



Corporate Governance Report

Saniona AB (publ)
Smedeland 26B
DK-2600 Glostrup
Denmark
Tel +45 7070 5225

Saniona Inc.
500 Totten Pond Road, Suite 620
Waltham, MA 02451
USA
Tel +1 781 839 9100

Web: saniona.com
E-mail: saniona@saniona.com

Introduction

Saniona AB (publ), Corporate Registration Number 556962-5345, the Parent Company and its subsidiaries, collectively the Group, is a publicly listed biopharmaceutical company focused on discovering, developing, and delivering innovative treatments for rare disease patients around the world.

The Parent Company is a public limited liability company registered and headquartered in the municipality of Malmö in the county of Skåne, Sweden. The address of the head office is Smedeland 26B, DK-2600, Glostrup, Denmark.

Saniona is listed on Nasdaq Stockholm Small Cap (OMX: SANION). Saniona applies the Swedish Code of Corporate Governance completely. This Corporate Governance Report has been prepared in accordance with the Annual Accounts Act and the Code and audited by the company's auditor in accordance with RevU16.

Application of and departure from the Swedish Code of Corporate Governance

The Swedish Corporate Governance Code (the "Code") applies to all Swedish companies whose shares are listed on a regulated marketplace in Sweden. The company is not obliged to adhere to all the regulations of the Code and is free to adopt alternative solutions deemed more suitable to its circumstances, provided that potential departures are reported, the alternative solution described, and the reasons explained (Comply or Explain principle) in the Corporate Governance Report.

Saniona is today listed on Nasdaq Stockholm Small Cap and follows the applicable rules of the Swedish Companies Act, the

regulations and recommendations resulting from the Nasdaq Stockholm's Rule Book for Issuers, the Code, as well as generally accepted practices in the stock market. Saniona did not depart from the Code in 2020.

Compliance with Swedish stock market regulations and accepted stock market practice

Saniona has not been subject to any ruling by Nasdaq Stockholm's disciplinary commission or statements by the Swedish Securities Council relating to breaches of Nasdaq's regulatory framework for issuers or generally accepted accounting practices on the stock market in the 2020 fiscal year.

Ownership structure, share capital and voting rights

On December 31, 2020, the company had 8,150 (6,108) shareholders excluding holdings in life insurance and foreign custody account holders. The largest shareholder is RA Capital with 18.6 percent (0) of the share capital and voting rights. The ten largest shareholders jointly accounted for 50.2 percent (38.6) of the share capital and voting rights.

Saniona's share capital totaled SEK 3,118,641 divided between 62,372,831 shares as of December 31, 2020. In 2019, Saniona's share capital totaled SEK 1,420,625 divided between 28,412,519 shares. There is only a single share class. All shares have a quotient value of SEK 0.05 and one vote and confer equal entitlement to the Company's assets and profits. Saniona's Articles of Association have no limitations regarding the number of votes each shareholder may cast at the general meeting.

Dividend policy

Saniona may generate income through upfront payments, milestone payments, royalty payments and upon exits in relation to the sale of spinouts. The Board of Directors has decided upon a residual dividend policy. This means that Saniona will only pay a dividend on net income and internally generated equity after it has reserved capital to finance continued development and expansion of the business, including its product pipeline. The Board of Directors' intention at present is to use any future profits made by Saniona to finance continued development and expansion of the business. Regular dividends will only be paid once the company has a product on the market and the company records annual net income through royalty payments. Consequently, the Board of Directors does not intend to propose any dividend within the foreseeable future.

The Board of Directors proposes that no dividend be distributed for the 2020 fiscal year.

Authorization for the Board of Directors regarding new issues

At the Annual General Meeting held on May 6, 2020, it was resolved, in accordance with the proposal from the board, to authorize the board, within the limits of the company's Articles of Association, at one or several occasions, during the time up until the next annual shareholders' meeting, with or without deviation from the shareholders' preferential rights, to resolve to issue new shares, warrants and/or convertibles. An issue should be able to be made with or without provisions regarding contribution in kind, set-off or other conditions. In case the authorization is used for an issue with deviation from the shareholders' preferential rights, the subscription price shall be on market terms (subject

to customary new issue discount, as applicable). The purpose of the authorization is to be able to source working capital, to be able to execute and finance acquisitions of companies and assets as well as to enable new issues to industrial partners within the framework of partnerships and alliances.

Corporate governance within Saniona

Saniona's internal controls and corporate governance are based on applicable legislation/regulations and on sector-specific parameters considered significant to the company. The control system encompasses all applicable regulatory frameworks as well as the specific demands Saniona places on its operations.

The internal control and corporate governance framework provide overall control of all critical stages relating to the company. This provides Saniona's Board and executive management with the conditions required to control and govern operations so that they satisfy the stringent demands of the company, the market, the stock market, the shareholders and the authorities.

Multiple external regulations, including but not limited to The Swedish Corporate Governance Code and The Swedish Companies Act, as well as multiple internal policies and documents as are prudent for effective internal control, form the basis of Saniona's corporate governance.

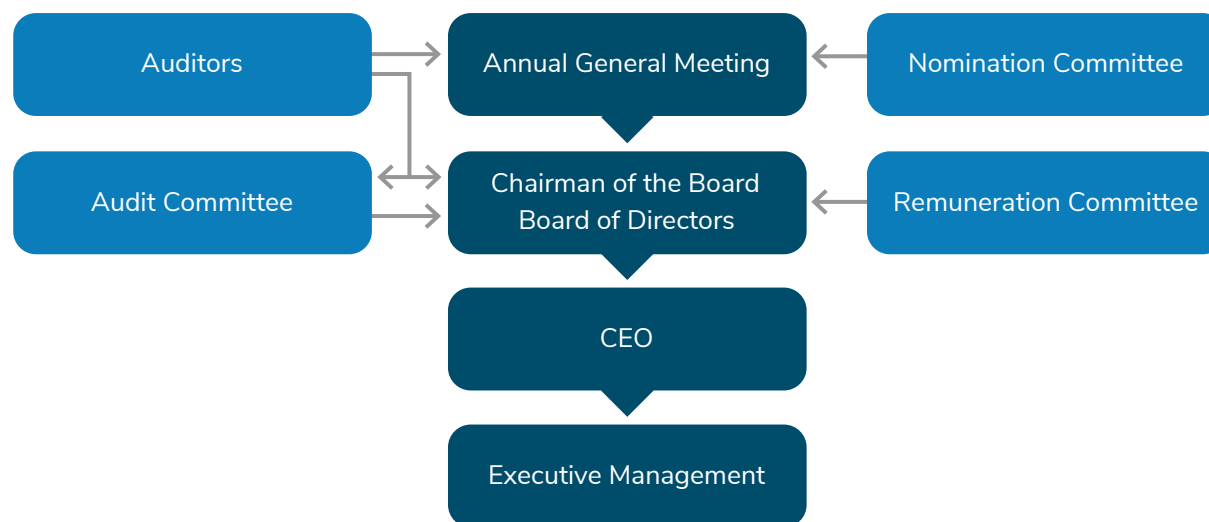
Saniona's corporate governance structure is presented in the figure below and further described in the following subsections.

