

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Satter Muneer A</u> (Last) (First) (Middle) C/O ANNEXON, INC. 180 KIMBALL WAY, SUITE 200 (Street) SOUTH SAN FRANCISCO CA 94080 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/23/2020	3. Issuer Name and Ticker or Trading Symbol <u>Annexon, Inc. [ANNX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series A-1 Preferred Stock	(1)	(1)	Common Stock 3,095,238 ⁽¹⁾	(1)	I	See footnote ⁽²⁾
Series B Preferred Stock	(3)	(3)	Common Stock 4,016,573 ⁽³⁾	(3)	I	See footnote ⁽⁴⁾
Series C Preferred Stock	(5)	(5)	Common Stock 5,537,036 ⁽⁵⁾	(5)	I	See footnote ⁽⁶⁾
Series D Preferred Stock	(7)	(7)	Common Stock 2,812,543 ⁽⁷⁾	(7)	I	See footnote ⁽⁶⁾

Explanation of Responses:

- The shares of Series A-1 Preferred Stock will automatically convert on a 1-for-8.81 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering.
- The amount in Column 3 includes (a) 952,381 shares that are held by the Muneer A. Satter Revocable Trust for which the Reporting Person serves as trustee and, in such capacity, has sole voting and dispositive power over all such shares and (b) 2,142,857 shares that are held by various other trusts and other entities for which the Reporting Person serves as trustee, investment advisor or manager and, in such capacity, has sole voting and dispositive power over all such shares. The Reporting Person disclaims beneficial ownership of all shares included in clause (b) of this footnote (2), except to the extent of his pecuniary interest.
- The shares of Series B Preferred Stock will automatically convert on a 1-for-8.81 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering.
- The amount in Column 3 includes (a) 1,162,022 shares that are held by the Muneer A. Satter Revocable Trust for which the Reporting Person serves as trustee and, in such capacity, has sole voting and dispositive power over all such shares and (b) 2,854,551 shares that are held by various other trusts and other entities for which the Reporting Person serves as trustee, investment advisor or manager and, in such capacity, has sole voting and dispositive power over all such shares. The Reporting Person disclaims beneficial ownership of all shares included in clause (b) of this footnote (4), except to the extent of his pecuniary interest.
- The shares of Series C Preferred Stock will automatically convert on a 1-for-8.81 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering.
- Represents shares held by Satter Medical Technology Partners, L.P., for which the Reporting Person has sole voting and dispositive power over all such shares. The Reporting Person disclaims beneficial ownership of all shares included in this footnote (6), except to the extent of his pecuniary interest.
- The shares of Series D Preferred Stock will automatically convert on a 1-for-8.81 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering.

Remarks:

Exhibit 24.1 - Power of Attorney

/s/ Robert M. Hayward, as Attorney-in-Fact for Muneer A. Satter 07/23/2020

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints each of Ted H. Zook, P.C.; Robert M. Hayward, P.C.; and Jon-Micheal A. Wheat, signing singly, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) prepare, execute, acknowledge, deliver and file Forms 3, 4 and 5 (including any amendments thereto) with respect to the securities of Annexon, Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");
- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
- (3) perform any and all other acts that, in the discretion of such attorneys-in-fact, are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in his discretion on information provided to such attorney-in-fact without independent verification of such information;
- (2) any documents prepared and/or executed by any of the attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his discretion, deems necessary or desirable;
- (3) neither the Company nor any of the attorneys-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, with full power of substitution and revocation, hereby ratifying all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to each of such attorneys-in-fact.

* * * * *

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of July, 2020.

/s/ Muneer A. Satter

Name: Muneer A. Satter
