SCANDION ONCOLOGY

INVITATION TO SUBSCRIBE FOR SHARES IN
SCANDION ONCOLOGY A/S

Please note that the subscription rights may have an economic value.

In order to not lose the value of the subscription rights, holders must either:

- Exercise the subscription rights received and subscribe for new shares no later than 10 December 2020; or
- Sell the subscription rights received, but not exercised, no later than 8 December 2020.

The Swedish Financial Supervisory Authority approved this prospectus on 24 November 2020. The prospectus is valid up to 12 months from the date of the approval. The obligation to supplement the prospectus in the event of significant new factors, material mistakes or material inaccuracies does not apply when the prospectus is no longer valid and Scandion Oncology A/S will only supplement the prospectus when required according to rules on prospectus supplement in the Prospectus Regulation.

IMPORTANT INFORMATION

In this EU Growth Prospectus (the "**Prospectus**"), the "Company" or "Scandion Oncology" refer to Scandion Oncology A/S, reg. no. (CVR) 38613391. "Spotlight" refers to Spotlight Stock Market.

Information for investors

This Prospectus has been prepared in accordance with the rules set out in Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**"). The Danish Financial Supervisory Authority (Dk. *Finanstilsynet*) (the "**DFSA**") has, in its capacity as competent authority under the Prospectus Regulation, transferred the authority to approve the Prospectus to the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) (the "**SFSA**") in accordance with article 20(8) of the Prospectus Regulation. The Prospectus has therefore been approved by the SFSA, as competent authority under the Prospectus Regulation. The approval from the SFSA does not mean that the SFSA guarantees that the information in the Prospectus is complete or correct.

Swedish law governs the Prospectus and the offering pursuant to the Prospectus (the "**Rights Issue**") while Danish law governs certain company law matters pertaining to the Company. Disputes arising from the Prospectus and related legal matters shall be settled exclusively by the Swedish courts. The Prospectus has been prepared in English only. English is an accepted language in prospectuses if an application for approval of the Prospectus has been submitted to the SFSA in accordance with Article 20(8) of the Prospectus Regulation.

No action has been taken, or will be taken, by Scandion Oncology to allow a public offering in any country other than Sweden. Neither subscription rights in the Rights Issue, paid subscribed shares ("**BTA**") nor new shares subscribed for in the Rights issue have been, or will be, registered under the United States Securities Act of 1933, as amended ("**Securities Act**"). Securities may not be offered or sold, directly or indirectly, in or into the United States or to persons residing there. Moreover, the offer is not made to persons resident in Australia, Hong Kong, Japan, Canada, New Zealand, South Africa, Switzerland, or Singapore or to persons whose participation would require additional prospectuses, registration or other measures than those imposed by Swedish law. The Prospectus may not be distributed in any country or any jurisdiction where the distribution or the Rights Issue would require such measures or would be in conflict with the applicable regulation of such jurisdiction. Application for subscription of shares in violation of the restrictions above may be void. Persons who receive copies of the Prospectus are required to inform themselves about, and comply with, such restrictions. Any failure to comply with the restrictions described may result in a violation of securities regulations.

In the member states of the European economic area – with the exception for Sweden – the offer may be made only on conditions that it does not lead to requirements for drawing up of prospectuses in such countries in accordance with the Prospectus Regulation.

Scandion Oncology reserves the right, at its discretion, to disregard any subscription application that it or its financial advisers or other advisors believes may give rise to a breach or violation of any law, rule or regulation.

Certain amounts presented in the Prospectus have been rounded off, and consequently the numbers in certain tables do not necessarily correspond exactly to the total amounts. Unless otherwise specified, "DKK" refers to the official currency in Denmark. All financial amounts are expressed in DKK unless otherwise indicated. Unless otherwise specified, "SEK" refers to the official currency in Sweden.

Forward-looking statements

This Prospectus contains certain forward-looking statements that reflect Scandion Oncology's current views or expectations with respect to future events as well as financial and operational performance. The words "intend", "estimate", "expect", "may", "plan", "anticipate" or other expressions regarding indications or forecasts of future developments or trends that are not based on historical facts constitute forward-looking information. Although Scandion Oncology believes that these statements are based on reasonable assumptions and expectations, Scandion Oncology cannot guarantee that such forward-looking statements will be realized. Forward-looking information is inherently associated with both known and unknown risks and uncertainties since it depends on future events and circumstances. Forward-looking information does not constitute a guarantee of future results or performance, and the outcome may differ materially from what is set out in the forward-looking information. Factors that could cause Scandion Oncology's future results or performance to differ from what is expressed in the forward-looking statements include, but are not limited to, those described in the section "Risk Factors". If one or more of the risk factors described in this Prospectus materializes, it may have an adverse effect on the Company's business, position, results of operations or objectives. Forward-looking information in this Prospectus applies only to the date of the publication of the Prospectus. Scandion Oncology undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or similar circumstances, other than as required by law. In addition, even if the Company's result of operations, financial position and cash flows, and the development of the industry in which it operates, are consistent with the forward-looking statements contained in this Prospectus, those results or developments may not be indicative of results or developments in subsequent periods.

Industry and market information

This Prospectus contains market information and industry forecasts from third parties, including information regarding the size of the markets in which the Company operates. Although Scandion Oncology considers that these sources are reliable, and the information has been reproduced properly in the Prospectus. Scandion Oncology has not independently verified the information, which is why its accuracy and completeness cannot be guaranteed. The Company has presented this information accurately, as far as the Company and its board of directors and executive management is aware and can be deduced from information that has been published by a third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. Some of the information and statements in the Prospectus relating to the industry in which the Company's business is conducted are not based on published statistics or information from independent third parties, but rather reflect Scandion Oncology's best estimates based on information obtained from industry and business organizations and other contacts. The Company makes no representation as to the accuracy of such information that was extracted or derived from these external sources. Thus, any development in the Company's activities may deviate from the market developments stated in this Prospectus. The Company does not assume any obligation to update such information. As a result, prospective investors should be aware that market information and industry forecasts from third parties, including information regarding the size of the markets in which the Company operates, in this Prospectus (and projections, assumptions and estimates based on such information) may not be reliable indicators of the Company's future performance and the future performance of the industry in which it operates. Such indicators are necessarily subject to a high degree of uncertainty and risk due to the limitations described above and to a variety of other factors, including those described under "Risk Factors" includes elsewhere in this Prospectus.

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DOCUMENTS INCORPORATED BY REFERENCE

The following accounting documents are incorporated into the Prospectus by reference. The documents incorporated by reference are available on the Company's website, www.scandio-noncology.com.

Scandion Oncology's audited annual report for the financial year 2018, where reference is made as follows: income statement on page 16, balance sheet in comparison on pages 17-18, statement of changes in equity on page 19, cash flow statement on page 20, notes on page 21 and the audit report on pages 25-26.

Scandion Oncology's audited annual report for the financial year 2019, where reference is made as follows: income statement on page 18, balance sheet in comparison on page 19, statement of changes in equity on page 20, cash flow statement on page 21, notes on pages 22-23 and the audit report on pages 27-28.

Scandion Oncology's unaudited interim accounts for the period 1 January - 30 September 2020 including comparative figures for the corresponding period in 2019, where reference is made as follows: the income statement on page 15, balance sheet in comparison on page 16, statement of changes in equity on page 17 and cash flow statement on page 18.

SUMMARY

INTRODUCTION AND WARNINGS

Warnings	This summary should be read as an introduction to the Prospectus. Any decision to invest in the securities should be based on a consideration of the Prospectus as a whole by the investor. Investors can lose all or parts of their invested capital. If a claim related to the information in this Prospectus is brought before a court of law, the investor who is plaintiff under national legislation may be obliged to pay the cost of translating the Prospectus before the legal proceedings commence. Liability under civil law covers only those persons who have issued the summary, including translations of it, but only if the summary is misleading, incorrect or inconsistent with the other parts of the Prospectus or if the summary, taken together with other parts of the Prospectus, does not provide key information in order to aid investors when considering whether to invest in such securities.
Name and ISIN code of the securities	The Rights Issue comprises shares in Scandion Oncology A/S with ISIN code DK0061031895. There is only one share class in the Company.
Identity and contact details of the issuer	**Legal name:** Scandion Oncology A/S **Reg. no:** (CVR) 38613391 **LEI code:** 549300MPWDMQ5LZEGD09 **Address:** Fruebjergvej 3, 2100 Copenhagen, Denmark **Telephone:** +45 38 10 20 17 www.scandiononcology.com
Competent authority	The Swedish Financial Supervisory Authority (Sw. Finansinspektionen) Address: Box 7821, 103 97, Stockholm Telephone: +46 8 408 980 00 www.fi.se
Date of approval of the Prospectus	24 November 2020

KEY INFORMATION ABOUT THE ISSUER

Who is the issuer of the securities?

The issuer's domicile, legal form and law
Scandion Oncology A/S, reg. no. (CVR) 38613391, is a public limited liability company. The Company uses the trade name SCOL. Scandion Oncology is based in Fruebjergvej 3, 2100 Copenhagen, Denmark. The Company was established in Denmark in accordance with Danish law and conducts its business under Danish law.

The issuer's principal activities
Scandion Oncology is a biotechnology company that addresses and targets one of the greatest challenges in modern oncology – the effective treatment of cancer which contains chemotherapy-resistant cells, or which has developed resistance to a previously prescribed cancer-fighting drug. In preclinical studies, SCO-101 restores chemotherapy sensitivity in resistant cancer cells. Moreover, in animal studies, the Company's leading drug candidate, SCO-101, significantly enhances the efficacy of certain standard cancer treatments when given in combination. Scandion Oncology is now in clinical phase I/II trials with its lead compound, SCO-101, in patients with chemotherapy-resistant colorectal cancer and as add on to first line chemotherapy in metastatic pancreatic cancer. The Company's President and CEO is Bo Rode Hansen.

Controlling parties
Scandion Oncology has one share class. Each share entails equal rights to take part of the Company's assets and income and entitles to one vote at a general meeting. Scandion Oncology is not aware of any controlling parties.

What is the key financial information regarding the issuer?

Scandion Oncology is not part of a group and does not have any subsidiaries. Therefore, the financial information in this Prospectus applies exclusively to Scandion Oncology A/S, reg. no. (CVR) 38613391. The financial information incorporated by reference in this Prospectus consist of the annual reports for the financial years 1 January – 31 December 2018 and 1 January – 31 December 2019 and interim accounts for the period 1 January – 30 September 2020 with comparative accounts for the period 1 January – 30 September 2019. The annual reports have been audited by Scandion Oncology's auditor. The interim accounts for the period 1 January – 30 September 2020 with comparative accounts for the period 1 January – 30 September 2019 have not been reviewed by the Company's auditor. The annual reports and interim accounts have been prepared in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

Income statement

DKK	01/01/2020 09/30/2020	01/01/2019 09/30/2019	01/01/2019 12/31/2019	01/01/2018 12/31/2018
Net sales	0	0	0	0
Operating profit/loss	-13,681,816	- 14,226,261	-15,391,686	-9,934,585
Profit/loss for the period	-11,070,948	-12,076,564	-12,183,591	-8,182,558

Balance sheet

DKK	09/30/2020	09/30/2019	12/31/2019	12/31/2018
Total assets	11,338,365	23,156,998	19,902,610	13,562,750
Total equity	7,267,333	21,185,992	18,338,280	12,570,107

Cash flow statement

DKK	01/01/2020 09/30/2020	01/01/2019 09/30/2019	01/01/2019 12/31/2019	01/01/2018 12/31/2018
Cash flow from operating activities	-7,914,807	-10,259,333	-9,956,210	-13,275,446
Cash flow from investing activities	0	-66,853	-238,279	0
Cash flow from financing activities	-1,422	20,692,449	17,953,186	19,299,897

Key figures

DKK	01/01/2020 09/30/2020	01/01/2019 09/30/2019	01/01/2019 12/31/2019	01/01/2018 12/31/2018
Equity ratio (%)	64	91	92	93
Number of registered shares	19,052,241	19,052,241	19,052,241	11,907,651
Earnings per share	-0.58	-0.63	-0.64	-0.85

Definitions
Equity ratio (%): Shareholders equity as a proportion of total assets.
Earnings per share: Profit/loss for the period divided by average number of shares.

What are the key risks that are specific to the issuer?

Financing needs
Scandion Oncology has reported significant losses since the Company began operations and for the financial year 2019, Scandion Oncology reported a loss of approximately DKK 15.6 million before tax. Scandion Oncology's clinical studies being active and those planned for the future will entail significant costs for the Company. There is a risk that delays in clinical trials/controlled studies or product development will result in that cash flow is generated later than planned or not at all. Furthermore, there is a risk that Scandion Oncology's targets will not be achieved within the timeframe determined and that it takes longer than planned to reach the milestones determined by the board of directors in the Company. A situation may arise

What are the key risks that are specific to the issuer? (cont.)

where Scandion Oncology may need to acquire additional capital in the future, depending on when and how much revenue, if any, the Company is able to generate in relation to its expenses.

Extent of the negative impact if the risks are realized: There is a risk that additional capital may not be available to the Company on commercially favorable terms or at all and there is a risk that this results in the development of the Company's products being temporarily halted or that the Company will be forced to conduct its business operations at a slower pace than desired, which can lead to delays or that the commercialization is not implemented and no revenue is obtained. If the risks are realized, it is assessed that it could have a high impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is high.

Registration and licensing
The Company has not yet received approval for any product candidate for commercial sale and, as a result, the Company has not yet generated any revenue and has incurred significant financial losses, and may continue to incur significant financial losses in the future, which makes it difficult to assess the future viability of the Company. However, the Company has obtained some defined amount of money in non-dilutive funding in connection with specific activities. In order to be able to market and sell pharmaceutical drugs, authorization must be obtained and registration take place at the appropriate agency/governmental authority in their respective markets, such as the Food and Drug Administration (FDA) in the U.S. and the European Medicines Agency (EMA) in Europe. In the event Scandion Oncology, directly or via collaborative partners, fails to obtain or maintain the requisite permits, approvals and registrations from the governmental authorities, there is a risk that the Company's ability to generate revenue will be inhibited. There is also a risk that observations and feedback on the Company's proposed study plans will result in delays and/or increased costs for the Company. Furthermore, applicable rules and regulations, and the interpretation of applicable rules and regulations, may change and these changes may be material. There is a risk that this will affect the Company's prerequisites for meeting regulatory requirements. There is thus a risk that Scandion Oncology, directly or via its collaborative partners, will not receive the necessary permits and registrations with governmental authorities.

Extent of the negative impact if the risks are realized: In the event that the Company does not receive the necessary permits and registrations from governmental authorities there is a risk that the Company's earnings potential and financial position will be adversely affected. If the risks are realized, it is assessed that it could have a high impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is high.

A Company in the development phase
The Company was formed in 2017 and has since then been engaged in research and development of new drug candidates to combat drug resistance in cancer. The Company has sustained operating losses since its inception due to the nature of its business and the Company has not yet launched any drug in the market, and therefore has not generated any revenues. However, the Company has received several soft money grants and is continuing apply for such grants. There can be no assurance that any drug candidates will be approved for marketing and sale and, if approved, there can be no assurance that any drugs candidates of the Company will be commercially successful or that the Company will become profitable. The board of directors has made the assessment that the two clinical trials, one in colorectal cancer and another in pancreatic cancer need further progression before the out-licensing or sale of projects should be considered. It is not possible to forecast the Company's sales potential in advance, and in addition there is a risk that the Company will not be able to attract licensees or buyers for its drug projects.

Extent of the negative impact if the risks are realized: To become and remain profitable, the Company must succeed in developing and eventually commercializing products that generate revenue. This will require the Company to be successful in a range of challenging activities, including completing clinical trials of the Company's products or engage in revenue generating partnership with another entity. In addition, the Company aims to discover additional product candidates, to obtain regulatory approval for these product candidates and to sell, manufacture, launch, and market these product candidates. The Company is only in the early stages of these activities. The Company may never succeed in these activities and, even if it does, may never generate revenue that is significant enough to achieve profitability. If the risks are realized, it is assessed that it could have a high impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is medium.

Clinical trials/controlled studies
The pharmaceutical industry in general, and clinical trials in particular are associated with great uncertainty and risks regarding delays and the outcome of the studies. There is a risk that results from early clinical trials do not match results in more extensive clinical trials. Furthermore, there is a risk that Scandion Oncology's current and planned future clinical trials/controlled studies will not indicate sufficient safety and efficacy in order for the Company's product candidates to be approved or in order for the Company to be able to out-li-

What are the key risks that are specific to the issuer? (cont.)

cense or sell the pharmaceutical projects at a later stage. Thus, there is a risk that this leads to a reduced or a lack of funds in the Company. Since the beginning of 2020, the Company's clinical trials have to some extent been affected by the Covid-19 pandemic. A new pandemic or a major increase in hospitalized patients due to a pandemic, may delay clinical drug trials and entail increased expenses for clinical drug trials.

Extent of the negative impact if the risks are realized: Any failure or delay in the conduct of clinical trials/controlled studies for any of the Company's product candidates, for any reason, may prevent it from obtaining regulatory approval or commercializing product candidates on a timely basis, or at all, which would require the Company to incur additional costs and delay receipt of any product revenue. If the risks are realized, it is assessed that it could have a high impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is medium.

Development costs
Scandion Oncology expects to continue to develop and further develop products within its area of business. It is not possible to predict the exact time and costs for the development of the Company's product candidates. This means that there is a risk that a planned product development will be more costly than planned. Extent of the negative impact if the risks are realized: If the development of a new product takes a longer period of time than projected, there is a risk that this will lead to increased development costs and thereby a reduced operating profit for the Company. If the risks are realized, it is assessed that it could have a high impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is medium.

Competitors
Some of Scandion Oncology's competitors and potential future competitors include multinational companies with significant financial resources. There is a risk that substantial investment and product development by a competitor will result in a less favorable situation in terms of sales or revenue opportunities, as the competitor may develop products that outperform the Company's products and thereby takes market shares from the Company. Furthermore, Scandion Oncology is operating in a field with substantial global competition and swift technological advances which could mean that the competitors of the Company may develop other treatments for indications similar to those being developed by the Company and/or that such competitors may be able to commercialize such treatments more successfully than the Company, if such companies decide to establish themselves within the same business area as the Company's.

