

Indkaldelse til ordinær generalforsamling i:

SCANDION ONCOLOGY A/S

(CVR-nr. 38 61 33 91)

("Selskabet")

til afholdelse

onsdag, den 27. maj 2020, kl. 16.00

på Selskabets kontor, Fruebjergvej 3, 2100 København.

På grund af COVID-19 henstiller bestyrelsen til, at ingen aktionærer deltager fysisk på generalforsamlingen men i stedet afgiver fuldmagt til bestyrelsen, brevstemmer eller deltager elektronisk i generalforsamlingen via Microsoft Teams. Se yderligere oplysninger herom afslutningsvist i denne indkaldelse.

Dagsorden

1. Valg af dirigent.
2. Bestyrelsens beretning om Selskabets virksomhed i det forløbne år.
3. Fremlæggelse af den reviderede årsrapport til godkendelse.
4. Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport.
5. Valg af medlemmer til bestyrelsen.
6. Valg af revisor.
7. Forslag om bemyndigelse af bestyrelsen til at foretage en eller flere kapitalforhøjelser.
8. Forslag om bemyndigelse af bestyrelsen til at udstede warrants.
9. Forslag om at indføre en frivillig ordning for medarbejderrepræsentation i Selskabet.
10. Eventuelt indkomne forslag.

Notice of ordinary general meeting in:

SCANDION ONCOLOGY A/S

(CVR no. 38 61 33 91)

(the "Company")

to be held on

Wednesday 27 May 2020, at 4.00 PM

at the offices of the Company, Fruebjergvej 3, 2100 København, Denmark.

Due to COVID-19 the Board of Directors urges that no shareholder attends the general meeting physically but instead issues a power of attorney to the Board of Directors, vote by correspondence or participates in the general meeting through Microsoft Teams. See further details at the end of this notice.

Agenda

1. Election of chairman.
2. The Board of Directors' report on the Company's business in the past year.
3. Presentation of the revised annual report for approval.
4. Decision regarding use of surplus or coverage of losses according to the approved annual report.
5. Election of members to the Board of Directors.
6. Election of auditor.
7. Proposal to authorize the Board of Directors to make one or more capital increases.
8. Proposal to authorize the Board of Directors to issue warrants.
9. Proposal to adopt a voluntary arrangement for employee representation in the Company.
10. Any suggestions received.

Det samlede antal stemmer/stemmerettigheder pr. indkaldelsesdagen er 19.052.241.

The total number of votes as of the date of this notice is 19,052,241.

Ad 3 Fremlæggelse af den reviderede årsrapport til godkendelse.

Re 3 Presentation of the revised annual report for approval

Årsrapporten som godkendt af Selskabets bestyrelse indstilles til godkendelse af generalforsamlingen.

The annual report as approved by the Board of Directors will be presented to the general meeting for approval.

Ad 4 Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport

Re. 4 Decision regarding use of surplus or coverage of losses according to the approved annual report

Underskuddet for 1. januar 2019 – 31. december 2019 på DKK 12.183.591 foreslås af bestyrelsen overført til næste år.

The Board of Directors proposes that the result for the period 1 January 2019 – 31 December 2019, minus DKK 12,183,591, is carried forward to the following year.

Ad 5 Valg af medlemmer til bestyrelsen

Re. 5 Election of members to the Board of Directors

Bestyrelsen foreslår genvalg af den eksisterende bestyrelse (Peter Høngård Andersen, Jørgen Vilhelm Løvenørn Bardenfleth, Carl Arne Krister Borreback, Thomas Feldthus og Christian Vinding Thomsen) samt nyvalg af Bo Rode Hansen, hvis CV er vedlagt som **bilag 1**.

The Board of Directors proposes that the existing Board of Directors is re-elected (Peter Høngård Andersen, Jørgen Vilhelm Løvenørn Bardenfleth, Carl Arne Krister Borreback, Thomas Feldthus, and Christian Vinding Thomsen) and that Bo Rode Hansen, whose CV is attached as **schedule 1**, is elected as a new board member.

