ASCELIA PHARMA

Advancing Orphan Oncology

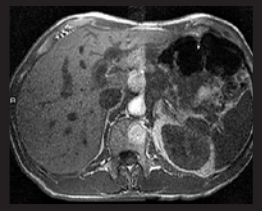
ANNUAL REPORT 2020

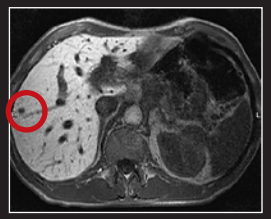
CONTENTS

CEO
Preparing for launch

p.4

Mangoral in ongoing Phase 3





Mangoral improves chances to find **liver metastases**

p.15

Oncoral
(chemo tablet)
Ready for Phase 2

p.23

Ascelia Pharma in US

p.16

Solid financial position

with SEK 185 million in liquid assets

p.28

Financial Calendar

5 MAY 2021	Annual General Meeting 2021
12 MAY 2021	Interim Report January-March 2021 (Q1)
19 AUGUST 2021	Half-year Report January-June 2021 (H1)
4 NOVEMBER 2021	Interim Report January-September 2021 (Q3)
10 FEBRUARY 2022	Full-year Report January-December 2021

ABOUT ASCELIA PHARMA

- Ascelia Pharma is a biotech company focused on orphan oncology treatments
- We develop and commercialize novel drugs that address unmet medical needs and have a clear development and market pathway
- Two drug candidates – Mangoral and Oncoral – currently in clinical development
- Global headquarter in Malmö, Sweden, and shares listed on Nasdaq Stockholm (ticker: ACE)

MANGORAL – Diagnostic drug for liver MRI in Phase 3

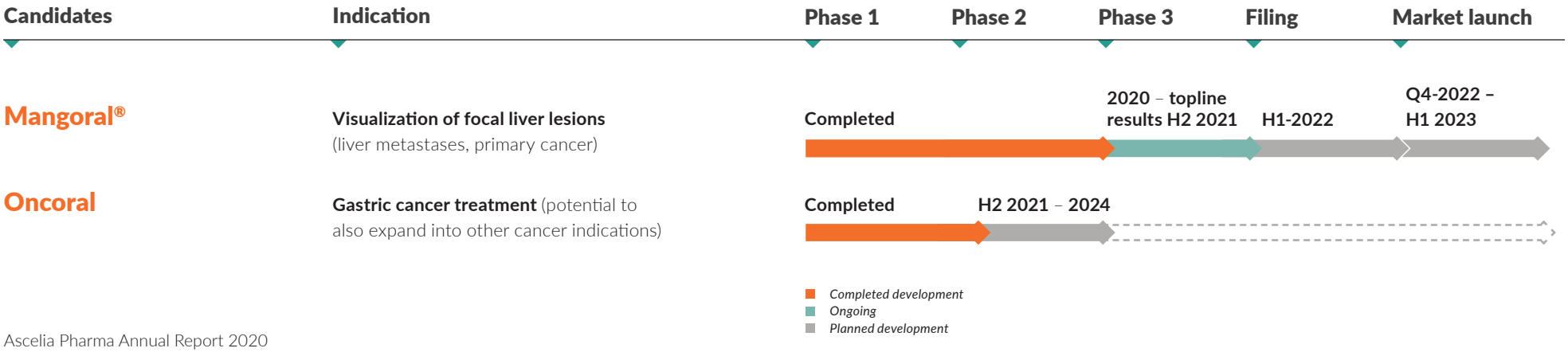
Mangoral is our novel non-gadolinium diagnostic drug (contrast agent) used in MRI-scans of the liver. Mangoral is developed to improve the visualization of focal liver lesions (liver metastases) in patients with impaired kidneys that are at risk of severe side-effects from the gadolinium contrast agents currently on the market. Mangoral characteristics:

- Manganese-based diagnostic drug with Orphan Drug Designation (FDA)
- No competing drugs
- $500-600 million annual addressable market
- Ongoing Phase 3 study - results expected H2-2021

ONCORAL – Tablet chemotherapy ready for Phase 2

Oncoral is our novel oral chemotherapy tablet developed initialy for the treatment of gastric cancer. Irinotecan chemotherapy has an established potent anti-tumor effect. Oncoral characteristics:

- Oral daily dosing of irinotecan chemotherapy
- Potential for better efficacy and safety by frequent low dosing
- Phase 2 in gastric cancer; potential to expand into other cancer forms



Exoected timelines for both ongoing and planned development could be delayed in a prolonged Corona situation

CEO COMMENTS

In 2020, despite the ongoing Covid-19 pandemic, we continued to advance the clinical development program and commercial preparations of our novel Phase 3 contrast agent Mangoral.
In the fourth quarter alone, we:

- Upgraded our estimate of the addressable market for Mangoral to $500-600 million annually
- Showed in a study that Mangoral is as effective as gadolinium contrast agent for visualization of focal liver lesions
- Obtained US patent for second generation Mangoral

The further clinical development of Mangoral is of course central to the growth of Ascelia Pharma, and early in the year, we enrolled the first patient in the global pivotal Phase 3 study SPARKLE. We also started the recruitment of patients for the hepatic impairment study, where the results could enable the use of Mangoral also in patients with an impaired liver function.

Re-study confirms Mangoral's efficacy. In December, we announced top line results from a re-read study demonstrating that Mangoral is as effective as the liver-specific gadolinium-based contrast agent Multihance for visualization of focal liver lesions. In the study, three independent radiologists reviewed all images, which also compared Mangoral to liver MRI without a contrast agent – the standard of care in Mangoral's target population. The result clearly showed that Mangoral provides improved lesion detection and lesion visualization, and the endpoint of this evaluation is similar to the primary endpoint in SPARKLE.

We are very pleased with the results of this blinded re-read study. It provides a robust evidence of the diagnostic value that Mangoral offers and the clear unmet medical need it fills. The re-read study further strengthens the data package to the regulatory authorities.

Raising market estimate. At our Capital Markets Day in October, we raised our estimate of the addressable market for Mangoral to $500-600 million annually in key markets (previously $350-500 million). The upgraded estimate is primarily driven by procedure volume that we have identified by analyzing new real-world data from actual medical procedures as well as further insights from payers and reimbursement experts in key markets.

New patent to 2040. In December, we received a new US patent covering a second-generation formulation of Mangoral. The new patent further improves the unique value proposition of the Mangoral franchise and provides patent protection until year 2040 in the US. The new patent will add significant value and is a result of our focus on developing novel and better medicinal products for patients in need. We expect the patent to be obtained in other countries over the next few years and this will further expand the global value of the Mangoral franchise.

Oncoral Phase 2. We continue to advance Oncoral with preparations for Phase 2 clinical study. Oncoral is our oral chemotherapy tablet formulation of irinotecan for the treatment of gastric cancer. With Oncoral, we have the opportunity to develop a novel oral chemotherapy with the potential to offer both efficacy and safety benefits to cancer patients. The planned Phase 2 study, developed together with our distinguished Advisory Board, is expected to commence in H2 2021. For subsequent development, there is potential for expansion into other solid tumor indications where irinotecan has also proved efficacious.

Fully financed Phase 3 program. We continue to have a solid financial position, and at the end of the year, we had SEK 185 million in liquid assets. This cash position will take us into 2022 and consequently beyond the clinical milestone with topline Phase 3 data from SPARKLE, expected in H2-2021.

US office opened. In March 2021, we established a legal entity and office in Woodbridge, New Jersey. Our presence in US marks an important step in our launch preparations for Mangoral.