Extent of the negative impact if the risks are realized: In the event competitors develop products with better function and/or better quality, there is a risk that the Company's sales and profits would decrease. If the risks are realized, it is assessed that it could have a high impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is medium.

Product liability
Since Scandion Oncology operates in the pharmaceutical industry, risks associated with product liability are present. There is a risk that the Company will be held liable for an eventual event in clinical trials, even in cases where clinical trials are conducted by an external third party, or otherwise from development, marketing and sale of the Company's product candidates, if approved and commercialized. Litigation would be time-consuming for the Company's management and could entail significant costs and losses, which could adversely affect the Company's business, results of operations and cash flows. There is no guarantee that the Company will be successful in defending future litigation or similar matters brought under various laws.

Extent of the negative impact if the risks are realized: In the event an incident does occur in a clinical trial or in connection with the development, marketing and sale of the Company's product candidates, if approved and commercialized, and if Scandion Oncology would be held liable for this, there is a risk that the Company's insurance coverage may not be sufficiently adequate to fully cover any future legal claims and there can be no assurance that the Company's insurance coverage will continue to be available on reasonable commercial terms or continue to be adequate. There is a risk that this negatively affects the Company, both in terms of reputation as well as financially. If the risks are realized, it is assessed that it could have a high impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is medium.

KEY INFORMATION ABOUT THE SECURITIES

What are the main features of the securities?

Type, class and ISIN of the securities
Scandion Oncology's shares with ISIN code DK0061031895 are traded on Spotlight Stock Market. The ticker for the share is SCOL. The newly issued shares in the Rights Issue will be traded in the same ISIN code as the shares already admitted to trading. There is only one share class in the Company.

What are the main features of the securities? (cont.)

Currency, nominal value and number of securities
The shares are denominated in DKK. As of 30 September 2020, the Company's registered share capital amounted to DKK 1,400,339.7135 divided into 19,052,241 shares and on the date of this Prospectus the Company's share capital amounts to DKK 1,574,641.6560 divided into 21,423,696 shares. All shares are fully paid, and the nominal value per share is DKK 0.0735.

Rights attached to the securities
All shares in the Company are entitled to dividend. The right to a dividend applies to investors who are registered as shareholders in Scandion Oncology on the record date for the distribution of profit. Any distribution of profit as well as any surplus in the event of liquidation is intended to be distributed via VP Securities A/S. At the annual general meeting, each share has one vote and each shareholder can vote for their full number of shares without any limitations. All shares carry equal rights.

Transferability of the securities
The shares in Scandion Oncology are not subject to any transfer restrictions.

Previous dividends and dividend policy
Historically no dividends have been paid by Scandion Oncology. Scandion Oncology is currently in a development phase and potential surplus is planned to be invested in the development of the Company.

Where will the securities be traded?

Scandion Oncology's share is traded on Spotlight and the newly issued shares in the Rights Issue will be admitted to trading on Spotlight. Spotlight runs a multilateral trading facility ("**MTF**"). Companies that are listed on Spotlight have undertaken to adhere to Spotlight´s listing agreement. Shares listed on an MTF are not traded on a regulated market. The board of directors of Scandion Oncology intends, as a subsequent step following the Rights Issue, to make a list change from Spotlight to Nasdaq First North Growth Market.

What are the key risks that are specific to the securities?

The Company's securities may fluctuate in value and liquidity
An investor should note that an investment in the Company's securities are associated with risks. Listed securities are at times affected by significant price- and volume fluctuations that are not connected to the Company's result development. During the period 1 January to 30 September 2020 the closing price of the Company's share has been SEK 9.11 at the lowest and SEK 75.00 at the highest. The price development of the securities is dependent on multiple factors, some of which are company specific, while others are related to the stock market in general. Hence, there is no guarantee regarding the future price development of the Company's securities, why the value of the investment may increase as well as decrease. Limited liquidity in the Company's securities may also entail price fluctuations. There is a risk that the Company's securities cannot be sold for a price acceptable for the holders, or at all, at any time.

Trading in subscription rights and paid subscribed shares (BTA) may be limited
Those who were registered as shareholders in Scandion Oncology on the record date receive subscription rights in proportion to their existing shareholdings. The subscription rights are expected to have an economic value that only can benefit the holder if he or she either exercises them to subscribe for new shares no later than 10 December 2020 or sells them no later than 8 December 2020. After 10 December 2020, unexercised subscription rights will be removed, without prior notification, from the holder's securities account and the holder will thus, in full, be deprived of the expected economic value of the subscription rights. Both subscription rights of and BTAs which, after payment, are booked into the securities account of those who subscribed for new shares, will be subject to trading on Spotlight for a limited period of time. Trading in these instruments may be limited, which may cause problems to individual holders in selling their subscription rights and/or BTA and thereby mean that the holders will not be able to compensate themselves for the economic dilution effect that the Rights Issue carries as well as during the period when trading in BTA is expected to take place on Spotlight (26 November 2020 until the Danish Business Authority has registered the Rights Issue). Investors also thereby risks being unable to realize the value of their BTAs. Such circumstances would entail a significant risk for single investors. Limited liquidity could also enhance fluctuations in the market price of subscription rights and/or BTAs. Consequently, pricing of these instruments risks to be incorrect or misleading.

KEY INFORMATION ABOUT THE RIGHTS ISSUE

Under which conditions and timetable can I invest in this security?

Preferential rights
Those who on the record date, 24 November 2020, were registered as shareholders of Scandion Oncology have preferential rights to subscribe for new shares in the Rights Issue. For one (1) existing share held on the record date the holder receives one (1) subscription right. Two (2) subscription rights entitles to subscription for one (1) new share.

Subscription price
The subscription price per new share is SEK 22. No broker commission will be charged.

Under which conditions and timetable can I invest in this security? (cont.)

Record date
The record date at Euroclear Sweden to determine which persons are entitled to receive subscription rights in the Rights Issue was 24 November 2020. The last day of trading in shares in the Company inclusive of the right to participate in the Rights Issue was 20 November 2020. The first day of trading in shares in the Company exclusive of the right to participate in the Rights Issue was 23 November 2020.

Subscription period
Subscription of new shares with subscription rights will take place during the period from and including 26 November 2020 up to and including 10 December 2020.

Trading with subscription rights
The subscription rights will be traded on Spotlight during the period from and including 26 November 2020 up to and including 8 December 2020.

Dilution effect from the Rights Issue
Provided that the Rights Issue is fully subscribed, the number of shares will increase by a total of 10,711,848 new shares. Shareholders who choose not to participate in the Rights Issue will have their ownership interest diluted by approximately 33.3 percent.

Costs for the Rights Issue
Scandion Oncology's costs in connection with the Rights Issue are estimated to amount to approximately SEK 35.7 million.

Allotment of new shares subscribed for without subscription rights
In the event that all shares are not subscribed for with subscription rights before the expiry of the subscription period, the remaining shares will, without compensation to the holders of unexercised subscription rights, be allotted to such existing shareholders and qualified investors having made binding undertakings to subscribe for remaining shares without subscription rights. In case of oversubscription of the remaining shares, the remaining shares will be allocated according to apportionment keys determined by the board of directors.

Why is this Prospectus being produced?

Motives and use of the proceeds
Scandion Oncology is now taking a major step in the transformation process of the Company from an early stage biotech company to a mature clinical stage company. The positive data from the first patients made it possible for the Company to attract Bo Rode Hansen, a seasoned top executive and life science entrepreneur, as new President and CEO. Scandion Oncology is now on the path towards value inflecting milestones, aiming to increase benefit for patients and create shareholder value.

According to the board of directors' assessment, the existing working capital is not sufficient for the next 12 months. In order to provide additional working capital to Scandion Oncology, the board of directors has resolved on the Rights Issue to finance its transformation process from an early stage biotech company to a mature clinical stage company and thereby progress the clinical development of our products. The Company's liquidity forecast of cash flows, together with available cash and cash equivalents, indicates that the available working capital is expected to run out in March 2021 and the deficit amounts to approximately a maximum of SEK 65 million during the coming twelve-month period.

The Company will use the proceeds from the Rights Issue to further create shareholder value and to bring Scandion Oncology's candidates towards commercialization focusing on the candidates and research development. The net proceeds of approximately SEK 200 million from the Rights Issue are intended to finance the Company's operations at least until after 2022 which includes the following activities, ordered by priority:

- Approximately 60% will be used for continued development of SCO-101, including drug production and clinical trials.
- Approximately 10% will fund pre-clinical development of SCO-201 and explorations of additional indications of SCO-101.
- Approximately 30% will support general company activities.

Conflicts of interest
Vator Securities AB provides financial advice and other services to the Company in connection with the Rights Issue. Vator Securities AB (as well as related companies) have provided, and may in the future provide, various banking, financial, investment, commercial and other services to the Company for which Vator Securities AB has received, or may receive, remuneration. The Company assess that there are no conflicts of interests regarding the Rights Issue.

PERSONS RESPONSIBLE, APPROVAL AND THIRD-PARTY INFORMATION

PERSONS RESPONSIBLE

The board of directors of Scandion Oncology A/S is responsible for the contents of the Prospectus. To the best of the board of directors' knowledge, the information provided in the Prospectus is consistent with the facts and no information likely to affect its meaning has been omitted.

Name	Position
Peter Høngaard Andersen	Chairman of the board of directors
Jørgen Bardenfleth	Member of the board of directors
Carl Borrebaeck	Member of the board of directors
Christian Vinding Thomsen	Member of the board of directors
Thomas Feldthus	Member of the board of directors
Bo Rode Hansen	Member of the board of directors
Annie Rasmussen	Member of the board of directors

PREPARATION AND APPROVAL OF THE PROSPECTUS

The Prospectus has been prepared as an EU Growth prospectus in accordance with article 15 in the Prospectus Regulation (EU) 2017/1129. The Swedish Financial Supervisory Authority has approved the Prospectus only insofar it meets the standards of completeness, comprehensibility and consistency set out in the Prospectus Regulation. The approval of the Prospectus should not be taken as any form of endorsement of the issuer or the quality of the securities referred to in this Prospectus. Investors should make their own assessment on whether it is appropriate to invest in these securities.

THIRD-PARTY INFORMATION

The board of directors assures that third-party information has been accurately reproduced and that – as far as the board of directors is aware and can ascertain from information made public by the third party – no facts has been omitted in a manner that would make the reproduced information inaccurate or misleading. Statements in the Prospectus is based on the board of director's assessment, unless any other basis is stated.

BIBLIOGRAPHY

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MOTIVES, INTERESTS AND ADVISERS

Scandion Oncology is a clinical phase II biotechnology company addressing cancer drug resistance as a complement to existing anti-cancer therapies by developing first-in-class, oral add-on drugs. Used as a combination therapy, the Company's products have the potential to quickly reach peak sales in addition to potentially offering better response rates and increased survival time with improved quality of life. The lead candidate, SCO-101, is currently in clinical phase II. The drug has a multimodal mechanism of action, targeting well-documented, key cancer drug resistance mechanisms, which are common among a wide variety of cancer indications. The Company is targeting cancer drug resistance in various treatment modalities including, chemotherapy, anti-hormonal therapy, and immuno-oncology. Initially, the Company is targeting colorectal-, pancreatic-, and breast cancer.

On 1 October 2020, Scandion Oncology appointed Bo Rode Hansen as new President and CEO and co-founder Nils Brünner as new CSO to strengthen executive leadership and bring the Company to the next level of its corporate, scientific and commercial phase.

Targeting well-known cancer drug resistance mechanisms enables the Company to develop a broad pipeline that address several indications:

- SCO-101 is currently in phase II trial in combination with standard market-leading chemotherapy (FOLFIRI) to evaluate safety and efficacy of the combination treatment in late-stage metastatic colorectal cancer patients with acquired FOLFIRI resistance. Data from part 1 of the trial is expected in Q2 2021.
- In October 2020, Scandion Oncology initiated a phase Ib (dose-range finding) finding study with SCO-101 in combination with first line chemotherapy in patients with metastatic pancreatic cancer. Results are expected in Q2-Q3 2021.
- In addition, Scandion Oncology's biomarker strategy includes a personalized treatment approach with SCO-101, which is enabled through the development of predictive biomarkers where the biomarker assays are expected to be validated in Q2 2021.
- The second clinical drug, SCO-201, is undergoing preclinical profiling to be prepared for human trial.

During 2020, Scandion Oncology has reached several important milestones. The positive data from the first patients made it possible for the Company to attract Bo Rode Hansen, a seasoned top executive and life science entrepreneur, as President and CEO. Scandion Oncology is now on the path towards value inflecting milestones, aiming to increase benefit of patients and create shareholder value. The Company will use the proceeds from the Rights Issue to further create shareholder value and to bring Scandion Oncology's candidates towards commercialization focusing on the candidates and research development.

The net proceeds of approximately SEK 200 million from the Rights Issue are intended to finance the Company's operations at least until after 2022 which includes the following activities, ordered by priority:

- Approximately 60% will be used for continued development of SCO-101, including drug production and clinical trials.
- Approximately 10% will fund pre-clinical development of SCO-201 and explorations of additional indications of SCO-101.
- Approximately 30% will support general company activities.

A fully subscribed Rights Issue provides Scandion Oncology with approximately SEK 235.7 million before issue costs. The total issue costs are calculated to approximately SEK 35.7 million. Thus, the net proceeds in the offering amounts to approximately SEK 200 million. The total issue costs of approximately SEK 35.7 million comprises: acquisition of capital (including pre-subscribers, guarantors and retail investors), planning and coordination related to marketing of the Rights Issue, project management and coordination of the capitalization process, establishment of documentation related to the Rights Issue, marketing material, issuing services and corporate law advice.

CONFLICTS OF INTEREST

No board member or executive management member has any private interest that might conflict with the Company's interest. However, several board members and executive management members have certain financial interests in Scandion Oncology as a result of their direct or indirect holdings of financial instruments in Scandion Oncology. No board member or executive management member has been elected as a result of arrangements or agreements with shareholders, customers, suppliers or other parties.

ADVISERS

Vator Securities AB provides financial advice and other services to the Company in connection with the Rights Issue. Vator Securities AB (as well as related companies) have provided, and may in the future provide, various banking, financial, investment, commercial and other services to the Company for which Vator Securities AB has received, or may receive, remuneration. Advokatfirman Schjødt (as to Swedish law) and Plesner Advokatpartnerselskab (as to Danish law) are legal advisers to the Company in connection with the Rights Issue.

The Company assess that there are no conflicts of interests regarding the Rights Issue.

BUSINESS AND MARKET OVERVIEW

GENERAL INFORMATION ABOUT SCANDION ONCOLOGY

Scandion Oncology A/S, reg. no. (CVR) 38613391, is a Danish public limited liability company organized under the laws of Denmark. The Company was registered with the Danish Business Authority in May 2017. Scandion Oncology is domiciled in Denmark and has its legal address at Fruebjergvej 3, DK-2100 Copenhagen, Denmark. The Company's telephone number is +45 38 10 20 17 and its website is www.scandiononcology.com. Scandion Oncology's LEI code is 549300MPWDMQ5LZEGD09. Scandion Oncology is a biotechnology company that addresses and targets one of the greatest challenges in modern oncology – the effective treatment of cancer which contains chemotherapy-resistant cells, or which has developed resistance to a previously prescribed cancer-fighting drug. In preclinical studies, SCO-101 restores chemotherapy sensitivity in resistant cancer cells. Moreover, in animal studies, the Company's leading drug candidate, SCO-101, significantly enhances the efficacy of certain standard cancer treatments when given in combination. Scandion Oncology is now in clinical phase II trials with its lead compound, SCO-101, in patients with chemotherapy-resistant colorectal cancer.

SCANDION ONCOLOGY'S BUSINESS

Background

Scandion Oncology was formed as a spin-out company from the University of Copenhagen and Saniona AB. The lead drug candidate, SCO-101, was originally developed by Saniona/Neurosearch and had been tested for safety (preclinical animal toxicology studies and four phase I studies). SCO-101 was first intended for the treatment of patients with sickle cell anemia and in humans it induced a reversible increase in blood unconjugated bilirubin, which is a product of hemoglobin degradation and serves as a marker of activity of SCO-101. Neurosearch discontinued clinical development in this indication as SCO-101 inhibits an enzyme (UGT-1A1) in the liver which cannot be reconciled with treatment of sickle cell anemia.

In 2015, researchers at the University of Copenhagen were granted by Saniona AB the rights to test SCO-101 and related substances in their drug screening systems which led to the finding that some of the substances including SCO-101 demonstrated a potential to overcome cancer drug resistance mechanisms by restoring the cancer cell´s sensitivity to standard anti-cancer treatment.

Business idea

Scandion Oncology is a biotechnology company currently developing first-in-class, oral add-on drugs to existing market leading anti-cancer therapies. As a complement to existing anti-cancer therapies, it introduces an effective treatment approach for patients with cancer disease resistance to existing cancer-fighting drugs. This would potentially offer better response rates and increased survival time with improved quality of life.

Scandion Oncology's contribution

Both patients with primary cancer and patients with metastatic cancer disease, may initially benefit from chemotherapy treatment, but a significant proportion will subsequently develop resistance against the chemotherapy used.[1] Very few of patients with drug resistant cancer disease will be cured from their cancer disease. Scandion Oncology is aiming to develop drugs that specifically target molecular drug resistance mechanisms in cancer cells. The mission is to improve the outcome and quality of life for cancer patients with chemotherapy-resistant disease.

Business Strategy

Scandion Oncology's strategy is to develop first-in-class drugs against cancer drug resistance. The lead candidate SCO-101 is initially targeting colorectal- and pancreatic cancer. During and following the clinical validation studies, the Company will target strategic partnerships to commercialize SCO-101. Scandion Oncology's aim is to discuss partnership with relevant pharma companies, enabling co-marketing, licensing and royalty payments. Additionally, Scandion aims to enter into collaborations with pharma- and biotechnology companies to evaluate Scandion Oncology's candidates as add-on drugs to other novel modalities and anti-cancer drugs e.g. immuno-oncology that have potential to become the future standard of care. Targeting various treatment modalities enables Scandion Oncology to enter into partnerships and licensing agreements within the fields of chemotherapy-, anti-hormonal therapy-, and immuno-oncology.

Technology

Scandion Oncology has access to a unique and novel cell-based drug- and biomarker screening platform (DEN50-R), which consists of pairs of drug-sensitive and drug-resistant cancer patient derived cell lines, which to date represents colorectal-, pancreatic-, prostate- and breast cancer. The screening platform is currently located at the University of Copenhagen. Inventions developed by Scandion Oncology using the screening platform are owned by Scandion Oncology.

