

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**

*Under
The Securities Act of 1933*

Olink Holding AB (publ)

(Exact name of registrant as specified in its charter)

Sweden
(State or other jurisdiction of
incorporation or organization)

Not applicable
(I.R.S. Employer
Identification Number)

Salagatan 16F
SE-75330
Uppsala, Sweden
Tel: +46 (0) 18 – 444 39 70
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Amended and Restated 2021 Incentive Award Plan
(Full title of the plan)

Olink Proteomics Inc.
130 Turner St. Building 2, Suite 230
Waltham, MA 02453, USA
Tel: (617) 393-3933
Attn: General Counsel
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Roger Bivans
Baker & McKenzie LLP
1900 North Pearl
Suite 1500
Dallas, TX 75201
(214) 978-3095

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒
Non-accelerated filer ☐

Accelerated filer ☐
Smaller reporting company ☐
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

On April 19, 2024, the stockholders of Olink Holding AB (publ) (the “Company”) approved a resolution increasing the maximum shares of stock available for issuance under the Company’s Amended and Restated 2021 Incentive Award Plan (as amended, the “Plan”), by 849,195 shares (the “Additional Shares”). This Registration Statement on Form S-8 is being filed in order to register such Additional Shares which may be offered and sold to participants under the Plan. Pursuant to General Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 previously filed on [April 17, 2023 \(No. 333-271290\)](#), [April 7, 2022 \(No. 333-264181\)](#) and [March 30, 2021 \(No. 333-254844\)](#), respectively, are incorporated by reference herein and made a part hereof, except as supplemented, amended or superseded by the information set forth below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated herein by reference:

- (a) [The Registrant’s Annual Report on Form 20-F for the fiscal year ended December 31, 2023, filed with the Commission on March 25, 2024 pursuant to the Securities Exchange Act of 1934, as amended \(the “Exchange Act”\);](#) and
- (b) [The description of the Registrant’s Common Shares contained in the Registrant’s Registration Statement Form 8-A \(File No. 001-40277\), filed with the Commission on March 22, 2021 pursuant to the Exchange Act, and any amendments or supplements filed for the purpose of updating such description.](#)

In addition, all documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, including any Report of Foreign Private Issuers on Form 6-K submitted during such period (or portion thereof) that is identified in such form as being incorporated by reference into this Registration Statement, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents. The Registrant is not incorporating by reference any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed “filed” with the Commission under Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, unless the report or filing containing such information indicates that the information therein is to be considered “filed” under the Exchange Act or is to be incorporated by reference in this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit No.	Description
<u>4.1</u>	<u>Articles of Association, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form F-1 filed with the Commission on March 18, 2021 (File No. 333-253818)).</u>
<u>4.2</u>	<u>Deposit Agreement (incorporated by reference to Exhibit 2.1 to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2021, filed with the Commission on March 17, 2022).</u>
<u>4.3</u>	<u>Form of American Depositary Receipt (incorporated by reference to Exhibit 2.2 to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2021, filed with the Commission on March 17, 2022).</u>
<u>5.1 *</u>	<u>Opinion of Baker & McKenzie LLP, Swedish counsel to the Registrant, with respect to the legality of the Common Shares being registered.</u>
<u>23.1 *</u>	<u>Consent of Ernst & Young AB, independent registered public accounting firm for the Registrant.</u>
<u>23.2 *</u>	<u>Consent of Öhrlings PricewaterhouseCoopers AB, independent registered public accounting firm for the Registrant for the fiscal years ending December 31, 2021.</u>
<u>23.3 *</u>	<u>Consent of Baker & McKenzie LLP, Swedish counsel to the Registrant (included in Exhibit 5.1 to this Registration Statement).</u>
<u>24.1 *</u>	<u>Power of Attorney (included on the signature page of this Registration Statement).</u>
<u>99.1</u>	<u>Amended and Restated 2021 Incentive Award Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 filed with the Commission on April 7, 2022 (File No. 333-264181)).</u>
<u>99.2</u>	<u>First Amendment to the Amended and Restated 2021 Incentive Award Plan, dated as of March 14, 2023 (incorporated by reference to Exhibit 99.2 to the Registrant's Registration Statement on Form S-8 filed with the Commission on April 17, 2023 (File No. 333-271290)).</u>
<u>99.3 *</u>	<u>Second Amendment to the Amended and Restated 2021 Incentive Award Plan, dated as of March 14, 2024.</u>
<u>107 *</u>	<u>Filing Fee Table.</u>
*	Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Uppsala, Sweden on April 19, 2024.

