

Terms and conditions

THE OFFER

The Extra General Meeting of Saniona AB ("Saniona"), decided on February 7, 2020, to approve the Board of Directors decision from January 10, 2020, to conduct a rights issue of units to the existing shareholders on the record date. The offer is not available for the general public. The units are issued free of payment.

Each existing share in Saniona entitles to one (1) unit right, and twenty-nine (29) such unit rights entitle to subscription for one (1) unit. Each unit consists of one (1) warrant of series TO 1, one (1) warrant of series TO 2 and one (1) warrant of series TO 3.

The rights issue concerns 1,014,224 units, which corresponds to a maximum of 1,014,224 warrants of series TO 1, a maximum of 1,014,224 of series TO 2 and a maximum of 1,014,224 warrants of series TO 3 to be issued.

WARRANTS

Each warrant, regardless of series, gives the holder a right to subscribe for one (1) new share in the Company through cash payment during the exercise period of each series. The subscription price shall correspond to seventy (70) percent of the volume weighted average price in the Company's share on Nasdaq Stockholm during a two-week period, which ends two days before the subscription period begins.

The subscription price will be made public before the first day of the subscription period for each respective series. The subscription price will be rounded to two decimals, between at the lowest SEK 25 per share and at the highest SEK 30 per share.

If all warrants of respective series that are issued in the rights issue are exercised, the share capital will increase with a maximum of SEK 50,711.20 for each respective series, corresponding to a total share capital increase of a maximum of SEK 152,133.60. If all warrants of each series that are issued in the rights issue are exercised, the number of shares in the Company will increase by 1,014,224 for each respective series, which corresponds to a total increase of 3,042,672 shares for all series.

More information regarding the terms for the warrants are available under the section "terms for warrants" in this prospectus.

SUBSCRIPTION PRICE

The subscription of units is made free of payment. The subscription price is therefore SEK 0.00 and no payment are to be made when subscribing for units. There are no brokerage fees.

RECORD DATE

The record date at Euroclear Sweden AB ("Euroclear") for the right to participate in the rights issue is February 13, 2020. The last day of trading in the Company's share with preferential right is February 11, 2020. First day of trading without preferential right in the Company's share is February 12, 2020.

SUBSCRIPTION PERIOD

The subscription period begins on February 17, 2020 and ends on March 2, 2020 at 5 p.m. After the subscription period ends the remaining unit rights will be void and lose their value. Unexercised unit rights are removed from the respective shareholder's securities depository account, without specific notification from Euroclear. The Board of Directors in Saniona reserves the right to extend the subscription period. If the subscription period is extended, a publication will be done through a press release by Saniona no later than March 2, 2020.

TRADING WITH UNIT RIGHTS

Trading in unit rights will take place on Nasdaq Stockholm during the period from February 17, 2020 until February 27, 2020. Shareholders shall contact their bank or other nominee with the necessary authority to carry out the purchase and sale of unit rights directly. Unit rights that are acquired during the above-mentioned trading period provide the same right to subscribe for

new units as shareholders with unit rights based on their shareholdings in Saniona on the record date. Unit rights must be exercised no later than March 2, 2020 or sold no later than February 27, 2020, in order to not become void or lose their value.

UNIT RIGHTS DIRECTLY REGISTERED IN EUROCLEAR

Shareholders or representatives of shareholders, who on the record date February 13, 2020, were registered in the Euroclear system, receives a preprinted allocation receipt which declares the delivery of unit rights, a subscription form "Subscription with unit rights", and a summarized folder as well as the terms and conditions for the rights issue with referral to the prospectus. Since the subscription of units are free of payment, no payment slip will be sent to holders of unit rights. Information will be available at Sedermera Fondkommission's web page (www.sedermera.se) and at Saniona's web page (www.saniona.se). Shareholders who are included in the separate list of pledgees and others in relation to the Euroclear system do not receive information and will be notified separately.

