

# Instruction and charter for the Nomination Committee in Ascelia Pharma AB

The Nomination Committee of Ascelia Pharma AB, Reg. No. 556571-8797 (the “**Company**”), proposes that the following instruction and charter for the Nomination Committee is adopted.

## 1. Appointment of Nomination Committee

- 1.1 The Nomination Committee shall consist of four members, representing the three largest shareholders as per the end of September, together with the chairman of the board of directors. The “three largest shareholders” refer to the ownership grouped registered or in any other way known shareholders as per the end of September. However, ahead of the annual general meeting 2020, the Nomination Committee shall instead be composed based on the circumstances as per the end of November. The foregoing is based on the assumption that the annual general meeting resolves to change the Company’s financial year from broken financial year (1 July–30 June) to calendar year (1 January–31 December) in accordance with the proposal from the board of directors, meaning that the current financial year ends on 31 December 2019 and that the annual general meeting 2020 will be held in the Spring of 2020. Should the annual general meeting not resolve to change the financial year, the Nomination Committee shall instead be composed based on the circumstances as per the end of March.
- 1.2 The chairman of the board of directors shall as soon as possible when the information regarding the three largest shareholders as per the end of September (ahead of the annual general meeting 2020, as per the end of November, or if the annual general meeting would not resolve to change the financial year, as per the end of March) is known, contact the three largest shareholders to find out whether they wish to appoint a representative to the Nomination Committee. In case one of the three largest shareholders refrain from appointing a representative, or such representative resign prior to completion of the assignment and without the shareholder who has appointed the representative appointing a new member, the chairman of the board of directors shall encourage the next owner in size (i.e. in the first place the fourth largest shareholder) to appoint a representative. The procedure shall go on until the Nomination Committee is composed of four members including the chairman of the board of directors.
- 1.3 The Nomination Committee shall appoint the Chairman of the Nomination Committee among its members. The chairman of the board of directors or another member of the board of directors should not be appointed as Chairman of the Nomination Committee.
- 1.4 The members of the Nomination Committee shall be announced no later than six months before the annual general meeting. When significant changes in the ownership occur after the date the Nomination Committee was appointed, the Nomination Committee may, if it considers it necessary, decide to offer a new owner a position in the Nomination Committee in accordance with the principles above. Changes in the Nomination Committee shall be made public immediately.

1.5 The Nomination Committee's term shall run until such time as a new Nomination Committee has been elected.

1.6 No fees shall be paid to the members of the Nomination Committee.

## **2. Duties of the Nomination Committee**

2.1 The Nomination Committee shall prepare and propose the following to the coming annual general meeting:

- (a) election of chairman at the general meeting;
- (b) election of chairman of the board of directors and other members of the board of directors;
- (c) fees to the board of directors, divided between the chairman and other members, and any fees for committee work;
- (d) election of auditor and fees to the auditor; and
- (e) principles for appointment of the Nomination Committee (if the Nomination Committee considers that the current principles and instruction should be updated).

2.2 On request by the Nomination Committee, the Company shall provide the Nomination Committee with human resources such as a secretary function in order to facilitate the Nomination Committee's work. The Nomination Committee shall also have the right to, as far as necessary in connection with the future election of a board member, obtain material from external consultants on knowledge, experience and profile in reference to suitable candidates, and with the right for the Nomination Committee to charge the Company with reasonable costs for the production of such material.

## **3. Period of validity**

These principles for the Nomination Committee's appointment and instruction for the Nomination Committee shall be valid until further notice until a resolution on amendment is passed by a general meeting.