OLINK HOLDING AB (PUBL)

By: /s/ Jon Heimer

Jon Heimer

Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jon Heimer and Oskar Hjelm, and each of them, his or her true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for and in his or her name, place and stead, in any and all capacities, to sign for him or her and in his or her name in the capacity indicated below the registration statement on Form S-8 filed herewith, and any and all post-effective amendments to said registration statement, under the Securities Act of 1933, as amended, in connection with the registration under the Securities Act of 1933, as amended, of equity securities of Olink Holding AB (publ), and to file or cause to be filed the same, with all exhibits thereto and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such person might or could do in person, and hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of them, shall do or cause to be done by virtue of this Power of Attorney.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on April 19, 2024.

Name	Title
<div>/s/ Jon Heimer</div> <div>Jon Heimer</div>	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>
<div>/s/ Oskar Hjelm</div> <div>Oskar Hjelm</div>	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>
<div>/s/ Jon Hinder</div> <div>Jon Hinder</div>	<i>Chairman of the Board of Directors</i>
<div>/s/ Solange Bullukian</div> <div>Solange Bullukian</div>	<i>Director</i>
<div>/s/ Johan Lund, PhD</div> <div>Johan Lund, PhD</div>	<i>Director</i>
<div>/s/ Gregory J. Moore</div> <div>Gregory J. Moore</div>	<i>Director</i>
<div>/s/ Mary Reumuth</div> <div>Mary Reumuth</div>	<i>Director</i>
<div>/s/ Nicolas Roelofs, PhD</div> <div>Nicolas Roelofs, PhD</div>	<i>Director</i>
<div>/s/ Robert Schueren</div> <div>Robert Schueren</div>	<i>Director</i>
<div>/s/ Tommi Unkuri</div> <div>Tommi Unkuri</div>	<i>Director</i>

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the requirements of the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of the Registrant, has signed this Registration Statement on April 19, 2024.

By: /s/ Linda Ramirez-Eaves Authorized Representative in the United States
Olink Proteomics Inc.
Name: Linda Ramirez-Eaves
Title: General Counsel


Baker & McKenzie Advokatbyrå KB

Vasagatan 7
P.O. Box 180
SE-101 23 Stockholm
Sweden

Tel: +46 8 566 177 00
Fax: +46 8 566 177 99
reception.stockholm@bakermckenzie.com
www.bakermckenzie.com

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19 April 2024

Olink Holding AB (publ)
Uppsala Science Park
751 83 Uppsala

Europe, Middle East & Africa

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Dear Sirs/Madams,

Olink Holding AB (publ) – Registration Statement on Form S-8 – Exhibit 5.1

We, Swedish law firm Baker & McKenzie Advokatbyrå KB, have acted as Swedish legal counsel to Olink Holding AB (publ), Swedish Reg. No. 559189-7755 (the “**Company**”), a public limited liability company incorporated under the laws of Sweden, in connection with the Company’s registration statement on Form S-8 (the “**Registration Statement**”) as filed publicly with the U.S. Securities and Exchange Commission (the “**SEC**”) on the date hereof under the Securities Act of 1933, as amended (the “**Securities Act**”). For the purposes of this letter, the common shares in the capital of the Company, each having a quota value of approx. SEK 2.431906613, are referred to as “**Common Shares**”.

At the annual general meeting held on 19 April 2024 (the “**AGM**”) the shareholders of the Company adopted one long-term incentive program for the management and key personnel (including employees and consultants) (“**LTI II 2024**”). Under LTI II 2024, an aggregate of up to 849,195 warrants of series II 2024 have been issued to the Company to secure delivery of either Common Shares, American Depositary Shares (“**ADSs**”) or warrants of series II 2024 to participants in LTI II 2024 upon vesting of the participants’ restricted stock units (“**RSUs**”). Each warrant of series II 2024 entitles the holder to subscribe for one (1) Common Share in the Company.