Annual General Meeting

The annual general meeting, or as applicable, the extraordinary general meeting, is the primary meeting within Saniona where all shareholders can take part. For example, the general meeting resolves on amendments to the Articles of Association, election of Members of the Board and Auditors, adoption of the income statement and balance sheet, the discharge of the Board of Directors and the CEO from personal responsibility, appropriation of the profit or loss, the principles for the establishment of a Nominating Committee and the guidelines for remuneration of senior executives. Shareholders wishing to raise a matter at the Annual General Meeting must submit a written request to the Board of Directors. Such a request shall normally be received by the Board of Directors no later than seven weeks prior to the general meeting, to allow time for the request to be considered prior to the notice of the annual general meeting being issued.

The general meeting is to be held in Malmö, except when it must be held through postal voting only due to the COVID-19 pandemic. Notice of annual general meetings should be made no earlier than six weeks and not later than four weeks before the meeting if the agenda includes an amendment of the Articles of Association. The notice of other general meetings should be made no earlier than six weeks and not later than three weeks prior to the meeting. Notice of a general meeting is announced in the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar) and on the company's website. An announcement that a meeting has been convened is published in the Swedish daily newspaper Svenska Dagbladet.

A shareholder, who has been duly registered as such with Euroclear Sweden AB, may attend and vote at the general meeting in person or by proxy. A shareholder wishing to attend the general meeting must notify Saniona of his intention to attend. The manner in which to notify Saniona is described in the notice convening the general meeting.



Annual General Meeting 2020

The Annual General Meeting for 2020 was held on May 6, 2020, in Malmö. Including shareholders represented by proxy, 11 shareholders were represented at the meeting, representing approximately 25.6 percent of the total voting rights. Lawyer Ola Grahn was elected as Chairman of the meeting. The AGM passed the following resolutions:

- Resolution on adoption of accounts and distribution of the company's profit, including that no dividends are paid for the financial year 2019 and that available funds are carried forward to a new account.
- Resolution on discharge from liability in relation to the company for the Members of the Board and the CEO for the 2019 fiscal year.
- Re-election of J. Donald deBethizy, Jørgen Drejer, Anna Ljung, Edward C. Saltzman and Carl Johan Sundberg as ordinary board members. J. Donald deBethizy was re-elected as chairman of the board.
- Remuneration of the Chairman of the Board, the Members of the Board and the auditor.
- Re-election of Deloitte AB as the auditing firm. It was noted that Deloitte AB had informed that Jeanette Roosberg will be the auditor in charge.
- Approval of instruction and charter for the Nomination Committee.
- Guidelines for remuneration of senior executives.
- Resolution on amendment of the Articles of Association
- Authorization of the Board of Directors on one or several occasions, during the time up until the next annual shareholders' meeting, with or without deviation from the shareholders' preferential rights, to decide to issue shares, convertibles and/or warrants.

Extraordinary General Meeting February 2020

An extraordinary general meeting was held on February 7, 2020. Including shareholders represented by proxy, 3 shareholders were represented at the meeting, representing approximately 14.6 per cent of the total voting rights. Lawyer Ola Grahn was elected as Chairman of the meeting. The extraordinary general meeting passed the following resolutions:

- Approval of the board of directors' resolution on directed issue of units.
- Approval of the board of directors' resolution on rights issue of units.
- Resolution on (A) employee option program for the CEO; and (B) directed issue of warrants and approval of transfer of warrants.

Extraordinary General Meeting October 2020

An extraordinary general meeting was held on October 23, 2020. Including shareholders represented by proxy, 12 shareholders were represented at the meeting, representing approximately 32.3 percent of the total voting rights. Lawyer Ola Grahn was elected as Chairman of the meeting. The extraordinary general meeting passed the following resolutions:

- Resolution on (A) employee option program; and (B) directed issue of warrants and approval of transfer of warrants.
- Resolution on (A) option program for members of the board of directors; and (B) directed issue of warrants and approval of transfer of warrants.

The minutes and information from the general meetings are available on www.saniona.com.

Annual General Meeting 2021

The annual general meeting 2021 will be held on 26 May 2021. In accordance with temporary legislation, the annual general meeting 2021 will be held only through advance voting (postal voting).

Nomination Committee

The 2020 annual shareholders' meeting resolved, in accordance with the proposal from the Nomination Committee, that a Nomination Committee shall be appointed before coming election and remuneration. The Nomination Committee shall be comprised of three members, which shall be the chairman of the board of directors and two members appointed by the two largest shareholders as of September 30, 2020. Furthermore, an instruction and charter for the Nomination Committee was adopted.

If one of the two largest shareholders abstains from appointing an owner representative, or such owner representative resigns before the assignment is completed without the relevant shareholder appointing a new member, the Chairman of the Board is to request the next owner in line (e.g. initially the third-largest owner) to appoint an owner representative within one week of such request. The procedure shall be continued until the Nominating Committee consists of three members.

If there is a significant change in ownership six weeks prior to the Annual General Meeting, a new owner representative shall be elected. The Chairman shall then contact the one of the two largest shareholders who does not have an owner representative and ask him to appoint one. The new owner representative is to replace the previous member of the Nomination Committee who no longer represents one of the two largest shareholders.

