

Corporate Governance Report

» **Immunicum Aktiebolag (publ)**, corporate identity number 556629-1786, is a Swedish public limited liability company with registered offices in Gothenburg. The Company's share is listed on Nasdaq Stockholm, Small Cap, and traded under the ticker IMMU. Corporate governance refers to the rules and decision-making hierarchies that promote efficient and controlled management of the operations of a company.

Immunicum's corporate governance is based on applicable laws, rules and recommendations for listed companies, such as the Swedish Corporate Governance Code ("The Code"), Nasdaq Stockholm's Rule Book for Issuers, the Articles of Association and company-specific rules and guidelines. This report, which is separate from the annual report, pertains to the 2020 financial year and has been reviewed by the Company's auditors.

Deviations from the Code, stock exchange rules or generally accepted practice in the securities market

During 2020, Immunicum deviated from the Code on one point which refers to the variable cash remuneration to the former CEO who resigned in 2019. The agreement regarding the remuneration expired on December 13, 2020 without affecting the Company and thus the Company has no deviation at the end of the 2020 financial year. The Company did not deviate from any other stock exchange rules. Additionally, the Company has not been the subject of any rulings by the Nasdaq Stockholm Disciplinary Committee nor a decision on infringement of generally accepted practice in the securities market by the Swedish Securities Council.

Corporate governance at Immunicum

Corporate governance at Immunicum aims to create a clear delegation of roles and responsibilities among owners, the Board of Directors and senior management. Responsibility for governance, management and control at Immunicum is allocated among the general meeting, the Board of Directors, its elected committees and the CEO.

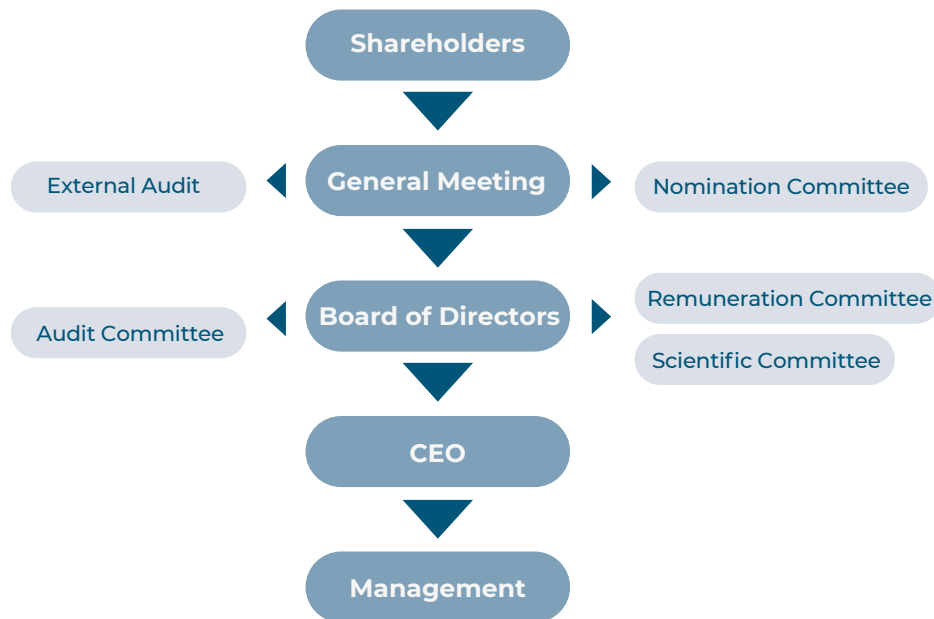
External regulations that impact corporate governance

- » The Swedish Companies Act
- » Regulations for external reporting
- » Nasdaq Stockholm's Rule Book for Issuers
- » The Swedish Corporate Governance Code
- » Other applicable laws and regulations

Important internal regulations and documents

- » Articles of Association
- » Formal work plan for the Board of Directors, including instructions for the Board's committees
- » CEO directive, including instructions for financial reporting
- » Guidelines for remuneration to senior executives of the Company
- » IT policy
- » Financial handbook
- » Authorization instructions
- » Employee handbook
- » Code of Conduct
- » Information and insider policy

Corporate governance structure



Corporate governance structure

Shareholders and the share

Immunicum AB is a CSD-registered company, which means that the Company's shareholder register is maintained by Euroclear Sweden AB. Share capital in Immunicum AB (publ) consists of one class of share, which entitles the holder to equal voting rights and equal right to participations in the company's assets. Immunicum's share is traded on Nasdaq Stockholm, Small Cap. At year-end, Immunicum had 9,656 (9,808) shareholders of which 450 (469) were registered as legal entities and 9,206 (9,339) as private individuals. Shareholding in Sweden totaled 51.6 (92.5) percent of the capital and 48.4 (7.5) percent of foreign ownership. For more information about shareholders and Immunicum's share, see pages 36-39 in the Annual Report and immunicum.com.

