

PRESS RELEASE

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Bulletin from the Saniona AB annual shareholders' meeting on May 28, 2025

Today, on May 28, 2025, the annual shareholders' meeting was held in Saniona AB. A summary of the adopted resolutions follows below.

Resolution on adoption of accounts and distribution of the company's result for 2024

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 for 2024. The annual shareholders' meeting also resolved to distribute the company's result in accordance with the proposal from the board of directors, meaning that no dividends are paid for the financial year 2024 and that available funds are carried forward to a new account.

Discharge from liability for the board members and the CEO

The annual shareholders' meeting resolved to discharge the board members and the CEO from liability for the financial year 2024.

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 Jørgen Drejer, Anna Ljung, Carl Johan Sundberg and John Haurum as ordinary board members. John Haurum was elected as new chairman of the board and Jørgen Drejer was elected as new deputy chairman of the board. The previous board member Pierandrea Muglia was not available for re-election.

Furthermore, the annual shareholders' meeting resolved, in accordance with the proposal from the Nomination Committee, that remuneration to the board shall be paid with SEK 700,000 to the chairman of the board and with SEK 300,000 to each of the members of the board, who are not employed by Saniona or any of its subsidiaries. Furthermore, it was resolved that remuneration for committee work shall be paid with SEK 100,000 to the chairman of the Audit Committee, with SEK 50,000 to each of the other members of the Audit Committee, with SEK 50,000 to the chairman of the Remuneration Committee, and with SEK 30,000 to each of the other members of the Remuneration Committee, provided that no remuneration for committee work shall be paid to members of the board, who are employed by Saniona or any of its subsidiaries.

Furthermore, the annual shareholders' meeting resolved, in accordance with the proposal from the Nomination Committee, to re-elect Öhrlings PricewaterhouseCoopers AB as auditor and that the remuneration for the auditor shall be paid in accordance with customary norms and approved invoice. Öhrlings PricewaterhouseCoopers AB has notified that the certified accountant Cecilia Andrén Dorselius 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 be comprised of three members, which shall be the chairman of the board of directors and two members appointed by the two largest shareholders as of last September. Furthermore, an instruction and charter for the Nomination Committee was adopted.

Resolution on remuneration of the Nomination Committee for work ahead of the annual shareholders' meeting in 2026

The annual shareholders' meeting resolved, in accordance with the proposal from the Nomination Committee, that remuneration should be paid to the members of the Nomination Committee for the work up and until the annual shareholders' meeting to be held in 2026 with SEK 30,000 to each member, who is not also a board member.

Resolution on approval of remuneration report

The annual shareholders' meeting resolved to approve the board of directors' remuneration report for the financial year 2024.

Resolution on authorization for the board of directors regarding issues

The annual shareholders' meeting resolved in accordance with the proposal from the board of directors 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) shall not exceed 27,217,677, which corresponds to approximately 20 per cent of the current number of shares in the company. 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.

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 of directors, to adopt an employee option program for the company's CEO, other senior executives, other employees and consultants in the company. The annual shareholders' meeting also resolved on directed issue of warrants and approval of transfer of warrants.

The program implies that a maximum of 2,160,000 employee options in total shall be offered to the participants. The allotted employee options will vest with 1/3 each on the date that falls 12, 24 and 36 months, respectively, following the date of allotment. The holders shall be entitled to exercise allotted and vested employee options during the period starting on the date that falls 3 years after the allotment date and ending on the date that falls 4 years after the allotment date. 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 130 per cent of the volume weighted average share price of the company's share on Nasdaq Stockholm during the 10 trading days immediately prior to the annual shareholders' meeting on 28 May 2025, however not less than the share's quota value. The employee options shall be allotted without consideration, 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 2,160,000 warrants to the company or a subsidiary within the Saniona Group. 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 employees and consultants in the company which is linked to the company's future value growth. In case all warrants under the employee option program are exercised, a total of 2,160,000 shares will be issued, which corresponds to a dilution of approximately 1.54 per cent of the company's share capital and votes after full dilution, calculated on the number of shares that will be added upon full exercise of all warrants issued in relation to the program as well as full exercise of all outstanding convertibles in the company held by Fenja Capital II A/S.

Malmö on May 28, 2025

Saniona AB (publ)

For more information, please contact

Thomas Feldthus, CEO, +45 22109957; thomas.feldthus@saniona.com

About Saniona

Saniona (OMX: SANION) is a clinical-stage biopharmaceutical company focused on neurological and psychiatric diseases. Its internal pipeline includes SAN2219 and SAN2355 for epilepsy and SAN2465 for major depressive disorder. Saniona has two strategic collaborations: one with Acadia Pharmaceuticals, which has licensed worldwide rights to ACP-711 and is preparing it for Phase 2 in essential tremor, and one with Productos Medix, which holds the rights to tesofensine for obesity in Mexico and Argentina and has submitted a market authorization application in Mexico. Saniona also has two clinical programs available for partnership: Tesomet™, ready for Phase 2b in rare eating disorders, and SAN903, ready for Phase 1 in inflammatory bowel disease. Saniona's partners also include Boehringer Ingelheim, AstronauTx, and Cephagenix. Based in Copenhagen, Saniona is listed on Nasdaq Stockholm Main Market.

For more information, visit www.saniona.com.

Attachments

[Bulletin from the Saniona AB annual shareholders' meeting on May 28, 2025](#)