Covid-19. We are carefully monitoring the development of the pandemic. We take every precaution to ensure both that our organization and those working on our trials are safe and well, and that our clinical programs continue according to plan.

Looking ahead. Our focus is on the ongoing SPARKLE study, the preparations to make Mangoral available to patients in need, and to initiate the clinical Phase 2 for Oncoral. We work constantly to create stakeholder value, and the development in 2020 underlines the progress we have made.

Magnus Corfitzen, CEO

THE YEAR IN BRIEF

Q1

- First patient enrolled in Mangoral Phase 3 study SPARKLE
- Issue and repurchase of C-shares for share saving program
- Awarded the price for the best Life Science company in Malmö

Q2

- Patent for Oncoral granted in Japan
- First patient enrolled in Mangoral hepatic impairment study
- Lauren Barnes elected as new board member at the AGM
- Updated SPARKLE timelines due to Covid-19 impact
- Completed directed share issue raising SEK 99 million

Q3

- First commercial scale manufacturing of Mangoral

Q4

- Upgraded estimate of Mangoral's addressable market to $500-600 million
- EMA confirms Mangoral eligible for the centralized procedure in the EU
- New study shows Mangoral's lesion visualization as effective gadolinium agent
- Patent for second-generation Mangoral granted in the US

STRATEGIC DIRECTION

HOW WE CREATE VALUE

Improving the life of people with rare oncology-related conditions

IDENTIFY & ACQUIRE DRUGS

STRICT SELECTION CRITERIA
Our criteria for targeted drugs:

Fill a clear unmet medical need

Understand mode of action

Have a de-risked development path

Potential for orphan drug designation

Aspire for global leadership

DEVELOP

VALUE CREATION
Resources and Assets

Unique pipeline and drug development expertise. We leverage our unique portfolio of drugs through our senior staff's extensive drug development experience supplemented by our strong network of Key Opinion Leaders (KOL)

Intellectual capital
US Orphan Drug Designation for Mangoral and patent for second generation Mangoral to 2040 in US. Oncoral protected by patent to year 2035

Solid financial position
Well-financed with SEK 185 million in liquid assets per 31 Dec 2020

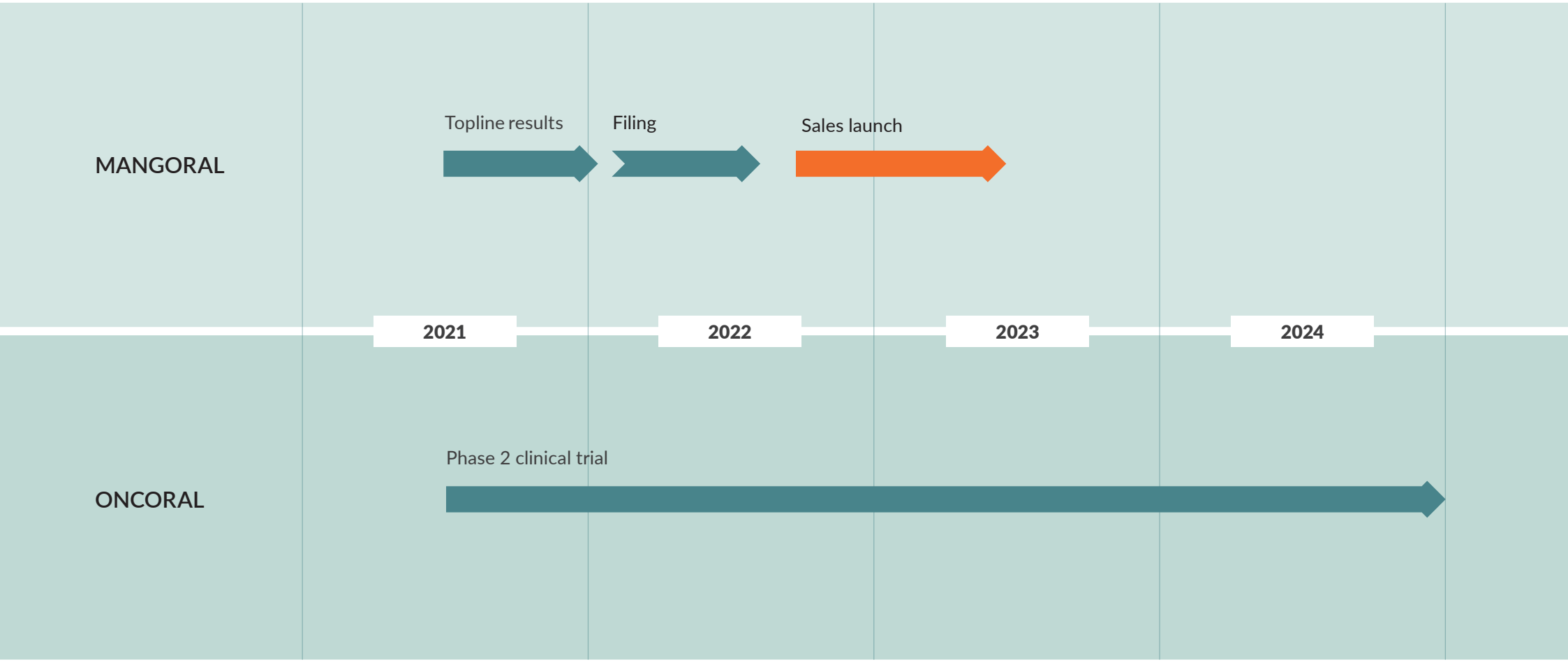
MONETIZE

CRYSTALLIZE VALUE
Value created

Create value for patients and hospitals as well as shareholders through bringing our drug candidates to the market by ourselves and/or together with partners

SIGNIFICANT VALUE DRIVERS AHEAD

Expected development timeline (timelines could be delayed in a prolonged Corona situation)



MANGORAL

Phase 3 liver MRI contrast agent

- Manganese-based Orphan Drug (FDA)
- Ongoing global Phase 3 study
- Topline results expected in H2-2021
- $500-600 million addressable market
- No competing drugs in poplulation subset

PROBLEM – LIVER METASTASES

One of the reasons that cancer is a serious disease is its ability to spread to other parts of the body than the location of the primary tumour (i.e. where the first tumour formed). When cancer cells spread to distant lymph nodes, tissues or organs, it is called metastatic cancer. Cancer can spread to any part of the body, but certain areas such as the liver are more prone to metastases than others

The liver is the second most common organ for metastasis after the lymph nodes. Up to 50-70 percent of patients with colorectal cancer develop liver metastases, and liver metastases seem to play a significant role in the cause of death of patients who die with breast or colorectal cancer.

Correct diagnosis is critical for management of patients with liver metastases, and imaging plays an essential role in both initial staging, pre-operative planning, monitoring of treatment effect and surveillance for recurrence of disease. If liver metastases are correctly detected and deemed eligible for surgical removal, the survival rate can be significantly improved, and sometimes full recovery is possible. The five-year overall survival rate for patients undergoing resection for colorectal liver metastases has been reported to be 46 percent compared to only 6 percent for patients who were not subjected to surgical treatment of their liver metastases.