General meeting of shareholders

In accordance with the Companies Act, shareholders exercise their influence in the Company at a General Shareholder meeting, which is the Company's highest decision-making body. At a General Meeting, shareholders resolve on key issues, including amendments to the Articles of Association, the adoption of income statements and balance sheets, any dividends and appropriation of the company's profit, election of Board members and auditors and their remuneration, and discharge from liability of Board members and the CEO. The General Meeting also resolves on guidelines for remuneration of senior executives.

According to the Articles of Association, notice convening an Annual General Meeting (AGM) or an Extraordinary General Meeting (EGM) is to be given in the form of an announcement in the Official Swedish Gazette (Sw. Post- och Inrikes Tidningar) and by publishing the notice on the Company's website. At the same time as the notice for the Meeting occurs, the Company is to inform the general

public that the notice for the Meeting has occurred, via placing an announcement in Dagens Industri. Notice of convening the Annual General Meeting and Extraordinary General Meeting at which issues relating to amendments to the Articles of Association are to be addressed must be issued not earlier than six weeks and not later than four weeks before the Meeting. Notice of convening an EGM is to be issued not earlier than six weeks and not later than three weeks prior to the Meeting.

Shareholders who are entered in the shareholders' register in the manner described in the Companies Act and who have notified the Company of their participation at the meeting by the date specified in the notice of the Meeting will be entitled to participate in the Meeting. This day may not be on Sunday, any other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve, and may not fall earlier than the fifth weekday prior to the Meeting.

At the AGM, the following matters are to be dealt with:

1. Election of a chairperson to chair the meeting.
2. Preparation and approval of the voting list.
3. Presentation and approval of the agenda.
4. Appointment of one or two persons to verify the minutes.
5. Determination of whether the AGM has been duly convened.
6. Presentation of the Annual Report and the Auditor's Report, and where relevant the consolidated financial statements and Auditor's Report for the Group.

7. Decisions concerning:

- » the adoption of the income statement and the balance sheet and, where relevant, the consolidated income statement and consolidated balance sheet.
- » allocation of the Company's profit or loss according to the duly adopted balance sheet.
- » discharge from liability vis-à-vis the Company for the members of the Board and the CEO.

8. Determination of remuneration and other fees for the members of the Board and the Auditor.

9. Election of members to the Board and appointment of auditor(s) and any alternate auditors.

10. Other matters that are to be dealt with at the AGM pursuant to the Swedish Companies Act or the Articles of Association.

2020 Annual General Meeting

Immunicum's 2020 AGM took place on Thursday, April 28 at the IVA Conference Center, Grev Turegatan 16 in Stockholm. Approximately 18.1 percent of the votes were present at the Meeting. Attorney Mats Dahlberg was elected to chair the Meeting. The meeting resolved on, among other items:

- » The AGM discharged the Board of Directors and the CEO from liability for the financial year 2019 and that no dividends shall be paid for the financial year 2019.
- » The re-election of Board members Charlotte Edenius, Steven Glazer, Michael Oredsson and Magnus Persson. Kerstin Valinder Strinnholm has requested to not be re-elected.
- » Sven Andreasson, Christine Lind and Helén Tuvesson were elected as new Board members.
- » Michael Oredsson was re-elected as Chairman of the Board.
- » The AGM resolved to re-elect the registered audit firm Ernst & Young AB, which has appointed Anna Svanberg as the auditor-in-charge, as auditor for the period until the end of the next AGM.
- » The AGM resolved to adopt principles for the appointment of the nomination committee in accordance with the nomination committee's proposal.
- » The AGM resolved on amendment of the terms and conditions for distribution of the warrants in the incentive programme LTI 2019/2022, entailing that the Company's Chief Operating Officer, Sijme Zeilemaker, has the opportunity to acquire additional 230,655 of the warrants that have been repurchased from the Company's former CEO.
- » The proposed guidelines for remuneration of senior executives were approved.

- » The AGM resolved to authorize the Board of Directors to resolve, for the period until the end of the next AGM, at one or more occasions and with or without deviation from the shareholders' preferential rights, to issue a maximum of 9,225,753 new shares and warrants or convertible debentures giving a right to subscribe for a maximum of 9,225,753 shares. Payment shall be made in cash. If fully exercised, the authorization corresponds to approximately ten percent of the current share capital and votes in the Company.

Unabridged minutes and information about the 2020 AGM are available at www.immunicum.com, under Corporate Governance.

2020 Extraordinary General Meeting

At the Extraordinary General Meeting on December 18, 2020, the EGM adopted, inter alia, the following resolutions:

- » To amend the Article of Association's limits for the share capital and number of shares in accordance with the Board of Directors' proposal.
- » To approve the Board of Director's resolution on November 18, 2020 on a directed new issue of shares to Van Herk Investments BV with payment in capital contributed in kind consisting of all shares in DCprime BV. The directed share issue entails that the Company's share capital may be increased by SEK 3,695,481.75 through a new share issue of 73,909,635 shares.
- » To authorize the Board of Directors to resolve, for the period until the end of the next AGM, at one or more occasions and with deviation from the shareholders' preferential rights, on directed share issues up to a maximum of 20 percent of the Company's registered share capital and number of shares on a fully diluted bases, i.e. inclusive outstanding warrants in the Company, at the time of the Board of Director's first resolution pursuant to the authorization. Payment shall be possible to be made with cash, capital contributed in kind, set-off or otherwise in accordance with terms.