1) Globocan, 2018.

Novel mechanisms of action

The lead candidate, SCO-101, acts by blocking specific resistance mechanisms in cancer cells, allowing anti-cancer drugs to kill the resistant cancer cells. SCO-101 has a multimodal mechanism of action, targeting well-documented, key cancer drug resistance mechanisms, which are common among a wide variety of cancer indications.

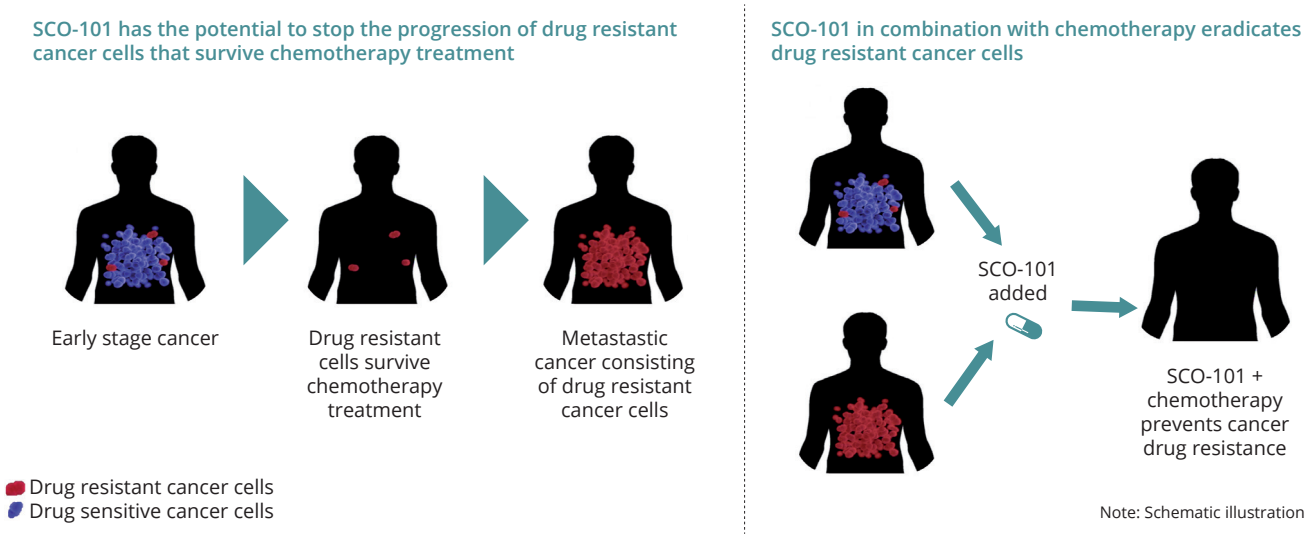

Figure 1: Illustration of the cancer development in patients without adding SCO-101, vs adding SCO-101.

Inhibition of the SRPK1 Kinase

One mechanism of action of SCO-101 is inhibition of the SRPK1 kinase. The SRPK1 kinase has been reported to be over-expressed in multiple cancers including pancreas, breast, lung, glioma and that overexpression is associated with poor patient outcome.[2] Evidence suggests that the aberrant function of the SRPK1 alternative splicing is a key mechanism of carcinogenesis and cancer progression that is linked with the hallmarks of cancer.[3] The SRPK1 kinase regulates a number of cancer related genes by altering what is called alternative splicing of genes leading to expression of altered gene products. One well documented example is the VEGF gene.[4] By regulating alternative splicing of the VEGF gene, SRPK1 regulates angiogenesis.

Inhibition of ABCG2 drug efflux pumps

Efflux pumps are known to have a role in cancer resistance to certain anti-cancer drugs.[5] The efflux pumps are located in the membrane of the cancer cells. In resistant cancer cells, the pumps can be many folds upregulated, and the cancer cells can thereby protect themselves against the anti-cancer therapy by pumping the anti-cancer drugs out of the cells before the anti-cancer drugs can kill the cancer cells.[6,7] SCO-101 has in preclinical studies demonstrated to degrade the ABCG2 drug efflux pumps. Several anti-cancer drugs are substrates for the ABCG2 pump and when upregulated, the cancer cells become resistant to these drugs. A recent publication from Scandion Oncology showed that overexpression of the ABCG2 efflux pump and low expression of the topoisomerase 1 enzyme (the target for irinotecan) in stage III colorectal cancer (n= 580) is significantly associated with a poor effect of FOLFIRI treatment.[8]

2) Serine-arginine protein kinase 1 (SRPK1) is elevated in gastric cancer and plays oncogenic functions. Xiaotao Xu, Yuehua Wei, Shidong Wang, Man Luo, Heng Zeng. Oncotarget. 2017 Sep 5; 8(37): 61944–61957. Published online 2017 Jun 28.

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Pipeline of first-in-class drug candidates

Scandion Oncology's research and drug screening platform has resulted in the candidates; SCO-101 SCO-201, SCO-301 and more than 800 analogues. The lead candidate, SCO-101, is expected to be used in combination with drugs like topoisomerase 1 inhibitors, taxanes and antiestrogens. SCO-201 and SCO-301, are expected to be used as add-on drugs to anti-cancer therapies being different from those SCO-101 is targeting, in the treatment of cancer drug resistance. Furthermore, the Company has the potential to identify additional drug candidates through its screening platform.

Lead candidate SCO-101

SCO-101 is an oral small molecule that has demonstrated, in several preclinical studies, to revert resistance to certain types of anti-cancer drugs (e.g. taxanes, 5-Fluorouracil, vinorelbine, topoisomerase 1 inhibitors and anti-estrogens) while it has no effect on resistance towards platinum's. SCO-101 has been produced in large scale at Cambrex, Sweden and the production procedures are now well-established allowing for large scale production. The produced SCO-101 is subsequently formulated into tablets with different concentrations of SCO-101.

Preclinical data

Scandion Oncology has achieved excellent results in several in vitro and in vivo studies when SCO-101 is combined with chemotherapy, e.g. SCO-101 has been tested in in vivo experiments by exposing human xenografted cancers to either SCO-101 alone or SCO-101 in combination with chemotherapy. The preclinical data unequivocally demonstrated a synergistic anti-cancer effect between SCO-101 and chemotherapy.[9]

As seen in figure 2, SCO-101 monotherapy (treatment of a disease with a single drug) has little significant effects on tumor growth. However, the combination of SCO-101 and paclitaxel reduces tumor volume by 63 percent while taxane treatment alone only reduced tumor volume by 28 percent. These results show that SCO-101 enhances the effects of chemotherapy.

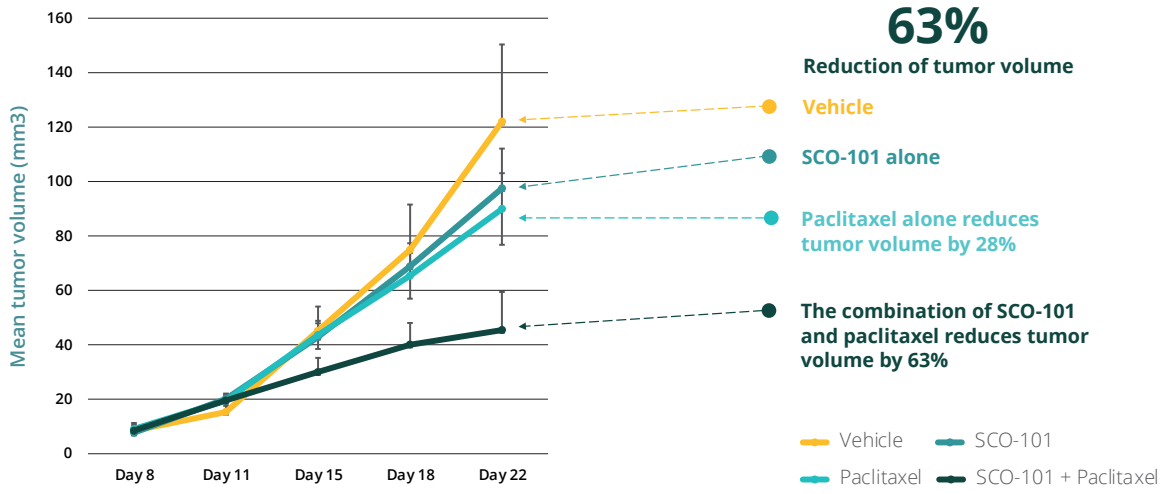

Figure 2: In vivo xenograft data demonstrating anti-tumor synergy between SCO-101 and a taxane. The graphs describe the tumor size development as a function of time after cancer cell inoculation followed by the administration of SCO-101, chemotherapy, SCO-101 and chemotherapy or vehicle (diluent in which a medicinal active agent is administered).[10]

9) Pharmacodynamic modelling reveals synergistic interaction between docetaxel and SCO-101 in a docetaxel-resistant triple negative breast cancer cell line. Nøhr-Nielsen A, Bagger SO, Brünner N, Stenvang J, Lund TM.Eur J Pharm Sci. 2020 May 30;148:105315. doi: 10.1016/j.ejps.2020.105315. Epub 2020 Mar 19.PMID: 32201343).

10) Preclinical results.

Even more importantly, when SCO-101 was tested in chemo-/endocrine therapy resistant cell lines, it was observed that SCO-101 reversed this resistance and thereby allowed the chemotherapy to work again (figure 3).

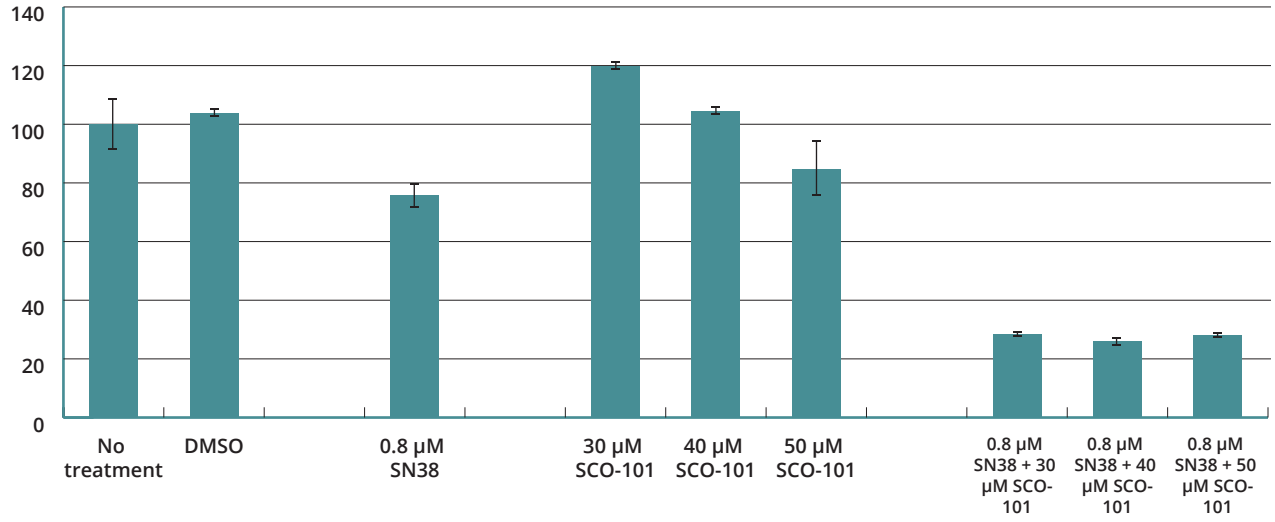

Figure 3: Combinatorial effects of SCO-101 with SN38 in SN38 resistant HT29 colon cancer cells. Data shows the effect of 30µM, 40µM and 50µM SCO-101 alone or in combination with SN38 in HT29 SN38-Resistant cells. The cell viability was evaluated with MTT assay after 72h of drug exposure and is indicated as percentage of untreated control. Error bars are indicated as percentage SD. Plasma Cmax in humans after 150 mg SCO-101 given orally for 2 weeks is 40uM.

Clinical phase I data

SCO-101 was dosed orally in four clinical phase I studies including a total of 92 healthy volunteers. The studies showed good results in single and multiple doses in terms of safety and tolerability. Moreover, SCO-101 had a good pharmacokinetic profile in terms of a high level of absorption after oral administration and with a plasma half-life on (~15 hours) allowing once daily dosing.[11]

Clinical phase I/II studies

The ongoing clinical phase II trial is targeting metastatic and chemotherapy resistant colorectal cancer.

SCO-101 is currently in clinical phase II trial in combination with standard chemotherapy (FOLFIRI) to evaluate safety and efficacy of the combination treatment in late-stage metastatic colorectal cancer patients with acquired chemotherapy resistance. Colorectal cancer is one of the most frequent cancer forms and has a high recurrence rate and lethality despite improvements in surgical procedures and medical treatment. When the colorectal cancer has metastasized, only few medical treatment options are available, and the majority of these patients will end up with drug resistant cancer disease following which they succumb.[12] In the ongoing phase II trial, patients with metastatic and drug resistant cancer disease start daily oral treatment with SCO-101 one week before and in combination with the chemotherapy (FOLFIRI) they have become resistant to.

The first part of the trial includes 12-18 patients with late stage metastatic and FOLFIRI resistant colorectal cancer, for whom no additional treatment is available. Cohorts of three patients are treated with increasing doses of SCO-101 until the maximum tolerated dose ("**MTD**") is defined. The primary endpoints are safety and toxicity but data on efficacy will also be collected. Data readout from the first part of the ongoing phase II trial is expected in Q2 2021.

The second part of the ongoing phase II trial will include 25 metastatic and FOLFIRI resistant colorectal cancer patients, studying proof-of-concept. In this part, patients will receive the MTD dose of SCO-101 and chemotherapy where treatment efficacy is the primary endpoint. The study is not randomized and tumor response rate is the primary end-point. In addition, data will be compared with historical controls regarding progression free survival and overall survival. A response in more than 2 patients out of the 25 treated will provide positive results. Data readout is expected in Q1-Q2 2022.

11) Four phase 1 trials to evaluate the safety and pharmacokinetic profile of single and repeated dosing ofSCO-101 in adult male and female volunteers, 2020.T. K. Bergmann , T.B. Stage, J.Stenvang, P. Christophersen, T. A. Jacobsen, N.L. Roest , P.M. Vestlev, N. Brünner.

12) De Falco V, Napolitano S, Roselló S, Huerta M, Cervantes A, Ciardiello F, Troiani T. How we treat metastatic colorectal cancer. ESMO Open. 2020 Aug;4(Suppl 2).

First data from the ongoing clinical phase II trial in metastatic and drug resistant colorectal cancer patients for the two first patients receiving 150 mg SCO-101 together with FOLFIRI have been released. The following was observed:

1. As expected, and previously observed in the clinical phase I study, a reversible increase in serum unconjugated bilirubin was observed. During the second week of each cycle, serum unconjugated bilirubin levels returned to normal values.

2. Both patients had liver metastases with increased levels of aspartate aminotransferase (ASAT) and alanine transaminase (ALAT) in plasma. ASAT and ALAT are liver enzymes being released by damaged liver cells. When SCO-101 was dosed in combination with FOLFIRI, a decrease in these two enzymes was observed.

3. FOLFIRI is known to cause neutropenia.[13] When combining SCO-101 with FOLFIRI a synergistic effect on neutrophil counts was observed (SCO-101 as monotherapy has no effects on neutrophil counts).

4. In both patients a stabilization of the size of liver metastases was observed at the week eight CT scan. However, one of the patients showed progression of a lung metastasis.

Phase Ib/II trial targeting metastatic pancreatic cancer

Pancreatic cancer is one of the deadliest cancer forms. Most pancreatic cancer patients are diagnosed after the cancer has metastasized. These patients are offered chemotherapy but the response rate is low (approximately 25 percent) with a limited effect on progression free survival and overall survival.[14] For most of these patients, they only tolerate one treatment modality before their performance status prohibits additional chemotherapy.

In October 2020, Scandion Oncology initiated a phase Ib (dose-range finding) trial with SCO-101 in combination with first line chemotherapy in patients with metastatic pancreatic cancer. Patients are treated in cohorts of 3 and the dose of SCO-101 is increased from cohort to cohort until the MTD is fined. However, Scandion Oncology will as a maximum increase the dose 5 times. The trial will initially include 12-18 patients to prove safety and tolerability when combining SCO-101 with the chemotherapeutic drugs Nab-paclitaxel plus gemcitabine, the latter being standard first line treatment for approximately 30 percent of metastatic pancreatic cancer patients. When the MTD has been defined, the second part of the study can be initiated. The results from the phase Ib (dose range finding) trial are expected in Q2-Q3 2021.

In the phase II trial of the pancreatic cancer study, patients will be randomized to receive standard chemotherapy (nab-paclitaxel and gemcitabine) +/- SCO-101. Patients are scanned before treatment start and then every 8 weeks during treatment for evaluating clinical efficacy of SCO-101 as an add-on to chemotherapy. By randomizing the patients, it will be possible to have time-dependent endpoints like progression-free survival and overall survival added to the trial endpoints. Patients will be randomized 2:1, meaning that 40 patients will receive standard chemotherapy plus SCO-101 and 20 patients will receive standard chemotherapy only. When these 60 patients have been treated and the results are available, an interim statistical analysis will be performed. Based on the results of this analysis, it will be decided whether additional patients should be included. Scandion Oncology has obtained a grant of DKK 5 million from the Danish Innovation Fund to support the pancreatic cancer studies with SCO-101.

SCO-101 – metastatic and antiestrogen resistant breast cancer

Breast cancer is the most frequent cancer disease in women. Approximately 80 percent of the patients will present with an estrogen receptor positive tumor.[15] This means that the growth of the cancer cells potentially is stimulated by the female sex hormone estrogen. These patients are most often offered treatment with antiestrogens, which block the estrogen growth stimulation of the cancer cells. When breast cancer has metastasized, most of the patient's tumors will at some point in time become resistant to antiestrogen treatment.[16] Scandion Oncology has obtained a Eurostars grant of EUR 800,000 from EUREKA. Part of this grant will be used to perform preclinical studies on the mechanism of action of SCO-101 when reverting anti-estrogen resistance. Another part of the grant will be used to perform a phase Ib (dose range finding) clinical trial. In this trial metastatic and anti-estrogen resistant breast cancer patients will continue their anti-estrogen treatment but now in combination with increasing doses of SCO-101. When the maximal tolerable dose of SCO-101, when given together with anti-estrogens, has been defined, Scandion Oncology intends to initiate a randomized study in this patient population.