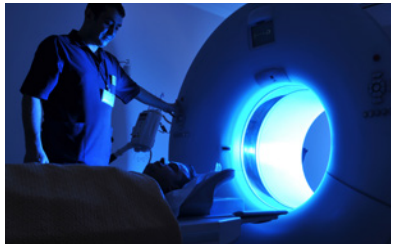
Magnetic Resonance Imaging (MRI) is considered the preferred imaging modality for both initial cancer disease staging and monitoring of liver metastases. MRI is an imaging method that uses non-ionizing radiation to create useful diagnostic images. MRI scans use radio waves and strong magnets, and unlike CT and PET-CT, MRI gives no radiation to the patient. An MRI scanner consists of a large, powerful magnet in which the patient lies. Signals are sent to the body by a radio wave antenna, which in turn receives signals back. The returning signal patterns are converted by a computer into very detailed images of parts of the body. To enhance the quality of the MRI, patients are given contrast agents prior to the procedure.

Contrast agents improve the MRI-scans. A contrast agent is a substance that make abnormalities, such as metastases, appear clearer due to the special magnetic properties of the elements in the contrast agent and thereby increase the sensitivity and/or specificity of the image.

DETECT AND LOCALISE → **TREAT** → **IMPROVE SURVIVAL**

Liver MRI is the most sensitive method for detection of liver metastases[1]

Contrast agents are given to maximise accuracy of liver metastasis detection in MRI



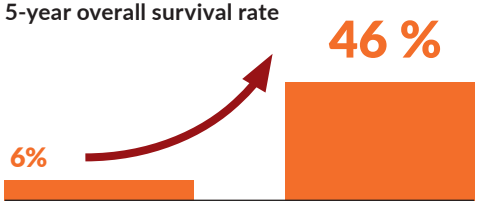
Treatment options for liver metastases are:

- Surgical resection (only if detected early)
- Localised therapies (ablation embolisation, radiation)
- Drug therapy

Accurate, early detection of liver metastases significantly impact treatment decisions and **patient survival**

Example: Colorectal cancer[2]

5-year overall survival rate



Non-surgical therapy of colorectal liver metastases (incl. chemotherapy)

Surgical resection of colorectal liver metastases and chemotherapy

1) Albiin N et al. Manganese chloride tetrahydrate (CMC-001) enhanced liver MRI: evaluation of efficacy and safety in healthy volunteers. MAGMA. 2012 Mar 8
2) Clinical Colorectal Cancer, Vol. 15, No. 4, Dec 2016, e183-192

PROBLEM – CURRENT AGENTS NOT FOR EVERYONE

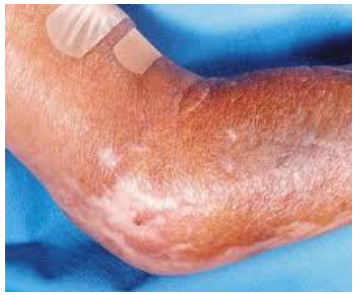
The contrast agent assists in diagnosis and staging and helps to guide treatment decisions and planning. MRI with contrast is a very sensitive and useful imaging method to assess and select patients eligible for metastatic resection or locally directed non-surgical treatment. MRI with contrast is also used to determine if a given treatment has been effective, and/or for surveillance of possible recurrence of disease.

Current contrast agents on the market are not for everyone. Patients with severely impaired renal function, i.e. impaired kidney function, are at risk from using the currently available contrast agents on the market. All contrast agents today are based on the heavy metal Gadolinium and for patients with impaired renal function these contrast agents increase the risk of Nephrogenic Systemic Fibrosis (NSF). NSF is a rare, but serious and life-threatening condition causing extensive waxy thickening and hardening of the skin. The skin can become hyperpigmented and take on a "wooden texture". It can lead to joint contractures, as well as muscle and fascial fibrosis, which may lead to severe immobility. Fibrosis can also develop in the diaphragm, muscles in the thigh and lower abdomen, and the lung vessels. NSF worsens over time and can cause death, as a result from multi-system failure due to sclerotic transformation of organ systems.

Black-box warnings. Current contrast agents carry black box warnings for patients with severely impaired kidneys. Regulatory agencies such as FDA and EMA has published guidelines for the use of Gadolinium-Based-Contrast Agents (GBCAs) in MRI with restrictions on the use of GBCAs on patients with severely reduced renal function.

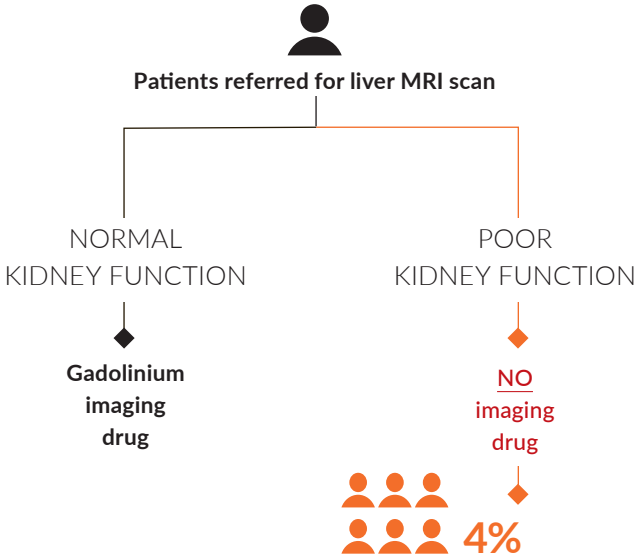
Mangoral is the only available solution. The only MR-scan patient with severely impaired kidneys can have today is an MR-scan without a contrast agent, which reduce the ability to find and treat liver metastases and consequently patients chances of survival. Mangoral will be the only solution available for patients with severely impaired kidneys.

Recent Gadolinium concerns also for patient with normal kidney function. In addition to the association with NSF, there have been recent reports of accumulation of Gadolinium in the brain. Although the side-effects of brain accumulation of Gadolinium is yet to be determined, the European Regulatory Authority EMA suspended three Gadolinium-based products in November 2017. In December 2017, the FDA warned that Gadolinium based contrast agents are retained in the body and required new class warnings.



WARNING: NEPHROGENIC SYSTEMIC FIBROSIS (NSF)
See full prescribing information for complete boxed warning.
Gadolinium-based contrast agents (GBCAs) increase the risk for NSF among patients with impaired elimination of the drugs. Avoid use of GBCAs in these patients unless the diagnostic information is essential and not available with non-contrasted MRI or other modalities.

- **The risk of NSF appears to highest among patients with:**
  - **Chronic, severe kidney disease (GFR < 30 mL/min/1.73m2), or**
  - **Acute kidney injury.**
- **Screen patients for acute kidney injury and other conditions that may reduce renal function.**
- **For patients at risk for chronically reduced renal function (for example, age > 60 years, hypertension, or diabetes), estimate the glomerular filtration rate (GFR) through laboratory testing (5.1)**



Mangoral aims to be the standard liver MRI contrast agent in patients with impaired kidney function

INTERVIEW WITH PROF. HENRIK THOMSEN
FOUNDER OF MANGORAL

Please share the story of how you invented Mangoral?
It all started with the observation that patients treated for osteoporosis are given an oral dose of calcium combined with Vitamin D3 and amino acids which increases the absorption in the small intestine. As the absorption mechanism for manganese is the same as for calcium, I thought this could be an efficient way to deliver manganese orally to the liver for MRI procedures. An intravenous manganese MRI contrast agent was developed which provided very high-quality images of the liver. So if I was able to get the manganese to the liver, I knew it would work.