For more detailed information regarding the contents of the resolutions, please refer to the Notice to the EGM and the complete proposals, which have previously been published and are available on the Company's website, www.immunicum.com, under Corporate Governance.

2021 Annual General Meeting

Immunicum's 2021 AGM will be held at 10:30 a.m. on May 4, at IVA Conference Center, Grev Turegatan 16, in Stockholm. For more information and the right to participate, see page 92 in the Annual Report or www.immunicum.com. The minutes from the AGM will be available at www.immunicum.com.

Nomination Committee

The Nomination Committee represents Immunicum's shareholders and has the task of preparing the AGM's decisions in relation to election and remuneration issues. According to the instructions adopted by the AGM on April 28, 2020, the Nomination Committee is to comprise

four members appointed by the four largest shareholders that have accepted the invitation to participate in the Nomination Committee. If one of the four largest shareholders do not wish to appoint such a representative, the next largest shareholder in terms of the number of votes who has not already had the right to appoint a member of the Nomination Committee is to be offered the opportunity to appoint a member. Should they desire to exercise this right, they are to announce their decision within one week. The Nomination Committee is to appoint a chairman from within its ranks.

The members of the Nomination Committee are to be presented on the Company's website no later than six months prior to the 2021 AGM. In the event that four shareholders have not announced their intention to participate in the nomination work by that point in time, the Nomination Committee will consist of fewer members. If a change in ownership entailing that a shareholder who appointed a member of the Nomination Committee is no longer one of the four largest shareholders takes place not later than two months prior to the 2021 AGM, the member appointed by such a shareholder is to step down from the Committee and the new shareholder that has become one of the four largest shareholders in the Company will be entitled to appoint a new member. The Nomination Committee's mandate period is to extend until a new Nomination Committee has been appointed. Shareholders who have appointed a member of the Nomination Committee have the right to remove such a member and appoint a new representative as a member of the Nomination Committee. Changes to the composition of the Nomination Committee are to be made public as soon as they have occurred. Shareholders of the Company are entitled to present proposals of Board members for consideration by the Nomination Committee. The Nomination Committee is to consider, based on the Company's operations and stage of development, etc., that the Board is to have an appropriate composition, and a diverse and broad range of qualifications, experience and backgrounds. Members of the Nomination Committee are not entitled to any remuneration. However, the Company shall carry all reasonable costs for the work of the Nomination Committee. If deemed necessary, the Nomination Committee may engage external consultants to identify candidates with relevant experience and the Company shall carry the costs for such consultants. The Company shall also provide resources in the form of personnel if needed to support the Nomination Committee in its work.

The composition of the Nomination Committee of three members was announced in a press release on November 4, 2020. In a press release on November 10, 2020, it was announced that a fourth member had been appointed to the Nomination Committee. As a result of the issue in

kind carried out in connection with the business combination with DCprime BV, Van Herk Investments BV is Immunicum's largest shareholder with a shareholding of approximately 43% of the total number of all outstanding shares. Accordingly, the Nomination Committee to the Annual General Meeting 2021 has been changed in accordance with the instructions adopted by the Annual General Meeting 2020.

The Nomination Committee ahead of the 2021 AGM was convened by the Chair of Immunicum's Board Michael Oredsson. In the light of the information above, the Nomination Committee is composed of the following individuals:

- » Erik Esveld, appointed by Van Herk Investments BV
- » Jannis Kitsakis, appointed by The Fourth Swedish National Pension Fund (AP4)
- » Martin Lindström, appointed by Loggen Invest AB
- » Jamal El-Mosleh, appointed by Holger Blomstrand byggnads AB

The Nomination Committee has appointed Erik Esveld as Chair of the Nomination Committee.

The Nomination Committee's duties include preparing the following proposals to the 2021 AGM: (i) proposal concerning election of the Chair of the AGM; (ii) proposal concerning election of Board members; (iii) proposal concerning election of the Chair of the Board of Directors; (iv) proposal concerning the remuneration to the Board of Directors; (v) proposal concerning election of auditors (if instructed pursuant to Chapter 8, Section 49 b, Paragraph 2 of the Companies Act); (vi) proposal concerning remuneration to the auditors; and (vii) proposal concerning principles of the nomination process ahead of the 2022 AGM.

According to the Code, in connection with the announcement of the 2021 AGM the Nomination Committee is to present an opinion on the Company's website regarding its proposal of Board members, taking into account the Code's rules on the composition of the Board of Directors, to provide specific reasons for the proposal with respect to the requirements for an even gender distribution and to present a brief description of the Nomination Committee's work. The Nomination Committee shall also present relevant information on the website about new Board members proposed for election and members proposed for re-election, primarily their education and work experience, other significant assignments within and outside the Company, and their own and related parties' holdings in the Company.