Ad 6 Valg af revisor

Re. 6 Election of auditor

Bestyrelsen foreslår genvalg af den nuværende revisor (Deloitte Statsautoriseret Revisionspartnerselskab).

The Board of Directors proposes that the existing auditor (Deloitte Statsautoriseret Revisionspartnerselskab) is re-elected.

Ad 7 Forslag om bemyndigelse af bestyrelsen til at foretage en eller flere kapitalforhøjelser

Bestyrelsen foreslår, at generalforsamlingen bemyndiger bestyrelsen til ad én eller flere gange at træffe beslutning om kapitalforhøjelse i henhold til selskabslovens § 155 ved udbud af Selskabets kapitalandele til offentligheden på Spotlight Stock Market.

Under henvisning til selskabslovens § 155 oplyses det:

- at bemyndigelsen skal være gældende indtil førstkommende ordinære generalforsamling,
- at der ved bemyndigelsen maksimalt kan gennemføres en eller flere kapitalforhøjelser på indtil nominelt DKK 350.000 (svarende til ca. 25% af Selskabets nuværende selskabskapital),
- at de nye kapitalandele skal tegnes til markedskursen som fastsat af bestyrelsen (evt. med markedsmæssig emissionsrabat),
- at de nye kapitalandele skal indbetales fuldt ud,
- at de nye kapitalandele skal tilhøre den samme klasse, som de eksisterende kapitalandele,
- at de nye kapitalandele kan tegnes uden fortegningsret for Selskabets eksisterende kapitalejere, og der ikke skal gælde indskrænkninger i de nye

Re. 7 Proposal to authorize the Board of Directors to make one or more capital increases

The Board of Directors proposes that the general meeting authorizes the Board of Directors to decide, at one or more occasions, a capital increase pursuant to section 155 of the Danish Companies Act by offering the Company's shares to the public at the Spotlight Stock Market.

With reference to Section 155 of the Danish Companies Act, it was stated:

- that the authorization shall be valid until the next ordinary general meeting,
- that pursuant to the authorization, one or more capital increases can be carried out, whereby an aggregate capital increase of up to nominally DKK 350,000 (equal to approx. 25% of the Company's current share capital) can be contributed to the Company by issuance of new shares,
- that the new shares are to be subscribed for at a price equal to the market price as determined by the Board of Directors (possibly with a market-based emission discount),
- that the new shares shall be paid in full,
- that the new shares shall belong to the same share class as the existing shares,
- that the new shares can be subscribed without pre-emption rights for the Company's existing shareholders and there shall be no restrictions on the

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| <p>kapitalandeleles fortegningsret ved fremtidige kapitalforhøjelser,</p> <ul style="list-style-type: none"> - at der gælder ingen indskrænkninger i kapitalandelenes omsættelighed, - at ingen kapitalejer skal være forpligtet til at lade sine kapitalandele indløse, - at kapitalandelene er omsætningspapirer. De skal noteres på navn og registreres i Selskabets ejerbog som føres af VP Securities A/S, - at de nye kapitalandele giver ret til udbytte og andre rettigheder i Selskabet fra datoen, hvor kapitalandelene er fuldt indbetalt, og - at kapitalforhøjelsen skal gennemføres ved kontantindskud. | <p>pre-emptive rights of the new shares in future capital increases,</p> <ul style="list-style-type: none"> - that there shall be no restrictions on the transferability of the new shares, - that no shareholder must be obliged to redeem its shares, - that the new shares are negotiable instruments. The new shares must be registered shares and must be registered in the Company's register of shareholders, which is held by VP Securities A/S, - that the new shares give right to dividends and other rights in the Company from the date when the shares have been paid in full, and - that the capital increase shall be effected by cash payment. |
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Som konsekvens heraf foreslår bestyrelsen, at bemyndigelsen indgår i Selskabets vedtægter under pkt. 3.7 (der henvises til **bilag 2**).