CORPORATE GOVERNANCE REPORT

The Nominating Committee shall appoint the Chairman of the Nomination Committee. The Chairman of the Nomination Committee must not be the Chairman or any other member of the Board. The term of office of the appointed Nominating Committee shall run until a new Nomination Committee has been appointed.

The composition of the Nomination Committee for the 2021 Annual General Meeting was announced in a press release on November 26, 2020 and is as follows:

Name/Represented	Share of votes December 31, 2020	Share of votes September 30, 2020
Søren Skjærbæk (Chair) Owner of Ursus law firm, Vejle, Denmark. Appointed by Jørgen Drejer	3.8%	3.8%
John Haurum Professional board member of life science companies and former CEO of F-star Biotechnology Limited Cambridge, UK Appointed by New Leaf Venture Partners	3.8%	3.8%
J. Donald deBethizy Chairman of Saniona AB's Board	-	-
Total	7.6%	7.6%

In 2020/2021, the Nomination Committee held four (2019/20: one) meetings and also maintained contact by telephone. As a basis for its work, the Nomination Committee has taken note of the Chairman's presentation of the Board's work.

The Nomination Committee has prepared proposals to the Annual General Meeting, including proposals for Board members, remuneration of Board and Committee members, proposals for auditors and fees to the auditors and the Chairman of the AGM, and proposals for remuneration of Nomination Committee members. When preparing its proposals, the Nomination Committee has applied paragraph 4.1 of the Code as its Diversity Policy.

Shareholders who would like to submit proposals to the Nomination Committee can do so via e-mail to saniona@saniona.com marked "Recommendation to the Nomination Committee" or by ordinary mail to the address: Saniona AB, Attn. Nomination Committee, Smedeland 26B, DK-2600 Glostrup, Denmark.

Board of Directors

The Board of Directors is the highest decision-making body under the Annual General Meeting.

The Board is responsible for the company's organization and management of the company's affairs, for example by setting objectives and strategy, establishing procedures and systems for monitoring of the established objectives, continuously assessing the company's financial position and the operational management. Furthermore, it is the Board's responsibility to ensure that accurate information is provided to the company's stakeholders, that the company complies with laws and regulations and that the company develops and implements internal policies and ethical guidelines. The Board also appoints the CEO and determines the salary and other remuneration of the latter based on the guidelines adopted by the general meeting.

The work of the Board of Directors is regulated by applicable legislation and recommendations, and by the Board of Directors' rules of procedure, which are adopted annually. The rules of procedure contain stipulations regulating the division of responsibilities between the Board of Directors and the CEO, financial reporting and audit matters. At the statutory Board meeting, the Board of Directors adopts other requisite rules of procedure, policies and guidelines that form the basis of the company's internal regulatory framework.

Composition of the Board

Members of the Board are to be appointed for a period extending no longer than to the end of the next Annual General Meeting.

Pursuant to the company's articles of association, the Board of Directors shall be composed of not fewer than three and not more than eight ordinary members.

CORPORATE GOVERNANCE REPORT

Prior to the Annual General Meeting in May 2020, the Board consisted of six members. One member, Claus Braestrup, resigned as board member at the AGM in May 2020. All five other existing Board members were re-elected at the AGM May 2020.

One of the current board members is a woman and four are men. The company will continue to pursue the objective of achieving a better diversity. For more information about the Board, see Board of Directors.

Independence

The company complies with the Swedish Corporate Governance Code such that the majority of the Board members elected at the Annual General Meeting are independent of the company and management, and that at least two of them are independent in relation to the major shareholders. In 2020, four of the five Board members were independent of the company and its management, and all Board members were independent in relation to major shareholders, defined as greater than 5% ownership.

Chairman of the Board

The Chairman represents the Board of Directors externally and internally. The Chairman leads the Board's work, monitors the work and assumes responsibility for the Board completing its duties according to applicable legislation, the Articles of Association, the Swedish Code of Corporate Governance and the Board of Director's rules of procedure.

The Chairman shall monitor the company's progress through contact with the CEO, consultation with the CEO on strategic matters and by ensuring that strategic considerations are recorded and addressed by the Board of Directors. The Chairman

is also to ensure that the Board of Directors, through the CEO, receives information on the company on an ongoing basis to enable analysis of the company's position.

The Chairman is responsible for contacts with the shareholders regarding ownership issues and for communicating the shareholders' views to the Board.

Evaluation of the work of the Board of Directors

The Board evaluates the work of the Board at least annually. The work is evaluated along various parameters such as whether the number of Board meetings and their duration are appropriate, the quality of the Board material, whether the agenda items are relevant and comprehensive, the preparedness and performance of individual Board members, the composition of the Board and desirable experience of potential new Board members, the role and performance of the Chairman and the executive management. The conclusions are included in the minutes and shared with the Nomination Committee.

Number of meetings

The Board is to meet at least six times per year, usually in conjunction with the publication of interim and annual financial

statements and the AGM. Additional meetings or teleconferences are convened as necessary. The Board carries out an in-depth strategic review of the operations during at least one Board meeting each year.

The Board's work in 2020

In 2020, the Board held a total of 13 (6) meetings, of which 5 (5) were scheduled and 8 (1) were unscheduled. In addition, the Board passed additional resolutions on 13 (12) occasions through written resolutions. Saniona's CSO is a member of the Board and Saniona's CEO and Chief Legal Officer participate in Board meetings. Other Saniona employees participate and present reports as needed.

Board committees

The company has established two committees to support the Board: the Audit Committee and the Remuneration Committee. The Board has adopted rules of procedure for both committees.

	Elected	Independence	Audit Committee	Remuneration Committee	Attendance Board of Directors	Attendance Audit Committee	Attendance Remuneration Committee
J. Donald deBethizy	2018	Yes		Chair	13/13		12/12
Anna Ljung	2018	Yes	Chair		13/13	5/5	
Claus Braestrup*	2014	Yes	Member	Member	5/13	2/5	3/12
Jørgen Drejer	2014	1)			13/13		
Carl Johan Sundberg	2015	Yes	Member	Member	13/13	5/5	12/12
Edward Saltzman	2019	Yes			13/13		

1) Affiliated with the company

* Claus Braestrup resigned as board member at the AGM May 2020.