The Board of Directors

Composition and independence of the Board of Directors

According to Immunicum's Articles of Association, the Board is to consist of no fewer than three and no more than eight members. The AGM held on April 28, 2020 elected seven ordinary Board members: Michael Oredsson (Chairman of the Board), Sven Andreasson, Charlotte Edenius, Steven Glazer, Christine Lind, Magnus Persson and Helén Tuveßon, all of whom will serve until the close of the next AGM. All Board members are deemed to be independent of the Company and its management as well as the Company's major shareholders. In October, Magnus Persson resigned from the Board of Directors. Prior to the EGM on January 22, 2021, Chairman Michael Oredsson announced his resignation from the Board, whereby the Board appointed the current Board member Christine Lind as interim Chairman until the Annual General Meeting on May 4, 2021. At the EGM, Dharminder Chahal and Andrea van Elsas, Ph.D., nominated by the Company's largest owner Van Herk Investments, were elected new members of the Board.

Information about Board members, including year of birth, year elected to the Board, education, experience, current and previous assignments and shareholding in the Company is available in the 2020 Annual Report on pages 40-41. Shareholdings in the Company include own and/or related parties' holdings.

Under the Code, the majority of Board members shall be independent of the Company and its management. At least two of the Board members who are independent of the Company and its management shall also be independent in relation to the Company's major shareholders. All Board members are deemed to be independent of the Company and its management. One Board member, elected at the EGM on January 22, 2021, is deemed to be dependent to the Company's major shareholders. Major shareholders are shareholders who directly or indirectly control 10 percent or more of the shares or votes in the Company.

The work and responsibility of the Board of Directors

The duties of the Board of Directors are regulated by the Companies Act, the Articles of Association and the Code. The Board of Directors has also adopted written rules of procedure that govern the Board of Director's work, delegation of work and responsibility among the Board, committees, Chair of the Board and CEO. Additionally, the rules of procedure concern the number of scheduled Board meetings and items to be addressed at each meeting, the forms for convening meetings, meeting and decision-making procedures, documentation for Board meetings, the duties of the Chair of the Board, minutes, disqualification and conflicts of interest, compulsory items that the CEO shall submit to the Board of Directors, financial statements and authorized signatories. The Board of

Directors' rules of procedure shall be adopted annually. In addition, the Board of Directors adopted a directive for the CEO and other special policies, such as ethical guidelines (a Code of Conduct), finance policy, authorization instructions and an information and insider policy. In addition to the Board meetings, the Chairman of the Board and the CEO have a continuous dialogue regarding issues significant for the Company.

The Board is responsible for the Company's organization and the administration of its affairs, the Company's overall business plan, material organizational changes, changes to the focus of the Company's operations and the income statement and balance sheet. The Board of Directors shall also make decisions on investments, acquisitions or divestments of material assets, shares or operations, loans and credit facilities, guarantees provided, and signing and amending material contracts or contracts between the Company and the shareholders. Furthermore, the Board of Directors is to address matters referred to the Board of Directors by the CEO. The Board of Directors assumes overall responsibility for ensuring that the Company's organization is designed so that accounting, asset management and the Company's financial circumstances are controlled in a satisfactory manner and is responsible for continuously assessing the CEO's work. The Board of Directors is also responsible for ensuring the quality of the financial reporting, including monitoring systems and the internal control of the Company's financial reporting and position. In addition, the Board is responsible for ensuring that the information the Company discloses externally is transparent, correct, relevant and clear. The Board of Directors is responsible for preparing the required guidelines and other policy documents.

The Chairman leads the Board of Directors' work and has special responsibility for ensuring that the Board of Directors' work is well organized and effectively implemented. The Chairman, in consultation with the Company's CEO, is responsible for ensuring that Board members receive an agenda for every meeting and the necessary documentation in sufficient time prior to each Board meeting. The Chairman is also to ensure that each Board member continuously updates and broadens their knowledge of the Company and that new Board members receive the necessary introductory training and any other training that the Chairman and the new member deem appropriate. The Chairman is responsible for contact with shareholders in owner-related matters and forwarding shareholders' opinions to the Board of Directors, and also for ensuring that the Board of Directors' work is evaluated every year following a systematic and structured process aimed at developing the Board of Directors' work forms and methods. The results of the evaluation are to be presented to the Nomination Committee.

Work of the Board and important events during 2020

The Board normally meets six times per year. Additional meetings may be held to address issues which cannot be referred to an ordinary meeting. The Board of Directors held eleven (11) meetings during 2020 in which minutes were recorded, excluding those held per capsulam. Members' attendance at Board meetings is shown in the table on the next page. In 2020, the Board has handled the following matters:

- » The Company's strategic direction and the acquisition of DCprime
- » Product development
- » Risk management and risk assessment
- » Governing documents
- » Evaluation of the CEO
- » Financial reports including reporting from external auditors

The Board of Directors has planned six (6) meetings for 2021.

Board committees

The Board of Directors elects three committees from within ranks: The Audit Committee, the Scientific Committee and the Remuneration Committee, which work according to the established instructions from the Board of Directors.

Audit Committee

The Board of Directors has appointed an Audit Committee comprising the board members Sven Andreasson (Chairman of the Audit Committee), Christine Lind and Dharminder Chahal. Christine Lind replaced Magnus Persson when he resigned from the Company's Board in October 2020. Dharminder Chahal replaced Michael Oredsson when he resigned from the Company's Board in January 2021. The Committee fulfils the Company's requirements for independence as well as accounting and auditing expertise.

