

*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 by the Board of Directors of Saniona AB on amendment of the Articles of Association**

The board of directors of Saniona AB, Reg. No. 556962-5345, proposes that the annual shareholders' meeting on 26 May 2021 resolves to amend the company's Articles of Association in accordance with the following.

### **§ 4 Share capital and number of shares**

#### *Current wording*

The share capital shall be not less than SEK 1,470,000 and not more than SEK 5,880,000. The number of shares shall be not less than 29,400,000 shares and not more than 117,600,000 shares.

#### *Proposed wording*

The share capital shall be not less than SEK 3,115,000 and not more than SEK 12,460,000. The number of shares shall be not less than 62,300,000 shares and not more than 249,200,000 shares.

Following the amendment, the Articles of Association will have the wording set out in **Appendix A**.

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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 annual shareholders' meeting.

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Malmö in April 2021

The Board of Directors of Saniona AB (publ)

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## Appendix A

### ARTICLES OF ASSOCIATION

#### **§ 1 Company name**

The company name is Saniona AB. The company is a public company (publ).

#### **§ 2 Registered office**

The Board of Directors shall have its registered office in Malmö.

#### **§ 3 Object of the company**

The object of the company's business shall be to develop pharmaceuticals and to pursue other business related thereto and to own and manage shares.

#### **§ 4 Share capital and number of shares**

The share capital shall be not less than SEK 3,115,000 and not more than SEK 12,460,000. The number of shares shall be not less than 62,300,000 shares and not more than 249,200,000 shares.

#### **§ 5 Board of Directors**

The Board of Directors shall consist of not less than three and not more than eight members.

#### **§ 6 Auditors**

The company shall have 1-2 auditors with not more than 2 deputy auditors or a registered public accounting firm.

#### **§ 7 Notice of general meeting**

Notice of a general meeting shall be announced in the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*) and on the company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet.

#### **§ 8 Notification to general meeting**

Right to attend the general meeting vest in those shareholders who have notified the company by the date specified in the notice, including the number of advisors. This day may not be a Sunday, public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and shall not occur earlier than on the fifth weekday before the general meeting.

#### **§ 9 Opening of the general meeting**

The Chairman of the Board or the person appointed by the Board of Directors shall open the general meeting and chair the proceedings until a Chairman of the meeting is elected.

#### **§ 10 Annual general meeting**

The annual general meeting shall be held annually within six months after the end of the financial year.

The following matters shall be addressed at the annual general meeting.

1. Election of Chairman of the meeting;

2. Preparation and approval of voting list;
3. Approval of the agenda of the meeting;
4. Election of one or two persons to verify the minutes;
5. Determination of whether the meeting has been duly convened;
6. Presentation of the annual report and the auditor's report and, if applicable, the consolidated annual report and the consolidated auditor's report;
7. Resolutions regarding
  - a) adoption of the income statement and the balance sheet and, if applicable, the consolidated income statement and the consolidated balance sheet,
  - b) appropriation of the company's profit or loss in accordance with the adopted balance sheet,
  - c) discharge of the members of the Board of Directors and the Chief Executive Officer from liability;
8. Determination of remuneration to be paid to the members of the Board of Directors and the auditors;
9. Election of the members of the Board of Directors and registered public accounting firm or auditor;
10. Other matters to be dealt with at the meeting pursuant to the Swedish Companies Act or the company's articles of association.

#### **§ 11 Financial year**

The financial year of the company shall be calendar year.

#### **§ 12 Record day provision**

The company's shares shall be registered in a record day register pursuant to the Swedish Central Securities Depositories and Financial Instruments Act (SFS 1998:1479).

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