The Audit Committee

The main task of the Audit Committee is to oversee the company's financial position, to monitor the effectiveness of the company's internal control, internal audit and risk management, to keep itself informed of the audit of the annual accounts and consolidated accounts and to review and monitor the independence of the auditor. The Audit Committee is also to assist the Nominating Committee in the proposal for a decision on the choice of and remuneration of the auditor. The Audit Committee consists of two members, both of whom are independent of management. In 2020, the Audit Committee was composed of Anna Ljung (Chairman) and Carl Johan Sundberg.

The Remuneration Committee

The Remuneration Committee is to primarily propose guidelines and principles for remuneration and other terms of employment of the CEO and senior executives. The Remuneration Committee is also to monitor and evaluate ongoing and completed application for variable remuneration of executive management and monitor and evaluate the implementation of the guidelines for remuneration of senior executives as resolved by the Annual General Meeting. In 2020, the Remuneration Committee consisted of J. Donald deBethizy (Chairman) and Carl Johan Sundberg.

Chief Executive Officer and other executive managers

The CEO is appointed by the Board of Directors. The CEO's work follows the written instructions adopted annually by the Board of Directors at the statutory Board meeting.

The instructions for the CEO regulate customary areas such as the CEO's undertaking in relation to the company and the Board of Directors, including responsibility for presenting expedient reports to the Board of Directors relevant to the Board's completion of its evaluation of the company. The CEO is to ensure that ongoing planning, including business plans and budgets, is completed and presented to the Board of Directors for resolution.

The CEO shall exercise good leadership in the management of operations to ensure that the company progresses according to plan and follows the strategies and policies adopted. When departure from these plans and special events of a significant nature is feared, the CEO must immediately inform the Board of Directors through the Chairman. The CEO is to ensure that the company's operations, including its administration, are organized so that they satisfy market requirements, and efficient and secure organizational control of operations.

Within the framework of the directives provided by the Board of Directors for the company's operations, management deals with consultation regarding, and monitoring of, strategies and budgets, the distribution of resources, the monitoring of operations and preparation for Board meetings.

In 2020, executive management consisted of Saniona's Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Scientific Officer (CSO), Chief Medical Officer (CMO), Chief Communications Officer (CCO) and Chief Human Resources Officer (CHRO). For information about executive management, see Management below.

For information about salaries and remuneration of the CEO and senior executives, see the table under remuneration and note 10.

Remuneration of the Board of Directors and Executive Management

The Annual General Meeting resolves on remuneration of the Chairman of the Board and other Board members. The Annual General Meeting also resolves on guidelines for remunerating the CEO and other senior executives.

At the Annual General Meeting on May 6, 2020, it was resolved that the Board members who are not employed by Saniona AB or any of its subsidiaries will be entitled to a Board fee. Furthermore, it was resolved that the Board be remunerated so that SEK 300,000 is paid to the Chairman of the Board and SEK 160,000 to each of Anna Ljung, Carl Johan Sundberg and Edward Saltzman. Finally, it was resolved that remuneration for committee work will be paid in an amount of SEK 60,000 to the Chairman of the Audit Committee and with SEK 30,000 to each of the other members of the Audit Committee and with SEK 30,000 to each member of the Remuneration Committee. No additional remuneration shall be paid for other committee work. No remuneration for committee work shall be paid to members of the board who are employed by Saniona AB or any of its subsidiaries.

At the Annual General Meeting on May 6, 2020, it was resolved to adopt guidelines for remuneration to senior executives. The guidelines are included in this document, within the Board of Director's Report. In general, Saniona shall offer remuneration that enables the company to recruit and retain senior executives. The CEO and other senior executives shall be offered a fixed annual cash salary. In addition to fixed salary, the CEO and other senior executives may, according to separate agreements, receive variable cash remuneration, which is intended to promote

CORPORATE GOVERNANCE REPORT

Saniona's business strategy and long-term interests, including its sustainability. Pension benefits (for Danish employees), and a US-based 401(k) Retirement Plan, shall be defined contribution, given that no senior executive is covered by defined benefit pension under mandatory collective bargaining agreements. Other benefits may include life insurance, medical insurance, dental insurance, vision insurance, flexible spending accounts, and other customary benefits as may be considered reasonable in relation to market practices. Senior executives shall be employed until further notice or for a specified period of time. Upon termination of an employment by Saniona, the notice period may not exceed 12 months. Fixed cash salary during the notice period and severance pay may not together exceed an amount corresponding to the fixed cash salary for 24 months. Upon termination by the senior executive, the notice period may not exceed six months, without any right to severance pay. In addition to fixed cash salary during the period of notice and severance pay, additional remuneration may be paid for non-compete undertakings.

The board of directors may temporarily resolve to deviate from these guidelines, in whole or in part, if in a specific case there is special cause for the deviation and a deviation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability, such as was the case to hire the new CEO in early 2020.

The remuneration of the Board of Directors and senior executives is set out below.

Please see note 10 for additional details regarding employment terms and conditions for the Board and senior management.

SALARIES AND REMUNERATION FOR THE YEAR 2020 GROUP AND PARENT COMPANY

KSEK	Board fee	Fixed salary	Variable salary	Pension costs	Share based payment	Social security expenses	Other staff expenses	Total
J. Donald deBethizy, Chairman	330	-	-	-	441	-	-	771
Claus Bræstrup, Board member****	-	-	-	-	-	-	-	-
Carl Johan Sundberg, Board member	220	-	-	-	94	59	-	373
Anna Ljung, Board member	220	-	-	-	94	59	-	373
Jørgen Drejer, Board member	-	-	-	-	65	-	-	65
Edward Saltzman, Board member	160	-	-	-	82	-	-	242
Total Board*	930	-	-	-	776	118	-	1,824
Rami Levin, CEO	-	4,624	2,312	99	5,445	463	-	12,943
Jørgen Drejer, CSO**	-	1,999	290	-	-	5	-	2,294
Other EXCOM***	-	6,397	2,960	230	4,172	1,115	-	14,874
Total EXCOM	-	13,020	5,562	329	9,617	1,583	-	30,111
Other Employees	-	24,700	1,324	1,570	1 694	1,164	30	30,482
Total	930	37,720	6,886	1,899	12 087	2,865	30	62,417

*The board fee relates to fee in the Parent Company.

