Proposals from the Nomination Committee in Zelluna ASA to the Extraordinary General Meeting (the "EGM") to be held on December 18, 2026

Zelluna ASA ("Zelluna" or the "Company") has reached an important milestone: the Company is now in the clinic with its allogeneic TCR-NK platform. This has moved Zelluna from a preclinical to a clinical-stage company, and with that comes a new set of priorities for the Company's board of directors (the "Board"). The Nomination Committee considers three areas especially important in this next phase. The first is strong international networks and visibility, particularly among global pharmaceutical companies. The second is relevant scientific and industry experience in TCR-NK or cell therapy. The third is a proven track record in strategic partnerships and transactions. The proposed changes to the Board are intended to strengthen these capabilities so that the Board is well placed to support management in realising the full value of the TCR-NK platform.

Election of members to the Board of Directors

The Nomination Committee proposes Dr. Adrian Woolfson for election as Chair of the Board and Dr. Nerida Scott for election as a new member of the Board. The Nomination Committee further proposes that co-founder and current Chair Anders Tuv continue as a member of the Board.

Dr. Woolfson is a physician-scientist and biotech executive with more than 18 years of global experience across oncology drug development, cell and gene therapy, R&D leadership, business development and company building. He has in-depth knowledge of and first-hand experience with TCR-NK cell therapy, as well as broad experience with engineered NK and allogeneic cell therapy platforms. His career includes senior roles at Bristol-Myers Squibb and Pfizer, where he led global clinical development in oncology and immuno-oncology and took part in the due diligence for Pfizer's in-licensing of allogeneic CAR-T assets from Cellectis. As Executive Vice President and Head of R&D at Sangamo Therapeutics, he oversaw a broad cell therapy portfolio, including CAR-NK and allogeneic CAR-T. He also played a central role in major strategic transactions there, including partnerships with Biogen and Novartis. As founder and Executive Chairman of Replay, he built the company through to its acquisition by LEO Pharma in 2026. He has an exceptionally strong international network across global pharma, specialist investors and leading academic institutions, particularly in the US. He currently serves as Co-founder, Chairman and CEO of Genyro Inc., and as a non-executive director of ImmunoScape (a T cell-based company) and ProteinLogic. He holds a medical degree (BM BCh) from the University of Oxford and a PhD in molecular immunology from the University of Cambridge, supervised by Nobel Laureate César Milstein.

Dr. Scott is a seasoned life science executive with more than 25 years of global experience across strategy, business development, licensing, transactions and venture investment in biotech and pharma. Her career includes a 10-year tenure at Johnson & Johnson, most recently as Head of Johnson & Johnson Innovation EMEA and previously as Head of New Ventures & Transactions. In that role her team delivered more than 200 transactions, 50 equity investments and 50 company incubations, deploying several billion dollars. Before J&J, she spent over a decade as Director of Business Development and Licensing at Vernalis, following earlier roles at RiboTargets and Boston Consulting Group. She has worked on both the buy side and the sell side, and has deep insight into how large pharma evaluates, structures and values external innovation, from preclinical stage to Phase 2, in oncology, immunology and advanced therapies. She has an exceptionally strong network across pharma, investors and academia in Europe and globally. She has served on the UK Government's Life Sciences Council and on the board of the

UK BioIndustry Association. She currently serves as Founding Director of Beacon BioStrategies, through which she undertakes board, chair and advisory roles. She holds a BSc from the University of Sydney and a PhD in biochemistry from the University of Cambridge (Trinity College).

Further biographical details of Dr. Woolfson and Dr. Scott are attached below.

The Nomination Committee proposes that co-founder Anders Tuv continue as a member of the Board. Mr. Tuv has served on the Board since he co-founded the Company in 2016. He has served as Chair of the Board since the Company's listing on Euronext Oslo Børs in March 2025 and also held the position previously.

Following the election the Board of Directors will comprise the following persons:

- Adrian Woolfson (Chair)
- Anders Tuv
- Bent Jakobsen
- Charlotte Sofie Bergsagel Berg-Svendsen
- Eva-Lotta Allan
- Martin Welschof
- Nerida Scott

Remuneration of the Board of Directors:

The Nomination Committee proposes that the remuneration of the two proposed new Board members, Adrian Woolfson and Nerida Scott, comprise both cash compensation and share options, consistent with international market practice. The Nomination Committee has considered the proposed remuneration in light of the Company's Remuneration Guidelines.