The remuneration committee of the Company may grant Options or RSUs to participants, on one or several occasions, between the annual general meeting 2024 and the annual general meeting 2025. To ensure the delivery of securities underlying the RSUs in accordance with LTI II 2024 the AGM resolved to issue not more than 849,195 warrants of series II 2024 (Sw. *teckningsoptioner*) (the “**2024 Warrants**”), whereby the Company’s share capital could be increased by not more than approximately SEK 2,065,162.93590 upon exercise of 2024 Warrants for subscription and registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*) (the “**SCRO**”) of Common Shares. All 849,195 2024 Warrants shall be subscribed for by the Company (which in accordance with the AGM’s resolution shall be entitled to transfer the 2024 Warrants to participants or a financial intermediary in connection with vesting of the RSUs) and will be registered with the SCRO. LTI II 2024 contains an omnibus amended and restated incentive plan that was presented at the AGM (the “**Updated Omnibus Incentive Plan**”), applicable to LTI II 2024 participants.

The Americas

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* Associated Firm
** In cooperation with Trench, Rossi e
Watanabe Advogados

Baker & McKenzie Advokatbyrå KB is a member of Baker & McKenzie International.



The Company is filing the Registration Statement with respect to the offer of up to 849,195 Common Shares pursuant to share awards granted under the Updated Omnibus Incentive Plan (the “**Additional Common Shares**”).

We have been asked to deliver this opinion (this “**Opinion**”) in respect of the documents in Section 1.

1. Reviewed documents

We have examined, and relied with your consent solely upon, the following documents and made the following searches:

- a) a copy of the Registration Statement;
- b) the main terms of the LTI II 2024;
- c) the Updated Omnibus Incentive Plan;
- d) a copy of the minutes from a meeting held by the board of directors of the Company on 14 March 2024 (the “**Board Minutes**”);
- e) the articles of association (Sw. *bolagsordning*) of the Company, adopted on 16 March 2021 (the “**Articles of Association**”);
- f) the minutes of the AGM, adopting the LTI II 2024; and
- g) a registration certificate (Sw. *registreringsbevis*) for the Company, issued by the SCRO, on 20:24 p.m. CEST on 19 April 2024, showing relevant entries in the Swedish Business Register (Sw. *Näringslivsregistret*) (the “**Register**”) as per such date.

The documents mentioned in Sections 0. – g). above are referred to as the “**Corporate Documents**” and individually a “**Corporate Document**”.

2. Reliance

With respect to various questions of fact, we have relied upon certificates of public officials and upon certificates issued by the SCRO. For the purposes of this Opinion we have made no examination of the files or records of any company or any governmental or regulatory agency or authority or any other entity or person nor have we examined any other documents or instruments than those explicitly set out herein.

3. Assumptions

In rendering this Opinion, we have assumed the following:

- h) The genuineness of all signatures, including electronic signatures, on all documents or on the originals thereof and the identity of each signatory.
- i) The authenticity and completeness of all documents submitted to us as originals and the conformity to originals of all conformed, copied, or specimen documents and that all documents examined by us as draft or execution copy conform to the final and executed documents and each of the Transaction Documents accurately records all terms agreed between the parties thereto.