**On January 7, 2020, Saniona appointed Rami Levin as CEO. Jørgen Drejer, previous CEO, continued as CSO and Palle Christophersen stepped down from executive management as Senior Vice President Research.

***On February 18, 2020, Saniona announced that Thomas Feldthus has resigned as CFO. From March 24 until September 15, 2020, Anita Milland, VP of Finance & Administration was appointed interim CFO & Head of IR. On September 15, 2020, Saniona announced that Jason Amello, was appointed CFO.

****On May 6, 2020 at the AGM Claus Bræstrup resigned as Board member.

Auditors

Saniona's auditor is the auditing firm Deloitte AB, with Authorized Public Accountant Jeanette Roosberg as auditor in charge.

Deloitte has been Saniona's auditor since the formation of the Group in 2014. At the Annual General Meeting on May 6, 2020, Deloitte was elected as auditor until the end of the 2021 Annual General Meeting.

The external auditors discuss the external audit plan and risk management with the Audit Committee. In 2020, the auditors performed a review of the interim report for the third quarter and audited the annual accounts and consolidated financial statements. The auditors also express an opinion on whether this Corporate Governance Report has been prepared in accordance with the Annual Accounts Act.

The auditor reports the results of their audit of the annual accounts and consolidated financial statements in the audit opinion to the Annual General Meeting. In addition, the auditors present detailed findings from their reviews to the Audit Committee and to the Board of Directors in its entirety once per year.

For information regarding fees for the company's auditors, see note 9.

Internal control and risk management systems in relation to financial reporting

The Board of Directors is ultimately responsible for the internal control of the company. The responsibility is governed by the Swedish Companies Act, the Swedish Annual Reports Act and the Swedish Corporate Governance Code. The Board of Directors is required to ensure that Saniona has enough

formalized procedures for ensuring compliance with established principles for financial reporting and internal control. The procedures for internal control with respect to financial reporting have been designed to ensure reliable and accurate reporting in accordance with IFRS, applicable laws and regulations as well as other requirements that apply to companies listed on Nasdaq Stockholm. Saniona has decided to adopt the COSO framework as a basis of internal control of financial reporting. The framework consists of the following five components: control environment, risk assessment, control activities, information and communication and monitoring.

Control environment

The control environment constitutes the basis of Saniona's internal control. The control environment comprises a clear organizational structure, decision-making processes, powers and responsibilities that are documented and communicated in governing documents. The guidelines for Saniona's business activities include the following:

- Rules and procedure for the Board of Directors and the instruction to the CEO;
- Saniona's business model, vision, strategies, objectives, business plans and values;
- Saniona's Code of Conduct;
- Organizational structure and descriptions of positions; and
- Administrative processes, guidelines and instructions such as powers, authorization instructions, risk policy, finance policy, instruction for financial reporting and the finance manual.

The governing documents such as internal policies, guidelines and instructions relating to financial reporting have been adopted by the Board of Directors to ensure an effective control environment.

In accordance with the instruction to the CEO, the CEO is to keep the Board of Directors continuously informed about the development of the company's operations, profit/loss and financial position as well as other events that are likely to be significant to the company and its shareholders. The CEO is also responsible for preparing reports and compiling information from management before Board meetings and to present the material at Board meetings.

The CFO is responsible for ensuring that internal controls are performed and obeyed, and that continuous work is conducted to strengthen the internal control of financial reporting. The responsibility and duties of the CFO, inter alia, are regulated in detail in the company's finance policy, instruction for financial reporting and the financing manual.

The Audit Committee is responsible for ensuring that the internal control regarding financial reporting and reporting to the Board of Directors is effective. The Audit Committee performs quarterly reconciliations with the company's CFO. In addition, the Audit Committee reviews and evaluates Saniona's internal control annually.

Risk assessment

At least once a year, the CFO conducts an overall risk assessment to assess the risk exposure in Saniona with regards to financial reporting, as well as identify potential problem areas. The risk assessment includes identifying risks that Saniona's external and internal financial reporting is not prepared in accordance with applicable accounting standards. A review takes place to ensure that the company has an infrastructure that enables effective and expedient control, and an assessment of the company's financial position and significant financial, legal and operational risks.

On an annual basis, the CFO conducts an operational risk assessment to identify and analyze relevant events and risks that could have a negative impact on Saniona's ability to achieve its set goals.

Control activities

To ensure that business is conducted efficiently, and that financial reporting gives a fair and accurate impression on each reporting date, control activities are implemented to address risks at all levels of the organization. Control activities include manuals, processes and policies that ensure that directives and decisions are implemented.

The aim of the control activities is to prevent and detect errors and irregularities with regards to the financial reporting, and to propose subsequent corrective actions should any such irregularities occur. Activities include analytical monitoring and comparison of financial performance; account reconciliation; monitoring, approval and reporting of business transactions and partnership agreements, policies and procedures, mandate and authorization instructions, as well as accounting and valuation principles.

The CFO is responsible for maintaining internal controls and ensuring that they are developed as necessary. The CFO monitors the operations through a variety of control measures, such as forecasts and budgets, income statement and balance sheet analyses and reconciliations. The result of this work is reported to the CEO, the Audit Committee and/or the Board of Directors.

Saniona's CFO is responsible for the recording and accounting financial transactions and ensuring that the performed transactions comply with the established signatory powers and authorization powers. The CFO reviews the project costs and activities together with project and line management on

quarterly basis. Furthermore, several control activities are carried out on monthly basis to further detect and correct errors and deviations. The results are presented to the CEO on monthly basis.

Information and communication

The company has information and communication paths intended to promote the accuracy of financial reporting and ensure reporting and feedback from operations to the Board of Directors and management. The information and communication procedures are described in several governing documents such as internal policies, guidelines and instructions relating to financial reporting. These documents are made available in company-wide IT drives and presented to the relevant employees.

In addition to written information, news, risk management and control, results are orally communicated and discussed in physical meetings. Meetings are held within the company in the Saniona Management Group as well as at meetings at which all employees participate. The Board of Directors receives quarterly financial updates relating to the company's financial position and performance.

