

Statement of the board of directors pursuant to Chapter 19, Section 22 of the Swedish Companies Act (2005:551)

As the board of directors of Ascelia Pharma AB, Reg. No. 556571-8797 (the “**Company**”), proposes that the annual general meeting on 6 May 2020 resolves to authorize the board of directors to resolve on acquisition of own series C shares, the board of directors of the Company hereby issues the following statement.

In accordance with the proposed authorization, the Company will be entitled to repurchase a maximum of 423,350 own series C shares for a price corresponding to the quota value of the shares, i.e. SEK 1 per share. Thus, the total amount that may be paid upon acquisition pursuant to the proposed authorization amounts to SEK 423,350.

The nature and the scope of the Company's business are set forth in the Company's articles of association and the annual report for the financial year 2019. The annual report sets forth the Company's and the group's financial position as of 31 December 2019. It also sets forth the principles applied with respect to the valuation of the Company's and the group's assets and liabilities. As set out in the annual report, financial instruments are valued at fair value in accordance with Chapter 4, Section 14 a of the Swedish Annual Accounts Act (*Sw. årsredovisningslagen (1995:1554)*). Since the recognized value corresponds to the fair value, the equity has not been impacted by the applied valuation method.

According to the annual report for the financial year 2019, the Company's unrestricted equity (available profit and unrestricted reserves) amounts to approximately SEK 217 million. As per the balance sheet date, 31 December 2019, the Company's restricted equity amounted to approximately SEK 23 million.

The board of directors has made the assessment that the Company's restricted equity will be intact if the proposed authorization to acquire own series C shares is exercised in full. Even if the proposed repurchase authorization is exercised in full, the impact on the Company's and the group's liquidity will be marginal.

The board of directors is of the opinion that acquisition of own series C shares pursuant to the proposed authorization will not affect the Company's and the group's ability to meet their short or long term payment obligations. Nor is the exercise of the proposed authorization expected to negatively affect the Company's and the group's ability to make commercially justifiable investments. The board of directors is also of the opinion that the Company's and the group's equity, after exercise of the proposed authorization for acquisition of own series C shares, will be sufficient seen in relation to the nature, scope and risks of the business operations of the Company and the group.

In view of the above and considering such other circumstances which have come to the board of directors attention, the board of directors is of the opinion, based on an overall assessment of the Company's and the group's financial position, that the proposed authorization to resolve on acquisition of own series C shares is justifiable with respect to the requirements imposed by the nature, scope and risks of the operations in relation to the

size of the Company's and the group's equity, as well as consolidation needs, liquidity and general position of the Company and the group.

The board of directors therefore considers that the proposed authorization is justified with respect to the requirements set out in Chapter 17, Section 3, paragraph 2 and 3 of the Swedish Companies Act (*Sw. aktiebolagslagen (2005:551)*).

Malmö on 1 April 2020

The Board of Directors of Ascelia Pharma AB (publ)

Peter Benson

Bo Jesper Hansen

Hans Maier

Niels Mengel

René Spogård

Helena Wennerström