As a consequence hereof the Board of Directors proposes that the authorization is included in the Company's articles of association under item 3.7 (reference is made to **schedule 2**).

Ad 8 Forslag om bemyndigelse af bestyrelsen til at udstede warrants.

Re. 8 Proposal to authorize the Board of Directors to issue warrants.

Bestyrelsen foreslår, at generalforsamlingen bemyndiger bestyrelsen til ad én eller flere gange at træffe beslutning om udstedelse af warrants til Selskabets direktion, medarbejdere og bestyrelse i henhold til selskabslovens § 155, der giver ret til tegning af kapitalandele i Selskabet.

The Board of Directors proposes that the general meeting authorizes the Board of Directors to decide, at one or more occasions, to issue warrants to the Company's executive board, employees and Board of Directors pursuant to section 155 of the Danish Companies Act which give the right to subscribe shares in the Company.

Under henvisning til selskabslovens § 155 oplyses det:

With reference to Section 155 of the Danish Companies Act, it was stated:

- at bemyndigelsen skal være gældende indtil førstkommende ordinære generalforsamling,
 - at én warrant giver indehaveren ret til at tegne én kapitalandel à nominelt DKK 0,0735,
 - at der maksimalt på baggrund af de udstedte warrants kan gennemføres en kapitalforhøjelse på indtil nominelt DKK 98.023, svarende til:
 - 1) 7,00% af Selskabets nuværende selskabskapital,
 - 2) 6,22% af Selskabets selskabskapital ved udnyttelse af de warrants, der fremgår af vedtægternes punkt 4.1, som senest skal være udnyttet 1. oktober 2020, og
 - 3) 5,86% af Selskabets selskabskapital på fuldt udvandet basis, dvs. ved udnyttelse af (i) de warrants, der fremgår af vedtægternes punkt 4.1, og (ii) de warrants, der fremgår af nærværende dagsordenspunkt 8.
 - at de nye kapitalandele skal tegnes til + / - 10% af børskursen på Spotlight Stock Market på Selskabets kapitalandele på tidspunktet for udstedelsen af warrants som fastsat af bestyrelsen,
 - at de nye kapitalandele skal indbetales fuldt ud,
 - at de nye kapitalandele skal tilhøre den samme klasse, som de eksisterende kapitalandele,
- that the authorization shall be valid until the next ordinary general meeting,
 - that one warrant gives the holder the right to subscribe for 1 share of nominally DKK 0.0735,
 - that the maximum capital increase to be subscribed on the basis of the warrants amounts to nominally DKK 98,023, corresponding to:
 - 1) 7.00% of the Company's current share capital,
 - 2) 6.22% of the Company's share capital by exercise of the warrants set out in clause 4.1 of the articles of association, such warrants to be exercised no later than 1 October 2020, and
 - 3) 5.86% of the Company's share capital on a fully diluted basis, i.e. by exercise of (i) the warrants set out in clause 4.1 of the articles of association and (ii) the warrants comprised by the proposal in this item 8 of the agenda.
 - that the new shares are to be subscribed for at a price equal to +/- 10% of the trading price of the Company's shares at Spotlight Stock Market at the time of issuance of the warrants as determined by the Board of Directors,
 - that the new shares shall be paid in full,
 - that the new shares shall belong to the same share class as the existing shares,

- at warrants og de nye kapitalandele kan tegnes uden fortegningsret for Selskabets eksisterende kapitalejere, og der ikke skal gælde indskrænkninger i de nye kapitalandele fortegningsret ved fremtidige kapitalforhøjelser,
- at der gælder ingen indskrænkninger i kapitalandelens omsættelighed,
- at ingen kapitalejer skal være forpligtet til at lade sine kapitalandele indløse,
- at kapitalandelene er omsætningspapirer. De skal noteres på navn og registreres i Selskabets ejerbog som varetages af VP Securities A/S,
- at de nye kapitalandele giver ret til udbytte og andre rettigheder i Selskabet fra datoen, hvor kapitalandelene er fuldt indbetalt, og
- at kapitalforhøjelsen skal gennemføres ved kontantindskud.
- that the warrants new shares can be subscribed without pre-emption rights for the Company's existing shareholders and there shall be no restrictions on the pre-emptive rights of the new shares in future capital increases,
- that there shall be no restrictions on the transferability of the new shares,
- that no shareholder must be obliged to redeem its shares,
- that the new shares are negotiable instruments. The new shares must be registered shares and must be registered in the Company's register of shareholders, which is held by VP Securities A/S,
- that the new shares give right to dividends and other rights in the Company from the date when the shares have been paid in full, and
- that the capital increase shall be effected by cash payment.