How did the development start?
We started with the formulation work and in pre-clinical models. In the animal models, we demonstrated that the concept worked very well. We then progressed to clinical trials, which we started at Herlev Hospital in Denmark. In the first clinical trial, we used different scanner field strengths, with 0.23T, 0.6T and finally 1.5T, which is the standard today. Interestingly, Mangoral created strong enhancement on all scanner strengths. Since then, a number of clinical trials have investigated Mangoral and provided important insights into the efficacy of Mangoral and the imaging window. We now know that there is a period of at least 4 hours during which the patient can be scanned, which is advantageous in clinical practice.

Where do you see the key benefits from a patient perspective with Mangoral?
Mangoral is formulated with substances that every human being needs as part of nutrition; only with Mangoral they are in a higher dose. This unique safety profile is very important. Another important advantage from the patient perspective is that Mangoral is mixed in a glass of water and drunk. This is much more patient friendly than the currently available contrast agents which are given by bolus injection directly into the blood

stream. After dosing with Mangoral, the manganese is present in the liver for many hours during which the MRI procedure can be performed, which is an important advantage compared to the injectable contrast agents which all have a much shorter imaging time window.

Mangoral is now in phase 3 clinical development and is expected to be launched and available to patients in a few years. How does that feel?
I am very pleased to see the progress and I look forward to Mangoral being available to patients in clinical practice soon. The strong interest from so many people to bring Mangoral to market is highly motivating since I have known the product from the beginning. Now it is materializing soon. Making Mangoral available to patients has been the key objective all along

Henrik Thomsen
M.D. and Professor of Radiology, University of Copenhagen

SOLUTION – MANGORAL IMPROVES LIVER VISUALIZATION

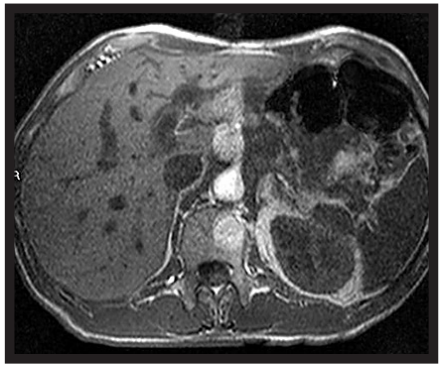
Mangoral is an orally administrated contrast agent used in MRI of the liver. It is based on the chemical element manganese, which is a natural trace element in the body. Mangoral also contains L-Alanine and Vitamin D3 to increase the absorption of manganese from the small intestine into the portal liver vein. From there the manganese is transported to the liver where it is taken up by and retained in the normal liver cells, also known as the hepatocytes.

The high manganese uptake causes the liver parenchyma to appear bright on MR images. As liver metastases are not liver cells, they do not take up manganese and consequently metastases appear dark on MR images. With Mangoral, liver metastases are consequently easier to identify due to this contrast effect.

When administered orally, manganese is absorbed from the gastro-intestinal tract, taken up in the liver and excreted via the bile. Due to the high pre-systemic first pass effect only minimal amounts reach the blood stream, so the systemic exposure is very low. The mean manganese blood concentration values were within the normal range at all dose levels tested in the performed clinical studies on Mangoral.

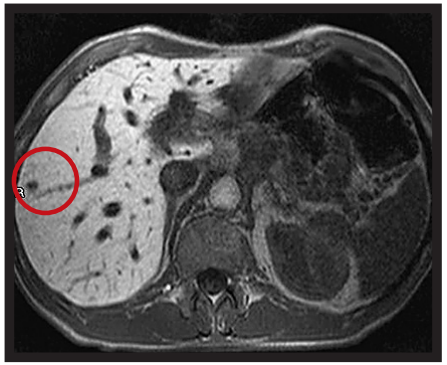
Patient example from our Phase 2 study*

Unenhanced liver MRI
(i.e. without contrast agent, which is standard of care today in target patient population)



No metastasis visible

Mangoral enhanced liver MRI



Metastasis becomes visible

*Source: Patient with colorectal cancer. (Study CMC-P002)

SOLUTION – SEVERAL BENEFITS WITH MANGORAL

Key advantages of Mangoral®

Potential to be the first and only non-Gadolinium contrast agent for liver MRI

Based on manganese – a natural trace element in the body – with no risk of NSF

Strong enhancement of liver on MRI – metastases do not take up manganese and appear darker on the MRI

No competing drugs

Limited systemic exposure and good safety profile

Provides ease of use for patients and clinicians alike with oral administration and a flexible 2-6 hour MRI procedure window from ingestion

FDA Orphan Drug Designation

The strong contrast effect with Mangoral makes it an appropriate liver contrast agent for patients where the use of Gadolinium-Based Contrast Agents may be medically inadvisable or cannot be administered. Mangoral offers a significantly better alternative than unenhanced MRI (i.e. MRI with no medical contrast agent), which is the current gold standard for these patients. Mangoral's patient segment comprises mainly patients with severe renal insufficiency who have an estimated eGFR below 30, i.e. patients with chronic kidney disease stages 4 and 5 as well as patients with Acute Kidney Injury (AKI).

In summary, there is a large medical need since the current gold standard diagnostic modality for this patient population is an MRI scan without any contrast agent. Mangoral enhanced MRI will lead to earlier detection of metastases and detection of smaller metastases. This will improve the possibilities of optimal management of the liver metastases and ultimately positively impact quality of life of the patients and lead to higher survival rates.

CLINICAL RESULTS – STRONG RESULTS

6 phase 1 and 2 clinical studies completed. To date, the clinical development of Mangoral comprises a total number of six completed clinical phase 1 and 2 studies in healthy volunteers and patients with known liver metastases or suspected liver lesions. In total, 127 persons have participated in the completed Phase 1 and Phase 2 clinical studies.

Consistent strong efficacy readout and safety profile. The results of the safety assessments from the six clinical studies show that Mangoral is safe and well tolerated with observed adverse events being mostly mild and transient (diarrhea and nausea were most frequently reported). Overall, the results from the efficacy analyses show that diagnostic quality scores improved after use of Mangoral and provide strong support that Mangoral is an effective liver specific non-gadolinium liver MRI contrast agent.

Blind read study of all imaging data confirming the strong efficacy data. In order to further validate the results of the individual clinical studies and also provide guidance for the design of the Phase 3 program, Ascelia Pharma has performed a re- evaluation of all the available imaging data, in a so-called " blinded read" study. The results of this blinded read study have been presented at large radiology conferences.

The blinded study with 178 persons underlined that Mangoral significantly improves MRI performance. Compared to unenhanced MRI, 33% more lesions were detected after Mangoral enhanced MRI. Mangoral also improved MRI performance in terms of lesion visualisation (conspicuity; p-value <0.0001) and delineation (p-value <0.0001), and quantitative parameters like lesion to liver contrast ratio was significantly improved on Mangoral enhanced MRI compared to unenhanced MRI

Re-read study
Published in Dec 2020

Study type

Independent study where Mangoral was compared against a gadolinium contrast agent (Multihance) and against an MRI scan without contrast agent Endpoints and evaluation criteria same as in the ongoing Phase 3 study SPARKLE.

Key results

1. Mangoral is as effective as gadolinium for visualization of focal liver lesions (2 out of 3 readers reporting higher scores for Mangoral)

2. Mangoral MRI provides improved diagnostic efficacy compared to MRI without a contrast agent

- Robust evidence of the diagnostic value that Mangoral offers
- Strengthens the data package to the regulatory authorities
- Supports our expectations of positive outcome of the SPARKLE study

MANGORAL – ONGOING PHASE 3 STUDY (SPARKLE)

The ongoing pivotal Phase 3 study SPARKLE is a global multicentre study in up to 200 patients. Topline results from the study are expected in H2-2021. The strong results in the Phase 1 and Phase 2, both in terms of safety and efficacy, studies provide a solid foundation for the ongoing Phase 3 program. This is underpinned by the high degree of similarity between the primary endpoints in Phase 2 and Phase 3, and since the Phase 3 study comparator for Mangoral is MRI with no contrast agent. In addition, the follow-up time is less than a week, compared to months or years for the typical Phase 3 oncology study.