Predictive biomarkers

A personalized treatment approach with SCO-101 is enabled through the development of predictive biomarkers. The use of predictive biomarkers will ensure that only patients with a high likelihood of experiencing treatment benefits will receive the treatment. Patients not expected to respond to the treatment will consequently not receive the treatment, thus being saved from unnecessary side effects. The development and analytical validation of biomarker assays is expected to be finalized in Q2 2021. In addition, Scandion Oncology and academic partners aim for a retrospective clinical study to obtain a first validation of the selected biomarkers.

13) Bailly C. Irinotecan: 25 years of cancer treatment. Pharmacol Res. 2019 Oct;148:104398. doi: 10.1016/j.phrs.2019.104398. Epub 2019 Aug 12. PMID: 31415916.
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15) Post-menopausal breast cancer: from estrogen to androgen receptor. Avisek Majumder, Mahavir Singh, Suresh C. Tyagi Oncotarget. 2017 Nov 24; 8(60): 102739–102758.
16) Gonzalez-Angulo AM, Morales-Vasquez F, Hortobagyi GN. Overview of Resistance to Systemic Therapy in Patients with Breast Cancer. In: Madame Curie Bioscience Database [Internet]. Austin (TX): Landes Bioscience; 2000-2013.

Regulatory pathway

Whenever new types of medicine, or new combinations of medicines, are being tested in humans, it is required to obtain approval from the local Health Authorities (in Denmark the Danish Medicines Agency and in Sweden the Swedish Medical Products Agency) and the ethical committee in individual countries before initiation of the clinical studies. The application consists of relevant scientific data documenting the quality of the investigational drug and the preliminary safety profile and proof-of-concept data obtained from animal studies. Scandion Oncology´s lead candidate SCO-101 is currently in phase I/II clinical development (human exploratory trials) covering two different indications, metastatic colorectal cancer and pancreatic cancer not eligible for surgical removal. SCO-101 is used in combination with the recommended standard of care chemotherapies already approved and used for these indications.

In the metastatic colorectal cancer indication, approval for the phase II trial has been obtained and the study is ongoing since Q1 2020. The colorectal cancer trial is a combined phase I/II study design covering an initial dose-range finding part (part 1) where the MTD of SCO-101 in combination with the chemotherapy drug FOLFIRI is determined. The MTD part is followed by an efficacy part (part 2) which includes an interim analysis of results allowing a possibility to further extend the number of patients (part 3) if positive data are obtained in the initial efficacy part.

For the pancreatic cancer trial, Scandion Oncology has recently obtained the required approvals for the first study in the planned phase I/II study program. This study was initiated in October 2020. The approval for the pancreatic cancer study covers an initial phase Ib (dose-range finding) trial and when the recommended therapeutic dose level has been defined, a separate phase II study will be applied for. This phase II study will focus on efficacy and safety and will be initiated in a seamless approach utilizing the framework of the clinical trial sites and investigators established during the phase Ib. It is planned that the phase II study in pancreatic cancer will include an interim evaluation of data after approximately half of the patients have been included to determine if results warrants inclusion of additional patients.

SCO-101 may be a relevant add-on treatment option in other types of cancers than already described. Development in such indications will follow a similar development strategy with a dose-range finding part to establish the MTD of SCO-101 in combination with the relevant chemotherapy and then a subsequent phase II part, where the preliminary efficacy and safety of the therapeutic dose level is investigated. Based on results obtained in exploratory efficacy trials (phase I/II), the scope of confirmatory clinical trials (phase II/III) supporting world-wide marketing authorization applications will be determined. The development plan is continuously aligned with authority expectations at strategic points through scientific interactions with regulatory bodies ensuring that the planned activities conform to authority requirements for marketing authorization.

SCO-201

SCO-201 is in-licensed from ZEA DRITTE. Revenues to Scandion Oncology as licensee are subject to partial passthrough (royalty) to the licensor. It is an oral formulation with pharmacokinetic and pharmacodynamics in vitro and in vivo data designed to reverse drug resistance by inhibition of an efflux pump. SCO-201 is directed against solid cancers, including ovarian cancer and non-small lung cancer. In March 2020 the Company reported preclinical results demonstrating that SCO-201 is a specific, potent and potentially non-toxic drug candidate for the reversal of drug resistance in cancer cells.[17] Animal toxicology studies are expected to be initiated in Q2 2022.

SCO-301

SCO-301 inhibits drug resistant mechanisms that are not inhibited by SCO-101 or SCO-201. SCO-301 and analogues are currently developed in collaboration with the University of Copenhagen. SCO-301 is a generic drug, which is already registered for a non-cancer indication. However, in order to strengthen future intellectual patent rights, Scandion Oncology is developing and screening SCO-301 analogous. Selection of analogues is expected to be finalized in Q2 2022.

17) The Pyrazolo[3,4-d]pyrimidine Derivative, SCO-201, Reverses Multidrug Resistance Mediated by ABCG2/BCRP. Ambjørner SEB, Wiese M, Köhler SC, Svindt J, Lund XL, Gajhede M, Saaby L, Brodin B, Rump S, Weigt H, Brünner N, Stenvang J.Cells. 2020 Mar 4;9(3):613.

Patent portfolio

Compound	Patent family	Granted	Pending	Combination therapies
SCO-101	PCT/EP2017/061823	Europe (divisional)	Australia, Brazil, Canada, China, Europe (divisional), India, Japan, United States	SCO-101 + specific topoisomerase I inhibitors (granted in Europe) SCO-101 + Taxanes SCO-101 + anti-oestrogens
			Europe (divisional)	SCO-101 in combination with specific anti-estrogens or specific anti-progestogens for treatment of cancer
SCO-101	PCT/EP2019/073796		PCT[a]	SCO-101 for treatment of subjects with elevated expression or activity of SRPK1
SCO-101	PCT/EP2019/078044		PCT[a]	SCO-101 and related compounds for treatment of microbial infection
SCO-201	PCT/DE2007/001104	Australia, Canada, Europe, Japan, United States	Brazil	-
SCO-201	PCT/EP2012/070403	Australia, Canada, Japan, United States	Brazil, Europe	-
SCO-201	PCT/EP2016/053843	Europe, Japan	Australia, Brazil, United States	SCO-201 and related compounds for treatment of cancer and HIV infections

Table 1: Scandion Oncology's patent portfolio.

a) Patent Cooperation Treaty. International phase – specific jurisdictions/countries to be decided.

In-house drug development

Scandion Oncology has its own laboratory facilities where preclinical experiments with the pipeline drugs are performed. In addition, the lab is generating additional pairs of cancer cell lines to be used for future drug screening. Scandion Oncology has established scientific collaborations with several national and international academic laboratories, in which studies on the SCO drugs are performed. All collaborations are based on contracts that secure Scandion Oncology ownership to all data generated with SCO-compounds.

Additionally, Scandion Oncology's pipeline includes candidates and its analogues that has demonstrated anti-bacterial effects when tested against antibiotic resistant bacteria. Scandion Oncology is presently performing animal experiments in order to gain further insight into the anti-bacterial effects.

Research and development

The DEN50-R platform is Scandion Oncology's screening platform that is used when identifying new drugs for its pipeline. The Scandion Oncology lab uses the platform to continuously screen selected compounds of interest to complement the pipeline. Scandion Oncology is at the same time adding pairs of drug sensitive and drug resistant cancer cell lines to the screening platform.

Scandion Oncology's lead candidate SCO-101 is currently in clinical trials. At the same time, continued preclinical research is performed with the aim to further study its mechanisms of action in reverting drug resistance in order to broaden its clinical application. The second candidate, SCO-201 has been prepared for preclinical toxicology studies. SCO-301 is an analogue produced in collaboration with academic partners at University of Copenhagen, Denmark and the Scandion Oncology lab is testing additional selected analogous for in-vitro efficacy in reverting cancer drug resistance.

Partnering and out-licensing

In June 2020, Scandion Oncology announced an agreement to explore combination therapies for chemotherapy and immuno-oncology with Alligator Bioscience AB. The agreement involves exploring the anti-tumor efficacy of the CD40 antibody mitazalimab (Alligator Bioscience AB) in combination SCO-101 and chemotherapy to generate an immunological response in chemotherapy resistant preclinical tumor models. The study is expected to demonstrate that SCO-101 reverts chemotherapy resistance, thereby further strengthening the anti-tumor effects of mitazalimab given together with chemotherapy. The first results from this exploratory study are expected in Q2 2021 and will form the basis for the strategy of SCO-101 in combination with immuno-oncology.

SCANDION ONCOLOGY'S MARKETS

Cancer incidence and prevalence

Globally, cancer is the second leading cause of mortality.[18] In 2018, approximately 18 million new cases of cancers were diagnosed and 9.5 million cancer related deaths occurred. Despite the preventive, diagnostic and therapeutic advances within the field of cancer, the cancer incidence rates are expected to increase to approximately 29.5 million people (+63 percent) by 2040.[19]

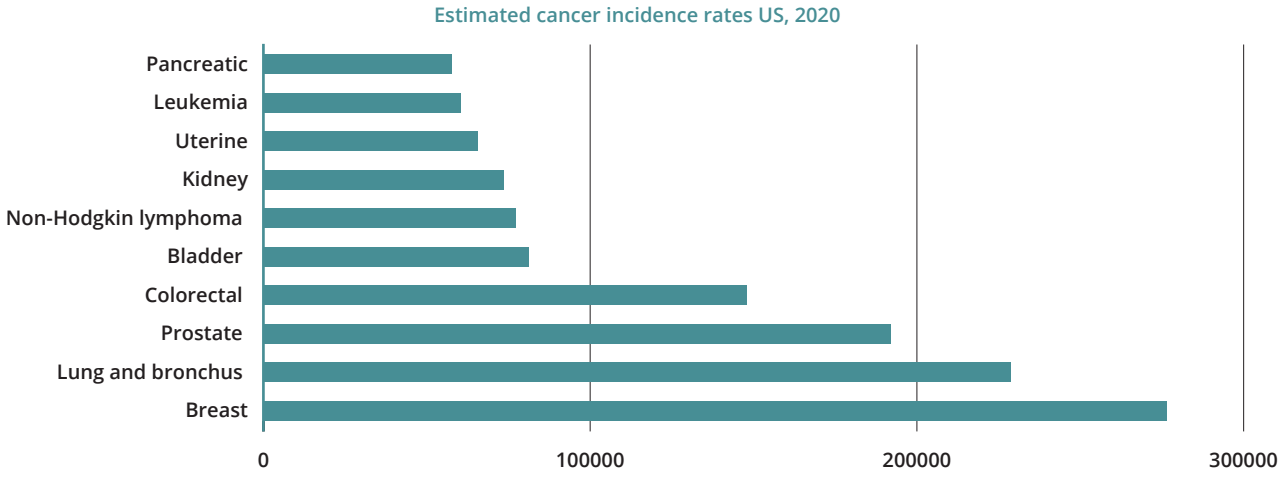

Figure 4: Estimated new cancer cases 2020 in the US. Source: SEER Cancer, 2020.

Cancer drug resistance

Cancer drug resistance is considered the main obstacle to successful clinical management of cancer patients. In primary cancer (no metastases have yet been diagnosed), the recurrence rate of the cancer despite prior surgery and systemic neo- or adjuvant anti-cancer treatment, varies between cancer forms but can be significant, e.g. approximately 40 percent of stage III colorectal cancer patients will experience disease recurrence despite surgical and adjuvant medical treatment.[20] The majority of metastatic cancer patients will develop resistance towards the given anti-cancer therapy, and approximately 90 percent cancer related deaths are due to cancer drug resistance.[21] Scandion Oncology aims to introduce its add-on drugs to the market, making these drugs an integral component of the current standard of care anti-cancer treatment and thereby increase survival and quality of life of future cancer patients.

Addressable market

Chemotherapy continues to be the primary medical treatment to fight cancer, and chemotherapy is expected to remain the primary treatment option for the next many years. In 2020, the chemotherapy market is valued to USD 37 billion and is projected to grow approximately 12 percent annually, reaching USD 56 billion by 2024.[22] Scandion Oncology's current pipeline targets approximately 60 percent of currently used chemotherapies.

18) SEER Cancer, 2020.

19) Globocan, 2018.

20) Oxaliplatin, fluorouracil, and leucovorin as adjuvant treatment for colon cancer. André T, Boni C, Mounedji-Boudiaf L, Navarro M, Tabernero J, Hickish T, Topham C, Zaninelli M, Clingan P, Bridgewater J, Tabah-Fisch I, de Gramont A; Multicenter International Study of Oxaliplatin/5-Fluorouracil/Leucovorin in the Adjuvant Treatment of Colon Cancer (MOSAIC) Investigators.N Engl J Med. 2004 Jun 3;350(23):2343-51.

21) Si, W., Shen, J., Zheng, H. et al. The role and mechanisms of action of microRNAs in cancer drug resistance, 2019.

22) Market Research Future, 2019.

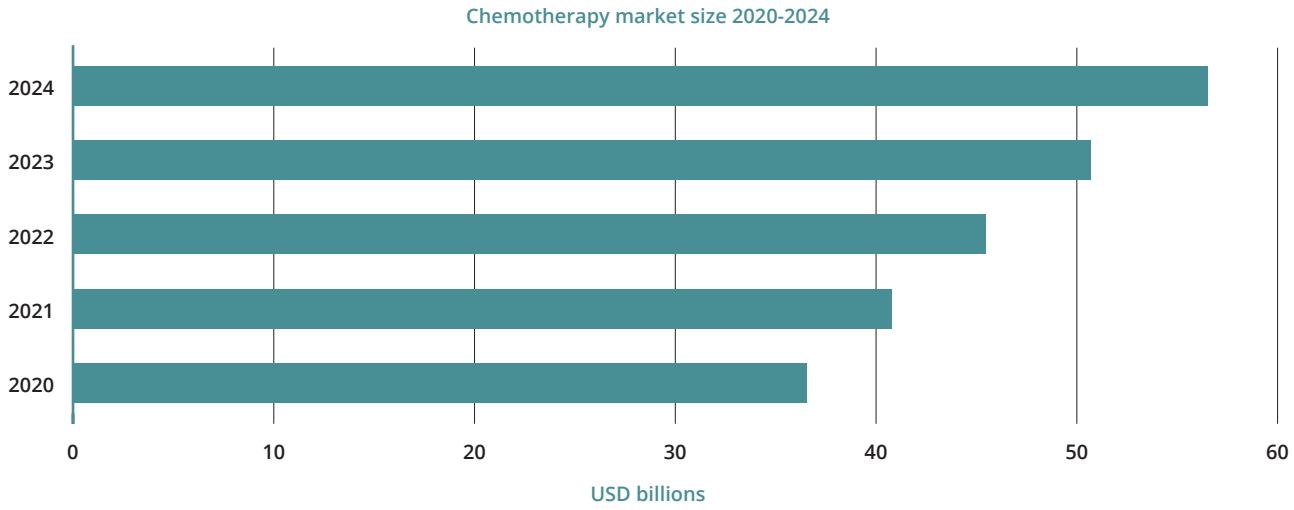

Figure 5: Chemotherapy market 2020-2024. Source: Market Research Future 2019.

Trends

Increasing incidence of new cancer cases

Worldwide, cancer incidence rates have increased, making cancer the second leading cause of death after cardiovascular diseases. Environmental factors, such as tobacco smoking, urbanization and its associated pollution and changing diet patterns together with an extended lifetime, have been considered responsible for this phenomenon. Prevention and treatment measures focusing on environmental factors have been implemented, but little progress in reducing incidence of cancers has been made.[23] Among the most increasing cancer types, colorectal cancer and breast cancer are among the top three in terms of incidence and are ranked within the top five in terms of mortality.[24]

Burden and economic impact

The economic burden of cancer is substantial in all countries and reflects health care spending as well as lost productivity due to morbidity and premature death from cancer. In 2017, the estimated healthcare cancer spending was USD 161 billion; productivity loss from morbidity, USD 30 billion; and premature mortality, USD 151 billion in the US. In the European Union, cancer healthcare spending was EUR 57 billion, and productivity losses due to morbidity and premature death were EUR 11 billion and EUR 48 billion, respectively. With informal care costs of EUR 26 billion, total burden rose to EUR 142 billion. The economic burden of lost productivity due to morbidity and premature death from cancer is nearly 60 percent of the total economic burden associated with cancer in the European Union.[25]

Covid-19

Like the rest of the world, Scandion Oncology has during 2020 been affected by the Covid-19 pandemic. As the Covid-19 pandemic is heavily affecting the resources at the hospitals and health care systems, the Danish Health Authorities, EMA, and FDA recommended that all First in Man clinical studies with novel single agents or novel combinations should be postponed until the Covid-19 pandemic is under control. The Covid-19 pandemic also impacted Scandion Oncology's working processed and the services from to the Company. Due to the Covid-19 pandemic, Scandion Oncology had to modify the timeline for the clinical phase II colorectal cancer study and the phase Ib (dose-range finding) study for the pancreatic cancer study. The timeline for the first part of the ongoing colorectal cancer study that was expected to be finalized in Q4 2020, is now expected to be finalized in Q2 2021. The timeline for phase Ib (dose-range finding) of the pancreatic cancer study, that was expected to be initiated in Q2 2020, was initiated in October 2020.

In addition to what is described above, Scandion Oncology estimates that there are no significant known trends in terms of production, sales, inventory, costs and selling prices from 30 September 2020 until the date of the Prospectus.

Market driving forces

The global chemotherapy market has been largely benefited by the increasing demand for chemotherapy products across the world. Increasing prevalence of cancer; increasing expenditure on oncology medicine and research, and reimbursements and growing health insurance are expected to further spur market growth in the years ahead. Moreover, the patent expiry of leading drugs, government initiatives, and increasing public awareness about various cancer diseases and treatment options are further expected to boost the growth of the global chemotherapy market.[26]

Other companies targeting cancer drug resistance

The board of directors and management of Scandion Oncology is not aware of any medicines on the market that are able to reverse

23) Global Burden of Disease Cancer Collaboration, 2015.
24) Globocan, 2018.
25) Cancer Atlas, 2017.
26) Market Research Future, 2019.

or suspend chemotherapy resistance. Furthermore, according to medical databases and to the management's knowledge, there are no other companies that develop drugs similar to SCO- 101, SCO-201 or SCO-301 as per the date of this Prospectus.