Som konsekvens heraf foreslår bestyrelsen, at bemyndigelsen indgår i Selskabets vedtægter under pkt. 4.3.

As a consequence hereof the Board of Directors proposes that the authorization is included in the Company's articles of association under item 4.3.

Ad 9 Forslag om at indføre en frivillig ordning for medarbejderrepræsentation i Selskabet

Bestyrelsen foreslår at indføre en frivillig ordning for medarbejderrepræsentation i Selskabet, der medfører, at der som nyt punkt 9.2 i Selskabets vedtægter indsættes følgende bestemmelse:

Re. 9 Proposal to adopt a voluntary arrangement for employee representation in the Company

The Board of Directors proposes to adopt a voluntary arrangement for employee representation in the Company which entails that the following wording is inserted as a new section 9.2 in the Company's articles of association:

"Udover de generalforsamlingsvalgte bestyrelsesmedlemmer kan medarbejderne i Selskabet vælge én medarbejderrepræsentant til Selskabets bestyrelse efter en frivillig ordning om medarbejderrepræsentation, jf. den til enhver tid gældende bekendtgørelse om medarbejderrepræsentation i aktie- og anpartsselskaber."

Ad 10 Eventuelt indkomne forslag

Ingen forslag modtaget.

Registreringsdatoen

Registreringsdatoen er den 19. maj 2020. Kun de, der er aktionærer på denne dato har ret til at deltage i og afgive stemme på generalforsamlingen.

Adgangskort

For at deltage fysisk eller elektronisk i generalforsamlingen og dermed at kunne afgive stemme på generalforsamlingen skal en aktionær senest 3 dage før generalforsamlingen have anmodet om adgangskort, jf. vedtægternes § 7.5. Henvendelse herom skal ske til Carit Jacques Andersen, e-mail cja@scandiononcology.com. Anmodningen skal senest være modtaget fredag den 22. maj 2020, kl. 23.59.

En aktionær har også mulighed for at anmode om adgangskort til en fuldmægtig, der giver fysisk møde på aktionærens vegne. Anmodningen skal ske efter ovenstående retningslinjer. Aktionæren skal i givet fald udfylde og underskrive den fuldmagts- og brevstemmeblanket, der vedlægges som **bilag 3**, og som findes på Selskabets hjemmeside www.scandiononcology.com. Fuld-

"In addition to the members of the Board of Directors elected by the general meeting, the employees of the Company may elect one employee representative to the Company's Board of Directors in accordance with the executive order of a voluntary employee representation scheme in public and private companies in force from time to time."

Re. 10 Any suggestions received

No suggestions received.

Registration date

The registration date is 19 May 2020. Only those who are shareholders on this date have the right to participate in and vote at the general meeting.

Admission card

In order to attend the general meeting in person or electronically and thus to be able to vote at the general meeting, a shareholder must, no later than 3 days before the general meeting, request an admission card, cf. section 7.5 of the articles of association. Such request must be made to Carit Jacques Andersen, e-mail cja@scandiononcology.com. The request must be received no later than Friday, 22 May 2020, at 11.59 PM (CET).

A shareholder has also the possibility of requesting an admission card for a proxy holder that gives a physical meeting on behalf of the shareholder. The request must be made according to the above guidelines. The shareholder must fill in and sign the proxy and postal voting form, enclosed as **schedule 3** and which also can be found on the Company's website www.scandiononcology.com. The proxy must bring the admission card and

mægtigen skal medbringe adgangskortet og den originale blanket på generalforsamlingen.

