 2021, Oxurion (the Company or the Issuer) entered into the Loan Facility whereby Kreos Capital VI Limited together with Pontifax Medison Finance L.P. (the Investors) as investors are willing to subscribe to convertible bonds with each a nominal value of 0.1 million euro, in an amount of 10.0 million euro. The Investors are entitled to a transaction fee of 0.125 million euro and an end of loan payment equal to 3.5% that shall accrue on the amount drawn under each tranche. The convertible bonds accrue interest in the amount of 7.95% per year.

The convertible bonds may be either:

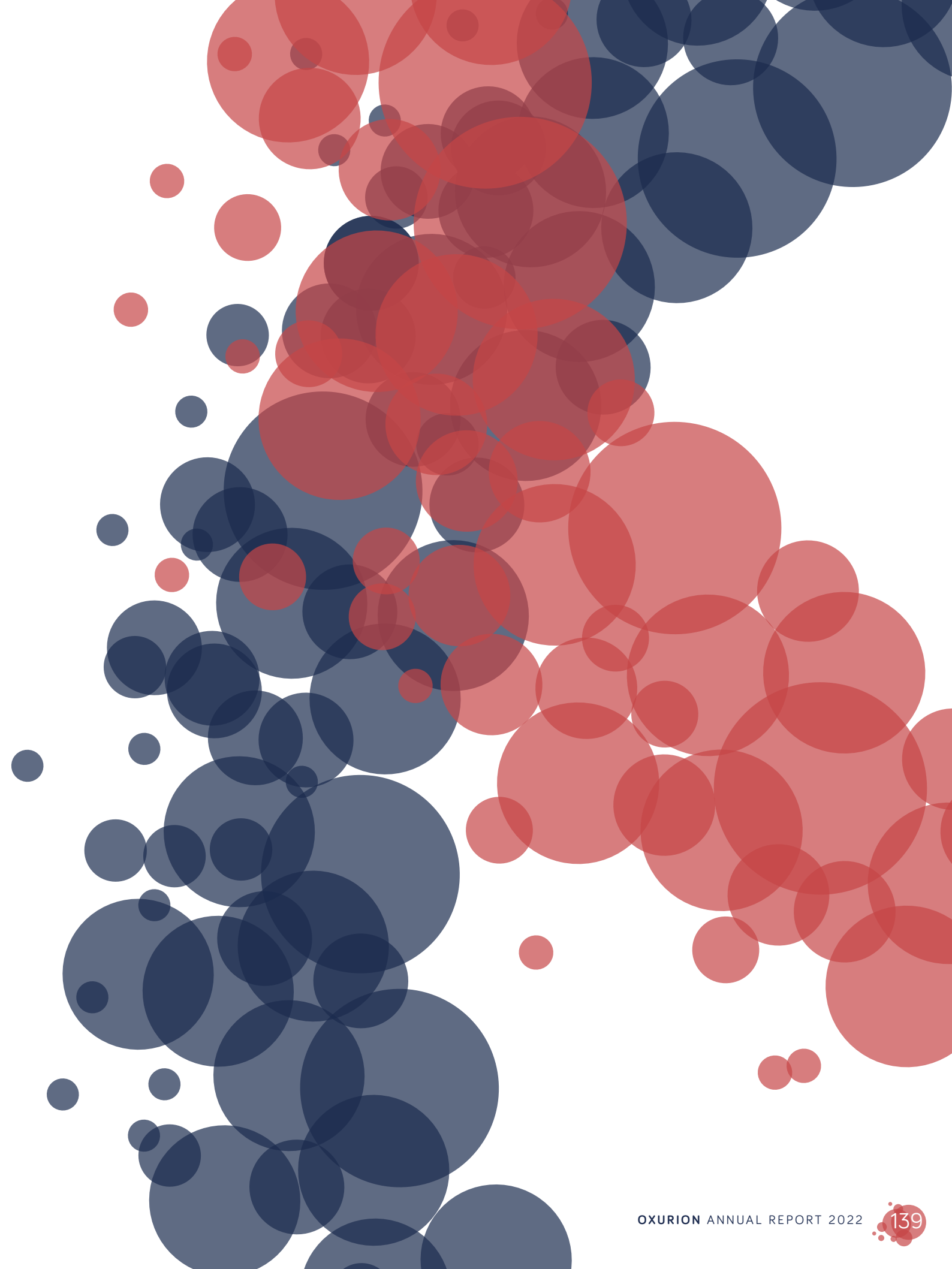
- Converted in shares at the option of the Investors at any time.
- Converted in shares at the option of the Issuer when certain conditions are met.
- Repaid based on the amortization schedule without extension.
- Repaid based on the amortization schedule with extension.
- Prepaid when certain conditions are met.
- Paid in full in case of events of default or change in control.