To ensure timely communication of relevant, reliable and accurate information concerning Saniona's development and financial status to the market, the company has established procedures for providing external information and financial reporting. The information policy and the procedures include a description of the roles and tasks of the employees, finance department, executive management and Board as well the procedures in relation to publication of financial reports and press releases.

All financial reports and press releases are published on the company's website and forwarded to the Board of Directors and all employees in connection with their publication.

Monitoring

The Board of Directors and the Audit Committee decide on the forms of monitoring activities of internal controls. The CFO is responsible for ensuring that internal controls are maintained in accordance with the Board of Directors' and the Audit Committee's decisions.

The Board of Directors is regularly updated on the company's financial position and profit/loss against budget as well as on development projects in relation to the relevant project budgets. The CEO and CFO present a written report at each regular Board meeting, or when the need arises.

The Audit Committee monitors the audit of internal controls. The company's external auditors personally report their observations and assessment of internal controls to the Audit Committee.

Internal audit

In view of the company's size, with relatively few employees, and the scope of transactions, in which most significant transactions are similar in character and relatively uncomplicated, Saniona has not found it necessary to establish a formal internal audit function but has chosen to conduct monitoring and the annual evaluation of compliance with the internal control and risk management related to financial reporting through the existing organization. The Board of Directors and Audit Committee perform an annual assessment of whether there is a need for an internal audit function.

BOARD OF DIRECTORS

J. Donald deBethizy (born 1950)

Chairman since 2018

J. Donald deBethizy has more than 30 years of biopharmaceutical industry experience including as an entrepreneur, CEO and board member. In addition to serving as Chairman of Saniona's board of directors, he also currently serves as Chairman of the board of directors for Albumedix Ltd. and as a member of the board of directors for argenx N.V., Lophora ApS, Newron Pharmaceuticals SpA, Noxxon NV and Proterris, Inc. He is also a member of management (direktion) of Albumin Holding ApS and White City Consulting ApS.

Previously, deBethizy served as chair of Rigontec GmbH until it was sold to Merck Inc. Prior to that, he served as CEO of Santaris Pharma A/S, until its acquisition by Roche Holdings. Prior to these positions, he served as executive chair of the Danish biotech Contera Pharma A/S until it was sold to Bukwang Pharma Co Ltd. Before that, he served as co-founder and CEO of Targacept, Inc., which was publicly traded on Nasdaq and later sold to Catalyst Biosciences. Before founding Targacept, deBethizy served in various positions with RJ Reynolds for 15 years. He received his Ph.D. and M.Sc. in toxicology from Utah State University and a B.Sc. in biology from the University of Maryland. Additional previous board positions have included Novozymes Biopharma DK A/S, Asceneuron SA, Biosource Inc., Enbiotix Inc., LigoCyte Pharmaceuticals Inc., Serenova A/S (previously Serendex Pharmaceuticals A/S) and Targacept.

deBethizy is independent in relation to both Saniona and its management as well as major shareholders. He holds 12,500 shares and 217,625 options in the warrant program 2018/2024.

Anna Ljung (born 1980)

Board member since 2018

Anna Ljung is CEO of Moberg Pharma AB, a publicly-traded Swedish pharmaceutical company focused on drug delivery within dermatology. In addition to serving as CEO of Moberg Pharma, she also currently serves as Chairman of OncoZenge AB, a publicly-traded Swedish pharmaceutical company, and Chairman of Moberg Derma Incentives AB.

Prior to becoming CEO of Moberg, Ljung served as the company's Chief Financial Officer for 13 years, and prior to that she was CFO at Athera Biotechnologies AB and Controller for Lipopeptide AB. She also previously was an independent consultant within the field of technology licensing. Ljung received her M.Sc. in Economics and Business Administration from Stockholm School of Economics. Additional previous board positions have included MPJ OTC AB and Advantice Health AB.

Ljung is independent in relation to both Saniona and its management as well as major shareholders. She holds 4,629 shares; 4,000 options in the warrant program 2018/2024; 4,000 options in the warrant program 2019/2023; and 77,000 options in the warrant program 2020/2024.

Carl Johan Sundberg, M.D., Ph.D. (born 1958)

Board member since 2015

Carl Johan Sundberg is a physician and professor with extensive experience in healthcare entrepreneurship, investment and communication. He currently serves as the Chair of the Department of Learning, Informatics, Management & Ethics at the Karolinska Institutet, Stockholm. He also currently serves as a board member for Arne Ljungqvist Anti-doping Foundation AB and Medkay Konsulting AB.

Sundberg's affiliation with Karolinska Institutet spans over 30 years and includes work in molecular and applied exercise physiology, medical innovation and bioentrepreneurship. He also cofounded and managed Karolinska Investment Fund, a EUR 60 million biomedicine venture capital fund. His communications experience includes previous working periods with Svenska Dagbladet (a large morning daily) and ABC Television, U.S. He serves in membership and advisory positions with the Royal Swedish Academy of Engineering Sciences, Swedish Professional Associations for Physical Activity, Research!Sweden and the World Anti-Doping Agency (WADA) Gene and Cell Doping Expert Advisory Group. Sundberg earned his medical degree and Ph.D. from Karolinska Institutet. Previous board positions include Cobra Biologics Holding AB, Hypercure Medical AB, Karolinska Development AB and NsGene A/S.

Sundberg is independent in relation to both Saniona and its management as well as major shareholders. He holds 9,800 shares; 4,000 options in the warrant program 2018/2024; 4,000 options in the warrant program 2019/2023; and 77,000 options in the warrant program 2020/2024.

BOARD OF DIRECTORS

Jørgen Drejer (born 1955)

Board member since 2014

Jørgen Drejer is a neurobiologist with more than 30 years of experience in discovering and developing novel approaches to modulate pathways within the brain. His research has led him to found multiple companies and publish more than 75 scientific articles.

Drejer founded Saniona in 2011 and served as founding Chief Executive Officer until January 2020, when he assumed the role of Chief Scientific Officer. Prior to founding Saniona, he co-founded NeuroSearch A/S in 1989, holding various leadership roles including deputy CEO and head of research over a 20-year period in which NeuroSearch became a major European biotechnology company. Drejer holds a PhD in neurobiology from the University of Copenhagen.