Mangoral's clinical Phase 3 study (based on Phase 3 protocol meeting with FDA and EMA)

NUMBER OF PATIENTS	**Global ongoing study in up to 200 patients**
ENDPOINT	**Lesion visualisation** • Lesions border delineation (border sharpness of lesions) • Conspicuity (lesion contrast compared to liver background)
COMPARATOR	**Unenhanced MRI + Mangoral MRI vs. Unenhanced MRI**
EVALUATION	**Centralised evaluation by 3 radiologists**
RANDOMISATION	**No – each patient at his/her own control**
FOLLOW-UP	**Less than a week**

Strong support to Phase 3 endpoints from completed studies

The completed Phase 1 and Phase 2 studies have shown strong efficacy results regarding the endpoints that will be evaluated in the Phase 3 study. The completed studies, involving 178 persons in total[1], have showed a highly significant improvement compared to unenhanced MRI in:

- Delineation: p-value <0.0001
- Conspicuity: p-value <0.0001

Results from both variables underpin that Mangoral significantly improves MRI performance.

[1] The above mentioned results stem from of a blinded-read study, which comprised all imaging data including Phase 1 and Phase 2 data. The blinded-read results have been presented at major radiology conferences

ADDRESSABLE MARKET OF $500-600 MILLION

$500-600M addresable market in US, EU and Japan

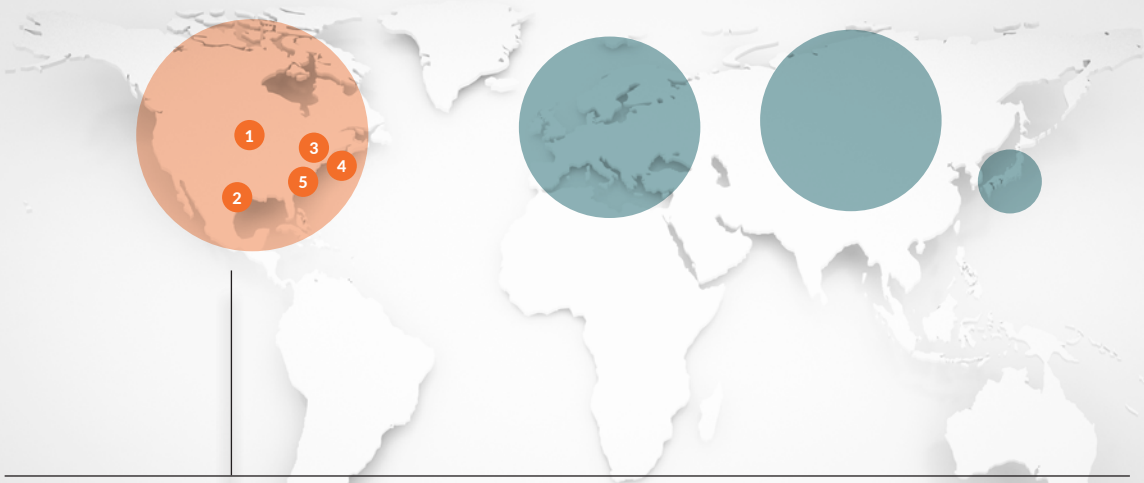
- Large markets with mature clinical practices
- Clear regulatory and market access pathway
- No competing drugs

Market estimate based on:

- Patients with primary liver cancer or liver metastases and severe kidney impairment (~4%)
- Actual imaging procedures (real-world data)[1]
- Payer and expert input (+75 stakeholders)[2]

Upsides

- Other markets, e.g., China
- Annual growth of 4-5%



Value maximizing go-to-market

US	Ascelia Pharma to drive commercialization	
EU	Ascelia Pharma global synergies	Commercial partner
JAPAN		Commercial partner
Other		Commercial partner

Strong footprint in the US

1. **SPARKLE Phase 3 Study** at leading sites, incl. Yale, Stanford, Harvard, Massachusetts General etc.
2. **Hepatic Impairment Study** at Texas liver institute
3. **Ascelia Pharma Inc** Office in Woodbridge, NJ
4. **Manufacturing** at Cambrex (partner), NJ
5. **Imaging experts** RadMD, NY

Building an Ascelia Pharma US team

Sales team	~20 full-time employees reach priority decision makers
Clinics/ Hospitals	Around 400 clinics and hospitals serve 75% of the kidney impairment patients[1]

Sources:
1: Market research with Decision Resources Group, 2020
2: Market research and analyses with Revenue Reimbursement Solutions and Charles River Associates, 2020

PREPARING FOR COMMERCIALISATION

(TIMELINE BELOW CAN BE ALTERED IN A PROLONGED CORONA SITUATION)

2021

PREPARE PRODUCT & MARKET

- Ascelia Pharma Inc. established with office in Woodbridge, New Jersey (completed in March 2021)
- Complete ongoing Phase 3 study SPARKLE
- Build US commercial capability and RoW partnering
- Develop focused plans to reach payers, radiologists and nephrologists
- Develop supply and logistics design

2022-2023

PREPARE MARKET & DRIVE LAUNCH

- Reach timely market authorisation
- Execute cross-functional launch
  - Payer value
  - Medical acceptance
  - Early adoption and preference
- Secure commercial supply and logistics operations
- Set-up partnership operations in RoW

Photo: Kaboompics.com från Pexels

ONCORAL

Daily oral chemotherapy ready for Phase 2

- Patented tablet chemotherapy formulation
- Potential for better efficacy and safety
- Phase 2 in gastric cancer; potential to expand into other solid cancer forms

PROBLEM – GASTRIC CANCER

Gastric cancer is a disease in which cancer cells form in the lining of the stomach. Almost all gastric cancers are adenocarcinomas, a cancer that begins in glandular tissue. Gastric cancer is often in an advanced stage when it is diagnosed. At this stage, it can often be treated, but rarely cured.

Gastric cancer is a serious disease. Gastric cancer is the third most frequent cause of cancer mortality. The five-year survival rate in the US and Europe is only 20%. In this region 80-90 % of the gastric cancer patients in these countries are diagnosed at an advanced stage and/or have disease relapse within five years. When diagnosed at a late stage, gastric cancer is typically un-re-sectable and/or metastatic. The incidence rate is higher in Asia, as exemplified by Japan where the incidence rate is five times that of the US and Europe.

Market of $3-4 billion. The gastric cancer drug market is grow¬ing rapidly and is expected to exceed USD 4 billion by 2022 ac-cording to GlobalData. This growth is fueled by several factors, including an increase in the overall incidence as well as increase in treatment rates and extended treatment duration.

Irinotecan is an established and effective chemotherapy. The current first-line treatment of recurrent or advanced gastric can¬cer includes chemotherapy, generally as a combination of two or three drugs. Chemotherapeutic drugs (cytotoxics) stop the growth of cancer cells, either by killing the cells or by stop-ping them from dividing.
There are several chemotherapeutic drugs on the market, and one well-established and effective molecule is irinotecan. It has a proven anti-tumor effect and is approved for combination use in several solid cancer indications.
In the US and Europe, irinotecan is currently mainly used for treating metastasized colorectal and pancreatic cancer. Although irinotecan is currently not approved for treating gas¬tric cancer in the US and in the EU, there is off-label clinical use. It is also recognized in clinical guidelines (ESMO, ASCO, NCCN) in mono-therapeutic or combination treatment regimens for ad¬vanced gastric cancer. In Japan, irinotecan is approved for the treatment of metastatic gastric cancer.