- j) That the Board Minutes have been signed using such an advanced electronic signature as referred to in Article 3 of Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, as originally worded.
- k) The accuracy and completeness of the Corporate Documents and of all factual representations made in the Documents reviewed by us or of any other information set out in public registers and that the Corporate Documents have not been superseded by any other corporate resolutions affecting the resolutions provided in the Corporate Documents.
- l) That all information, representations, warranties and statements as to factual matters expressed in the Corporate Documents are true and accurate in all respects.
- m) There are no facts or matters and no provisions or other aspects of any agreement or other document, other than the documents listed under Section 1 above, either related to or ancillary to any of them, which would have any implications on the opinions we express.
- n) That the Company was not insolvent, i.e. unable to pay its debts as they fell due, within the meaning of the Swedish Bankruptcy Act (*Konkurslagen (1987:672)*) (as amended) immediately after the execution of the Corporate Documents, nor can it be assumed that the Company will be unable to fulfil its due obligations or such inability will occur within short or that the Company in any other respect has economic difficulties which implies a risk for insolvency within the meaning of the Swedish Companies Reconstruction Act (*Lag (2022:964) om företagsrekonstruktion*) (as amended).
- o) That the Company has not taken any corporate action nor have any steps been taken or legal proceedings been initiated against the Company for insolvency, bankruptcy, liquidation, winding-up, dissolution, re-organization, reconstruction, rehabilitation, administration or any other similar proceedings or for the appointment of a liquidator, receiver or administrative receiver, or an administrator, trustee or similar officer of the Company of any or all of its assets, although the Searches carried out by us gave no indication that any such action, steps or proceedings have been filed or registered with the District Court of Uppsala in respect thereof.
- p) The meeting of the board of directors of the Company referred to in the Board Minutes has been duly convened, was quorate and was carried out in compliance with the correct procedure and that the resolutions described in the minutes of such meeting were duly passed and that such resolutions have not been amended, rescinded, or revoked and are in full force and effect.
- q) The general annual meetings of the shareholders of the Company referred to in the AGM minutes have been duly convened, was quorate and were carried out in compliance with the correct procedure and that the resolutions described in the minutes of such meeting were duly passed and that such resolutions have not been amended, rescinded, or revoked and are in full force and effect.

- r) That all executed documents, authorisations and powers and authorities produced to us remain in full force and effect and have not been amended or affected by any subsequent action not disclosed to us.
- s) at or prior to the time of the delivery of the Additional Common Shares, the payment for such Additional Common Shares will have been received by the Company; and
- t) all documents to be executed under, LTI II 2024 have been, and will be, duly authorized, executed and delivered by each of the parties thereto other than the Company and that LTI II 2024 has been, and will at all times be, operated in accordance with their respective terms.

4. Opinions

Based upon and subject to the foregoing and subject to the qualifications set out below, we are of the opinion that: under the laws of Sweden, the Additional Common Shares to be issued upon exercise of the 2024 Warrants in accordance with the above will, when (i) the Company has subscribed for and the Board has properly allotted the 2024 Warrants, (ii) the Company has registered the 2024 Warrants with the SCRO, (iii) the Company has taken all necessary actions to issue the Additional Common Shares in compliance with the then applicable provisions of the Articles of Association, the laws of Sweden and the terms of LTI II 2024, (iv) the Additional Common Shares have been properly subscribed for on subscription lists by the holder of 2024 Warrants, (v) the Additional Common Shares have been properly allotted by the Board, and (vi) the Company has received in full all amounts payable under LTI II 2024 in respect of the Additional Common Shares, be validly issued, fully paid for and non-assessable.

5. Qualifications

The qualifications to which this Opinion is subject are as follows:

- (a) We express no opinion on matters of fact.
- (b) We express no opinion as to the exact interpretation of any particular wording in the Corporate Documents by any court.
- (c) Provisions in the Corporate Documents providing that certain facts, determinations or calculations will be conclusive and binding (or prima facie evidence) may not be effective if they are incorrect and such provisions will not necessarily prevent judicial inquiry into the merits of such facts, determinations or calculations.
- (d) In rendering this Opinion we have relied on certain matters of information obtained from the Company and other sources reasonably believed by us to be credible.
- (e) This Opinion is given only with respect to the laws of the Kingdom of Sweden as in force today and as such laws are currently applied by Swedish courts and we express no opinion with respect to the laws of any other jurisdiction nor have we made any investigations as to any law other than the laws of the Kingdom of Sweden.