ORIC Pharmaceuticals, Inc. is a company targeting cancer drug resistance, however, its target molecules and mechanisms of action are different from those being targeted by Scandion Oncology, hence, Scandion Oncology does not view ORIC Pharmaceuticals, Inc. as a direct competitor.

Tolremo Therapeutics AG is a privately held Swiss biotechnology company established in 2017. Tolremo Therapeutics AG's drug candidates aim to complement standard cancer therapies. However, Scandion Oncology does not view Tolremo Therapeutics AG as a direct competitor as this is a pre-clinical stage company on the basis of publicly available information with no clinical programs to compare to Scandion Oncology.

FINANCIAL STRATEGY AND FINANCING

Scandion Oncology is in a growth phase with clinical studies currently underway and those planned for the future will entail significant costs for the Company. No dividend is planned, and all cash flow generated internally and externally will finance the Company's growth strategy. Until the Company is generating a cash flow that covers the Company's financing needs for continued growth, the future financing strategy includes share capital generated through new share issues, loans, convertibles or other capital raising.

LOAN AND FINANCING STRUCTURE

On 6 October 2020, Scandion Oncology announced that a total of 2,371,455 warrants of series TO1 were exercised, providing the Company with approximately SEK 12.3 million before issue costs. As of the date of this Prospectus, the Company has no loans.

Other than above, there has been no material change in the Company's loan and financing structure since 30 September 2020.

INVESTMENTS

Since 30 September 2020 until the date of the Prospectus, Scandion Oncology has not made any investments deemed to be of a material nature.

As of the date of the Prospectus, there are no material ongoing investments where fixed commitments from Scandion Oncology has already been made.

VOCABULARY

Acidic di-aryl urea: The chemical name of SCO-101.

Add-on drugs: Drug that is given in addition to another drug to maximize its effectiveness.

Bilirubin: A molecule formed from the breakdown of hemoglobin in red blood cells.

Clinical validation studies: Clinical studies performed to validate the clinical impact of a new drug, a new drug combination, a biomarker etc.

Dose-range finding study: A clinical trial where increasing doses of an agent are tested to establish which dose of a drug that should be used in future clinical studies.

Incidence: A measure of the probability of occurrence of a given medical condition in a population within a specified period of time.

In vitro study: Studies that are in vitro are those performed with cells or microorganisms outside of their normal biological context.

In vivo study: Studies that are in vivo are those in which the effects of various biological entities are tested on whole, living organisms usually animals or humans.

Maximum tolerated dose (MTD): The highest dose of a drug or treatment that does not cause unacceptable side effects. The maximum tolerated dose is determined in clinical trials by testing increasing doses on different groups of people/patients until the highest dose with acceptable side effects is found.

Treatment modalities: Methods for treatment of a disease.

Pharmacokinetic profile: Described as what the body does to a drug, refers to the movement of drug into, through and out of the body—the time course of its absorption, bioavailability, distribution, metabolism, and excretion.

Prevalence: The proportion of a particular population found to be affected by a medical condition at a specific time.

Retrospective clinical study: A study that uses data/biological material obtained before the actual study is performed.

Royalty payments: A royalty is a payment made by one party to another where the first party owns a particular asset, in exchange for the right to use that asset.

Sickle cell anemia: An inherited red blood cell disorder in which red blood cells are being disintegrated resulting in lack of red blood cells in the circulation.

Xenograft model: In this model, human tumor cells are transplanted into an immunocompromised animal.

WORKING CAPITAL STATEMENT

According to the board of directors' assessment, the existing working capital is not sufficient for the next 12 months. Working capital is the amount of cash and other assets a business has available after all its current liabilities are accounted for. In order to provide additional working capital to Scandion Oncology, the board of directors has resolved on the Rights Issue to finance the Company's transformation from an early stage biotech company to a mature clinical stage company. The Company's liquidity forecast of cash flows, together with available cash and cash equivalents, indicates that the available working capital is expected to run out in March 2021 and that the working capital deficit amounts to approximately a maximum of SEK 65 million during the coming twelve-month period.

Upon full subscription in the Rights Issue, the Company will receive approximately SEK 235.7 million before issue costs. The issue costs are estimated to amount to approximately SEK 35.7 million. The net proceeds of approximately SEK 200 million is considered sufficient to meet the Company's working capital needs for at least the coming twelve-month period.

If the Rights Issue, despite received subscription and guarantee undertakings, is not subscribed to a sufficient extent, the Company will find it difficult to run the business and the development at the planned pace. Thus, the Company may be forced to seek alternative financing opportunities such as additional capital raising or loan financing, or alternatively implement cost cuts or be forced to conduct operations at a lower degree than expected until additional capital can be raised. There is a risk that lack of financing or failed measures will result in the Company being placed in restructuring, or in the worst case, bankruptcy.

RISK FACTORS

A number of risk factors may have an adverse impact on Scandion Oncology's operations. It is therefore important to thoroughly analyze the risk factors which are deemed to be of importance to Scandion Oncology. This section contains risk factors that are specific to Scandion Oncology and its securities. The assessment of the materiality of each risk factor is based on the probability of their occurrence and the expected extent of their negative impact. The risk factors are categorized in a limited number of categories. In each category, the most material risks, as assessed by Scandion Oncology, taking into account the negative impact on the Company and the probability of their occurrence, are set out first.

RISKS RELATED TO THE COMPANY'S OPERATIONS

Financing needs

Scandion Oncology has reported significant losses since the Company began operations and for the financial year 2019, Scandion Oncology reported a loss of approximately DKK 15.6 million before tax. Scandion Oncology's clinical studies being active and those planned for the future will entail significant costs for the Company. There is a risk that delays in clinical trials/controlled studies or product development will result in that cash flow is generated later than planned or not at all. Furthermore, there is a risk that Scandion Oncology's targets will not be achieved within the timeframe determined and that it takes longer than planned to reach the milestones determined by the board of directors in the Company. A situation may arise where Scandion Oncology may need to acquire additional capital in the future, depending on when and how much revenue, if any, the Company is able to generate in relation to its expenses.

Extent of the negative impact if the risks are realized: There is a risk that additional capital may not be available to the Company on commercially favorable terms or at all and there is a risk that this results in the development of the Company's products being temporarily halted or that the Company will be forced to conduct its business operations at a slower pace than desired, which can lead to delays or that the commercialization is not implemented and no revenue is obtained. If the risks are realized, it is assessed that it could have a high impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is high.

Registration and licensing

The Company has not yet received approval for any product candidate for commercial sale and, as a result, the Company has not yet generated any revenue and has incurred significant financial losses, and may continue to incur significant financial losses in the future, which makes it difficult to assess the future viability of the Company. In order to be able to market and sell pharmaceutical drugs, authorization must be obtained and registration take place at the appropriate agency/governmental authority in their respective markets, such as the Food and Drug Administration (FDA) in the U.S. and the European Medicines Agency (EMA) in Europe. In the event Scandion Oncology, directly or via collaborative partners, fails to obtain or maintain the requisite permits, approvals and registrations from the governmental authorities, there is a risk that the Company's ability to generate revenue will be inhibited. There is also a risk that observations and feedback on the Company's proposed study plans will result in delays and/or increased costs for the Company. Furthermore, applicable rules and regulations, and the interpretation of applicable rules and regulations, may change and these changes may be material. There is a risk that this will affect the Company's prerequisites for meeting regulatory requirements. There is thus a risk that Scandion Oncology, directly or via its collaborative partners, will not receive the necessary permits and registrations with governmental authorities.

Extent of the negative impact if the risks are realized: In the event that the Company does not receive the necessary permits and registrations from governmental authorities there is a risk that the Company's earnings potential and financial position will be adversely affected. If the risks are realized, it is assessed that it could have a high impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is high.

A Company in the development phase

The Company was formed in 2017 and has since then been engaged in research and development of new drug candidates to combat drug resistance in cancer. The Company has sustained operating losses since its inception due to the nature of its business and the Company has not yet launched any drug in the market, and therefore has not generated any revenues. However, the Company has received several soft money grants and is continuing apply for such grants. There can be no assurance that any drug candidates will be approved for marketing and sale and, if approved, there can be no assurance that any drugs candidates of the Company will be commercially successful or that the Company will become profitable. The board of directors has made the assessment that the two clinical trials, one in colorectal cancer and another in pancreatic cancer need further progression before the out-licensing or sale of projects should be considered. It is not possible to forecast the Company's sales potential in advance, and in addition there is a risk that the Company will not be able to attract licensees or buyers for its drug projects.

Extent of the negative impact if the risks are realized: To become and remain profitable, the Company must succeed in developing and eventually commercializing products that generate revenue. This will require the Company to be successful in a range of challenging activities, including completing clinical trials of the Company's products or engage in revenue generating partnership with another entity. In addition, the Company aims to discover additional product candidates, to obtain regulatory approval for these product candidates and to sell, manufacture, launch, and market these product candidates. The Company is only in the early stages of these activities. The Company may never succeed in these activities and, even if it does, may never generate revenue that is significant enough to achieve profitability. If the risks are realized, it is assessed that it could have a high impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is medium.

Clinical trials/controlled studies

The pharmaceutical industry in general, and clinical trials in particular are associated with great uncertainty and risks regarding delays and the outcome of the studies. There is a risk that results from early clinical trials do not match results in more extensive clinical trials. Furthermore, there is a risk that Scandion Oncology's current and planned future clinical trials/controlled studies will not

indicate sufficient safety and efficacy in order for the Company's product candidates to be approved or in order for the Company to be able to out-license or sell the pharmaceutical projects at a later stage. Thus, there is a risk that this leads to a reduced or a lack of funds in the Company. Since the beginning of 2020, the Company's clinical trials have to some extent been affected by the Covid-19 pandemic. A new pandemic or a major increase in hospitalized patients due to a pandemic, may delay clinical drug trials and entail increased expenses for clinical drug trials.

Extent of the negative impact if the risks are realized: Any failure or delay in the conduct of clinical trials/controlled studies for any of the Company's product candidates, for any reason, may prevent it from obtaining regulatory approval or commercializing product candidates on a timely basis, or at all, which would require the Company to incur additional costs and delay receipt of any product revenue. If the risks are realized, it is assessed that it could have a high impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is medium.

Development costs

Scandion Oncology expects to continue to develop and further develop products within its area of business. It is not possible to predict the exact time and costs for the development of the Company's product candidates. This means that there is a risk that a planned product development will be more costly than planned.

Extent of the negative impact if the risks are realized: If the development of a new product takes a longer period of time than projected, there is a risk that this will lead to increased development costs and thereby a reduced operating profit for the Company. If the risks are realized, it is assessed that it could have a high impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is medium.

Competitors

Some of Scandion Oncology's competitors and potential future competitors include multinational companies with significant financial resources. There is a risk that substantial investment and product development by a competitor will result in a less favorable situation in terms of sales or revenue opportunities, as the competitor may develop products that outperform the Company's products and thereby takes market shares from the Company. Furthermore, Scandion Oncology is operating in a field with substantial global competition and swift technological advances which could mean that the competitors of the Company may develop other treatments for indications similar to those being developed by the Company and/or that such competitors may be able to commercialize such treatments more successfully than the Company, if such companies decide to establish themselves within the same business area as the Company's.

Extent of the negative impact if the risks are realized: In the event competitors develop products with better function and/or better quality, there is a risk that the Company's sales and profits would decrease. If the risks are realized, it is assessed that it could have a high impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is medium.

Product liability

Since Scandion Oncology operates in the pharmaceutical industry, risks associated with product liability are present. There is a risk that the Company will be held liable for an eventual event in clinical trials, even in cases where clinical trials are conducted by an external third party, or otherwise from development, marketing and sale of the Company's product candidates, if approved and commercialized. Litigation would be time-consuming for the Company's management and could entail significant costs and losses, which could adversely affect the Company's business, results of operations and cash flows. There is no guarantee that the Company will be successful in defending future litigation or similar matters brought under various laws.

Extent of the negative impact if the risks are realized: In the event an incident does occur in a clinical trial or in connection with the development, marketing and sale of the Company's product candidates, if approved and commercialized, and if Scandion Oncology would be held liable for this, there is a risk that the Company's insurance coverage may not be sufficiently adequate to fully cover any future legal claims and there can be no assurance that the Company's insurance coverage will continue to be available on reasonable commercial terms or continue to be adequate. There is a risk that this negatively affects the Company, both in terms of reputation as well as financially. If the risks are realized, it is assessed that it could have a high impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is medium.

Suppliers and manufacturers

Scandion Oncology has an established relationship with suppliers and manufacturers. If one or more of the Company's suppliers or manufacturers of drug substances choose to cease their cooperative efforts with the Company, there is a risk that this will adversely affect the activities relating to the development of the drugs or future sales and/or earnings. There is also a risk that Scandion Oncology's suppliers and/or manufacturers do not satisfy the quality standards which the Company has established. Furthermore, there is a risk that the establishment of relationships with new suppliers or manufacturers may not be available to the Company or that the Company may not be able to establish such new relationships on commercially favorable terms. There can be no assurance that such new relationships will not be more costly to the Company and the establishment of such new relationships may take longer than the Company calculates.

Extent of the negative impact if the risks are realized: In the event of a suspension or the ending of an established relationship with a supplier or manufacturer, there is a risk that Scandion Oncology will need to expend resources on establishing new partnerships. There is a risk that such a process becomes costly and as a result that the Company's operating profit will decrease. There is also a risk that the Company cannot replace a supplier who has terminated its agreement with the Company, which can result in a reduced or a lack of cash flow for the Company. If the risks are realized, it is assessed that it could have a medium impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is medium.

Patents and other intellectual property

Scandion Oncology is dependent on its ability to obtain and maintain patents and other intellectual property rights for its products. Scandion Oncology has, among other things, applied for

and obtained a patent for specific combination treatments with its drug candidates SCO-101 and SCO-201 in Europe, USA, Australia, India and Canada (among other countries). There is a risk that the existing and/or future patent portfolio and other intellectual property rights held by the Company will not provide adequate commercial protection. In the event that Scandion Oncology is required to defend its patent or other intellectual property rights against a competitor, the risk is present that this will result in significant costs being incurred, which may adversely affect the Company's business operations, earnings and financial position. In addition, there can be no assurance that Scandion Oncology will be successful in defending its patent or other intellectual property rights against competitors. Furthermore, there is a risk that Scandion Oncology infringes, or that an allegation is made that Scandion Oncology has infringed, on third party patents. There is also a risk that other parties' patents may limit the ability or possibilities for one or more of the Company's future collaborative partners to freely use the affected product or production method. It is not possible to anticipate the outcome of patent disputes in advance, and there is a risk that an adverse outcome of disputes or litigation relating to intellectual property rights results in a loss of protection, prohibition to continue to utilize/employ the rights at issue or that an obligation to pay compensatory damages arises. In addition, the costs of such litigation, even in the event of a favorable outcome for the Company, can be substantial. There is a risk that this adversely affects the Company's earnings and financial position. There is a risk that the above results in difficulties or delays in the commercialization of future products and thus difficulties in generating revenue. The same applies to other intellectual property rights, such as brands and trademarks.

There is additionally a risk that parties with competing business operations obtain patents in fields related or adjacent to Scandion Oncology's existing patents or patent applications, resulting in that the competitors' treatment alternatives attain the same efficacy as that of the Company's alternatives. This could result in a more difficult marketing situation for Scandion Oncology, which may adversely affect the Company's revenue and earnings.

Extent of the negative impact if the risks are realized: Risks related to patents and other intellectual property, if realized, may adversely affect the Company's business operations, earnings and financial position. If the risks are realized, it is assessed that it could have a medium impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is medium.

Disputes and legal claims

There is a risk that Scandion Oncology will be involved in disputes within the framework of its ordinary business activities and may also be subject to claims concerning contractual issues, product liability and alleged problems or mistakes in deliveries of the Company's products. Risks related to disputes and legal claims are inevitable in connection with research and development, preclinical and clinical trials, production, marketing and possible future sales of pharmaceutical products. For example, intellectual property disputes may arise with the Company's collaborative partners in connection with clinical trials. There is a risk that such disputes and claims will be time consuming for the Company, its management and employees to deal with, disturbing normal business operations, and eventually result in the incurring of significant costs and/or losses.

Extent of the negative impact if the risks are realized: It is not possible to anticipate the outcome of disputes in advance, and there is thus a risk that disputes will have a material adverse effect on the Company's business operations and earnings. If the risks are realized, it is assessed that it could have a medium impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is medium.

Insurance risks

Scandion Oncology has a business insurance, which includes legal liability and product liability coverage, as well as general liability insurance. However, the business insurance coverage is limited in amount and coverage. Patients who participate in the Company's clinical trials may experience side effects. In the event an incident does occur in a clinical trial, there is a risk that the Company will suffer injury or loss, or incur a liability for compensation for damages, which is not covered or only partially covered by the insurance, and there can be no assurance that the Company's insurance coverage will continue to be available on reasonable commercial terms or continue to be adequate, which may adversely affect the Company's business operations, earnings and financial position.

Extent of the negative impact if the risks are realized: In the event that Scandion Oncology have to pay damages or repairs via its own cash, this could result in the Company's financial position deteriorating. If the risks are realized, it is assessed that it could have a high impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is medium.

Key individuals and employees

The success of the Company depends on its ability to attract, integrate, manage and retain qualified personnel and key employees. Furthermore, the Company's geographical location entails a risk in not being able to identify and attract key talents. In the event one or more key employees chooses to leave their employment with the Company, there is a risk that such a loss for the Company could have adverse consequences for its business operations and its potential earnings. There is also a risk that the Company will not be able to find a suitable replacement for the former employee. The risk that the Company will be unable to protect itself against unauthorized disclosure of information is also present, which could result in competitors receiving information about, and take advantage of and benefit from, the know-how that has been developed by the Company. There is a risk that via the use of such dissemination of information, Scandion Oncology's competitors will further develop their products and thereby that the Company faces increased competition, which may adversely affect the Company's business operations, financial position and earnings. In addition, if, as a result of the COVID-19 pandemic, the Company's employees, including key personnel, are not able to come to work, this could also have an adverse effect on the Company's business and results of operations.

