



**Clene Inc.**  
(the “Company”)

## **DIVIDEND POLICY**

**(Adopted by the board of directors of the Company, effective December 30, 2020)**

### **1. Purpose**

- 1.1. The Company currently is primarily a pre-revenue biotech company and, as a result, has not yet generated any profits as of the date of adoption of this Policy. The Company plans to invest in strengthening its marketing capacity. In the short- to medium-term, the cost of operations is expected to exceed the revenues. There are no plans for dividends to shareholders in the short- to medium-term. This dividend policy (the “**Policy**”) sets out the provisions for considering the payment of dividends to the Company’s shareholders, both individual and institutional (collectively, “**Shareholders**”), after the Company starts generating a profit from its operation and is cashflow positive.
- 1.2. The provisions in this Policy are intended to apply in relation to the declaration, payment or distribution of its profits, realized or unrealized, or from any reserve set aside from profits which the board of the directors of the Company (the “**Board**”) determines is no longer needed, as dividends to the Shareholders.

### **2. Principles and Guidelines**

- 2.1. The Company does not have any pre-determined dividend distribution ratio.
- 2.2. The Board has the discretion to declare and distribute dividends to the Shareholders, subject to the provisions of the bylaws of the Company, all applicable laws and regulations and the factors set out below:
  - (a) the Company’s actual and expected financial performance;
  - (b) the performance of the Company’s stock price;
  - (c) retained earnings and distributable reserves of the Company and its subsidiaries;
  - (d) the working capital requirements, capital expenditure requirements and future expansion plans of the Company and its subsidiaries;
  - (e) the liquidity position of the Company and its subsidiaries;

- (f) any restrictions on payment of dividends that may be imposed by the Company's contracting parties;
  - (g) general economic conditions, business cycle of the Company's business and other internal or external factors that may have an impact on the business or financial performance and position of the Company;
  - (h) future development requirements of the Company;
  - (i) the ability to maintain paying dividends, if dividend payments were to commence;
  - (j) interests of the Shareholders; and
  - (k) other factors that the Board deems relevant.
- 2.3. Depending on the financial conditions of the Company and the conditions and factors as set out above, dividends may be proposed and/or declared by the Board for a financial year or period as interim dividend, final dividend, special dividend and any distribution of profits that the Board may deem appropriate.
- 2.4. The Company may declare and pay dividends in cash, in property, or in shares of common stock, subject to the provisions in the bylaws of the Company.
- 2.5. To the extent permitted by applicable law, any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the bylaws of the Company.
- 2.6. The payment of dividends is also subject to compliance with applicable laws and regulations including the laws of the State of Delaware and the Company's bylaws, as amended, supplemented or otherwise modified from time to time.
3. **Other**
- 3.1. This Policy shall come into force from the date when the Company's shares of common stock are listed on the Nasdaq and following its merger with Clene Nanomedicine, Inc.
- 3.2. The Board will review this Policy as appropriate from time to time and there can be no assurance that dividends will be paid in any particular amount for any given period.