



Remuneration Committee Charter

Document Owner	Group Board of Directors
Document Holder	Chair of the Remuneration Committee
Approval	Board of Directors of Olink Holding AB (publ) (the “ Company ” and together with its subsidiaries the “ Group ”)
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1. Purpose

- 1.1 The purpose of the Remuneration Committee of the Board of Directors (the “**Remuneration Committee**”) of the Company is assist the Board of Directors (the “**Board**”) with proposals, advice and preparation relating to:
- compensation of the Company’s CEO and CFO and other senior executive officers;
 - the Company’s overall compensation structure, policies and programs; and
 - review of the Company’s processes and procedures for the consideration and determination of executive officer compensation.
- 1.2 The Remuneration Committee is also responsible for producing a report for inclusion in the Company’s proxy statement relating to its annual meeting of shareholders or annual report on Form 6-K or Form 20-F, in each case as applicable, in accordance with applicable rules and regulations.
- 1.3 The primary objective of the Remuneration Committee is to develop and implement compensation policies, plans and guidelines that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company’s corporate goals and strategies, and the alignment of the interests of management with the long-term interests of the Company’s shareholders.
- 1.4 Except as explicitly set out herein or instructed by the Board, the Remuneration Committee is not a decision-making body but shall prepare decisions and make recommendations to the Board by examining, reviewing, considering and discussing any matter within the areas set in this Charter.

2. Remuneration Committee Composition

- 2.1 The number of individuals serving on the Remuneration Committee shall be fixed by the Board from time to time but shall consist of no fewer than three (3) members, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) and Rule 5605(d)(2) of the Nasdaq Stock Market Rules, subject to any applicable exceptions contained in the Nasdaq Stock Market Rules, including the exemptions for Controlled Companies. In determining the members of the Remuneration Committee, the Board will consider whether the members qualify as



“Non-Employee Directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

- 2.2 The members of the Remuneration Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Remuneration Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Remuneration Committee to serve as Chair of the Remuneration Committee.

3. Meetings

- 3.1 The Remuneration Committee shall meet as often as it determines is appropriate to carry out its responsibilities, which meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Remuneration Committee shall constitute a quorum for purposes of holding a meeting and the Remuneration Committee may act by vote of a majority of members present at such meeting. In lieu of a meeting, the Remuneration Committee may act by unanimous written consent.
- 3.2 The Chair of the Remuneration Committee, in consultation with the other members and management, may set meeting agendas consistent with this Remuneration Committee Charter (the “**Charter**”). Unless otherwise determined by the Remuneration Committee, the Secretary of the Board may attend meetings of the Remuneration Committee and take minutes of the meetings.

4. Remuneration Committee Activities

- 4.1 The Remuneration Committee’s purpose and responsibilities shall be to:
 - A. Review of Charter
 - Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.
 - B. Processes, Procedures and Guidelines for Considering and Determining, CEO, CFO and other Executive Officer Compensation



- Review and reassess periodically (and where appropriate, make such recommendations to the Board as the Remuneration Committee deems advisable with regard to) the Company's processes and procedures for the consideration and determination of executive officer compensation, and review and discuss with management any description of such processes and procedures to be included in the Company's proxy statement.
- Any proposed changes on the processes, procedures and guidelines shall as applicable be submitted to the annual general meeting of the Company for a shareholder approval.

C. Compensation Reports

- Review and discuss with management any Compensation Discussion and Analysis to be included in the Company's proxy statement or annual report on Form 20-F or 6-K ("**CD&A**"), if and when required, in accordance with the applicable rules and regulations of the Securities and Exchange Commission (the "**SEC**").
- Based on the Remuneration Committee's review and discussions with management of the CD&A, make a recommendation to the Board that the CD&A, if and when required, be included in the Company's proxy statement or annual report on Form 20-F or 6K, in accordance with the applicable rules and regulations of the SEC.
- Prepare the Remuneration Committee Report to be included in the Company's proxy statement or annual report on Form 20-F or 6-K, if and when required, in accordance with the applicable rules and regulations of the SEC, any securities exchange on which the Company's securities are traded, and any other rules and regulations applicable to the Company.

D. Performance Evaluation of the Remuneration Committee

- Perform periodic performance evaluations of the Remuneration Committee and report the results of such evaluations to the Board.

