

*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

## THE NOMINATION COMMITTEE'S PROPOSAL AND REASONED STATEMENT FOR THE EXTRAORDINARY SHAREHOLDERS' MEETING IN SANIONA AB ON 19 JANUARY 2018

### 1. Background

1.1 In accordance with guidelines adopted at the annual shareholders' meeting in Saniona AB (below "Saniona" or the "Company") on 23 May 2017, a Nomination Committee has been appointed and announced through a press release on 23 November 2017. The Nomination Committee consists of Søren Skjærbæk, representing Jørgen Drejer, John Haurum, representing Thomas Feldthus, and the chairman of the board, Claus Braestrup. Søren Skjærbæk has been appointed as chairman of the Nomination Committee.

### 2. The Nomination Committee's proposals for the extraordinary shareholders' meeting

2.1 In summary, the Nomination Committee submits the following proposals for resolutions at the extraordinary shareholders' meeting to be held on 19 January 2018:

#### *Item 1 – Election of chairman of the meeting*

The Nomination Committee proposes that attorney Ola Grahn is elected as chairman of the meeting.

#### *Item 6 – Determination of the number of members of the board*

At the annual shareholders' meeting held on 23 May 2017, it was resolved that the board of directors shall be composed of four ordinary members without deputies.

The Nomination Committee now proposes that the board of directors shall be composed of six ordinary board members without deputies.

#### *Item 7 – Determination of remuneration for the board members*

At the annual shareholders' meeting held on 23 May 2017, it was resolved that board remuneration shall be paid with SEK 110,000 to each of the members of the board who are not co-founders of Saniona AB. This means that board remuneration is currently only to be paid to Carl Johan Sundberg. The Nomination Committee further resolved that no separate remuneration should be paid for committee work.

In light of that the Nomination Committee under item 8 proposes that two new board members are elected, the Nomination Committee now proposes that board remuneration shall be paid with SEK 68,750 to J. Donald deBethizy in capacity as the chairman of the board of directors for the time period up until the next annual shareholders' meeting (corresponding to a yearly remuneration of SEK 275,000) and

that board remuneration shall be paid with SEK 27,500 to Anna Ljung for the time period up until the next annual shareholders' meeting (corresponding to a yearly remuneration of SEK 110,000). In addition thereto, the Nomination Committee further proposes that a separate remuneration of SEK 7,500 shall be paid to Anna Ljung in capacity as chairman of the Audit Committee for the time period up until the next annual shareholders' meeting (corresponding to a yearly remuneration of SEK 30,000).

*Item 8 – Election of members of the board and chairman of the board*

At the annual shareholders' meeting held on 23 May 2017, it was resolved that the board of directors should be composed of four ordinary board members without deputies. It was further resolved to re-elect Claus Braestrup, Leif Andersson, Jørgen Drejer and Carl Johan Sundberg as ordinary board members and to re-elect Claus Braestrup as chairman of the board.

The Nomination Committee now proposes that J. Donald deBethizy and Anna Ljung are elected as new ordinary board members for the time period up until the next annual shareholders' meeting alongside the board members elected at the annual shareholders' meeting held on 23 May 2017. The Nomination Committee further proposes that J. Donald deBethizy is elected as new chairman of the board of directors. Claus Braestrup is stepping down as chairman for personal reasons, but will continue supporting Saniona as an active board member.

J. Donald deBethizy, born 1950, has more than 30 years of experience in research and development and financial, business and operating management in the biotechnology and consumer products industry. He is currently President of White City Consulting ApS, and serves on the supervisory boards of Albumedix A/S, argenx N.V. (ARGX BR), Newron Pharmaceuticals SpA (NWRN.SWX), Noxxon Pharma NV (ALNOX.EN Paris) and Proterris, Inc. Previously, Dr. deBethizy served as President and CEO of Santaris Pharma A/S until October 2014, when the company was sold to Roche. From May 2013 to November 2014, he served as Executive Chairman of Contera Pharma ApS. He was also the Co-Founder and CEO of Targacept, Inc., a NASDAQ-listed U.S. biotechnology company from 1997-2012. He previously served on the boards of Asceneuron SA, Biosource Inc., Enbiotix Inc., LigoCyte Pharmaceuticals Inc., Rigontec GmbH, Serendex Pharmaceuticals A/S and Targacept Inc. Dr. deBethizy has held adjunct appointments at Wake Forest University Babcock School of Management, Wake Forest University School of Medicine and Duke University. He completed his post-doctoral work at the Chemical Industry Institute of Toxicology. He holds a Ph.D. and M.Sc. in Toxicology from Utah State University and a B.Sc. in Biology from the University of Maryland. J. Donald deBethizy is considered independent in relation to the company, its senior management and major shareholders. J. Donald deBethizy does not own shares in Saniona.