Untapped market for oral formulations of irinotecan. Today, irinotecan is only available as high-dose intravenous infusion. Ascelia Pharma sees a significant and unmet medical need for new patient-friendly treatments that improve the life ex-pectan¬cy and quality of life for patients with gastric cancer.

Oncoral - an oral chemotherapy. Oncoral is a daily irinotecan tablet with the potential to offer better efficacy with improved safety following the daily dosing at home compared to intra-ve¬nous high-dose infusions at the hospital.

Large unmet need to develop novel therapies

- 1 million new cases every year
- 3rd most common cause of cancer death
- Median survival less than one year
- Need for better and more optimal treatment options for late stage therapy

SOLUTION – A PATIENT FRIENDLY TABLET CHEMO

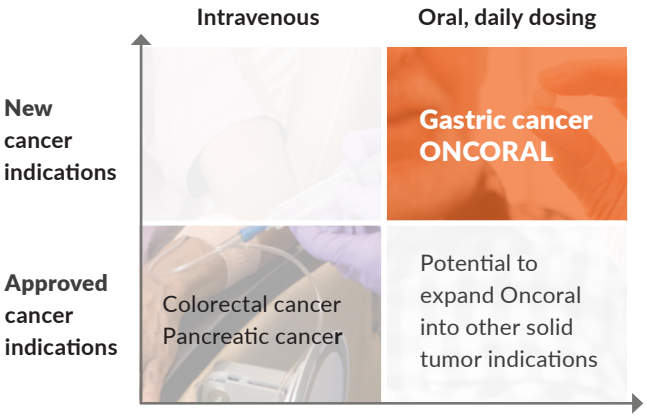
Oncoral is a novel daily irinotecan chemotherapy in development. Irinotecan chemotherapy has an established potent anti-tumor effect. Oncoral is a daily irinotecan tablet with the potential to offer better efficacy with improved safety following the daily dosing at home compared to intravenous high-dose infusions at the hospital.

Anti-cancer effect is proven. The active pharmaceutical ingredient (API) in Oncoral is irinotecan, which has an established and proven effect in killing cancer cells. Irinotecan is so-called antineoplastic agent that after metabolic activation inhibits the enzyme topoisomerase 1, thereby inducing cancer cell death via the prevention of their DNA replication. Irinotecan is converted by carboxylesterases, primarily in the liver, to the active metabolite SN-38 which is 100–1,000 more potent than irinotecan in killing tumor cells.

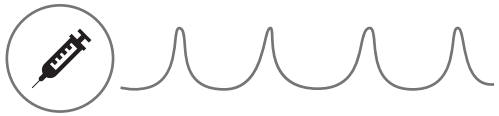
Oncoral can be first oral version of irinotecan. Oncoral is a new patented oral tablet formulation of irinotecan. Oncoral enables a secure and efficient release and absorption of irinotecan from the gastro-intestinal tract after peroral administration with a high conversion rate of irinotecan to the active metabolite SN-38 which has a high anti-tumor activity.

All-oral chemo combination. Oncoral has the potential to be combined with other chemotherapies and targeted cancer drugs and enable an all oral combination chemotherapy option with improved clinical outcomes.

Oncoral - a novel formulation of irinotecan



TODAY – Intravenous bolus infusions



Infrequent high-dose IV irinotecan

- Gastrointestinal and haematological side effects
- Side-effects: 30% severe or life-threatening (grade 3 or 4)

TOMORROW – Oncoral oral daily dosing

Potential – Frequent low-dose irinotecan

- Improved efficacy driven by pharmacokinetic/dynamic profile
- Improved tolerability due to lower peak exposure with less severe side effects and manageable toxicity with flexible dosing

CLINICAL RESULTS – PROMISING PHASE 1 RESULTS

Oncoral has completed a Phase 1 trial at Herlev Hospital, Denmark. Data from the trial shows that Oncoral was well tolerated and confirmed the expected pharmacokinetics of Oncoral given as single agent. The study also established the maximum tolerated dose of Oncoral given as single agent and when administered in combination with another oral chemotherapeutic drug.

Results from Phase 1 single agent study

Study

Dose escalating, open label, single center 25 patients with metastatic or unresectable solid tumors

Key results

- Hematological toxicities were few and all were mild (grade 1) to moderate grade (2)
- Pharmaco-Kinetic (PK) data showed consistent daily exposures during treatment at days 1 and 14 with no drug accumulation
- The active metabolite, SN-38, interpatient variability was in the same range as for IV administration
- Efficacy: Stable disease even in patients previously treated with IV irinotecan

Result from Phase 1 combination study

Study

Open label, single center

14 patients with metastatic or unresectable solid tumors

Key results

- The combination of Oncoral with another oral chemotherapy, demonstrated reassuring tolerability which could enable an all-oral chemotherapy combination

INTERVIEW WITH PROF. JEFF EVANS

MEMBER OF ONCORAL SCIENTIFIC ADVISORY BOARD

Why is gastric cancer such a serious and difficult disease? Gastric cancer, also called stomach cancer, is a big global health problem. It is the 5th most common cancer in terms of incidence, with approximately 1 million new cases every year worldwide. It is the third commonest cause of cancer deaths accounting for over 8% of all cancer deaths globally. In addition, most patients in Western countries present with disease that is too advanced to be cured by surgery. For these patients, systemic anti-cancer therapy, mainly chemotherapy, remains the backbone of treatment.

What are the treatment options today? Is there a great need for new forms of treatment? First line chemotherapy is typically combination regimens that include fluoropyrimidines such as 5-FU or capecitabine, and platinum such as cisplatin or oxaliplatin. These can result in tumor reduction (objective response), improvements in symptoms, quality of life and overall survival. Nevertheless, the median survival is usually less than one year. Hence, there are unmet needs to develop novel treatments for gastric cancer. Second- and third-line treatments include taxanes either alone or in combination, and irinotecan either alone or in combination with for example with fluoropyrimidines. These are recognized regimens that are used in various parts of the world. Over the past decade novel targeted therapies have been developed with success in some patients, such as targeting HER2. There is also increasing interest in immunotherapies, either alone in those who have progressed after chemotherapy or in combination with chemotherapy. Nevertheless, there remains significant work to do to identify which patients will most benefit from this approach.

What could be an advantage with an oral chemotherapy option? There are several potential advantages of oral dosing. For patients, efficacy and tolerability are most important. It is possible that an oral chemotherapy agent, which can be taken daily, may improve efficacy through a favorable pharmacokinetic and pharmacodynamic profile based on more constant therapeutic plasma levels of the active substance. There are both non-clinical and clinical data supporting this concept. Then there is tolerability, or safety. Intravenous dosing of cytotoxic chemotherapy agents is frequently associated with tolerability issues, for example gastrointestinal and hematological side effects. An oral daily dosing has the potential for improved tolerability by avoiding high plasma levels and by offering dosing flexibility. In addition, there is convenience and cost. It is more convenient for patients and more cost effective for health care providers for patients to take a tablet at home compared to hospital visits for intravenous therapy.

