

PRESS RELEASE

23 May 2017

BULLETIN FROM THE ANNUAL SHAREHOLDERS' MEETING ON MAY 23, 2017 IN SANIONA AB (PUBL)

Today, on May 23, 2017, an annual shareholders' meeting was held in Saniona AB (publ). A summary of the resolutions adopted follows below. All resolutions were adopted with the necessary majority of votes.

Resolution on adoption of accounts and distribution of the company's profit

The annual shareholders' meeting resolved to adopt the profit and loss statement and balance sheet as well as the consolidated profit and loss statement and consolidated balance sheet. The annual shareholders' meeting also resolved to distribute the company's result in accordance with the proposal from the board in the annual report meaning that no dividends are paid for the financial year 2016 and that available funds are carried forward to a new account.

Discharge from liability for the board of directors and the CEO

The annual shareholders' meeting resolved to discharge the board of directors and the CEO from liability for the financial year 2016.

Election of board members and auditor as well as remuneration for the board members and auditor

The annual shareholders' meeting resolved, in accordance with the proposal from the Nomination Committee, to re-elect Claus Braestrup, Leif Andersson, Jørgen Drejer and Carl Johan Sundberg as ordinary board members. Claus Braestrup was re-elected as Chairman of the board. Remuneration to the board shall be paid with SEK 110,000 to Carl Johan Sundberg, whereas no remuneration shall be paid to other board members.

Furthermore, the annual shareholders' meeting resolved, in accordance with the proposal from the Nomination Committee, to re-elect Deloitte AB as the accounting firm and that the remuneration for the auditor shall be paid in accordance with customary norms and approved invoice. Deloitte AB has notified that the certified accountant Elna Lembrér Åström will continue to be the auditor in charge.

Resolution on instruction and charter for the Nomination Committee

The 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 comprise three members, which should be representative for the two largest shareholders as of last September, together with the Chairman of the board. Furthermore, an instruction and charter for the Nomination Committee was adopted.

Determination of Remuneration Policy for senior executives

The annual shareholders' meeting resolved, in accordance with the proposal from the board, to adopt a Remuneration Policy for determination of salary and other conditions for the CEO and other senior executives.



Resolution on authorization for the board of directors regarding new issues

The annual shareholders' meeting resolved, in accordance with the proposal from the board, to authorize the board to, at one or several occasions, during the time up until the next annual shareholders' meeting, with or without deviation from the shareholders' preferential rights, resolve to issue shares, convertibles and/or warrants. A new 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 a new issue with deviation from the shareholders' preferential rights, the number of shares, that may be issued or alternatively be issued through conversion of convertibles or by exercise of warrants, shall not exceed 30 per cent of the total number of existing shares in the company at the time of the annual shareholders' meeting and 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 as well as to enable new issues to industrial partners within the framework of partnerships and alliances.

Resolution on (a) employee option program; and (b) directed issue of warrants and approval of transfer of warrants

The annual shareholders' meeting resolved, in accordance with the proposal from the board, to adopt an employee option program for certain employees and key consultants who are active within the Saniona Group in Denmark.

The program implies that a maximum of 38,750 employee options shall be offered to certain employees and key consultants who are active within the Saniona Group in Denmark. The holders shall be entitled to exercise allotted and vested employee options during 30 days from the day following after the announcement of the company's quarterly reports, or for full year, the year-end report, the first time after the announcement of the quarterly report for the first quarter of 2021 and the last time after the announcement of the quarterly report for the third quarter of 2022. If the company does not render any quarterly report or year-end report after the end of any calendar quarter, the allotted and vested employee options may instead be exercised during the last month of the following calendar quarter, the first time in June 2021 and the last time in December 2022. Each employee option entitles the holder a right to acquire one new share in the company against cash consideration at a subscription price amounting to 100 per cent of the average closing price of the company's share on Nasdaq First North Premier during ten trading days after the 2017 annual shareholders' meeting. The employee options shall be allotted without consideration, and the employee options shall not constitute securities and shall not be able to be transferred or pledged.

In order to enable the company's delivery of shares under the employee option program, the annual shareholders' meeting resolved to issue a maximum of 38,750 warrants to a subsidiary within the Saniona Group in Denmark. The warrants may thereafter be transferred to the participants in the employee option program without consideration in connection with the exercise of employee options. The purpose of the employee option program is to secure a long term commitment for the employees and key consultants within the Saniona Group through a compensation system which is linked to the Company's future value growth. In case all warrants under the employee option program are exercised, a total of 38,750 shares will be issued, which corresponds to a dilution of approximately 0.19 per cent of the Company's share capital and votes.



Malmö on May 23, 2017

Saniona AB (publ)

For more information, please contact

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The information was submitted for publication, through the agency of the contact person set out above, at 17:40 CET on 23 May 2017.

About Saniona

Saniona is a research and development company focused on drugs for diseases of the central nervous system, autoimmune diseases, metabolic diseases and treatment of pain. The company has a significant portfolio of potential drug candidates at pre-clinical and clinical stage. The research is focused on ion channels, which makes up a unique protein class that enables and controls the passage of charged ions across cell membranes. Saniona has ongoing collaboration agreements with Boehringer Ingelheim GmbH, Proximagen Ltd., Productos Medix, S.A de S.V and Luc Therapeutics Inc. Saniona is based in Copenhagen, Denmark, where it has a research center of high international standard. Saniona is listed at Nasdaq First North Premier and has about 5,000 shareholders. Pareto Securities is Certified Advisor for Saniona. The company's share is traded under the ticker SANION. Read more at www.saniona.com.