Anna Ljung, born 1980, currently serves as the CFO of Moberg Pharma AB where she prepared the company for its 2011 initial public offering onto the OMX Small

Cap list. She has also participated in a number of asset acquisitions and divestments since 2012. Mrs. Ljung previously served as CFO of Athera Biotechnologies AB and Lipopeptide AB and has worked as an independent consultant in the field of technology licensing. Mrs. Ljung holds a M.Sc. in Economics and Business Administration, with a major in Finance from the Stockholm School of Economics. Anna Ljung is considered independent in relation to the company, its senior management and major shareholders. Anna Ljung does not own shares in Saniona. Provided that Anna Ljung is elected as board member, the Board of Directors intends to appoint Anna Ljung as Chairman of the Audit Committee.

*Item 9 – Proposal to resolution on (A) option program for the chairman of the board of directors; and (B) directed issue of warrants and approval of transfer of warrants*

The Nomination Committee's proposal regarding the implementation of an option program for the proposed chairman J. Donald deBethizy is presented in separate documentation to the extraordinary shareholders' meeting.

3. **Description of The Nomination Committee's work and the Nomination Committee's reasoned statement**
  - 3.1 The composition of the Nomination Committee was announced on 23 November 2017.
  - 3.2 The Nomination Committee has held one formal meeting and has also had additional contacts by phone.
  - 3.3 Following the composition of the Nomination Committee, the Nomination Committee has oriented itself with regard to how the work in the board of directors has been conducted and how it works as well as with regard to the Company's strategy and future challenges, the Nomination Committee has furthermore evaluated which competence and experience the members of the board of directors should possess, which has served as guidance for the Nomination Committee's work.
  - 3.4 Even though the Nomination Committee has made the assessment that the board in its current composition has been well functioning and that the members of the board of directors possess the qualifications required to manage the Company's continued development, the Nomination Committee has reached the conclusion that it would be beneficial for the Company to further strengthen the board of directors in order to support the Company's development strategically and from a corporate governance perspective. The Nomination Committee has identified suitable candidates that have confirmed their willingness to take up office immediately and the Nomination Committee has in light hereof considered that it would be appropriate to add the additional competence to the board of directors already prior to the annual shareholders' meeting to be held in May 2018.
  - 3.5 With 30 years of experience in the biotechnology industry at the executive level as well as at the board level, the Nomination Committee considers that J. Donald

deBethizy has a most relevant background to become the chairman of the board of directors. As regards Anna Ljung, the Nomination Committee notes that her background as CFO of Moberg Pharma AB, listed at Nasdaq Stockholm, is a most relevant background to become the new chairman of the Audit Committee.

- 3.6 The proposed board of directors is, with regard to the Company's activity, stage of development and other conditions in general, considered as an adequate board composition in relation to the qualifications, experience and background of the proposed board members. The Nomination Committee has specifically taken the demand into consideration that the board of directors shall be characterized by diversity and width. The proposed board composition is also adequate in order to meet the needs which the Company is facing and will be facing in relation to the Company's activity.
- 3.7 The Nomination Committee also considers that the proposed composition of the board of directors fulfills the requirements of the Swedish Code of Corporate Governance regarding the independence of the members of the board of directors. According to the Nomination Committee, both of the two new proposed members are considered independent in relation to the Company, its senior management and major shareholders. Out of the previous board members, all board members except Jørgen Drejer is also to be considered non-independent in relation to the Company, its senior management and major shareholders whereas Jørgen Drejer is to be considered non-independent in relation to the Company, its senior management and major shareholders.
- 3.8 According to the Swedish Code of Corporate Governance, an even gender balance of the board of directors shall be sought for. The proposed board of directors will be composed of one woman and five men. The Nomination Committee's ambition is that the gender balance shall increase further over time, and at least correspond to the levels expressed by the Swedish Corporate Governance Board.

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Malmö in December 2017

Saniona AB (publ)

The Nomination Committee