- (f) This Opinion is subject to any limitations resulting from bankruptcy, insolvency liquidation, mandatory composition with creditors, reconstruction, reorganization, limitation, moratorium and other laws of general application regarding or affecting the rights of creditors generally and general equitable principles (including but not limited to Regulation (EU) 2015/848 of the European Parliament and of the Council of 20 May 2015 on Insolvency Proceeding).
- (g) Files in respect of the Company maintained by the SCRO may not be up to date and documents required to be filed with the SCRO may not be registered immediately or may not be available for immediate inspection. Information relating to insolvency and liquidation can take a few days before being properly recorded in the Register and made available online.
- (h) The Companies Act contains provisions stipulating that an act, resolution or decision may be set aside or amended for providing undue advantage to a shareholder or another person to the disadvantage of the company or another shareholder.
- (i) Pursuant to the Swedish Contracts Act (*Lag (1915:218) om avtal och andra rättshandlingar på förmögenhetsrättens område*) and general equitable principles of the law of contract and obligations, a contract term may be modified or set aside if it is adjudged to be unreasonable.
- (j) The term ‘enforceable’, ‘valid’, ‘binding’ and ‘effective’ when used herein means that the relevant obligation is of a type which Swedish courts would generally uphold; it does not mean that such an obligation will necessarily be enforced in all respects in accordance with its terms; in particular, the availability in Swedish courts of certain remedies (such as injunction and specific performance) may be restricted under the laws of Sweden, and are at the discretion of the courts.
- (k) A power of attorney giving voting rights to a party at shareholders’ meeting of a Swedish company is without renewal valid only for one year, unless the relevant Swedish company is a CSD company (avstämningsbolag) in respect of which the power of attorney may provide for a longer validity period, however not exceeding five years from the date of issuance.
- (l) The concept of “trust” is not a legally recognised concept pursuant to Swedish law and thus a Swedish party may not be able to fulfil an obligation to hold assets on “trust” and it may not be possible to hold assets on trust in Sweden.
- (m) the Registration Statement, to be filed publicly with the SEC on the date hereof under the Securities Act, and this Opinion are expressed in the English language whilst addressing and explaining institutions and concepts of the laws of the Kingdom of Sweden; and such institutions and concepts may be reflected in or described by the English language only imperfectly; and we express no opinion on how the courts of the Kingdom of Sweden would construe contractual language expressed in English where the Registration Statement would be subject to the laws of the Kingdom of Sweden. However, we believe that such courts would pay attention to the meaning and import in the laws of any pertinent jurisdiction in which the English language is normally or habitually employed of the expressions used in construing what the parties intended to put in writing for the purposes of the laws of Sweden.

6. Restrictions

- a) This Opinion is given only by Baker & McKenzie Advokatbyrå KB, a Swedish limited partnership, and not by or on behalf of Baker & McKenzie International (a Swiss veren) or any other member or associated firm thereof. In this Opinion the expressions “we”, “us”, “our” and like expressions should be construed accordingly.
- b) The Addressee may rely on this Opinion in connection with the transactions discussed in this Opinion. Neither the existence nor the contents of this Opinion may be disclosed to any person other than as contemplated in paragraph c) below.
- c) The existence and contents of this Opinion may be disclosed for information purposes only to, but may not be relied upon by, the following:
 - (i) to its and their employees, auditors, officers and professional advisers;
 - (ii) any auditors, tax consultant, lawyer or insurers of the Addressee;
 - (iii) as required by law, regulation or the rules of any applicable stock exchange, or following a requirement or request of any governmental or regulatory authority; or
 - (iv) in connection with any actual or potential dispute or claim to which the Addressee is a party relating to the relevant transaction in respect of which this opinion is given, but only on condition that the recipient may not disclose this Opinion to any other person.

Furthermore, we hereby consent to the filing of this Opinion as an exhibit of the Registration Statement, without admitting we are “experts” within the meaning of the Securities Act, as amended, or the rules and regulations of the SEC thereunder with respect to any part of the Registration Statement and the references to this firm in the sections of the Registration Statement entitled “Legal Matters”. This consent is not to be construed as an admission that we are a party whose consent is required to be filed as part of the Registration Statement under the provisions of the Securities Act.

No person who is permitted to rely on this Opinion may assign it to any other person.