The Board is to draw up instructions for the tasks of the Audit Committee on an annual basis. The instructions to the Audit Committee state that the Audit Committee is, without impacting the responsibility and tasks of the Board in general, to monitor the Company's financial reporting, monitor the effectiveness of the Company's internal control and risk management in respect of the financial reporting, keep themselves informed regarding the audit of the annual accounts and other financial reports, scrutinize and monitor the impartiality and independence of the auditor, and in so doing be particularly observant in the event that the auditor provides additional services to audit services to the Company. The Audit Committee is also to meet with the auditor on an annual basis to be informed about the scope and direction of the auditor's audit, as well as the auditor's observations during the work with the audit. Furthermore, the Audit Committee is to evaluate the audit work and assist in the preparation of proposals for the General Meeting's decisions on the election of auditors. In addition, the Audit Committee is, among other tasks, to scrutinize together with the Company's auditor related party transactions and significant accounting policies in connection with interim

reports and annual reports. The Audit Committee is to hold at least four meetings per year and the Chairman of the Audit Committee is to present a written report of matters discussed at the latest meeting of the Audit Committee to a meeting of the Board at least twice per year. The Audit Committee has met six (6) times during the year to discuss the period's financial information, risks, internal controls, accounting principles, the auditors' review of the Company and the financial statements.

Scientific Committee

The Board of Directors has appointed a Scientific Committee comprising Steven Glazer (Chairman of the Scientific Committee), Helén Tuveßon and Andrea van Elsas. Helén Tuveßon replaced Magnus Persson when he resigned from the Company's Board in October 2020. Andrea van Elsas replaced Charlotte Edenius when he was elected Board member at the EGM in January 2021. None of the aforementioned Board members are employed by the Company.

The work of the Scientific Committee is regulated in the Board's work plan and in an article that is adopted by the Scientific Committee and evaluated on an annual basis. The Chairman of the Scientific Committee and one other member of the Scientific Committee must be members of the Board and neither of these may be employed in the Company. The Company's Chief Scientific Officer and/or the CEO is to prepare the meetings of the Scientific Committee. The Scientific Committee may, if the need arises, seek external advice or advice from the Company's Scientific Advisory Board. The Chairman of the Scientific Committee is to inform the Board of the Committee's work and evaluate its work and compliance with the articles on an annual basis and provide a written evaluation to the Board.

The Scientific Committee met five (5) times during the year to primarily discuss the survival data from the completed clinical MERECA trial and the inclusion of patients in the ILIAD study, both evaluating the Company's candidate ilixadencel. The committee has also discussed the preclinical studies and had an ongoing dialogue with the Company's CMO and CSO.

Remuneration Committee

The Board of Directors has appointed a Remuneration Committee comprising Christine Lind (Chairman of the Remuneration Committee) Helén Tuveßon and Sven Andreasson. Christine Lind replaced Michael Oredsson when he resigned from the Company's Board in January 2021. The Committee is assessed as fulfilling the Code's requirements for independence as well as for the necessary knowledge and experience in remuneration of senior executives.

The main tasks of the Remuneration Committee are to prepare the Board's decisions in matters of remuneration principles, including drawing up proposals for the AGM's decisions regarding guidelines for remuneration to senior executives of the Company, remuneration and other employment conditions for the Company's CEO and other senior executives; to follow and evaluate variable remuneration for senior management; and to follow and

evaluate the application of guidelines for remuneration to senior executives and current remuneration structures and levels within the Company. The Remuneration Committee is further tasked with monitoring and regularly evaluating current and concluded programs for variable remuneration to senior executives and with preparing questions on proposals for future incentive programs. The Remuneration Committee met three (3) times during

the year to discuss existing compensation systems in the Company, proposals for guidelines for the CEO and senior executives as well as the ongoing incentive program.

For information about salaries and remuneration to the CEO and senior executives, see Note 7 in the 2020 Annual Report.

	Function	Independence in relation to the		Remuneration				Total
		Company	Owners	Board fees	Audit Committee	Remuneration Committee	SCC Committee	
Michael Oredsson ¹	Chairman	Yes	Yes	425	15	35		475
Charlotte Edenius	Board member	Yes	Yes	150			25	175
Christine Lind ^{2,3}	Board member	Yes	Yes	150				150
Helén Tuveßson ^{2,4}	Board member	Yes	Yes	150		15		165
Magnus Persson ⁵	Board member	Yes	Yes	150	15		25	190
Steven Glazer	Board member	Yes	Yes	150			50	200
Sven Andreasson ²	Board member	Yes	Yes	150	35	15		200
Kerstin Vallinder Strinnholm ⁶	Board member	Yes	Yes					
				1 325	65	65	100	1 555

	Attendance			
	Board ⁷	Audit Committee	Remuneration Committee	SCC
Michael Oredsson ¹	11/11	5/5	3/3	
Charlotte Edenius	11/11			5/5
Christine Lind ^{2,3}	8/11	1/5		
Helén Tuveßson ^{2,4}	8/11		1/3	1/5
Magnus Persson ⁵	9/11	3/5		3/5
Steven Glazer	10/11			5/5
Sven Andreasson ²	8/11	3/5	1/3	
Kerstin Vallinder Strinnholm ⁶	2/11		2/3	

