

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.

Report by the Board of Directors on the evaluation of programs for variable remuneration and the application of the annual shareholders' meetings guidelines for remuneration to senior executives

1. Background

- 1.1 The board of directors of Saniona AB (the “**Company**”) has established a Remuneration Committee, which is comprised of J. Donald deBethizy (chairman) and Claus Bræstrup.
- 1.2 The Remuneration Committee’s role is primarily to prepare matters regarding remuneration and other terms of employment for the managing director and senior executives. The Remuneration Committee shall also monitor and evaluate ongoing and completed programs during the year for variable remuneration to the Company’s management and to monitor and evaluate the implementation of the guidelines for remuneration to senior executives which the annual shareholders’ meeting has adopted. In accordance with the current guidelines for remuneration to the managing director and senior executives adopted on the annual shareholders’ meeting on 24 May 2018, the Company does not offer any variable remuneration to the managing director or senior executives. Thus, no variable remuneration has been paid during 2018.
- 1.3 The Remuneration Committee has since its establishment on the annual shareholders’ meeting on 24 May 2018 held one formal meeting and has had regular contacts when necessary.

2. Report

- 2.1 In accordance with 10.3 of the Swedish Corporate Governance Code, the board of directors hereby gives the following report on the results of the evaluation performed by the Remuneration Committee. The report covers the period after 24 May 2018 when the annual shareholders’ meeting adopted the current guidelines for remuneration to the managing director and senior executives. The Remuneration Committee has evaluated the guidelines from the previous annual shareholders’ meeting and their application as well as the present remuneration structures and remuneration levels for the managing director and senior executives. The Remuneration Committee has found that the guidelines have enabled the Company to attract and retain competent management persons. The guidelines have furthermore contributed to keep the remuneration for the managing director and senior executives well-balanced. The guidelines have been applied properly and without any deviations, and the Remuneration Committee is of the opinion that the guidelines effectively have fulfilled their purpose and that the current remuneration structures and remuneration levels for the managing director and senior executives are reasonable and well-functioning. The Remuneration Committee has therefore recommended the board of directors to pro-

pose for the annual shareholders' meeting of 2019 to adopt substantially unchanged remuneration guidelines.

Malmö in April 2019

The Board of Directors of Saniona AB (publ) through the Remuneration Committee