

*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 shares and warrants**

In order to enable the issuance of units consisting of shares and warrants as underwriting compensation to those who have entered into underwriting commitments (the "**Guarantors**") to secure the rights issue of units that was resolved upon by the board of directors on 14 December 2023, and which is proposed to be approved under item 7 at the agenda to the extraordinary general meeting (the "**Rights Issue**"), 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, for the period until the next annual shareholders' meeting, on one or several occasions, with deviation from the shareholders' preferential rights and with or without provisions regarding set-off or other conditions, to resolve on issue of shares and warrants to the Guarantors.

Upon exercise of the authorization, the terms and conditions for units shall be the same as in the Rights Issue, meaning that each unit shall consist of two (2) shares and one (1) warrant series TO 4, however, the subscription price per unit shall correspond to the volume-weighted average share price of the company's share on Nasdaq Stockholm during the subscription period in the Rights Issue (i.e. during the period 22 January 2024 – 5 February 2024), multiplied by two (2), but never lower than the subscription price in the Rights Issue.

The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights is to be able to carry out an issue of units as underwriting compensation to the Guarantors. The number of shares and warrants that may be issued pursuant to the authorization may not exceed the total number of shares and warrants corresponding to the agreed underwriting fee that the company has to pay to the Guarantors.

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.

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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).

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Malmö in December 2023

The Board of Directors of Saniona AB (publ)