CEO and management

The Company's CEO is responsible for the ongoing management and development of Immunicum in accordance with applicable legislation and rules, including Nasdaq Stockholm's Rule Book for Issuers, the Swedish Corporate Governance Code and the guidelines, instructions and strategies established by the Board of Directors. The CEO shall ensure that the Board of Directors has the necessary factual and relevant information to take a well-founded decision. The CEO also monitors compliance with Immunicum's goals, policies and strategic plans established by the Board of Directors and is responsible for informing the Board of Directors about Immunicum's development between Board meetings.

During the year, Chief Scientific Officer Alex Karlsson-Parra has been acting CEO of Immunicum until Sven Rohmann was appointed CEO on August 28, 2020. The CEO leads the work in the management team, which is responsible

for the overall development of the Company's operations and business. In addition to the CEO, the management team over the year has consisted of Immunicum's Chief Financial Officer (CFO), Chief Medical Officer (CMO), Chief Scientific Officer (CSO), Head of CMC, Head of Regulatory Affairs & Quality Assurance and Chief Operating officer (a total of seven individuals). After the business combination with DCprime at the end of December, Erik Manting joined the management team as Chief Business Officer and deputy CEO, and Jeroen Rovers joined in the role as Managing Director of DCprime (a total of nine individuals).

On March 16, 2021, Immunicum announced an updated Executive Management Team. A presentation of the Chief Executive Officer and the other members of the Executive Management Team can be found in the section Organization on page 42 in the Annual Report.

1. Board member and Chairman of Immunicum AB until January 22, 2021

2. Board member since the AGM April 28, 2020

3. Member of the Audit Committee since October 29, 2020

4. Member of the Scientific Committee since October 29, 2020

5. Board member, member of the Audit Committee and the Scientific Committee until October 29, 2020

6. Board member until the AGM April 28, 2020

7. Excluding Board meetings per capsulam

Remuneration

Remuneration to the members of the Board of Directors

The Nomination Committee, which is appointed according to the principles approved by the AGM, provides its proposals for fees to the Board of Directors. Fees to the Board are payable pursuant to a resolution adopted by the AGM and are presented in the table on page 88.

Remuneration to senior management

Remuneration issues for senior executives are addressed by the Board of Directors' Remuneration Committee. The Board of Directors decides the CEO's remuneration based on the proposal from the Remuneration Committee. Remuneration and terms for senior executives are to be based on market conditions and a balanced mix of a fixed annual salary, variable salary, pension benefits, other benefits and terms and conditions upon termination of employment.

Guidelines for remuneration to senior executives 2020

Deviations from the guidelines

The Board of Directors is entitled to deviate from the guidelines if justified due to special circumstances in the individual case.

In 2020, the Company deviated from the Code on one point regarding remuneration to the former CEO who resigned in 2019. The deviation ceased when the right to compensation expired on December 13, 2020, without any compensation according to the agreement being paid. The deviation applied Rule 9.5 of the Code in that the variable cash remuneration which may be paid to the Company's CEO in conjunction with the sale of all or the majority of the Company's assets or intellectual property rights, the licensing of the Company's intellectual property rights or other similar transactions does not contain a monetary limit for the maximum outcome but is instead calculated as a fixed percentage. The deviation was necessary due to the need to recruit a CEO with the right experience and competence for the next phase of Immunicum's development.

According to the guidelines for remuneration to senior executives that were adopted at the AGM on April 28, 2020, Immunicum shall offer a total compensation package at market level that enables the recruitment and retention of qualified senior executives. Compensation to the senior executives shall be comprised of a fixed salary, variable salary based on the individual's achievement of goals and other benefits. If the Board of Directors considers that new share-based incentive schemes – for example, employee share options – should be introduced, the Board of Directors shall propose that such schemes are resolved upon by the General Meeting.

Fixed salary

The fixed salary shall take into account the individual's performance in the position considering the areas of

responsibility and experience. Evaluation and reconsideration are normally made annually.

Variable salary

The variable salary shall, if applicable, be based on the individual's achievement of qualitative and quantitative goals. The variable part of the salary can, for the CEO and other senior executives, amount to a maximum of 35 percent of the fixed annual salary.

Pension

Pension benefits shall be premium-based. The pension premiums shall, for the CEO, be a maximum of 30 percent of the fixed monthly salary and for other senior executives a maximum of 25 percent of the fixed monthly salary.

Severance pay, etc.

The notice period for senior executives shall be a maximum of twelve months. Severance payments shall not be made. However, the CEO can be entitled to extraordinary compensation of a maximum of one year's salary in the event of a change of ownership whereby the Company is wholly acquired or taken over.

Other benefits

The senior executives are entitled to other customary benefits, such as corporate health care.