NOMINEE REGISTERED UNIT RIGHTS

Shareholders whose holdings of shares in Saniona are nominee registered with a bank or other trustee do not receive any preprinted allocation receipt or any subscription form but will receive a folder containing a summary of the rights issue and reference to the full prospectus. Subscription should instead be made in accordance with instructions from the respective bank or trustee. Please note that if the use of unit rights takes place via a bank or a trustee, this should be done early in the subscription period, as the respective bank/trustee may set different deadlines for the last subscription date.

SUBSCRIPTION OF UNITS WITH PREFERENTIAL RIGHT

Subscription form – "Subscription form for subscription of units"

Regardless if a different number of unit rights than what is presented on the preprinted allocation receipt of unit rights are exercised for subscription, i.e. through sale or purchase of unit rights, or if the same number of unit rights as presented on the preprinted allocation receipt are exercised, a subscription form must be used in order to subscribe for units. Incomplete or incorrectly filled in subscription forms may be disregarded. The subscription form for subscription of units is available for downloading at Sedermera Fondkommission's website (www.sedermera.se) or at the website of Saniona (www.saniona.se). The subscription form must be Sedermera Fondkommission at hand no later than March 2, 2020, at 5 p.m by one of the below alternatives. The subscription is binding.

Subject: Saniona
Sedermera Fondkommission
Norra Vallgatan 64
211 22 Malmö
Sweden

Fax: +46 (0)40-54 90 79
Telephone: +46 (0)40-615 14 10
E-mail: issuingsservices@edermera.se (scanned subscription form)

Preprinted allocation receipt

Shareholders are urged to notice that the subscription of units are done free of payment. The preprinted allocation receipt of unit rights is only a specification of the holding of unit rights and the maximum possible subscription of units in accordance to the number of allotted unit rights. If all unit rights allotted on the record date are to be exercised the subscription shall be made through a filled out subscription form.

SUBSCRIPTION OF UNITS WITHOUT PREFERENTIAL RIGHT

The public does not retain the right to subscribe for units in the rights issue without exercising unit rights.

Subscription of units without unit rights is only permitted by subscribers who also have subscribed for units with support of unit rights, regardless if the subscriber was a shareholder on the record date or not.

Subscription of units without preferential right shall be made under a specific section on the subscription form. The subscription form is available for downloading at Sedermera Fondkommission's website (www.sedermera.se) and at Saniona's website (www.saniona.se).

Nominee-registered shareholders, requesting subscription of unit without preferential right, must coordinate such a subscription with the account-holding bank or broker in accordance with instructions from the respective account-holding bank or broker, or if shares are registered at several different nominee-registered accounts, from each of these account-holding banks or brokers. Note that shareholders or other investors who have an account with specific rules for securities transactions, such as an investment savings account (Swedish: Investeringssparkonto) or endowment account (Swedish: Kapitalförsäkring), must check with the account-holding bank or broker, whether, and if so, the subscription of units in the rights issue is possible. The subscription shall in that case be made in accordance with instructions received from the account-holding bank or broker.

Incomplete or incorrectly filled in subscription forms may be disregarded. It is only permissible to submit one (1) subscription form per subscriber. If more than one subscription form is submitted, only the one last received will be considered, and other such subscription forms will thus be disregarded. The subscription form must be Sedermera Fondkommission at hand no later than March 2, 2020, at 5 p.m. The subscription is binding.

SUBSCRIPTIONS ABOVE EUR 15,000 THROUGH EXERCISE OF WARRANTS

If the subscription of shares through the exercise of warrants in each respective series amounts to, or exceeds, EUR 15,000 a money laundering form shall be completed and sent to Sedermera Fondkommission in accordance with the Swedish Act (2017:630) on measures against money laundering and terrorist financing, at the same time cash payment of exercised warrants is made. Please observe that Sedermera Fondkommission cannot convert the warrants into shares, even if payment have been received, before the money laundering form has been received by Sedermera Fondkommission. With each respective exercise period a money laundering form will be available at Sedermera Fondkommission's web site (www.sedermera.se).