How could Oncoral play an important part in the future treatment of gastric cancer? Increasingly, patients are now being considered for more than one or two lines of chemotherapy, and an emerging unmet need is in the third line chemotherapy setting. In this group of patients, survival is important, but so is quality of life as well as the effect on the cancer. Having a chemotherapy agent that can be given orally would be advantageous to reduce the number of hospital visits and intravenous administrations.

What other cancer forms could potentially benefit from a product like Oncoral? The objective of the Oncoral clinical program is primarily to establish a clinical proof of concept in metastatic gastric cancer. The rationale is that clinical guidelines and clinical data support efficacy of the active substance irinotecan in patients with gastric cancer. Subsequently there is potential for label expansion into other solid tumor indications. Irinotecan is already an established chemotherapy with well documented anti-cancer effects in colorectal cancer and pancreatic cancer, so those cancer forms are definitely of interest for future clinical trials.

Jeff Evans
Professor, M.D. and member of Oncoral Scienctic Advisory Board

Professor of Translational Cancer Research and Clinical Lead of the Institute of Cancer Sciences, University of Glasgow

Member of the NCRN Upper GI Cancer Pancreatic Cancer and Gastro-Oesophageal Cancer sub-groups

PHASE 2 – STUDY IN PREPARATION

The objectives of the planned Phase 2 study are several. First of all, to establish a clinical proof of concept in metastatic gastric cancer. Gastric cancer is chosen partly because of strategic reasons. There is a potential for Orphan Drug Designation in gastric cancer and also the clinical guidelines and clinical data support efficacy of irinotecan in gastric cancer.

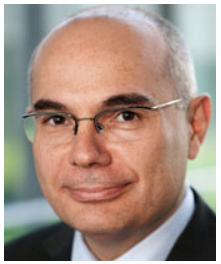
Then there is potential for subsequent label expansion into other solid tumour indications. Another objective is to generate compelling Phase 2 data for further development and obtain solid data to design a Phase 3 study.

Phase 2 study design

TYPE OF STUDY	Randomized controlled, multicentre, multinational study: Oncoral + Standard of Care vs. Standard of Care
ENDPOINTS	**Primary:** Progression Free Survival **Secondary:** Response rate, PK, Safety and Overall Survival data in a follow up analysis progression Free Survival
NUMBER OF PATIENTS	**Approximately 100 patients**
STUDY PERIOD	**H2-2021 - 2024**

ONCORAL SCIENTIFIC ADVISORY BOARD

The development of Oncoral is supported by a high profile Advisory Board of world-leading gastrointentional oncologists. Their joint view is that Oncoral would be an important treatment option for cancer patients, especially in later disease stages.



Prof Josep Tabernero, MD, PhD

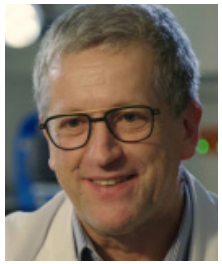
Head of the Medical Oncology Department at the Vall d'Hebron Barcelona Hospital Campus, Director of the Vall d'Hebron Institute of Oncology (VHIO), and Professor of Medicine

President (2018 – 2019) of ESMO and an Executive Board and Council Member

Prof Jaffer A Ajani, MD

Department of Gastrointestinal Medical Oncology, Division of Cancer Medicine, The University of Texas MD Anderson Cancer Center, Houston, USA

Chairs the NCCN committee for gastroesophageal cancers



Prof Eric Van Cutsem, MD, PhD

Professor and Division Head of Digestive Oncology at University of Leuven (KUL) and University Hospitals Gasthuisberg, Leuven, Belgium

Co-founded ESMO GI/World Congress on GI Cancer. Serves/served on the board/ committee of ESMO, ASCO, ENET, EORTC, ECCO, ESDO

Prof Jeff Evans, MD

Professor of Translational Cancer Research and Clinical Lead of the Institute of Cancer Sciences, University of Glasgow

Member of the NCRN Upper GI Cancer Pancreatic Cancer and Gastro-Oesophageal Cancer sub-groups

Joint view that Oncoral would be an important treatment option for cancer patients, especially in later disease stages

SHAREHOLDER INFORMATION

Ascelia Pharma AB (publ) is listed on Nasdaq Stockholm under the ticker ACE. At 31 December 2020, the company had 28,186,689 registered common shares and 510,545 C-shares with 1/10 voting rights (C-shares are held by Ascelia Pharma AB).

Share performance and market cap

In 2020, Ascelia Pharma's share price more than doubled. In the beginning of the year, the share price stood at 23.40 SEK per share and ended the year at 56.40 SEK per share. This corresponds to an increase of 141%. Ascelia Pharma significantly outperformed Nasdaq Stockholm that increased by 11% in the same period.

The market value of Ascelia Pharma at 31 December 2020 was SEK 1.6 billion.

The trading liquidity in share has increased in 2020 by 50% compared to 2019 and the average number of traded shares was 48,000 in 2020.

Ownership structure

The five largest shareholders as of 31 December 2020 had a total of 42% of the capital and 43% of the votes. Around 6% of shares are held directly or indirectly by Management and Board members.

Financial information

Ascelia Pharma publishes four interim reports and an annual report. The reports are available to read and download from the website of Ascelia Pharma, www.ascelia.com.

2021 Annual General Meeting

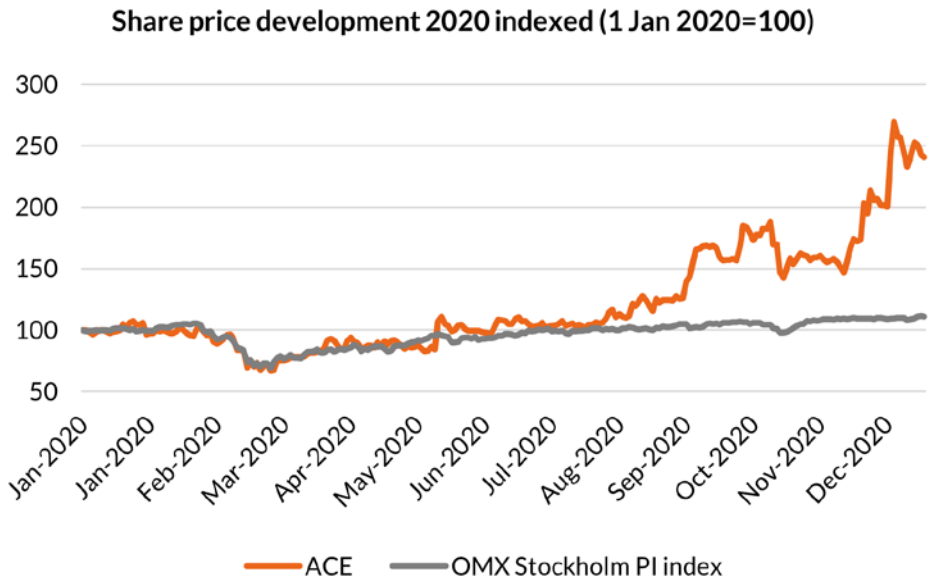
The AGM of Ascelia Pharma AB (publ) will be held on 5th of May 2021.

Best Life Science company in Malmö

Ascelia Pharma was in February 2020 awarded the price for best Life Science company in Malmö at the city's prestigious annual corporate awards (Malmö Näringslivsgala). The award follows Ascelia Pharma's work on developing novel drug candidates that fill an unmet medical need. (CFO Kristian Borbos and CEO Magnus Corfitzen seen on the picture receiving the award)

Equity analysts:
Ascelia Pharma is covered by Danske Bank, Analysguiden and Redeye.