Preparation and decision-making process

The CEO's compensation shall be prepared and resolved upon by the Board of Directors. Other senior executives' remuneration shall be prepared by the CEO who shall propose remuneration to the Board of Directors for approval. The Board of Directors is entitled to deviate from the aforementioned guidelines if justified due to special circumstances in the individual case.

External auditor

The Company's auditor is elected by the AGM. Immunicum's auditor is the registered accounting firm Ernst & Young AB. Authorized public accountant Anna Svanberg is the auditor-in-charge.

The external audit plan and risk management are discussed with the Audit Committee. The auditors perform a general review of the quarterly report for the third quarter and audit the annual accounts. The auditors also express an opinion as to whether this Corporate Governance Report has been prepared and whether certain information contained within it is compatible with the annual accounts. The Auditor's Report the result of their audit of the annual accounts and their review of the Corporate Governance Report in the audit report and the Corporate Governance Report as well as in a special opinion on compliance with remuneration of senior executives, which are presented to the AGM. In addition, the auditors submit accounts of performed reviews to the Audit Committee and to the Board of Directors in its entirety.

The fees invoiced by the auditors for the last two financial years are reported in Note 9 in the 2020 Annual Report.

Internal control and risk management

The overall purpose of the internal control is to ensure to a reasonable degree that the Company's operative strategies and goals are followed up and that the owners' investments are protected. The internal control is also to ensure that the external financial reporting is to a reasonable degree reliable and prepared in accordance with good accounting practice, that applicable laws and regulations are followed, and that the demands made on listed companies are met. At Immunicum, internal control of the financial reporting is, for example, directed at ensuring an effective and reliable handling and reporting of accrued costs.

The internal control environment is largely comprised of the following five elements: control environment, risk assessment, control activities, information and communication, and follow-up.

Control environment

The control environment at Immunicum constitutes the frame for the direction and culture communicated to the organization by the Company's Board and management. Internal management and control in accordance with accepted frameworks are a prioritized area of the management work. Immunicum's Board and management define and shape decision pathways, powers and responsibilities which are clearly defined and communicated in the organization. The Company's Board also strives to ensure that steering documents such as internal instructions and policies cover identified significant areas and that they provide the right guidance to the different senior executives in their work at the Company.

Risk assessment

Immunicum's Board works continuously and systematically with risk assessments in order to identify risks and take appropriate measures in respect of these. The Company has an annual risk process in place where risks are identified from a Company perspective to provide an overview of the most important risks for Immunicum, which are followed up by the management team during the year. Each identified risk is to be documented with a potential action plan to reduce risk whenever possible. The risk assessment is also designed to identify such risks that significantly impact the internal control of the financial reporting.

Control activities

The primary purpose of the control activities is to prevent, discover and rectify errors in the financial reporting. Routines and activities have been designed to manage and deal with significant risks which are related to the financial reporting. The activities include analytical follow-up and comparison of earnings trends or items, reconciliation of accounts and balance sheet specifications, as well as approval of all bank transactions and cooperation agreements, powers of attorney and authorization instructions, and accounting and valuation principles. Access to financial systems is restricted according to authority, responsibility and role.

Information and communication

In addition to the very high demands made by Nasdaq Stockholm and supervisory authorities regarding the scope and accuracy of information, Immunicum has internal control functions for information and communication in place to ensure that correct financial and other Company information is communicated to co-workers and other stakeholders.

The Company's internal instructions and policies are available to all co-workers and give detailed information about routines that apply in all parts of the Company and describe the control functions and how they are implemented.

The security around all information that can affect the Company's market value and ensuring that such information is communicated externally in a correct and timely manner are cornerstones in the Company's commitment as a listed company. These two factors and the routines for managing them ensure that the financial reports are received by the financial market's actors at the same time and present a true and fair view of the Company's financial result and position.

Follow-up

Compliance with internal policies, directives, guidelines and codes, and the suitability for purpose and functionality of established control activities are followed up continuously. Measures and routines in respect of the financial reporting are subjected to continuous follow-up. The CEO ensures that the Board of Directors constantly receives reports on the development of the Company's operations, including the development of the Company's results and position as well as information about important events including research results and important agreements. The Board reviews the Annual Report and interim reports prior to their publication. The Board meets the Company's auditors once a year to discuss the internal control and the financial reporting.

Special assessment of the need for internal audit

Immunicum has no special scrutinizing function (internal audit). The Company has an uncomplicated legal and operative structure in which the Board continually follows up the Company's internal control in conjunction with external and internal financial reporting. In addition, the Audit Committee monitors the efficiency of the internal control and the risk management of the financial reporting. In light of the foregoing, the Board of Directors has decided not to establish a separate internal audit function but shall evaluate the matter annually.

External audit

The Company's auditor is appointed by the AGM for the period until the close of the next AGM. The auditor shall review the Annual Report and financial accounts plus the management by the Board of Directors and the CEO. Following each financial year, the auditor is to submit an audit report to the AGM. Every year, the Company's auditors report their findings and their assessments of the Company's internal controls to the Board of Directors.

