

## REMUNERATION POLICY FOR EXIQON A/S

### 1. Introduction

The remuneration policy covers the Supervisory Board and the Executive Board of Exiqon A/S (the "Company"). "Executive Board" means the executive officer(s) registered with the Danish Business Authority as such.

The remuneration policy is based on the Recommendations of Good Corporate Governance drawn up by the Danish Committee on Good Corporate Governance.

The remuneration policy is supplemented by the Company's overall guidelines for incentive pay which can be found on the Company's website ([www.exiqon.com](http://www.exiqon.com)).

### 2. General principles

The total remuneration of the Company's Supervisory Board and Executive Board must be competitive and must help ensure that the Company is able to attract and maintain qualified members to the Supervisory Board as well as executive officers. The composition of the remuneration must reflect a suitable match between the interests of the management and the shareholders and must contribute to promoting value creation in the Company and support the Company's short and long term strategies and objectives.

### 3. Remuneration of the Supervisory Board

The Supervisory Board is paid a cash fee. Hence, the Supervisory Board is not covered by the incentive pay scheme.

Members of the Supervisory Board are paid a fixed annual base fee. The Chairman and the Vice-Chairman are paid an additional fee for their extended tasks. Members may receive an additional fee for participating in the permanent committees set up by the Supervisory Board.

The size of the base fee and additional fee(s) for the current financial year will be submitted for the approval of the General Meeting.

Members of the Supervisory Board who are to undertake special ad hoc assignments may receive a separate fee subject to the prior or subsequent approval of the General Meeting.

Expenses associated with Supervisory Board meetings, including travel expenses, will be covered by the Company.

#### **4. Remuneration of the Executive Board**

The members of the Executive Board are paid a fixed basic remuneration, pension, standard staff benefits as well as short or long-term incentive pay. When determining the total remuneration to the Executive Board, the Supervisory Board must take into account the Company's status and financial situation, the competencies and work performances of the individual executive officer, the scope and nature of the assignments as well as the Company's interest in being able to attract and maintain a qualified Executive Board. While the Company is still in a start-up phase and has limited financial resources, the incentive pay may thus make up a substantial part of total remuneration to the Company's Executive Board.

##### **4.1 Fixed base salary, pension, benefits and severance**

The fixed base salary of the Executive Board will be determined upon individual negotiation each year. The Supervisory Board will determine the pension terms applicable to the Executive Board.

The members of the Executive Board may further be granted standard staff benefits such as company car, insurance, newspapers, free telephone and internet access.

The Supervisory Board will determine the severance terms applicable to the Executive Board. The standard notice of termination on the part of the Company may not exceed twelve months. The standard notice of termination on the part of the executive officer may usually not exceed six months. The notice of termination may, however, be up to twelve months in the event of a change of control of the Company.

Any severance pay, including in the event of a change of control, may not amount to more than a value corresponding to two years' remuneration. In the event that the executive officer dies, the Company may pay an amount to the beneficiaries of the executive officer corresponding to the value of the executive officer's total remuneration for twelve months.

##### **4.2 Incentive pay**

The Executive Board may be granted incentive pay in accordance with the overall guidelines for incentive pay as approved by the Company's General Meeting.

#### **5. Approval and publication**

The remuneration policy has been considered and approved by the Company's General Meeting on 28 March 2012.

The remuneration policy will be published in the Company's annual report and on the website ([www.exiqon.com](http://www.exiqon.com)).