

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 to authorize the board of directors to issue convertibles

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 to, on one occasion during the period until the next annual shareholders' meeting, with deviation from the shareholders' preferential rights and with or without provisions regarding set-off or other conditions, resolve to issue convertibles at a nominal amount of a maximum of SEK 10 million. The convertibles shall be convertible into shares at a conversion price corresponding to 150 percent of the subscription price per share in the rights issue of units consisting of shares and warrants which is proposed to be approved according to item 7 in the notice to the extraordinary general meeting.

The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights is to enable an issue of convertibles to Formue Nord Fokus A/S ("**Formue**") as part of the restructuring of the company's existing loan agreement with Formue as described in the company's press release from 14 December 2023.

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.

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

The company's CEO shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (Sw. Bolagsverket).

Malmö in December 2023

The Board of Directors of Saniona AB (publ)