Elektronisk deltagelse

Elektronisk deltagelse i generalforsamlingen sker via Microsoft Teams.

På Selskabets hjemmeside findes nærmere information om fremgangsmåden i forbindelse med elektronisk deltagelse i generalforsamlingen.

Ved elektronisk deltagelse er det den enkelte aktionærs eget ansvar at sikre, at aktionæren har en mobiltelefon eller en computer med en web browser, samt at aktionæren har en tilstrækkelig og funktionel internetopkobling til rådighed på tidspunktet for generalforsamlingens afholdelse.

Nominee

For at kunne deltage på generalforsamlingen skal kapitalejere, hvis kapitalandele er registreret i en nominee's navn, midlertidigt genregistrere deres kapitalandele i deres eget navn i Selskabets ejerbog. Sådant registrering skal fremgå af ejerbogen tirsdag den 19. maj 2020, og aktionærene skal derfor give besked til deres nominee i god tid forinden.

Spørgsmål

Aktionærene har ret til at stille spørgsmål til dagsordenen om de emner, der skal behandles på generalforsamlingen. Spørgsmålene kan stilles skriftligt inden generalforsamlingen eller på generalforsamlingen. Besvarelsen vil – med de begrænsninger, der følger af lovgivningen - om muligt ske på generalforsamlingen eller blive gjort tilgængelige for aktionærene senest 2 uger efter generalforsamlingen.

COVID-19

Grundet COVID-19 situationen, bliver en-

the original form at the general meeting.

Electronic participation

Electronic participation in the General Meeting takes place through Microsoft Teams.

At the Company's homepage information is available on the procedure in connection with electronic participation in the General Meeting.

For electronic participation, each shareholder is responsible for ensuring that the shareholder has a mobile phone or a desktop device with a web browser and that the shareholder has an adequate and functioning internet connection available at the time of the General Meeting.

Nominee

To be entitled to participate in the general meeting, shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own names in the share register. Such registration must be duly effected in the share register on Tuesday, 19 May 2020, and the shareholders must therefore advise their nominees well in advance of such date.

Questions

The shareholders have the right to ask questions in relation to the issues on the agenda to be discussed at the general meeting. The questions can be made in writing before the general meeting or at the general meeting. The answer will - with the limitations that follow from the legislation - if possible be made at the general meeting or be made available to the shareholders no later than two weeks after the general meeting.

COVID-19

Due to the COVID-19 situation, any share-

hver aktionær med tegn på smitte henvist til at deltage elektronisk. Endvidere kan de danske myndigheders tiltag medføre, at aktionærer henvises til at deltage elektronisk.

Materiale

Alt materiale nævnt i denne indkaldelse kan rekvireres hos Carit Jacques Andersen, e-mail cja@scandiononcology.com. Materialet vil alene blive fremsendt pr. e-mail, hvorfor e-mailadresse skal angives.

Bilag 1: CV for Bo Rode Hansen

Bilag 2: Forslag til vedtægtsændringer

Bilag 3: Fuldmagts stemmeblanket

holder showing any symptoms will be referred to participate electronically. Furthermore, the Danish authorities' measures may lead to shareholders being referred to participate electronically.

Material

All material mentioned in this notice can be obtained from Carit Jacques Andersen, e-mail cja@scandiononcology.com. The material will only be forwarded by e-mail, and thus the e-mail address must be specified.

Schedule 1: CV for Bo Rode Hansen

Schedule 2: Proposal to amendments of articles of association

Schedule 3: Power of attorney

SCANDION ONCOLOGY A/S
På vegne af bestyrelsen / On behalf of the Board of Directors

Peter Høngård Andersen, formand / chairman

Schedule 1: CV for Bo Rode Hansen

Bo Rode Hansen holds a MSc, Ph.D. in Biochemistry from Copenhagen University and an Executive MBA from the Henley Business School in the UK and training from London Business School.