Extent of the negative impact if the risks are realized: There is a risk that Scandion Oncology will need to recruit and hire personnel to replace key people, which may be a very costly and time-consuming process. There is a risk that the Company will incur increased expenses as a consequence of this. If the risks are realized, it is assessed that it could have a low impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is low.

Foreign exchange risks

A portion of Scandion Oncology's future capital raises and future sales revenues may be received, and costs may be incurred, in various currencies other than DKK, including EUR and USD. Exchange rates can change substantially. There is a risk that the Company's costs and future revenues are adversely impacted by fluctuations in exchange rates which the Company may not be able to hedge against.

Extent of the negative impact if the risks are realized: If, for instance, DKK (which is the Company's accounting currency), increases in value, there is a risk that the Company's future exports will decrease. This in turn will lead to a decrease in revenue for Scandion Oncology and a reduced operating profit for the Company. If the risks are realized, it is assessed that it could have a low impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is low.

IT risks

Scandion Oncology's capability to effectively manage the business operations, maintain good internal control and conduct clinical trials depends on properly functioning IT systems. For example, the Company is dependent on the Company and its subcontractors having the ability to securely handle and store results, reports and other data from the Company's clinical trials through efficient and well-functioning IT systems. To the extent the Company experiences a serious problem or malfunction in any of its IT systems, or becomes the subject of IT security incidents, the Company may not be able to effectively operate and manage its business operations.

Extent of the negative impact if the risks are realized: There is a risk that serious problems and malfunctions in the Company's IT system will affect the Company's clinical trials, customer relationships, ability to generate customer interest, reputation and risk management, which in turn may adversely affect the Company's earnings and business operations. If the risks are realized, it is assessed that it could have a low impact on Scandion Oncology.

Probability that the risks are realized: The probability that the risks are realized is low.

RISKS RELATED TO THE COMPANY'S SECURITIES AND THE RIGHTS ISSUE

The Company's securities may fluctuate in value and liquidity

An investor should note that an investment in the Company's securities are associated with risks. Listed securities are at times affected by significant price- and volume fluctuations that are not connected to the Company's result development. During the period 1 January to 30 September 2020 the closing price of the Company's share has been SEK 9.11 at the lowest and SEK 75.00 at the highest. The price development of the securities is dependent on multiple factors, some of which are company specific, while others are related to the stock market in general. Hence, there is no guarantee regarding the future price development of the Company's securities, why the value of the investment may increase as well as decrease. Limited liquidity in the Company's securities may also entail price fluctuations. There is a risk that the Company's securities cannot be sold for a price acceptable for the holders, or at all, at any time.

Trading in subscription rights and paid subscribed shares (BTA) may be limited

Those who were registered as shareholders in Scandion Oncology on the record date receive subscription rights in proportion to their existing shareholdings. The subscription rights are expected to have an economic value that only can benefit the holder if he or she either exercises them to subscribe for new shares no later than 10 December 2020 or sells them no later than 8 December 2020. After 10 December 2020, unexercised subscription rights will be removed, without prior notification, from the holder's securities account and the holder will thus, in full, be deprived of the expected economic value of the subscription rights. Both subscription rights of and BTAs which, after payment, are booked into the securities account of those who subscribed for new shares, will be subject to trading on Spotlight for a limited period of time. Trading in these instruments may be limited, which may cause problems to individual holders in selling their subscription rights and/or BTA and thereby mean that the holders will not be able to compensate themselves for the economic dilution effect that the Rights Issue carries as well as during the period when trading in BTA is expected to take place on Spotlight (26 November 2020 until the Danish Business Authority has registered the Rights Issue). Investors also thereby risks being unable to realize the value of their BTAs. Such circumstances would entail a significant risk for single investors. Limited liquidity could also enhance fluctuations in the market price of subscription rights and/or BTAs. Consequently, pricing of these instruments risks to be incorrect or misleading.

Sale of shares from major shareholders, board members and executive management members

The board of directors and executive management of Scandion Oncology have signed so-called lock-up undertakings towards Vator Securities AB, which means that they commit to retain their holdings of shares and/or other securities in the Company for the period ending 180 days following the first day of trading of the new shares in the Rights Issue. Notwithstanding the provisions of the lock-up undertakings, the parties who have agreed to a lock-up of shares may sell shares according to the terms and conditions of a public takeover offer. From a longer term perspective, one should be aware that there is a risk that the parties who have agreed to a lock-up will divest part or all of their holdings in the Company, and this entails a potential risk for other shareholders, as there is a potential that this adversely affects Scandion Oncology's share price.

Shareholders who do not participate in the issue of new shares are affected by dilution

The subscription rights will expire and become useless without entitlement to compensation for the shareholder if the shareholder chooses not to exercise or sell its subscription rights in the Rights Issue as set out in this Prospectus. Consequently, such shareholders' proportional ownership and voting rights in Scandion Oncology will decrease. Shareholders who decline to participate in the Rights Issue will have their ownership diluted by up to approximately 33.3% through the issuance of not more than 10,711,848 new shares. There is a risk that the compensation the shareholder receives for the subscription rights on the market does not correspond to the economic dilution of the shareholder's ownership in Scandion Oncology following the Rights Issue, if a shareholder chooses to sell his or her subscription rights or if these are sold on behalf of the shareholder.

Non-secured subscription and guarantee undertakings

Certain of the Company's board members and management have undertaken to subscribe new shares amounting to approximately SEK 3 million of the Rights Issue. In addition, the Company has received subscription undertakings amounting to approximately SEK 30.4 million from certain shareholders, employees and external professional investors and guarantee commitments amounting to approximately SEK 202.3 million from certain external guarantors. However, the subscription and guarantee undertakings are not secured through, for example, bank guarantees. Consequently, there is a risk that one or several of said parties will not be able to fulfill their undertakings. If the aforementioned undertakings are not fulfilled, it would have an adverse effect on Scandion Oncology's possibility to successfully implement the Rights Issue.

TERMS FOR THE SECURITIES

GENERAL INFORMATION

The Rights Issue consists of shares in Scandion Oncology. The shares in Scandion Oncology and the shares expected to be issued in connection with the Rights Issue are issued in accordance with Danish law. All shares are registered with the Danish Business Authority, fully paid and freely transferable under the articles of association and Danish law. The shares in the Company are denominated in DKK and are issued in VP Securities A/S and mirrored in book-entry form with Euroclear Sweden AB, Reg. No. 556112-8074, P.O. Box 191, 101 23 Stockholm, Sweden ("**Euroclear Sweden**") under ISIN code DK0061031895. The shares expected to be issued in connection with the Rights Issue will have the same rights and rank *pari passu*, including with respect to voting rights and pre-emption rights, as the existing shares of the Company.

VOTING RIGHTS

The shares expected to be issued in connection with the Rights Issue are ordinary shares and no shares of the Company carry special rights. Each share of a nominal value of DKK 0.0735 carries one vote at the Company's general meetings. The right of a shareholder to attend a general meeting and to vote is determined by the shares held by the shareholder at the record date. The record date is one week before the general meeting is held. The shares held by each shareholder are determined at the record date based on the number of shares held by that shareholder as registered in the Company's register of shareholders and any notification of ownership received by the Company for the purpose of registration it its register of shareholders, but which have not yet been registered.

PRE-EMPTION RIGHT TO NEW SHARES

If the shareholders of the Company at a general meeting resolve to increase the share capital of the Company by cash contribution, section 162 of the Danish Companies Act will apply. Under that section, shareholders have a pre-emptive right to subscribe for new shares in proportion to their existing shareholdings. However, the pre-emptive right may be derogated from by a majority comprising at least two-third of the votes cast, as well as at least two-thirds of the share capital represented at the general meeting, provided the share capital increase takes place at market price or nine-tenths of the votes cast, as well as at least nine-tenths of the share capital represented at the general meeting if the share capital increase takes place below market price, unless (i) such capital increase is directed at certain but not all shareholders (in which case all shareholders must consent); or (ii) such capital increase is directed at the Company's employees whereby a majority comprising at least two-thirds of the votes cast, as well as at least two-thirds of the share capital represented at the general meeting is required. Further, the pre-emptive rights may be derogated from by an exercise of the board of directors of a valid authorization in the articles of association of the Company.

CENTRAL SECURITIES DEPOSIT AND SHAREHOLDERS' REGISTER

The Company's shares are issued in dematerialized form and registered in book-entry form in the Danish Central Register of Securities, as maintained by VP Securities A/S, address Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S, Denmark ("**VP Securities**") and mirrored in book-entry form with Euroclear Sweden. The Company's shareholders' register is kept by VP Securities and to a certain extent also by Euroclear Sweden.

RIGHTS TO PROFITS AND SURPLUS IN THE EVENT OF LIQUIDATION

Under Danish law the Company's assets may only be distributed to its shareholders:

1. As dividends, based on the latest adopted financial statements;
2. As extraordinary dividends;
3. In connection with capital reductions; or
4. In connection with dissolution of the Company.

The board of directors is responsible for ensuring that distributions do not exceed a reasonable amount having regard to the Company's financial position and that no distribution is made to the detriment of the Company or its creditors.

The shares expected to be issued in connection with the Rights Issue will have the same rights as the existing shares of the Company, including with respect to eligibility for any dividend. Each share of the Company entitles holder to receive distributed dividends and will confer on the holder the right to receive dividends declared after the registration of such shares with the Danish Business Authority. No restrictions on dividends or special procedures apply to holders of shares who are not residing in Denmark.

Dividends which have not been claimed by shareholders within three years from the time they are payable will be forfeited and will accrue to the Company.

In the event of a solvent liquidation of the Company, the shareholders are, pursuant to the general rules of Danish law, entitled to participate in the distribution of assets in proportion to their nominal shareholdings after payment of the Company's creditors.

REDEMPTION AND CONVERSION PROVISIONS

According to the articles of association of the Company, no shareholder is obliged to have its shares redeemed in whole or in part. In addition, no shares hold any conversion right.

TAKEOVER BIDS

The Swedish Corporate Governance Board has issued takeover rules for the Nasdaq First North Growth Market, NGM Nordic SME and Spotlight Stock Market trading platforms, which are essentially equivalent to the rules that apply to companies with shares that are admitted to trading on a regulated market. The takeover rules for the Nasdaq First North Growth Market, NGM Nordic SME and Spotlight Stock Market trading platforms are applicable to takeover bids regarding companies which shares are traded on Spotlight.

Danish legislation in respect of takeovers do not apply for companies admitted to trading on Nasdaq First North Growth Market, NGM Nordic SME and Spotlight Stock Market.

No takeover bids have been submitted regarding Scandion Oncology's shares during the current or previous financial year.

SQUEEZE-OUT

Pursuant to section 70 of the Danish Companies Act, shares in a company may be redeemed in whole or in part by a shareholder holding more than nine-tenths of the shares and the corresponding voting rights in the company.

Further, pursuant to section 73 of the Danish Companies Act, a minority shareholder may require that a majority shareholder holding more than nine-tenths of the shares and the corresponding voting rights redeem the minority shareholder's shares.

AUTHORIZATION

In respect of the Rights Issue, the board of directors will exercise the authorization in article 3.8 of the Company's articles of association granted by the extraordinary general meeting held on 13 November 2020 to issue new shares with pre-emptive rights for the Company's existing shareholders by up to a nominal amount of DKK 1,574,641.6560 against cash payment or conversion of debt.

TAX RELATED ISSUES

Investors should take note that tax legislation in the member state of the investor and the issuer's country of registration may affect any income from the securities. Investors are urged to consult their independent adviser regarding tax consequences that may arise in connection with the Rights Issue.

TERMS AND CONDITIONS OF THE RIGHTS ISSUE

PREFERENTIAL RIGHTS

Those who on the record date, 24 November 2020, were registered as shareholders of Scandion Oncology have preferential rights to subscribe for new shares in the Rights Issue. For one (1) existing share held on the record date the holder receives one (1) subscription right. Two (2) subscription rights entitles to subscription for one (1) new share.

SUBSCRIPTION PRICE

The subscription price per new share is 22 SEK. No broker commission will be charged.

RECORD DATE

The record date at Euroclear Sweden to determine which persons are entitled to receive subscription rights in the Rights Issue was 24 November 2020. The last day of trading in shares in the Company inclusive of the right to participate in the Rights Issue was 20 November 2020. The first day of trading in shares in the Company exclusive of the right to participate in the Rights Issue was 23 November 2020.

SUBSCRIPTION PERIOD

Subscription of new shares with subscription rights will take place during the period from and including 26 November 2020 up to and including 10 December 2020. The board of directors of the Company is entitled to extend the subscription period and the time for payment, which in such case will be announced through a press release not later than the final day of the subscription period.

TRADING WITH SUBSCRIPTION RIGHTS

The subscription rights will be traded on Spotlight during the period from and including 26 November 2020 up to and including 8 December 2020. Shareholders must contact their banks or other nominee directly with the requisite authorization to make purchases and sales of the subscription rights. The subscription rights acquired during the above mentioned trading period provides, during the subscription period, the same entitlement to subscribe for new shares as the subscription rights received by shareholders with preferential rights on the record date.

UNEXERCISED SUBSCRIPTION RIGHTS

Upon expiry of the subscription period, unexercised subscription rights will lapse and become worthless. After 10 December 2020, unexercised subscription rights will be deleted from the holder's securities account without a notice from Euroclear Sweden. In order not to lose the subscription rights, the holder must either:

- Exercise the subscription rights to subscribe for new shares no later than 10 December 2020, or in accordance with instructions from the holder's nominee; or
- Sell the subscription rights that will not be exercised no later than 8 December 2020.

ISSUE STATEMENT AND SUBSCRIPTION FORM

Directly registered shareholders

Shareholders or representatives of shareholders who on the record date, 24 November 2020, were registered in the share register maintained by Euroclear Sweden on behalf of the Company will receive a pre-printed issue statement with an attached payment form, a separate application form with subscription rights, an application form for subscription without subscription rights and a letter to shareholders. Those parties included in the separate list of pledge holders etc. maintained in connection with the share register will not receive any information but will be informed separately. No securities notification will be issued regarding the registration of subscription rights in the shareholder's securities account.

Subscription with subscription rights

Subscription for shares with subscription rights may take place by simultaneously submitting a cash payment between 26 November 2020 and 10 December 2020. Please note that it may take up to three banking days before the payment is received by the destination account. Subscription and payment must take place in accordance with one of the two alternatives set out below.

1. Issue statement – pre-printed payment form from Euroclear Sweden

   In case all subscription rights received on the record date are exercised to subscribe for new shares, the pre-printed payment form from Euroclear Sweden must be used as a basis for an application to subscribe through payment. The special subscription form should therefore not be used. No additions or amendments may be made in the printed text of the payment form. ***Applications are binding.***

2. Special subscription form
   The special subscription form is to be used in cases when the number of subscription rights exercised is different from those stated in the pre-printed payment form from Euroclear Sweden. Applications for subscription through payment are to be made in accordance with the instructions stipulated in the special subscription form. The pre-printed payment form from Euroclear Sweden should therefore not be used. A special subscription form can be ordered from Hagberg & Aneborn Fondkommission AB by telephone or e-mail as specified below.

   The special subscription form shall be submitted to Hagberg & Aneborn Fondkommission AB no later than 3:00 p.m. on 10 December 2020. Any subscription forms that are sent by conventional mail should therefore be sent well in advance of the final subscription date. Only one subscription form per person or legal entity will be considered. If more than one subscription form is submitted, then only the last form received will be considered. Incomplete or incorrectly completed special subscription forms may also be disregarded. ***Applications are binding.***

The completed special subscription form should be sent or submitted to:

Hagberg & Aneborn Fondkommission AB
Matter: Scandion Oncology
Valhallavägen 124
SE-114 41 Stockholm

Tel: +46 8 408 933 50
Fax: +46 8 408 933 51
Email: info@hagberganeborn.se (scanned subscription forms)

Nominee-registered shareholders

Shareholders whose holdings of shares in Scandion Oncology are nominee-registered at a bank or other nominee will not receive any issue statement. The application for subscription and payment should be carried out in accordance with the instructions from each nominee.

Subscription without subscription rights

Any and all shares not subscribed for with subscription rights may be subscribed for by those who on the record date, 24 November 2020, were registered as shareholders of Scandion Oncology or qualified investors who have made binding undertakings to subscribe for shares without subscription rights. Subscription for shares without subscription rights will take place during the same period as subscription of new shares with subscription rights, from and including 26 November 2020 up to and including 10 December 2020. Applications for subscription without subscription rights must use the subscription form to subscribe without subscription rights, which is to be completed, signed and sent or submitted to Hagberg & Aneborn Fondkommission AB using the contact details above. A subscription form can be ordered from Hagberg & Aneborn by telephone or e-mail as specified above. A subscription form may also be downloaded from the Company's website www.scandiononcology.com and from Hagberg & Aneborn Fondkommission AB' s website www.hagberganeborn.se. The subscription form shall be submitted to Hagberg & Aneborn Fondkommission AB not later than 3:00 p.m. on 10 December 2020. Subscription forms that are sent by conventional mail should therefore be sent well in advance of the final subscription date. Only one (1) subscription form may be submitted to subscribe without subscription rights. If more than one subscription form is submitted, then only the last form received will be considered. Incomplete or incorrectly filled out application forms may also be disregarded. ***Applications are binding.***

ALLOTMENT OF NEW SHARES SUBSCRIBED FOR WITHOUT SUBSCRIPTION RIGHTS

In the event that all shares are not subscribed for with subscription rights before the expiry of the subscription period, the remaining shares will, without compensation to the holders of unexercised subscription rights, be allotted to such existing shareholders and qualified investors having made binding undertakings to subscribe for remaining shares without subscription rights. In case of oversubscription of the remaining shares, the remaining shares will be allocated according to apportionment keys determined by the board of directors.

ALLOTMENT OF NEW SHARES SUBSCRIBED FOR WITHOUT SUBSCRIPTION RIGHTS

Notification of allotment of shares subscribed for without subscription rights, will be made through settlement notes. Settlement notes are expected to be sent out as soon as possible after the subscription period.

Payment shall be made not later than three (3) banking days after the issuance of the settlement notes. No notice will be sent to those who have not been allotted new shares. If settlement is not made on time, the number of shares may be transferred to another party. If the sales price in the event of such a transfer is below the price in this Rights Issue, the person who initially was allotted these shares may be responsible for paying all or part of the price difference.