E. Incentive-Compensation and Equity-Based Plans



- Review and approve grants and awards under incentive-based compensation plans and equity-based plans, in each case consistent with the terms of such plans.
- Review and make such recommendations to the Board as the Remuneration Committee deems advisable with regard to policies and procedures for the grant of equity-based awards by the Company.
- Administer the Company's incentive-based and equity-based compensation plans. Review and approve or, where subject to shareholder approval as required by law or stock exchange requirements, make such recommendations to the Board as the Remuneration Committee deems advisable with respect to, the adoption or amendment of any incentive, equity-based and other compensatory plans of the Company.

F. Matters Related to Compensation of the Company's Chief Executive Officer

- Review the corporate goals and objectives that may be relevant to the compensation of the Company's Chief Executive Officer (the "CEO").
- Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and determine and approve the CEO's compensation based on such evaluation.
- In formulating its recommendation regarding the long-term incentive component of the CEO's compensation, consider the Company's performance and shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards made by the Company to the CEO in past years.
- Review periodically the aggregate amount of compensation being paid or potentially payable to the CEO.
- The CEO may not be present during voting or deliberations concerning his or her compensation.

G. Matters Related to Compensation of the Executive Officers Other Than the Chief Executive Officer



- Review the proposed compensation for all Officers of the Company other than the CEO; for purposes hereof, the term “Officer” shall mean any officer at C-level, any “officer” as defined in Section 16 of the Exchange Act and Rule 16a-1 promulgated thereunder or any “executive officer” as defined in Rule 3b-7 under the Exchange Act.

5. Additional Remuneration Committee Authority

5.1 The Remuneration Committee is authorized, on behalf of the Board, to do any of the following, as the Remuneration Committee deems necessary or appropriate in its discretion:

A. Matters Related to Compensation of the Company’s Members of Senior Management

- Review and make such recommendations to the Board as the Remuneration Committee deems advisable regarding the compensation of the senior executive officers of the Company, including compensation under any equity-based plans.
- Provide oversight of management’s decisions regarding the compensation of all members of senior management of the Company (other than the CEO and other Officers described above), including with respect to any cash incentive-compensation plans and equity-based plans.
- Review periodically the aggregate amount of compensation being paid or potentially payable to members of the Company’s senior management.

B. Matters Related to Compensation Consulting Firms or Other Outside Advisors

- Retain or obtain the advice of compensation consultants, legal counsel and/or other advisors; provided that (i) the Remuneration Committee is authorized to, and must, have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by



the Remuneration Committee and the Company must provide for appropriate funding, as determined by the Remuneration Committee, for payment of reasonable compensation to any such compensation consultant, legal counsel or other advisor; and (ii) before any compensation consultant, legal counsel or other advisor (other than (1) in-house counsel or (2) any compensation consultant, legal counsel or other advisor whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (b) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel or other advisor and about which the compensation consultant, legal counsel or other advisor does not provide advice) is selected by, or provides advice to, the Remuneration Committee, the Remuneration Committee shall take into account the following factors:

- The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
- The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
- The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Remuneration Committee;



- Any stock of the Company owned by the compensation consultant, legal counsel, or other advisor; and
- Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.
- Prohibit the Company from engaging a compensation consultant engaged by the Remuneration Committee, or an affiliate of any such compensation consultant, to provide any other services to the Company without the approval of the Remuneration Committee.

C. Talent Development

- Review and assess the Company's development plans for active talent. Report assessment and recommendations to the Board.
- Review and discuss with the Board corporate succession plans for the CEO, CFO and other key officers of the Company.

6. General

- 6.1 The Remuneration Committee shall make regular reports to the Board concerning areas of the Remuneration Committee's responsibility.
- 6.2 In carrying out its responsibilities, the Remuneration Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Remuneration Committee may consult.
- 6.3 The Remuneration Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Remuneration Committee or meet with any members of or advisors to the Remuneration Committee.



- 6.4 The Remuneration Committee may perform such other functions as may be requested by the Board from time to time.
- 6.5 The application of this Charter is subject to Swedish laws and regulations, and the Company's internal policies, to the extent applicable.
- 6.6 The Remuneration Committee shall perform all its duties on the basis of the considerations required to be taken into account by the rules of any stock exchange on which the Company's securities are then listed, all applicable codes of practice and laws and the Remuneration Committee's view of good practice at the relevant time. In addition, while carrying out their duties, the members of the Remuneration Committee shall have due regard to their duties as directors under the Swedish Companies Act (SFS 2005:551).

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