Bo Rode Hansen has transformational leadership experience in the biotech and pharmaceutical industry since 2000. During his career, Bo has served in different executive leader positions. Bo has a large global network of pharma decision makers and executives.

Bo is currently the CEO & President of Genevant Sciences in Cambridge, MA, USA. Genevant is a leading RNA therapeutics company formed in April 2018. The company has more than 50 employees, has raised more than \$40M and has three drugs approaching IND.

Previously, Bo was the General Manager (CEO) of Roche Innovation Center Copenhagen (RICC) - one of 6 Innovation Centers in Roche. Bo also served as Global Head of RNA Therapeutics (RTR) at Roche Pharmaceutical Research and Early Development (pRED) in Basel, CH. Bo headed the global RNA Therapeutics Research (RTR) organization, defined and executed strategies for the RNA therapeutics business unit in Roche and was member of several internal governance committees. Bo was a Director on the Board of RICC (former Santaris Pharma).

Prior to that Bo was an Executive in Santaris Pharma A/S, a Danish biotech, which was acquired by Hoffmann-La Roche (\$450 M) in 2014. Bo joined Santaris at the foundation of the company in 2003 and held different positions. Bo served as an executive and VP, Drug Discovery & Alliance. He chaired the Santaris R&D Operational Committee and led partnerships with e.g. Pfizer, BMS, GSK, Shire and Roche.

Bo has experience throughout the value chain of the life-science business space including General management, R&D, BD, Financing, IPO, M&A and building culture from both Start up, Biotech and large Pharmaceutical players. Bo has been central in building companies to the next level and defining and implementing corporate strategies, business plans, R&D strategies in the therapeutic areas of e.g. rare diseases, oncology, metabolic and inflammatory diseases.

Bilag 2 / Schedule 2: FORSLAG TIL VEDTÆGTSÆNDRINGER / PROPOSAL TO AMENDMENTS OF ARTICLES OF ASSOCIATION

Forslag til nyt punkt 3.7 i vedtægterne

Generalforsamlingen har den 27. maj 2020 besluttet at bemyndige bestyrelsen til ad en eller flere gange i perioden fra den 27. maj 2020 og indtil datoen for Selskabets ordinære generalforsamling, der afholdes i 2021, uden fortegningsret for Selskabets eksisterende aktionærer at forhøje Selskabets aktiekapital ad én eller flere gange med i alt op til nominelt DKK 350.000. Kapitalforhøjelsen skal ske til markedskurs som fastsat af bestyrelsen (evt. med markedsmæssig emissionsrabat) og skal ske ved kontant betaling.

De nye aktier skal lyde på navn og noteres i Selskabets ejerbog, indbetales fuldt ud, være omsætningspapirer og i enhver anden henseende have samme rettigheder som de eksisterende aktier. Bestyrelsen er bemyndiget til at fastsætte de nærmere vilkår for kapitalforhøjelser i henhold til overstående bemyndigelse og til at foretage de ændringer i Selskabets vedtægter, der måtte være nødvendige som følge af bestyrelsens udnyttelse af bemyndigelsen.

Forslag til nyt punkt 4.3 i vedtægterne

Generalforsamlingen har den 27. maj 2020 besluttet at bemyndige bestyrelsen til ad en eller flere gange i perioden fra den 27. maj 2020 og indtil datoen for Selskabets ordinære generalforsamling, der afholdes i 2021, at udstede op til 98.023 tegningsoptioner (warrants), der hver giver ret til tegning af én aktie à nominelt DKK 0,0735, samt vedtaget at bemyndige bestyrelsen til at beslutte den dertilhørende forhøjelse af Selskabets aktiekapital på op til nominelt DKK 98.023 uden

Proposal for a new clause 3.7 in the articles of association

On 27 May 2020, the general meeting resolved to authorise the Board of Directors during the period from 27 May 2020 until the date of the ordinary general meeting held in the Company in 2021, to increase the Company's share capital in one or more issues of new shares without pre-emption rights for the Company's existing shareholders by up to a nominal amount of DKK 350,000. The capital increase shall take place at market price as determined by the Board of Directors (possibly with a market-based emission discount) by way of cash contribution.