Those parties who subscribe for new shares without preferential rights through their nominee will receive information about the subscription in accordance with the nominee's procedures.

SHAREHOLDERS RESIDING OUTSIDE OF SWEDEN

Shareholders residing outside of Sweden (does not apply to shareholders resident in the United States, Australia, Hong Kong, Japan, Canada, New Zealand, South Africa, Switzerland or Singapore) with entitlement to subscribe for shares in the Rights Issue, may contact Hagberg & Aneborn Fondkommission AB by telephone as specified above for information about subscription and payment. Due to restrictions in securities legislation in the United States, Australia, Hong Kong, Japan, Canada, New Zealand, South Africa, Switzerland or Singapore, no subscription rights will be offered holders with addresses registered in any of these countries. Accordingly, no offer to subscribe for new shares in the Company is addressed to shareholders in these countries.

PAID SUBSCRIBED SHARES ("BTA")

Subscription through payment is registered with Euroclear Sweden as soon as possible, which is normally a few banking days after payment. Thereafter, the subscriber will receive a securities advice note confirming the booking of BTA on the subscriber's securities account. The newly subscribed number of shares is entered as BTA in the securities account until the Rights Issue is registered with the Danish Business Authority, which is expected to be during the week starting on 28 December 2020.

TRADING IN BTA

Trading in BTA will take place on Spotlight from 26 November 2020 until the Danish Business Authority has registered the Rights Issue and BTA are converted to shares.

DELIVERY OF SHARES

About seven working days after the registration of the Rights Issue with the Danish Business Authority, BTA will be converted to shares without any separate notification from Euroclear Sweden.

ANNOUNCEMENT OF THE OUTCOME OF THE RIGHTS ISSUE

The outcome of the Rights Issue is expected to be announced around 15 December 2020 through a press release from Scandion Oncology.

APPLICABLE LEGISLATION

The shares are issued in accordance with Danish law. The Company is however governed by Swedish law in relevant aspects directly related to listing agreement with Spotlight.

SHAREHOLDERS' REGISTER

Scandion Oncology is a Danish public limited liability company and all of the Company's shares will be registered in the system of VP Securities. Trading with shares on Spotlight takes place within the framework of the Euroclear system, which means that such shares must also be registered with Euroclear Sweden (with address Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden). All shares registered in Sweden are reflected in Euroclear's system by registering Euroclear Sweden as a proprietor on behalf of the other party in the ownership list relating to Scandion Oncology in the system of VP Securities.

RIGHT TO DIVIDEND

The new shares entitle the shareholder to a dividend the first time after the Rights Issue has been registered with the Danish Business Authority. Any dividends are paid in DKK and is decided at the shareholders' meeting. The payment is provided by VP Securities or for nominee registered holdings in accordance with the respective trustee's routines. Dividend is paid to the person who on the record date was registered as a shareholder in the shareholder register held by VP Securities. For shareholders who on the record date was registered as a shareholder in the shareholder register held by Euroclear Sweden, dividend will be paid in SEK.

SHAREHOLDER RIGHTS

The shareholders' right to dividend, voting right and preferential right is governed by both Scandion Oncology's articles of association (available at Scandion Oncology's web page), as well as the Danish Companies Act.

TRADING IN NEW SHARES

Scandion Oncology's shares are traded on Spotlight. The share is traded under the ticker SCOL and has the ISIN code DK0061031895. Following registration of the new shares at the Danish Business Authority, the newly issued shares will be admitted to trading on Spotlight. Such trading is expected to commence around 11 January 2021.

The board of directors of Scandion Oncology intends, as a subsequent step following the Rights Issue, to make a list change from Spotlight to Nasdaq First North Growth Market.

DILUTION

Provided that the Rights Issue is fully subscribed, the number of shares will increase by a total of 10,711,848 new shares. Shareholders who choose not to participate in the Rights Issue will have their ownership interest diluted by approximately 33.3 percent but have the opportunity to financially compensate for this dilution by selling their subscription rights no later than 8 December 2020.

CROSS BORDER-TRANSFER OF SECURITIES

From 11 November 2020 until 26 November 2020, cross border-transfer of shares, i.e. transfers of shares from VP-Securities to Euroclear or vice versa, in Scandion Oncology, are stopped. Subscription rights and paid and subscribed shares (BTA) in the Company will not be subject to cross border-transfer between VP-Securities and Euroclear during this period.

OTHER INFORMATION

The Company is not entitled to revoke the Rights Issue. Subscription of new shares, with or without subscription rights, is irrevocable and the subscriber may not withdraw a subscription for new shares, unless otherwise stated in this Prospectus or applicable law.

In the event that a larger amount than necessary has been paid by a subscriber for new shares, Hagberg & Aneborn will arrange for the excess amount to be refunded. Hagberg & Aneborn will, in such an event, contact the subscriber for information about a bank account to which Hagberg & Aneborn can repay the amount. No interest will be paid on excess amounts. Amounts below SEK 100 will only be refunded on request.

Incomplete or incorrectly completed application forms may be disregarded. Furthermore, if the subscription payment is made late, is insufficient or is paid incorrectly, the subscription application is not considered or subscription may be deemed to have occurred at a lower amount. Paid in amount that has not been considered will in such case be reimbursed. No interest will be paid for such payment.

SUBSCRIPTION UNDERTAKINGS

Bo Rode Hansen, Nils Brünner, Carit Andersen, Jan Stenvang, Peter Michael Vestlev, Nicklas Lindland Roest, Annie Rasmussen, Peter Høngaard Andersen, Jørgen Bardenfleth, Carl Borrebaeck, Christian Vinding Thomsen and Thomas Feldthus have undertaken to subscribe new shares, amounting to approximately SEK 3 million of the Rights Issue. In addition, the Company has received subscription undertakings amounting to approximately SEK 30.4 million from certain shareholders, employees and external professional investors. Thus, Scandion Oncology has received subscription undertakings amounting to approximately SEK 33.4 million in total. The subscription undertakings have not been secured through bank guarantees, restricted funds, pledged assets or similar arrangements. The subscription undertakings were entered into in November 2020.

The board members and executive management members below have entered into subscription undertakings.

Name	Total subscription undertaking (SEK)
Peter Michael Vestlev	1,125,515
Bo Rode Hansen	500,000
Thomas Feldthus	400,000
Peter Høngaard Andersen	300,000
Carit Andersen	200,000
Annie Rasmussen	138,500
Nils Brünner	100,000
Jørgen Bardenfleth	100,000
Nicklas Lindland Roest	100,000
Jan Stenvang	10,000
Total	**2,974,015**

GUARANTEE UNDERTAKINGS

Scandion Oncology has received guarantee undertakings amounting to approximately SEK 202.3 million. The guarantee undertakings have not been secured through bank guarantees, restricted funds, pledged assets or similar arrangements. Market compensation of 9% is paid in cash for the guarantee undertakings. The total cost of guarantee undertakings amounts to approximately SEK 18.2 million. The guarantee undertakings were entered into in November 2020. All legal and natural persons who have entered into a guarantee undertaking with the Company can be reached via the Company's address.

The parties listed below have entered into guarantee undertakings.

Name	Total guarantee undertaking (SEK)
Formue Nord	35,000,000
Nyenburg Investment Partners	25,475,000
John Fällström	20,000,000
Dariush Hosseinian	10,000,000
Iraj Arastopour	10,000,000
Kristian Kierkegaard	8,400,000
Daniel Sandberg	8,000,000
Niclas Corneliusson	7,800,000
Erik Lindbärg	6,720,000
Johan Stein	6,300,000
Alexander Shoeneck	6,000,000
Andreas Johansson	6,000,000
Richard Kilander	5,000,000
Milad Pournouri	5,000,000
Oliver Aleksov	5,000,000
Gerhard Dal	4,800,000
Eastbridge Capital	4,200,000
Modelio Equity	4,000,000
Östen Carlsson	3,600,000
Daniel Lövquist	3,000,000
Oscar Molse	3,000,000
Henrik Amilon	2,500,000
Niklas Estensson	2,000,000
Robert Burén	2,000,000
Jens Olsson and Öresund Growth Partner	2,000,000
Patrick Bergström	1,750,000
Ulf Tidholm	1,000,000
Christian Månsson	1,000,000
Stefan Hansson	1,000,000
Jakob Svensson	700,000
Simon Hammarström	700,000
Ylber Rexhepi	440,000
Total	**202,385,000**

LOCK-UP UNDERTAKINGS

The board of directors and executive management of Scandion Oncology have signed so-called lock-up undertakings towards Vator Securities AB, which means that they commit to retain their holdings of shares and/or other securities in the Company for the period ending 180 days following the first day of trading of the new shares in the Rights Issue.

The lock-up undertaking does not restrict the undersigned from exercising any of his/her warrants which the Company has issued. However, the lock-up undertaking will apply to the shares issued by the Company upon exercise of said warrants.

The parties listed below have entered into lock-up undertakings.

Peter Høngaard Andersen	39,465 shares and 80,377 warrants
Carl Borrebaeck	112,165 shares and 26,792 warrants
Christian Vinding Thomsen	26,792 warrants
Thomas Feldthus	26,792 warrants
Jørgen Bardenfleth	406,079 shares and 53,585 warrants
Bo Rode Hansen	1,071,688 warrants
Annie Rasmussen	3,500 shares and 53,585 warrants
Nils Brünner	1,085,370 shares
Jan Stenvang	1,391,064 shares
Carit Jacques Andersen	56,269 shares and 53,584 warrants
Peter Michael Vestlev	56,865 shares and 53,584 warrants
Nicklas Lindland Roest	26,138 shares and 53,585 warrants
In total	**3,176,915 shares and 1,500,364 warrants**

BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT

Below is Scandion Oncology's board of directors and executive management described. All members of the Company's board of directors and all members of the Company's executive management can be reached at the Company's headquarters at Symbion Fruebjergvej 3, DK 2100 Copenhagen, Denmark.

BOARD OF DIRECTORS

Peter Høngaard Andersen
Chairman of the board

Peter Høngaard Andersen (born 1956) has been a member of Scandion Oncology's board of directors since June 2019. Høngaard Andersen holds a B. Sc. in Chemistry (1980), M. Sc. in Biochemistry (1983) and is Dr. Med. (1994). Høngaard Andersen has extensive drug discovery and development experience from Pharma (14 years from Novo Nordisk, CNS, neuroendocrinology, women health, type 2 diabetes and 15 years at Lundbeck CNS, drug discovery and early development). Høngaard Andersen is inventor and co-inventor of several drugs on the market (e.g., Norditropine Simplex, Victoza, Trintellix/Brintellix, Cipralex). Høngaard Andersen has founded and co-founded several biotech companies e.g. Acadia Pharmaceuticals (Nasdaq 2000), Zealand Pharma (Nasdaq 2008), Glycom (private), Serendex (dead), Epitherapeutics (sold to Giliad), Prexton (sold to Lundbeck), Confometrix (private), Confotherapeutics (private). Høngaard Andersen was involved in Innovative Medicines Initiative (IMI) from the beginning in 2003 and Høngaard Andersen was chairing IMI from 2009 – 2014. Høngaard Andersen has founded Innovation Fund Denmark in 2014 and was Managing Director until May 2019.

Other ongoing assignments: Chairman of the Innovation Board in the Association of Danish Regions, Member of the board of directors of Immunovia AB and Venture Partner in Ysios Capital.

Holdings in the Company: Peter Høngaard Andersen holds 39,465 shares and 80,377 warrants (issued pursuant to the board warrant program) in Scandion Oncology.

Carl Borrebaeck
Member of the board

Professor Carl Borrebaeck (born 1948) has been a member of Scandion Oncology's board of directors since 2018. Borrebaeck is a successful entrepreneur and founder of, among other companies, Immunovia AB and Senzagen AB, BioInvent International AB, and Alligator BioScience AB. In 2009, Borrebaeck was honored with the AkzoNobel Science Award and in 2012 he received the Royal Swedish Academy of Engineering Sciences Great Gold Medal in recognition of his groundbreaking research concerning biomarkers. In addition, in 2017 Borrebaeck was the recipient of the BiotechBuilder Award, as the exceptional entrepreneur of the year. Professor Borrebaeck is a permanent member of the Royal Swedish Academy of Engineering Sciences (IVA), Director of CREATE Health – Strategic Center for Translational Cancer Research, and former Deputy Vice-Chancellor of Lund University (responsible for its innovation and cooperation with industry) and Departmental Chair of its Department of Immunotechnology. Carl Borrebaeck is also a Founding Mentor for Nordic Mentor Network for Entrepreneurship (NOME).

Other ongoing assignments: -.

Holdings in the Company: Carl Borrebaeck holds 112,165 shares (partly owned via CB Ocean Capital AB) and 26,792 warrants (issued pursuant to the board warrant program) in Scandion Oncology.

Christian Vinding Thomsen
Member of the board

Christian Vinding Thomsen (born 1975) has been an independent member of Scandion Oncology's board of directors since 2017. Vinding Thomsen is an Equity Partner at Bech-Bruun Law Firm where he co-head their top tier Life Science & Healthcare Practice Group. Vinding Thomsen is considered one of Denmark's leading lawyers in the area of Life Sciences, and he represents both Danish and non-Danish enterprises in issues relating to GCP, GMP, GDP, Market Access and Marketing Compliance. Further, Christian advises on commercial contracts and corporate issues. In recent years Christian has been team leader on a number of large successful transactions, including listings and mergers within the industry. Vinding Thomsen holds a law degree (Cand.jur.) from the University of Copenhagen's Faculty of Law.

Other ongoing assignments: Chairman of the board of directors of KT Stålindustri A/S and vice chairman at Medicoindustriens Udredningspanel.

Holdings in the Company: Christian Vinding Thomsen holds 26,792 warrants (issued pursuant to the board warrant program) in Scandion Oncology.

Thomas Feldthus
Member of the board

Thomas Feldthus (born 1960) has been a member of Scandion Oncology's board of directors since 2018. Feldthus holds a Degree of Master of Science in Engineering from the Technical University of Denmark (DTU) and an MBA from the London Business School. Feldthus has more than two decades of international management experience within the life science industry from leading life science, pharmaceutical and biotech companies including Cheminova (head of marketing and business development), Novo Nordisk (corporate development manager), Novo A/S (investment associate), Symphogen (CFO) and Saniona (CFO). Feldthus has a deep knowledge and experience within business development and financing including public listings and venture capital. Feldthus is a successful entrepreneur and co-founder of several biotech companies including Saniona AB, Symphogen A/S, Ataxion Inc., Scandion Oncology A/S, Initiator Pharma A/S and Leukotech A/S.

Other ongoing assignments: CEO of Fertilizer Invest.

Holdings in the Company: Thomas Feldthus holds 26,792 warrants (issued pursuant to the board warrant program) in Scandion Oncology.

Jørgen Bardenfleth
Member of the board

Jørgen Bardenfleth (born 1955) has been a member of Scandion Oncology's board of directors since 2018. Bardenfleth is the former General Manager of Microsoft in Denmark as well as Intel and Hewlett-Packard. He is currently active in a number of corporate boards. Among other responsibilities, Bardenfleth is chairman of the board of directors of Lyngsoe Systems A/S, Dubex A/S and Symbion A/S and vice chairman of the board of directors of BLOXHUB. Bardenfleth is a member of the board of directors of Valcon, Accelerace Management and BLOXHUB and others. He holds a Master of Science degree in Engineering from the Technical University of Denmark (DTU, 1980) and a Master of Business Administration degree from the University of California at Los Angeles (UCLA, 1989).

Other ongoing assignments: Chairman of the board of directors of Lyngsoe Systems A/S, Dubex A/S and Symbion A/S and vice chairman of the board of directors of BLOXHUB.

Holdings in the Company: Jørgen Bardenfleth holds 406,079 shares (partly owned via Lioneagle ApS) and 53,585 warrants (issued pursuant to the board warrant program) in Scandion Oncology.

Bo Rode Hansen
Member of the board, President and CEO

Dr. Bo Rode Hansen (born 1972) has been a member of Scandion Oncology's board of directors since May 2020 and CEO since October 2020. He is a former CEO and founding President of Genevant Sciences in Cambridge, MA, USA and was serving on the boards of Genevant. Previously Bo Rode Hansen was the General Manager of Roche Innovation Center Cph A/S, a board director of Roche Innovation Center Cph A/S and the Global Head of RNA Tx in Roche pRED. Earlier he was an executive in Santaris Pharma A/S (acq. by Roche for 450M USD). Bo Rode Hansen holds a MSc in Biochemistry and a PhD in Pharmaceutical Sciences from University of Copenhagen. He has an executive MBA from Henley Business School and executive training from London Business School.

Other ongoing assignments: -.

Holdings in the Company: Bo Rode Hansen holds 1,071,688 warrants (issued pursuant to the CEO and employee warrant program) in Scandion Oncology.

Annie Rasmussen
Member of the board and CCO

Annie Rasmussen (born 1957) has been Scandion Oncology's CCO since April 2020 and is the employee elected member of the board of directors. She holds a Special Degree in Nursing from the University of Aarhus. She has worked in the oncology field since 1982 and has extensive national and international experience in management and clinical research, operations and execution from Finsen Institute/Rigshospitalet, as Head of Oncology Marketing in Smithkline Beecham Denmark, Co-founder and CCO in Topotarget A/S and as EVP Clinical Operation in Oncology Venture A/S. Annie was the deputy head in the construction of the first national phase III clinical research unit at the Oncology Center Rigshospitalet. She is a former president of the Danish Oncology Nursing Society and she is the founder of HealthCreationDK and CancerGuidesDK that offers private consultancy and support to cancer patients and their relatives.

Other ongoing assignments: Co-owner (15%) and member of the board of directors of North Star Group A/S.

Holdings in the Company: Annie Rasmussen holds 3,500 shares and 53,585 warrants (issued pursuant to the CEO and employee warrant program) in Scandion Oncology.

EXECUTIVE MANAGEMENT

Bo Rode Hansen
Member of the board, President and CEO

For more information about Bo Rode Hansen, see the section "Board of directors and executive management – Board of directors".