The Nomination Committee proposes the following remuneration:

Annual base cash compensation:

Adrian Woolfson NOK 650 000

Nerida Scott NOK 450 000

The annual base cash compensation shall be calculated pro rata for the period from the EGM until the Annual General Meeting in 2027. From the date of the EGM, Anders Tuv will receive the annual base cash compensation of a board member, calculated on the same pro rata basis.

The Nomination Committee also proposes that Adrian Woolfson, who is US-based, receive annual travel compensation of NOK 100 000, and that Nerida Scott, who is UK-based, receive annual travel compensation of NOK 50 000.

Equity compensation:

Share options are a common part of board remuneration in international companies. The Nomination Committee believes that the Company needs to offer remuneration on comparable terms to attract directors with the scientific, commercial and transactional experience the Board requires in the Company's next phase.

Against this background, the Nomination Committee proposes that Adrian Woolfson (Chair) be granted 75 000 share options, which will vest as follows:

One third (1/3) of the options will vest twelve (12) months after allocation, and the remaining two thirds (2/3) will vest in twelve (12) equal monthly instalments over the following twelve (12) months, so that all options are fully vested two (2) years after allocation.

The size of the grant reflects Adrian Woolfson's role as Chair and the key role he is expected to play in strengthening the Company's international position and network. The Nomination Committee further proposes that Nerida Scott (board member) be granted 6 000 share options, which will vest one year after allocation. This is in line with the options granted to the other members of the Board at the Annual General Meeting in April 2026.

For each option holder, vesting is conditional on the option holder continuing to serve on the Board at each vesting date. The options will otherwise be granted on materially the same terms as share options granted to employees under the Company's Long-Term Incentive Program.

The new board members shall, in addition, receive annual cash compensation for work in board committees in accordance with the compensation resolved by the Annual General Meeting held on 23 April 2026, calculated pro rata for the period of service.

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The proposals from the Nomination Committee are unanimous.

Oslo, November 24, 2026

On behalf of the Nomination Committee

Jónas Einarsson (chair)	Hans Peter Bøhn
(sign.)	(sign.)

Biographical details of Adrian Woolfson include:

Genyro Inc.
2024 – Now Co-founder, President, Chief Executive Officer and Chairman

Replay Holdings Inc.
2020 – 2024 Founder, Executive Chairman and President

Sangamo Therapeutics
2019 – 2020 Executive Vice President, Head of Research and Development

Nouscom AG
2018 – 2019 Chief Medical Officer

Pfizer
2015 – 2017 Senior Director, Global Clinical Leader, Early and Late Stage Immuno-Oncology/Hematology
2013 – 2015 Senior Medical Director, Global Clinical Lead, Oncology

Bristol-Myers Squibb
2011 – 2013 Director, Global Clinical Lead, Oncology
2008 – 2011 Associate Director, Discovery Medicine and Clinical Pharmacology, Oncology
2007 – 2008 Oncology Specialist, UK

Addenbrooke's Hospital, Darwin College Cambridge, Wellcome Trust and MRC Laboratory of Molecular Biology
1988 – 2007 Postgraduate training in internal medicine, Charles and Katharine Darwin Research Fellow, Clinical Research Fellow

Current directorships include:
Private
Genyro Inc. Chairman (2024-Current)
ImmunoScape Pte. Ltd. Non-Executive Director (2021-Current)

Previous directorships include:
Private
Replay Holdings Inc. Executive Chairman
ProteinLogic Limited Executive Director

Education:
University of Oxford, BM BCh, Clinical Medicine (1995)
University of Cambridge, PhD, Molecular Immunology (1993)
University of London, BSc, Psychology and Basic Medical Sciences (1988)

Biographical details of Nerida Scott include:

Beacon BioStrategies
2026 – Now Founding Director

Johnson & Johnson
2020 – 2025 Head, Johnson & Johnson Innovation, EMEA
2016 – 2020 Head, New Ventures & Transactions
2015 – 2016 Senior Director, Transactions

Vernalis
2004 – 2015 Business Development and Licensing Director

RiboTargets
2002 – 2004 Business Development Manager

Boston Consulting Group
1997 – 2002 Project Leader

Previous directorships include:
UK BioIndustry Association Board Member
Board Director (Chair) for Johnson & Johnson Innovation Ltd
Board Director for XO1 Ltd
Board Director for Respivert Ltd

Other positions:
UK Government Life Sciences Council, member with the government-appointed seat for Innovation

Education:
University of Cambridge (Trinity College), PhD, Biochemistry (1997)
University of Sydney, BSc, Biochemistry (1992)