Stockholm, Sweden on April 11, 2021

Christine Lind

INTERIM CHAIRMAN OF THE BOARD

Sven Andreasson

BOARD MEMBER

Dharminder Chahal

BOARD MEMBER

Charlotte Edenius

BOARD MEMBER

Steven Glazer

BOARD MEMBER

Helén Tuveßon

BOARD MEMBER

Andrea van Elsas

BOARD MEMBER

Erik Manting

CHIEF EXECUTIVE OFFICER

Auditor's report on the corporate governance statement

To the Annual General Meeting of Immunicum AB (publ),
corporate identity number 556629-1786.

Engagement and responsibility

It is the Board of Directors who is responsible for the corporate governance statement for the year 2020 on pages 82-91 and that it has been prepared in accordance with the Annual Accounts Act.

The scope of the audit

Our examination has been conducted in accordance with FAR's auditing standard RevR 16 The auditor's examination of the corporate governance statement. This means that our examination of the corporate governance statement is different and substantially less in scope than an audit

conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

Opinions

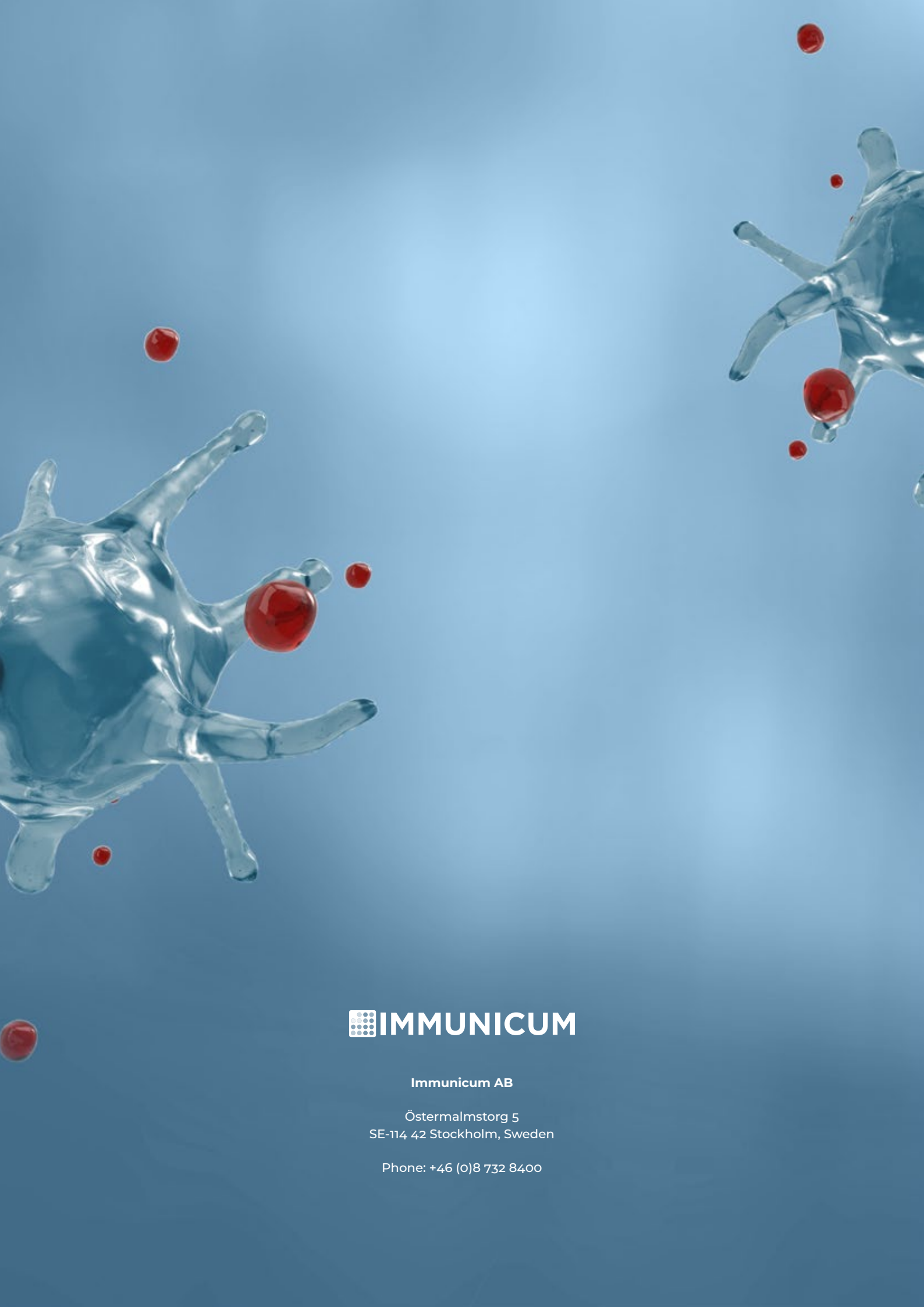
A corporate governance statement has been prepared. Disclosures in accordance with chapter 6 section 6 the second paragraph points 2-6 the Annual Accounts Act and chapter 7 section 31 the second paragraph the same law are consistent with the annual accounts and are in accordance with the Annual Accounts Act.

Stockholm, Sweden, on April 11, 2021

ERNST & YOUNG AB

Anna Svanberg

Authorized Public Accountant



Immunicum AB

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