Drejer currently serves as a member of the Board of Directors for Saniona and 2CureX. He has served on the Saniona board since 2014 and served as a board member of Saniona A/S since 2012. He is also a Member of the Danish Academy of Engineering Science. He previously served as a member of the Board of Directors for NeuroSearch A/S, Origio A/S, NsGene A/S, Atonomics A/S, Azign Bioscience A/S, Ellegaard Göttingen Minipigs ApS, Force Technology and Monta Biosciences A/S.

Drejer is not independent in relation to Saniona and its management but is independent in relation to major shareholders. He holds 2,354,711 shares and 77,000 options in the warrant program 2020/2024.

Edward C. Saltzman (born 1955)

Board member since 2019

Edward Saltzman has more than 30 years of experience in the biopharmaceutical industry. He currently serves as chairman and member of management of Cello Health BioConsulting, previously Defined Health, after having led the sale of Defined Health to Cello Health in 2017. Cello Health BioConsulting is a leading strategic business development advisory firm serving senior executives in pharma, biotech and investment. Prior to the acquisition, Saltzman founded and spent 24 years as president of Defined Health. He also currently serves as investment advisor to Israel Biotech Fund and previously served as a board member for Vidac Pharmaceuticals Ltd. Saltzman earned his degree from New York University.

Saltzman is independent in relation to both Saniona and its management as well as major shareholders. He holds 4,200 shares, 4,000 options in the warrant program 2019/2023 and 77,000 options in the warrant program 2020/2024.

EXECUTIVE MANAGEMENT

Rami Levin, President and Chief Executive Officer (born 1969)

Rami Levin is a seasoned biotech leader with over 24 years of experience in rare diseases and central nervous system disorders. Prior to joining Saniona in January 2020, he most recently served as President of Sobi Inc., the North American affiliate of international rare disease company Sobi. At Sobi, he built and led the North American organization from infancy to a team of approximately 300 employees generating over half a billion USD in annual revenue. Levin's experience in mergers and acquisitions resulted in the successful acquisitions of Gamifant, the first FDA approved treatment for primary hemophagocytic lymphohistiocytosis (pHLH), and Synagis, the only FDA approved prophylaxis for respiratory syncytial virus (RSV). Under his leadership, the Sobi team launched Gamifant and integrated the entire Synagis sales and medical organizations, retaining 100% of the team.

Prior to joining Sobi, Levin held commercial leadership roles of increasing strategic importance for 16 years at Merck Serono in a number of countries, including the U.S., Sweden, Switzerland and Israel. Levin earned his MBA from the Recanati Business School at Tel Aviv University in Israel, majoring in International Marketing, and has a BSc in Biology from Tel Aviv University.

In addition to his current position as President and CEO of Saniona, Levin serves as a member of the Board of Advisors for Life Science Cares.

Levin holds 10,000 shares and 710,313 options in the warrant program 2020/2024 and 1,262,000 options in the warrant program 2020/2031.

Jason A. Amello, Chief Financial Officer (born 1968)

Jason A. Amello has over 25 years of corporate finance experience, contributing to strategic business growth and financial and operational performance. Prior to joining Saniona, he served as Senior Vice President, Chief Financial Officer and Treasurer of Akebia Therapeutics Inc. (Nasdaq:AKBA), where, over a seven-year period, he helped lead Akebia's financing efforts, including its initial public offering, and served as a key advisor for Akebia's merger with Keryx Biopharmaceuticals. During his tenure at Akebia, Amello built out the entire finance organization and was responsible for treasury management, financial planning and budgeting, accounting and reporting, taxation, procurement, facilities, and information technology. Prior to joining Akebia, Amello served as Executive Vice President, Chief Financial Officer and Treasurer of Ziopharm Oncology, Inc. (Nasdaq:ZIOP), and prior to that he held multiple finance leadership positions at Genzyme Corporation, now Sanofi Genzyme, including Senior Vice President, Chief Accounting Officer, and led the Strategic Financial Services group through which he served as a key advisor on all of Genzyme's mergers and acquisitions and other strategic transactions. Earlier in his career, Amello spent 10 years in the business advisory and assurance practice of Deloitte. Amello holds a BS in Accounting from Boston College and is a Certified Public Accountant in the Commonwealth of Massachusetts.

In addition to his current position as Chief Financial Officer of Saniona, Amello currently serves on the Board of Directors of Acer Therapeutics (Nasdaq:ACER), Inc. and the New England Baptist Hospital.

Amello holds 4,200 shares and 829,512 options in the warrant program 2020/2031.

Linea Aspesi, Chief Human Resources Officer (born 1970)

Linea Aspesi has 25 years of human resources leadership experience, with a focus on aligning talent strategies to the business vision, mission and strategy. Prior to joining Saniona, she served as Vice President, Head of Human Resources & Office Management for Sobi in North America, where she supported the company through 5x headcount growth and established and drove cultural transformation strategies in the areas of talent acquisition, integration, retention, development, engagement, total rewards, organizational design, learning and diversity and inclusion. Previously, Aspesi served as Head of Human Resources for the Industrial Affairs organization in the U.S. for Sanofi, where she designed and implemented talent strategies that transformed the organization of approximately 3,000 employees, in the areas of manufacturing plant optimization, inclusive of plant closures and divestitures, business development and expansion. During her tenure at Sanofi, she held HR leadership positions, shaping talent strategies for the Boston Hub R&D organization, the Sanofi Genzyme Specialty Care business unit, of Rare Disease, Oncology, MS, Immunology and the Industrial IS organization. Prior to Sanofi, Aspesi held HR positions at multiple organizations including UMass Memorial Medical Center, Partners Healthcare System Inc., and HealthSouth. In addition, she previously served on the Board of Directors for Partnerships for a Skilled Workforce and for Seaglass Village.

Aspesi holds 4,200 shares and 829,512 options in the warrant program 2020/2031.

EXECUTIVE MANAGEMENT

Rudolf Baumgartner, Chief Medical Officer and Head of Clinical Development (born 1959)

Rudolf Baumgartner is a physician-scientist with a proven track record of leading cross-functional teams through multiple development programs from Investigational New Drug (IND) applications through New Drug Application (NDA) submissions and product approvals. Trained in basic immunology, he has significant expertise across a broad array of therapeutic areas, including inflammation and autoimmune diseases.

