

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.

Proposal for resolution on issue authorization and revocation of previous authorization

The board of directors of Saniona AB, Reg. No. 556962-5345 proposes that the extraordinary shareholders' meeting on 16 January 2024 resolves to authorize the board of directors, 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. The total number of shares that may be issued (alternatively be issued through conversion of convertibles and/or exercise of warrants) may result in a dilution of not more than 20 percent of the total number of shares in the company at the time when the board of directors first exercises the authorization.

In case the authorization is used for an issue with deviation from the shareholders' preferential rights, the issue should be made on market terms. 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.

The authorization corresponds to the authorization resolved at the annual shareholders' meeting on 25 May 2023, however, that the proposed authorization may result in a dilution of not more than 20 percent of the total number of shares in the company at the time when the board of directors first exercises the authorization, instead of a dilution based on the number of outstanding shares at the time of the annual shareholders' meeting. The new authorization shall, after it has been registered with the Swedish Companies Registration Office, replace the previous authorization from the annual shareholders' meeting. The reason why the board of directors now proposes a new authorization is that the authorization has been exercised in connection with a directed share issue in August 2023 and to adapt the authorization to the number of outstanding shares after the rights issue that was resolved upon by the board of directors on 14 December 2023, and which is proposed to be approved in accordance with item 7 on the agenda for the meeting (the "**Rights Issue**").

The resolution presupposes and is conditional upon that the meeting resolves to approve the board of directors' resolution on the Rights Issue in accordance with the board of directors' proposal under item 7 on the agenda for the meeting.

The company's CEO shall be authorized to make such minor formal adjustments of the resolution as might be necessary in connection with registration with the Swedish Companies Registration Office (Sw. Bolagsverket).

For a valid resolution, the proposal has to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the meeting.

Malmö in December 2023

The Board of Directors of Saniona AB (publ)