ALLOCATION OF UNITS

If not all units in the rights issue are subscribed for with preferential right, the allocation of units shall, within the limits of the maximum amount of the rights issue be made to shareholders or other investors who have also subscribed for units by exercising unit rights, regardless if the subscriber was a registered shareholder on the record date or not. In case that allocation of units cannot fully be provided in accordance to subscriptions without unit rights, allocation shall be made in relation (pro rata) to the quantity of unit rights exercised for subscription of units in the rights issue, and to the extent that is not possible, by drawing of lots.

Notification of allotment of units will be made via a notification of allotted units. A notification of allotment of units are estimated to be made as soon as possible after the subscription period has ended.

SHAREHOLDERS RESIDING OUTSIDE OF SWEDEN

Shareholders who reside outside of Sweden and Denmark (with the exception of shareholders residing in USA, Australia, Japan, Canada, New Zealand, South Africa, Hong Kong, Switzerland, Singapore and other countries in which participation in the rights issue requires supplementary prospectus, further registration or other measurements than those which are required by Swedish or Danish legislation) who have preferential right in the rights issue can contact Sedermera Fondkommission for further information about subscription of units.

Due to restrictions in the legislation regarding securities in USA, Australia, Japan, Canada, New Zealand, South Africa, Hong Kong, Switzerland, Singapore and other countries in which participation requires supplementary prospectus, further registration or other measurements than those which are registered addresses in any of the countries. Accordingly, no offer is made to subscribe for units in Saniona to shareholders residing in these countries. In accordance with above this offer is not applicable for shareholders in other countries than Sweden or Denmark.

PAID SUBSCRIBED UNITS ("BTU")

Subscription for those who has a directly registered account in Euroclear Sweden AB ("VP-konto"), will be registered as soon as feasible when a correctly filled out subscription form is Sedermera Fondkommission at hand, which is normally a few banking days after the subscription form is Sedermera Fondkommission at hand. Thereafter, the subscriber will receive a securities depository account notification confirming that the registration of Paid Subscribed Units (BTU) has occurred in the subscriber's securities depository account. Subscribed for units are entered as BTU's in the securities account until the rights issue has been registered with the Swedish Companies Registration Office.

Shareholders who have their holdings in a custodian account at a bank or brokerage firm will receive information from their respective custodian.

TRADING IN BTU

Trading in BTU will take place on Nasdaq Stockholm from February 17, 2020 until the rights issue is registered at the Swedish Companies Registration Office. Subscribed for units are entered as BTU in the securities depository account until the preferential rights issue has been registered with Companies Registration Office, which is expected to take place in the middle of March 2020.

DELIVERY OF WARRANTS

As soon as the rights issue has been registered with the Swedish Companies Registration Office, which is expected to take place in the middle of March 2020, BTU is rebooked to warrants without special notification from Euroclear.

PUBLICATION OF THE RESULT OF THE RIGHTS ISSUE

Publication of the outcome in the rights issue is made through a press release which is planned to be published around March 4, 2020.

TRADING IN WARRANTS

Saniona will apply for the warrants to be listed on Nasdaq Stockholm. The Company will notify when the first trading day begins for each series in a separate press release. TO 1 will be traded under the short name SANION TO1 and ISIN SE0013775277. TO 2 will be traded under the short name SANION TO2 and ISIN SE0013775301 and TO 3 will be traded under the short name SANION TO3 and ISIN SE0013775319.

THE PROSPECTUS

The prospectus has been approved and registered by the Swedish financial authorities (Finansinspektionen), in accordance to decree EU (2017/1129). The Swedish financial authority approves the prospectus only regarding that the prospectus meets the requirements of completeness, comprehensibility and consistency in