- d) This Opinion:
 - (i) is confined to and is given on the basis of Swedish law and practice as they exist at the date hereof and we have made no investigation of the laws or practices of any jurisdiction other than Sweden as a basis for the opinions expressed hereinabove and do not express or imply any opinions thereon;

- (ii) is strictly limited to the matters stated herein and is not to be read as extending by implication to any other matters in connection with the various agreements or documents referred to herein or the transactions contemplated by such agreements or documents;
- (iii) is given solely for the purposes of the transactions to which the Transaction Documents relate and we assume no obligation to advise you of any changes in the foregoing subsequently to the date set forth at the beginning of this Opinion and this Opinion speaks only as of such date; and
- (iv) is given on the basis that it will be governed by and construed in accordance with Swedish law and this Opinion may only be relied upon on the express condition that any issues of interpretation or liability arising hereunder will be governed by Swedish law and determined by Swedish courts.

Yours sincerely,

/s/ Baker McKenzie Advokatbyrå KB

Baker McKenzie Advokatbyrå KB

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement pertaining to the Amended and Restated 2021 Incentive Award Plan of Olink Holding AB (publ) of our report dated March 25, 2023, with respect to the consolidated financial statements of Olink Holding AB (publ) and the effectiveness of internal control over financial reporting of Olink Holding AB (publ) included in its Annual Report (Form 20-F) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young AB

Stockholm, Sweden

April 19, 2024

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Olink Holding AB (publ) of our report dated March 17, 2022 relating to the financial statements, which appears in Olink Holding AB (publ)'s Annual Report on Form 20-F for the year ended December 31, 2023.

/s/ Öhrlings PricewaterhouseCoopers AB
Stockholm, Sweden
April 19, 2024

**Second Amendment to
Olink Holding AB (publ)
Amended and Restated 2021 Incentive Award Plan**

This Second Amendment to Olink Holding AB (publ) Amended and Restated 2021 Incentive Award Plan (this “Second Amendment”), made as of 14 March 2024, is made and adopted by Olink Holding AB (publ), a Swedish public limited liability company (the “Company”). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Plan (as defined below).

WHEREAS, the Company maintains the Olink Holding AB (publ) Amended and Restated 2021 Incentive Award Plan (the “Plan”);

WHEREAS, pursuant to Section 11.4 of the Plan, the Plan may be amended from time to time by the Company’s Board of Directors; and

WHEREAS, the Company desires to amend the Plan as set forth herein, subject to approval of this First Amendment by the Company’s shareholders.

NOW, THEREFORE BE IT RESOLVED, that the Plan be amended as follows:

1. The defined term “Overall Share Limit” as set forth in Section 2.28 of the Plan is hereby amended and restated in its entirety as follows:

““**Overall Share Limit**” means 3,579,498 Shares.”

2. This First Amendment shall be and is hereby incorporated in and forms a part of the Plan.
3. All other terms and provisions of the Plan shall remain unchanged except as specifically modified herein.

* * *

I hereby certify that the foregoing First Amendment was duly adopted by the Company’s Board of Directors as of 14 March, 2024.

Executed on this 14 day of March, 2024.

/s/ Linda Ramirez
Secretary

Calculation of Filing Fee Table

S-8
(Form Type)

Olink Holding AB (publ)
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Shares, quota value approx. SEK 2.431906612623020 per share ⁽¹⁾	457(c) and 457(h) ⁽²⁾	849,195 ⁽³⁾	\$23.01 ⁽³⁾	\$ 19,539,976.95	0.00014760	\$ 2,884.10 ⁽⁴⁾
Total Offering Amounts				—	\$	—	\$ 2,884.10
Total Fee Offsets				—	—	—	\$ 0.00
Net Fee Due				—	—	—	\$ 2,884.10

- (1) These common shares are represented by American Depositary Shares, or ADSs, which each represent one common share. ADSs issuable upon deposit of the common share registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333- 254427).
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act. The offering price per share and the aggregate offering price are calculated using the average of the \$23.35 (high) and \$22.66 (low) prices of the Registrant's Common Shares as reported on the Nasdaq Stock Market on April 16, 2024, which date is within five business days prior to filing this Registration Statement.
- (3) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 shall also cover any additional common shares that become issuable under the Registrant's Amended and Restated 2021 Incentive Award Plan by reason of any dividend, share split or other similar transaction.
- (4) Rounded up to the nearest penny.