For the classification as of December 31, 2022, the amortization schedule without extension has been taken into account to divide the loan into "Amounts payable after more than one year" and "Amounts payable within one year".

As of December 31, 2022, the Company has received 10 million euro and has repaid 3.385 million euro.

TAX CREDIT RECEIVABLES AFTER MORE THAN ONE YEAR

As from 2018, based on the CBN opinion 2018/02 published on March 21, 2018, the tax credit to be received within one year is recorded under taxes and withholding taxes to be recovered (#412). To the extent that the repayment is estimated to occur only after more than one year, this receivable is recorded as other receivables after more than one year (#291).



8. GLOSSARY

Atlas	Atlas Special Opportunities, LLC
AGM	Annual General Shareholders' Meeting
Annual Report	Has the meaning given to it in Section 1.1.
Anti-VEGF	Anti-vascular endothelial growth factor
Articles of Association	The Company's coordinated articles of association
Atlas Funding Program	Funding program pursuant to the Atlas Subscription Agreement according to which Atlas has committed to subscribe to up to 20 million euro in the Company's equity through mandatory convertible bonds.
Atlas Subscription Agreement	Subscription Agreement entered into on March 1, 2023, between Oxurion and Atlas Special Opportunities, LLC ("Atlas"), providing for up to 20 million euro in financing through mandatory convertible bonds
Audit Committee	Has the meaning given to it in Section 3.6.8.
BCCA	The Belgian Code of Companies and Associations of March 23, 2019 (as amended from time to time)
Bicycle Collaboration Agreement	Collaboration agreement entered into between Oxurion and Bicycle Therapeutics in August 2013
Board of Directors	Has the meaning given to it in Section 1.1.
CEO	Chief Executive Officer
CFO	Chief Financial Officer
cGMP	Good Clinical Manufacturing
Clinical Asset	Means THR-149
Code of Business Conduct	Has the meaning given to it in Section 4.3.2.
Company	Oxurion NV, having its registered office at Gaston Geenslaan 1, 3001 Leuven, registered in the register of legal entities (Leuven) under number 0881.620.924
Corporate Governance Charter	Oxurion's Corporate Governance Charter
Corporate Governance Code	The 2020 Belgian Code on Corporate Governance
CROs	Clinical Research Organizations
DBO	Defined Benefit Obligation
DME	Diabetic Macular Edema
DR	Diabetic Retinopathy
ECLs	Expected credit losses
EGM	Extraordinary general shareholders' meeting
EIR	Effective interest rate
EMA	European Medicines Agency
ERP	Enterprise resource planning
EU	European Union

Executives	Members of the Executive Committee
Executive Committee	Has the meaning given to it in Section 3.5.7.2.
FDA	US Food and Drug Administration
FSMA	Financial Services and Markets Authority (Belgium)
Galapagos License Agreement or the Galapagos License	Global and exclusive in-licensing agreement entered into between Oxurion and Galapagos NV
GCP	Good Clinical Practice
GLP	Good Laboratory Practice
GDPR	General Data Protection Regulation
Group	Has the meaning given to it in Section 3.2.3.
Half Year Report	The (unaudited) interim financial report of the Company on the half-year results as at 30 June 2022
IAS	International Accounting Standard
IASB	International Accounting Standards Board
IFRS	International Financial Reporting Standards
IFRS IC	IFRS Interpretations Committee
Inceptua	Has the meaning given to it in Section 3.2.3.
INTEGRAL trial	Has the meaning given to it in Section 3.2.5.
IP	Intellectual Property
Issue Date	The date of issuance of this Annual Report
IT	Information Technology
IVT	Intravitreal
IWT	Agency for Innovation by Science and Technology in Flanders
JETREA®	Has the meaning given to it in Section 3.2.3.
KALAHARI trial	Has the meaning given to it in Section 3.2.5.
Kreos	Kreos Capital VI (UK) Limited
KU Leuven	Catholic University of Leuven
Liquidity Condition	Has the meaning given to it in Section 3.5.1.1
Lenders	Pontifax and Kreos, collectively
Loan Facility	Has the meaning given to it in Section 3.5.8.3.
Market Abuse Regulation	Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014, on Market Abuse
Market Capitalization Condition	Has the meaning given to it in Section 3.5.1.1
Minimum Cash Covenant	Has the meaning given to it in Section 3.5.1.1
MBA	Master of Business Administration
ME-RVO	Retinal Vein Occlusion