Prior to joining Saniona, Baumgartner served as Chief Medical Officer for the Flatley Discovery lab, a non-profit foundation working in the rare disease space of Cystic Fibrosis. Prior to that, he was the Executive Vice President and Chief Medical Officer for Inotek Pharmaceuticals, where he was instrumental in writing the S1 and co-leading the company's IPO. At Inotek, he oversaw clinical development and operations, medical affairs, regulatory affairs, biostatistics, preclinical development, and intellectual property. Before Inotek, Baumgartner held senior-level development positions at Sepracor and Merck & Co. He began his medical career as a clinician-scientist at the National Institutes of Health (NIH), in the Laboratory of Molecular Immunology at the National Heart, Lung, and Blood Institute (NHLBI). He completed his MD at Pennsylvania State University, his residency in Internal Medicine at the University of Michigan, and his fellowship in Pulmonary and Critical Care Medicine at Johns Hopkins University.

Baumgartner holds 8,300 shares and 829,512 options in the warrant program 2020/2031.

Jørgen Drejer, Founder, Chief Scientific Officer and Deputy CEO (born 1955)

Jørgen Drejer is a neurobiologist with more than 30 years of experience in discovering and developing novel approaches to modulate pathways within the brain. His research has led him to found multiple companies and publish more than 75 scientific articles.

Drejer founded Saniona in 2011 and served as founding Chief Executive Officer until January 2020, when he assumed the role of Chief Scientific Officer. Prior to founding Saniona, he co-founded NeuroSearch A/S in 1989, holding various leadership roles including deputy CEO and head of research over a 20-year period in which NeuroSearch became one of the largest European biotechnology companies. Drejer holds a PhD in neurobiology from the University of Copenhagen.

Drejer currently serves as a member of the Board of Directors for Saniona and 2CureX. He is also a Member of the Danish Academy of Engineering Science. He previously served as a member of the Board of Directors for NeuroSearch A/S, Origio A/S, NsGene A/S, Atonomics A/S, Azign Bioscience A/S, Ellegaard Göttingen Minipigs ApS, Force Technology and Monta Biosciences A/S.

Drejer holds 2,354,711 shares and 77,000 options in the warrant program 2020/2024.

Kyle Haraldsen, Chief Technical Operations Officer (born 1978)

Kyle Haraldsen has nearly 20 years of technical operations and manufacturing experience in the biopharmaceutical industry, including in support of U.S. and E.U. product approvals. Prior to joining Saniona in January 2021, he served as the Vice President of Technical Operations and Project Management at AMAG Pharmaceuticals, where over a 7 year period, he led the process and analytical development, manufacturing, supply chain and project management functions. During his time at AMAG, Haraldsen oversaw multiple product launches, line extensions and the integration of two development stage assets.

Previously, Haraldsen served as Senior Director of Manufacturing at Radius Health where he was responsible for the developmental, operational, and budgetary oversight of CMC programs and clinical trial material in support of global Phase 3 and multinational Phase 2 clinical trials. Haraldsen also worked for Avecia Biotechnology and Johnson Matthey Pharma Services.

He holds a B.S. in Chemical Engineering from Northeastern University.

Haraldsen holds 4,200 shares and 228,000 options in the warrant program 2020/2031.

EXECUTIVE MANAGEMENT

Trista Morrison, Chief Communications Officer
(born 1977)

Trista Morrison has nearly 20 years of experience in healthcare public affairs, including strategic communications and patient advocacy. Prior to joining Saniona, she founded the consulting firm PR with Purpose, LLC, to help life science companies and nonprofits communicate with authenticity and transparency. Previously, she served as Vice President of Communications and Patient Advocacy for rare disease company Sobi in North America, where she built both departments and supported milestones including FDA approvals, product launches, acquisitions, significant data disclosures, and growth from 50 to 300 employees. Prior to joining Sobi, Morrison managed corporate, product and employee communications for Ironwood Pharmaceuticals Inc. She previously worked as a reporter for BioWorld Today and held various positions at multiple biotech public relations agencies.

Morrison currently serves on the Board of Directors for the Network of Tyrosinemia Advocates (NOTA) and the Advisory Board of The Termeer Foundation.

Morrison holds 4,200 shares and 829,512 options in the warrant program 2020/2031.

Denelle J. Waynick, Chief Legal Officer
(born 1967)

Denelle Waynick has nearly 30 years of experience advising domestic and international companies in the healthcare and life sciences industries. Prior to joining Saniona in January 2021, Waynick served as Chief Legal Officer and Corporate Secretary at MyoKardia, where she provided strategic and practical counsel to C-suite executives in legal matters, as well as issues impacted by the regulatory and policy environment.

Waynick has also worked as in-house corporate counsel at UCB, Actavis and Schering-Plough, and in corporate law as an Associate and Partner at national and regional law firms. In addition to expertise in corporate, policy, governance and litigation matters, she has served as counsel on a range of global business transactions, including mergers, acquisitions and divestments.

Waynick holds a B.S. in Accounting from Rutgers, the State University of New Jersey-Newark, and a JD from Howard University School of Law.

Waynick holds 4,200 shares and 283,000 options in the warrant program 2020/2031.

Auditors' report on the Corporate Governance Statement

To the general meeting of the shareholders in Saniona AB (publ), corporate identity number 556962-5345

Engagement and responsibility

It is the Board of Directors that is responsible for the Corporate Governance Statement for the fiscal year from January 1, 2020 through December 31, 2020 on pages 1-15 (Annual Report pages 97-106) and that it has been prepared in accordance with the Annual Accounts Act.

The scope of the audit

Our examination has been conducted in accordance with FAR's auditing standard RevU 16 The auditor's examination of the corporate governance statement. This means that our examination of the Corporate Governance Statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

Opinion

A corporate governance statement has been prepared. Disclosures in accordance with Chapter 6, Section 6, second paragraph, points 2-6 of the Annual Accounts Act and Chapter 7, Section 31, second paragraph of the same act are consistent with the annual accounts and the consolidated accounts and are in accordance with the Annual Accounts Act.

Malmö, April 29, 2021

Deloitte AB

Jeanette Roosberg

Authorized Public Accountant