The new shares shall be issued in the name of the holder and registered in the Company's register of shareholders, be fully paid up, be negotiable instruments, and shall in every respect carry the same rights as the existing shares. The Board of Directors is authorized to determine the terms and conditions for the capital increases pursuant to the above authorization and to make such amendments to the Company's articles of association as may be required as a result of the Board of Directors' exercise of said authorization.

Proposal for a new clause 4.3 in the articles of association

On 27 May 2020, the general meeting resolved to authorise the Board of Directors during the period from 27 May 2020 until the date of the ordinary general meeting held in the Company in 2021 to issue up to 98.023 warrants in one or more tranches, each granting the right to subscribe for one share of nominally DKK 0.0735 and resolved to authorise the Board of Directors to resolve on the related increase of the Company's share capital of up to nominally DKK 98,023 without

fortegningsret for eksisterende aktionærer.

pre-emptive rights for existing shareholders.

Bilag 3: FULDMAGT

Undertegnede

Navn _____

Adresse _____

Postnummer og by _____

Land _____

bemyndiger hermed Carit Jacques Andersen, CFO i Scandion Oncology A/S, til med fuld substitutionsret at give møde for og stemme på mine/vore kapitalandele på Scandion Oncology A/S' ordinære generalforsamling den 27. maj 2020, kl. 16.00. Jeg/vi har nedenfor angivet, hvorledes stemmerne ønskes afgivet og bemyndiger og instruerer hermed Carit Jacques Andersen til at stemme i overensstemmelse hermed. Jeg/vi er indforstået med, at fuldmagten i tilfælde af manglende afkrydsning vil blive anvendt til at stemme eller til at unklade dette efter fuldmægtigens frie skøn.

Dagsordenspunkt	For	Imod
3. Godkendelse af årsrapporten.		
4. Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport.		
5. Valg af medlemmer til bestyrelsen.		
6. Valg af selskabets revisor (genvalg af Deloitte).		
7. Forslag om bemyndigelse af bestyrelsen til at foretage en eller flere kapitalforhøjelser.		
8. Forslag om bemyndigelse af bestyrelsen til at udstede warrants.		
9. Forslag om at indføre en frivillig ordning for medarbejderrepræsentation i Selskabet		
10. Eventuelt indkomne forslag.		

Fuldmagten sendes til Carit Jacques Andersen, e-mail cja@scandioncology.com, så den er kommet frem senest fredag den 22. maj 2020.

Dato: / 2020

Aktionær:

(Underskrift)

Schedule 3: POWER OF ATTORNEY

I,

Name _____

Address _____

Postal number and city _____

Country _____

hereby authorizes Carit Jacques Andersen, Scandion Oncology A/S, with full right of substitution, to meet and vote for my / our shares at Scandion Oncology A/S' annual general meeting on 27 May 2020, at 4.00 PM (CET). Below I / we have stated how the votes are to be given and authorize and hereby instruct Carit Jacques Andersen to vote accordingly. I / we agree that in the event of non-ticking, the power of attorney will be used to vote or to omit this at the discretion of the proxy.

Item on the agenda	For	Against
3. Approval of the annual report.		
4. Decision regarding use of surplus or coverage of losses according to the approved annual report.		
5. Election of members to the Board of Directors.		
6. Election of the company's auditor (re-election of Deloitte).		
7. Proposal to authorize the Board of Directors to make one or more capital increases.		
8. Proposal to authorize the Board of Directors to issue warrants.		
9. Proposal to adopt a voluntary arrangement for employee representation in the Company		
10. Any suggestions received.		

This power of attorney shall be sent to Carit Jacques Andersen, e-mail cja@scandioncology.com, so that it has arrived no later than Friday, 22 May 2020.

Date: / 2020

Shareholder:

(Signature)