MSA	Has the meaning given to it in Section 5.8.
Negma	Negma Group Ltd.
Negma Funding Program	Funding program as set out in the issuance and subscription agreement entered into by the Company with the Negma Group Ltd. on 26 August 2021, as amended
NGO	Non-Governmental Organization
Nomination and Remuneration Committee	Has the meaning given to it in Section 4.3.1.
NV	Public limited liability company (in Dutch: Naamloze Vennootschap)
OCI	Other Comprehensive Income
Oncurious	Oncurious NV, having its registered office at Gaston Geenslaan 1, 3001 Leuven, registered in the register of legal entities (Leuven) under number 0627.952.462
Ophthalmology	The branch of medicine that deals with the diagnosis, prevention, and treatment of disorders of the eye
Oxurion	Oxurion NV, having its registered office at Gaston Geenslaan 1, 3001 Leuven, registered in the register of legal entities (Leuven) under number 0881.620.924
PKal-Kinin	Plasma kallikrein kinin
Policy	Has the meaning given to it in Section 4.9.
Pontifax Cayman	Pontifax Medison Finance (Cayman) L.P.
Pontifax Israel	Pontifax Medison Finance (Israel) L.P.
Pontifax	Pontifax Israel and Pontifax Cayman, collectively.
Receiving Parties	Has the meaning given to it in Section 3.5.6.2.
Regulator(s)	FDA, EMA and other similar regulatory agencies
Remuneration Policy	Oxurion's remuneration policy, as adopted in 2021
R&D	Research and Development
SPPI	Solely payments of principal and interest
Statutory Auditor	PricewaterhouseCoopers Bedrijfsrevisoren BV, a limited liability company incorporated under Belgian law, having its registered office at Culliganlaan 5, 1J, 1831 Diegem, represented by Didier Delanoye, auditor
Subscription Rights Plan 2021-1	Has the meaning given to it in Section 4.9.2.1 (C).
Subscription Rights Plan 2021-2	Has the meaning given to it in Section 4.9.2.1 (C).
Subscription Rights Plan 2021-3	Has the meaning given to it in Section 4.9.2.1 (C).
Subscription Plans 2021	Means the Subscription Rights Plan 2021-1, 2021-2 and 2021-3 collectively
Syneos	Has the meaning given to it in Section 5.8
Thromb-X	Has the meaning given to it in Section 3.2.3.
ThromboGenics Inc.	Has the meaning given to it in Section 3.2.3.

Trials	The KALAHARI trial and the INTEGRAL trial
Tripartite Agreement	Has the meaning given to it in Section 5.8.
UC Louvain	Université Catholique de Louvain
US	United States of America
VEGF	Vascular Endothelial Growth Factor
VIB or Flanders Institute for Biotechnology	Flanders Institute for Biotechnology VZW, having its registered office at Rijvisschestraat 120, 9052 Zwijnaarde, registered in the register of legal entities (Ghent – Division Ghent) under number 0456.343.923
VLAIO	Flanders Innovation & Entrepreneurship
Work Orders	Has the meaning given to it in Section 5.8.
wet AMD	Wet age-related macular degeneration
2018 Agreement	Exclusive commercial agreement entered into between Oxurion and Eumedica in view of JETREA®

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United States subsidiary
ThromboGenics, Inc.

Belgian subsidiary
Oncurious NV

OXURION®

ADVANCING SCIENCE.®
ENHANCING VISION.