Nils Brünner
CSO

Dr. Nils Brünner, MD, DMSc. (born 1952) is co-founder of Scandion Oncology and was Chief Executive Officer from 2018 until October 2020. Nils serves as Chief Scientific Officer of Scandion Oncology since October 2020. Nils Brünner is educated as medical oncologist and has since 2002 been Professor at University of Copenhagen, and since 2013, also Head of Unit for Translational Cancer Research at the Danish Cancer Society. Brünner has authored more than 370 publications, most of which relate to translational cancer research concerning breast cancer or colorectal cancer. Nils Brünner has more than ten years of experience as CEO and CMO of WntResearch AB, plus experience as CSO of Oncology Venture A/S, where he is a co-founder. Nils Brünner became Professor Emeritus at University of Copenhagen in April 2018.

Other ongoing assignments: Member of the board of directors of Medical Faculty, University of Lund, Sweden, 2cureX AB, Gibson Oncology LLC. CytoTrack ApS and GeneTelligence ApS.

Holdings in the Company: Nils Brünner holds 1,085,370 shares in Scandion Oncology (partly owned via Timpco NB ApS).

Jan Stenvang
CTO

Dr. Jan Stenvang (born 1969) is a co-founder and Chief Technology Officer of Scandion Oncology. Stenvang has been Associate Professor at the University of Copenhagen since 2013 and holds a Ph.D. from the University of Copenhagen, the research for which was conducted at the Danish Cancer Society and concerned gene regulation and anti-estrogen-resistant breast cancer. He has authored 79 publications, most of which relate to translational cancer research, biomarkers and drug resistance.

Other ongoing assignments: -.

Holdings in the Company: Jan Stenvang holds 1,391,064 shares in Scandion Oncology.

Carit Jacques Andersen
CFO

Carit Jacques Andersen (born 1964) is CFO at Scandion Oncology A/S. Carit is Master of Science in Business Administration (cand.merc.) from University of Southern Denmark. Carit Jacques Andersen has over 25 years of experience in financial control and has previously been active in both the private and public sector. Previous assignments include the role as CFO at AstraZeneca A/S. Carit is Managing Director of Decisionconsult A/S which is a consultancy company in the area of Management and Management accounting. As a consultant CFO, other positions and project work Carit has worked in many companies in the pharmaceutical sector. These positions and projects cover biotech companies, research-based companies, generic companies, parallel importers and service companies supporting the pharmaceutical sector. Carit is working at University of Southern Denmark as an external lecture and as examiner at Copenhagen Business School and other universities. Carit is and has been member of the board of directors of several companies.

Other ongoing assignments: Chairman of board of directors of Scantron A/S and Eden Fells A/S. CFO of 2cureX A/S.

Holdings in the Company: Carit Jacques Andersen holds 56,269 shares (owned via Decisionconsult Holding ApS) and 53,584 warrants (issued pursuant to the CEO and employee warrant program) in Scandion Oncology.

Peter Michael Vestlev
CMO

Dr. Peter Michael Vestlev (born 1953) is Chief Medical Officer at Scandion Oncology. Dr. Vestlev has been a member of Scandion Oncology's executive management since 2019. He holds a Medical degree from University of Copenhagen (1982), a Master of Public Policy from Roskilde University and a Certificate of Business Administration from AVT. He is a Specialist in Oncology since 1997 and have held positions as head of the Radiotherapy Unit at Herlev Hospital, Head of the Department of Clinical Oncological at Roskilde, Zealand University Hospital, and head of the Clinical Research Unit at Roskilde. He has held teaching positions as external lecturer at Roskilde University and University of Copenhagen. He has held a position in the Danish Medicines Agency and held positions in UVKL, RADS and Medicinraadet and have more than 20 years of experience in conducting clinical trials.

Other ongoing assignments: Owner and CEO of Vest in Vest ApS. Consultant at Zealand University Hospital and external lecturer at Roskilde University.

Holdings in the Company: Peter Michael Vestlev holds 56,865 shares and 53,584 warrants (issued pursuant to the CEO and employee warrant program) in Scandion Oncology.

Nicklas Lindland Roest
CRO

Nicklas Lindland Roest is Chief Regulatory Officer of Scandion Oncology. Nicklas has a M.Sc. in Pharmacy from the University of Copenhagen. Nicklas is the managing director of Lindland Roest ApS, which is a consultancy company in the area of Regulatory Affairs, CMC and drug development. Nicklas has extensive experience working as project manager and regulatory/CMC specialist for many companies within the pharmaceutical and biotech industry and has broad knowledge of the regulatory pathways and requirements covering the development process of medicinal drug products in the oncology field. Nicklas has been responsible for mapping out and/or executing the regulatory strategy for several development projects, and previous assignments include consultancy work for several small research- and biotech companies, including WntResearch AB, where he also held a position as part of the management team, as well as long term consultancy work for e.g. Zealand Pharma A/S, Leo Pharma A/S and GSK Pharma Denmark.

Other ongoing assignments: Managing director of Lindland Roest ApS.

Holdings in the Company: Nicklas Lindland Roest holds 26,138 shares (owned via Lindland Roest Holding ApS) and 53,585 warrants (issued pursuant to the CEO and employee warrant program) in Scandion Oncology.

Annie Rasmussen
Member of the board and CCO

For more information about Annie Rasmussen, see the section "Board of directors and executive management – Board of directors".

OTHER INFORMATION ABOUT THE BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT

None of the members of the board of directors or executive management members has any family relationship with any other member of the board of directors or executive management of Scandion Oncology. None of the members of the board of directors or members of the executive management has in the last five years (i) been convicted in fraud-related cases, (ii) been subject to public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies), (iii) been subject to accusation or sanction by any authority mandated by law or regulation (including approved professional associations), or (iv) been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer.

RENUMERATION FOR THE BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT

Remuneration for the members of the board of directors are determined by the general meeting.

Renumeration to the CEO and the CSO consists of basic monthly salary. Renumeration to the other members of the executive management consists of basic monthly salary and pension.

The table below shows renumeration paid to board members and executive management members during the financial year 2019. The Company has no reserved amounts for pension or similar benefits following the resignation of a board member or executive management member.

Name	Board renumeration / Basic Salary (DKK)	Other renumeration (DKK)	Pension (DKK)	Total (DKK)
Peter Høngaard Andersen[a]	54,436	-	-	54,436
Jørgen Bardenfleth[b]	125,000	-	-	125,000
Carl Borrebaeck	50,000	-	-	50,000
Thomas Feldthus	50,000	-	-	50,000
Christian Vinding Thomsen	50,000	-	-	50,000
Nils Brünner	1,158,864	-	-	1,158,864
Jan Stenvang	821,979	-	117,000	938,979
Carit Jacques Andersen	536,621	-	79,800	616,421
Peter Michael Vestlev	450,821	-	77,155	527,977
Nicklas Lindland Roest	278,704	-	41,858	320,561

a) Peter Høngaard Andersen joined the board of directors on 20 May 2019 and was elected as chairman of the board of directors on 1 October 2019.
b) Jørgen Bardenfleth was chairman of the board of directors until 1 October 2019 and was elected as vice-chairman of the board of directors on 1 October 2019.

FINANCIAL INFORMATION AND KEY FIGURES

INTRODUCTION

Scandion Oncology is not part of a group and does not have any subsidiaries. Therefore, the financial information in this Prospectus applies exclusively to Scandion Oncology A/S, reg. no. (CVR) 38613391. The financial information incorporated by reference in this Prospectus consist of the annual reports for the financial years 1 January – 31 December 2018 and 1 January – 31 December 2019 and interim accounts for the period 1 January – 30 September 2020 with comparative accounts for the period 1 January – 30 September 2019. The annual reports have been audited by Scandion Oncology's auditor. The interim accounts for the period 1 January – 30 September 2020 with comparative accounts for the period 1 January – 30 September 2019 have not been reviewed by the Company's auditor. The annual reports and interim accounts have been prepared in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C. The interim accounts are not reviewed by the Company's auditor.

FINANCIAL INFORMATION INCORPORATED BY REFERENCE

The following accounting documents are incorporated into the Prospectus by reference. The documents incorporated by reference are available on the Company's website, www.scandio-noncology.com.

Scandion Oncology's audited annual report for the financial year 2018, where reference is made as follows: income statement on page 16, balance sheet in comparison on pages 17-18, statement of changes in equity on page 19, cash flow statement on page 20, notes on page 21 and the audit report on pages 25-26.

Scandion Oncology's audited annual report for the financial year 2019, where reference is made as follows: income statement on page 18, balance sheet in comparison on page 19, statement of changes in equity on page 20, cash flow statement on page 21, notes on pages 22-23 and the audit report on pages 27-28.

Scandion Oncology's unaudited interim accounts for the period 1 January - 30 September 2020 including comparative figures for the corresponding period in 2019, where reference is made as follows: the income statement on page 15, balance sheet in comparison on page 16, statement of changes in equity on page 17 and cash flow statement on page 18.

KEY FIGURES

It is the assessment of the board of directors that the key indicators are extensively used by investors, securities analysts and other stakeholders as complementary measure of earnings performance and financial position. The key figures intend to contribute to increased understanding of the Company's financial position and provide a good overview of the Company's financial condition. Scandion Oncology's key indicators, which are not calculated in accordance with the Company's accounting principles, are not necessarily comparable with similar measuring tools presented by other companies and have certain limitations as analytical tools. Therefore, they shall not be reviewed separately from, or as a substitute for, Scandion Oncology's financial information that has been prepared in accordance with the Danish Financial Statements Act. The key figures have not been reviewed by the Company's auditor.

DKK	01/01/2020 09/30/2020	01/01/2019 09/30/2019	01/01/2019 12/31/2019	01/01/2018 12/31/2018
Equity ratio (%)	64	91	92	93
Number of registered shares	19,052,241	19,052,241	19,052,241	11,907,651
Earnings per share	-0.58	-0.63	-0.64	-0.85

Definitions

Equity ratio (%): Shareholders equity as a proportion of total assets.

Earnings per share: Profit/loss for the period divided by average number of shares.

SIGNIFICANT CHANGES IN SCANDION ONCOLOGY'S FINANCIAL POSITION

No significant changes with respect to the Company's financial position has occurred since 30 September 2020.

PREVIOUS DIVIDENDS AND DIVIDEND POLICY

Historically no dividends have been paid by Scandion Oncology. Scandion Oncology is currently in a development phase and potential surplus is planned to be invested in the development of the Company.

LEGAL CONSIDERATIONS AND SUPPLEMENTARY INFORMATION

SHARES AND SHARE CAPITAL

The Company's shares are issued in accordance with Danish law and denominated in DKK. As of 30 September 2020, the Company's registered share capital amounted to DKK 1,400,339.7135 divided into 19,052,241 shares and on the date of this Prospectus the Company's share capital amounts to DKK 1,574,641.6560 divided into 21,423,696 shares of nominally DKK 0.0735 each. All shares are fully paid. The currency of the Rights Issue is SEK.

CHANGE OF LISTING TO NASDAQ FIRST NORTH GROWTH MARKET

The board of directors of Scandion Oncology intends, as a subsequent step following the Rights Issue, to make a list change from Spotlight to Nasdaq First North Growth Market.

OWNERSHIP STRUCTURE

At the date of this Prospectus, the board of directors is not aware of any agreements that can change the control of the Company. Furthermore, the board of directors is not aware of any directly or indirectly controlling parties. The total number of shares in the Company is 21,423,696. No shareholder except from the shareholders stated below holds more than 5 percent of the shares in the Company.

Name	Capital and votes (%)
Saniona AB	5-9.99[a]
Jan Stenvang	6.49[b]
Nils Brünner	5.07[c]

a) The Company cannot obtain information on Saniona AB's exact holdings in the Euroclear system. The figure regarding Saniona AB's holdings is derived from information that Saniona AB has provided to the Company in accordance with Spotlight's rulebook.
b) Jan Stenvang holds 1,391,064 shares in Scandion Oncology.
c) Nils Brünner holds 1,085,370 shares in Scandion Oncology.

CONVERTIBLE SECURITIES, EXCHANGEABLE SECURITIES AND SECURITIES WITH WARRANTS

Board warrant program

On 1 October 2020, the extraordinary general meeting of Scandion Oncology resolved to establish an incentive program by issuance of 214,338 warrants to the board of directors. The final allocation of the warrants has been as follows:

i. Chairman: 80,377 warrants.

ii. Deputy chairman: 53,585 warrants.

iii. Other board members: 26,792 per board member (excluding the board member appointed by the employees).

The exercise price is the volume weighted average share price of the Company's share on Spotlight during the 10 trading days following the date of the extraordinary general meeting on 1 October 2020. In case all 214,338 warrants are exercised for subscription of new shares in Scandion Oncology, a total of 214,338 shares will be issued, which corresponds to a dilution of 0.99% of the total number of shares and votes in the Company. The warrants are subject to re-calculation in accordance with the customary recalculation terms included in the applicable warrant terms.

The warrants vest annually in arrears on 1 October on a linear basis (contingent on continued membership of the board of directors at the relevant time of vesting and subject to customary good leaver and bad leaver exemptions). The first 1/3 of the warrants vest on 1 October 2021, the second 1/3 of the warrants vest on 1 October 2022 and the last 1/3 of the warrants vest on 1 October 2023.

Exercise periods

- The first portion of the warrants which vest on 1 October 2021 can be exercised during the period 1 October 2021 - 1 October 2025.
- The second portion of the warrants which vest on 1 October 2022 can be exercised during the period 1 October 2022 - 1 October 2025.
- The third portion of the warrants which vest on 1 October 2023 can be exercised during the period 1 October 2023 – 1 October 2025.

CEO and employee warrant program

Furthermore, the extraordinary general meeting of Scandion Oncology on 1 October 2020 resolved to establish an incentive program by issuance of 1,286,026 warrants to the CEO and the employees. The final allocation of the warrants has been as follows:

i. CEO: 1,071,688 warrants.

ii. Employees: Two employees have been granted 53,585 warrants each, and two employees have been granted 53,584 warrants each (214,338 warrants in total).

The exercise price is the volume weighted average share price of the Company's share on Spotlight during the 10 trading days following the date of the extraordinary general meeting on 1 October 2020. In case all 1,286,026 warrants are exercised for subscription of new shares in Scandion Oncology, a total of 1,286,026 shares will be issued, which corresponds to a dilution of 6.54% of the total number of shares and votes in the Company. The warrants are subject to re-calculation in accordance with the customary recalculation terms included in the applicable warrant terms.

The warrants vest annually in arrears on 1 October on a linear basis (contingent on continued employment at the relevant time of vesting and subject to customary good leaver and bad leaver exemptions). The first 1/3 of the warrants vest on 1 October 2021, the second 1/3 of the warrants vest on 1 October 2022 and the last 1/3 of the warrants vest on 1 October 2023.

Exercise periods for 3/5 of the CEO and employee warrants

- The first portion of the warrants which vest on 1 October 2021 can be exercised during the period 1 October 2021 - 1 October 2025.
- The second portion of the warrants which vest on 1 October 2022 can be exercised during the period 1 October 2022 - 1 October 2025.
- The third portion of the warrants which vest on 1 October 2023 can be exercised during the period 1 October 2023 – 1 October 2025.

Exercise periods for 2/5 of the CEO and employee warrants

These warrants can be exercised (i) in a 3 weeks period running from 1 October 2030 – 22 October 2030 and (ii) in connection with a Qualified Exit Event. Qualified Exit Event mean an exit where the consideration exceeds three (3) times the market value of the Company calculated as the volume weighted average share price of the Company's shares during the 10 trading days following the extraordinary general meeting on 1 October 2020.

ARTICLES OF ASSOCIATION

The articles of association of the Company do not contain provisions that are likely to have the effect of delaying, deferring or preventing a change in the control of the Company.

MATERIAL AGREEMENTS

On 4 June 2020, Scandion Oncology signed a preclinical agreement to explore combination therapies for chemotherapy and immuno-oncology with Alligator Bioscience AB ("**Alligator**"). The two companies have agreed to explore the anti-tumor efficacy of the CD40 antibody mitazalimab in combination with SCO-101 as an addition to chemotherapy in resistant preclinical tumor models. Under the agreement, Scandion Oncology transfers the rights to use a gemcitabine and/or nab-paclitaxel resistant derivative of the murine bladder cancer cell line MB49 ("**Resistant cell line**") to Alligator. Alligator has the right to use the Resistant cell line solely within the scope of the preclinical agreement.

Apart from the agreement described above, Scandion Oncology has not entered into any material contracts to which Scandion Oncology is a party, for the year immediately preceding the date of the Prospectus, neither has Scandion Oncology entered into any other contract which contains any provision under which Scandion Oncology has any obligation or entitlement which is material to Scandion Oncology as at the date of the Prospectus, other than, in both situations, contracts entered into in the ordinary course of business.

AUTHORITY PROCEEDINGS, LEGAL PROCEEDINGS AND ARBITRATION

Scandion Oncology has not in the last twelve months been a party to any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Scandion Oncology is aware), which may have, or have had in the recent past significant effects on the Company's financial position or profitability.

CONFLICTS OF INTEREST

No board member or executive management member has any private interest that might conflict with the Company's interest. However, several board members and executive management members have certain financial interests in Scandion Oncology as a result of their direct or indirect holdings of financial instruments in Scandion Oncology. No board member or executive management member has been elected as a result of arrangements or agreements with shareholders, customers, suppliers or other parties.

RELATED PARTY TRANSACTIONS

Bridge loan in 2018

The Company received DKK 800,000 in bridge loan from the Company's main shareholders, chairman of the board and CEO in 2018. The bridge loan was settled in Q4 2018 and as of the date of this Prospectus, the Company has no loans.

(DKK)

Related party	Loan amount
Nils Brünner	250,000
Jørgen Bardenfleth (Lioneagle ApS)	100,000
Christian Tang-Jespersen	250,000
Morten Nissen	100,000
Anders Clausen	100,000

Besides the related party transactions described above no related party transactions which, as a single transaction or in their entirety, are material to Scandion Oncology have occurred since 1 January 2018 up to the date of this Prospectus.

REGULATORY PERMITS

Scandion Oncology has obtained permission from the Danish Medicines Agency and the Ethical Committee to conduct the clinical phase II study in patients with metastatic and drug resistant colorectal cancer.

Scandion Oncology has also obtained permission from the Danish Medicines Agency and Ethical Committee to initiate a clinical phase Ib study enrolling metastatic pancreatic cancer where SCO-101 will be combined with standard Nab-paclitaxel plus gemcitabine.

DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are, throughout the period of validity of the Prospectus, available on the Company's website, www.scandiononcology.com.

- The Company's articles of association.
- The Company's certificate of registration.

SCANDION ONCOLOGY

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