10 LARGEST SHAREHOLDERS PER 31 DEC 2020	No. of shares	% of capital	% of votes
Sunstone Life Science Ventures Fund II K/S	4,487,699	15.6%	15.9%
CMC SPV of 3 April 2017	2,937,606	10.2%	10.4%
Öresund-Healthcare Capital K/S	2,020,490	7.0%	7.2%
Fourth Swedish National Pension Fund (AP4)	1,376,841	4.8%	4.9%
Handelsbanken Fonder	1,350,823	4.7%	4.8%
Healthinvest Partners	1,200,000	4.2%	4.3%
Länsförsäkringar Fonder	1,191,756	4.2%	4.2%
ÖstVäst Capital Management	950,000	3.3%	3.4%
Eiffel Investment Group SAS	831,656	2.9%	3.0%
Avanza Pension	571,432	2.0%	2.0%
Other holders of common shares	11,268,386	39.3%	39.1%
Total common shares	28,186,689	98.2%	99.8%
C-shares (held by Ascelia Pharma), 1/10 voting rights	510,545	1.8%	0.2%
TOTAL ALL SHARES	**28,697,234**	**100%**	**100%**



DIRECTORS' REPORT

The board and the CEO of Ascelia Pharma AB (publ), (Ascelia Pharma), based in Malmö, Sweden corporate ID no. 556571-8797 hereby submit the annual report and consolidated financial statements for the fiscal year 2020-01-01 – 2020-12-31 for the Group and the Parent company.

Ownership structure

Ascelia Pharma AB (publ) is listed on Nasdaq Stockholm. The largest shareholders per 31 December 2020 were Sunstone Life Science Ventures Fund II K/S with 4,487,699 shares (15.6% of total shares) followed by CMC-SPV with 2,937,606 shares (10.2%) and Øresund Healthcare Capital K/S with 2,020,490 shares (7.0%) and Fourth Swedish National Pension Fund (AP4) with 1,376,841 shares (4.8%).

ASCELIA PHARMA'S BUSINESS

Ascelia Pharma is a biotech company focused on orphan oncology treatments. We develop and commercialize novel drugs that address unmet medical needs and have a clear development and market pathway. The company has two drug candidates in clinical development:

Mangoral (manganese chloride tetrahydrate) is a novel oral contrast agent for MR-imaging developed to improve the detection and visualization of focal liver lesions (including liver metastases and primary tumors) in patients with reduced kidney function. Mangoral, which has been granted an Orphan Drug Designation by the US Food and Drug Administration (FDA), is currently in Phase 3 development, including the global multi-center SPARKLE study.

Oncoral is a novel irinotecan chemotherapy tablet developed initially for the treatment of gastric cancer. Irinotecan chemotherapy has an established potent anti-tumor effect. Oncoral is a daily tablet with the potential to offer better patient outcomes with improved safety following the daily dosing at home compared to intravenous high-dose infusions at the hospital. Following successful Phase 1 results, Oncoral is now prepared for Phase 2 clinical development.

The year in brief

In 2020, despite the ongoing Covid-19 pandemic, Ascelia Pharma continued to advance the clinical development program and commercial preparations for Mangoral. Early in the year, the first patient was enrolled in the global pivotal Phase 3 study SPARKLE. Recruitment of patients for the hepatic impairment study was also started in 2020, where the results could enable the use of Mangoral also in patients with an impaired liver function. Towards the end of the year, strong results from a re-read study was announced. The results demonstrated that Mangoral is as effective as the liver-specific gadolinium contrast agent Multihance for visualization of focal liver lesions.

For Oncoral, preparations for Phase 2 clinical study continued. With Oncoral, there is an opportunity to develop a novel oral chemotherapy with the potential to offer both efficacy and safety benefits to cancer patients. The Phase 2 trial is expected to start in H2-2021.

With respect to financing, Ascelia Pharma strengthened the balance sheet through a directed share issue in June 2020 raising SEK 99 million.

Multi-year overview, Group

Financials key ratios for the Group

SEK in thousands	2020	2019	Jul 2018-Jun 2019
Net sales	-	-	-
Operating results	-93,428	-63,023	-37,392
Net results	-98,697	-66,036	-37,134
Earnings per share (SEK)	-3.76	-3.02	-2.16
R&D costs/operating costs (%)	69%	69%	61%
Cash flow from operations	-85,527	-54,300	-30,333
Equity	236,056	237,062	276,075
Liquid assets incl. marketable securities	184,686	184,227	225,048

Financial overview 2020

Net sales and other operating income
The Group's net sales in FY-2020 (Jan-Dec) amounted to SEK 0 (SEK 0). Ascelia Pharma does not expect to recognize revenue before products have been launched on the market. Other operating income totaled SEK 756 thousand (SEK 435 thousand).

Research and development costs (R&D)
R&D costs for the Group in FY-2020 were SEK 64.8 million (SEK 43.5 million). The cost increase of SEK 21.3 million underlines an overall higher activity level in Ascelia Pharma in the current period vis-à-vis corresponding period last year. This was driven by costs related to Mangoral's Phase 3 clinical study as well as manufacturing preparations and regulatory work.

Commercial preparation costs
In FY-2020, costs for the commercial preparations amounted to SEK 10.2 million (SEK 0). The costs increase compared with 2019 reflects commercial preparations towards launching of Mangoral to the market.

Administration costs
Administration costs for the Group in FY-2020 amounted to SEK 18.3 million (SEK 18.0 million), which corresponds to a y/y increase of 2%. Higher running costs for the organization in FY-2020 were counterbalanced by IPO preparations costs that weighed on the results in 2019 (the IPO was in March 2019).

Operating results (EBIT)
The operating result in FY-2020 amounted to SEK -93.4 million (SEK -63.0 million). The increased loss reflects the overall higher level of R&D activities and commercial preparations in 2020.

Net Profit/Loss for the period
The Group's net loss in FY-2020 amounted to SEK -98.7 million (SEK -66.0 million). In FY-2020, net finance costs increased and amounted to SEK 6.3 million due to weakening of EUR and USD against SEK, especially in Q4. This translated into a decrease in the value of bank deposits in EUR and USD since a significant part of bank deposit is in EUR and USD to match upcoming cash outflow in the currencies. The net loss corresponds to a loss per share, before and after dilution, of SEK -3.76 (SEK -3.02).

Cash flow
Cash flow from operating activities before changes in working capital in FY-2020 amounted to SEK -84.8 million (SEK -59.7 million). The increased outflow primarily reflects the higher level of R&D activities and commercial preparations in the current period. Changes in working capital in the current period totaled an outflow of SEK 0.7 million (inflow of SEK 5.4 million).

Cash flow from investing activities amounted to an inflow of SEK 76.0 million and reflects divestment of marketable securities (SEK 75.0 million outflow in 2019 from investment in marketable securities).

Cash flow from financing activities totaled SEK 92.7 million and reflects the net proceeds from the new share issuance received in the beginning of July 2020. In 2019, there was an inflow of SEK 200.2 million from net proceeds received in the IPO.

Financial position
On the closing date, equity amounted to SEK 236.1 million, compared with SEK 237.1 million per 31 December 2019. The slight decrease since 31 December 2019 reflects the net losses incurred, which outweighed the net proceeds from the share issuance received in the beginning of July 2020.

Liquid assets on the closing date amounted to SEK 184.7 million, which is largely unchanged compared to SEK 184.2 million per 31 December 2019. The cash outflow in 2020 from operations was counterbalanced by net proceeds from the aforementioned share issuance.

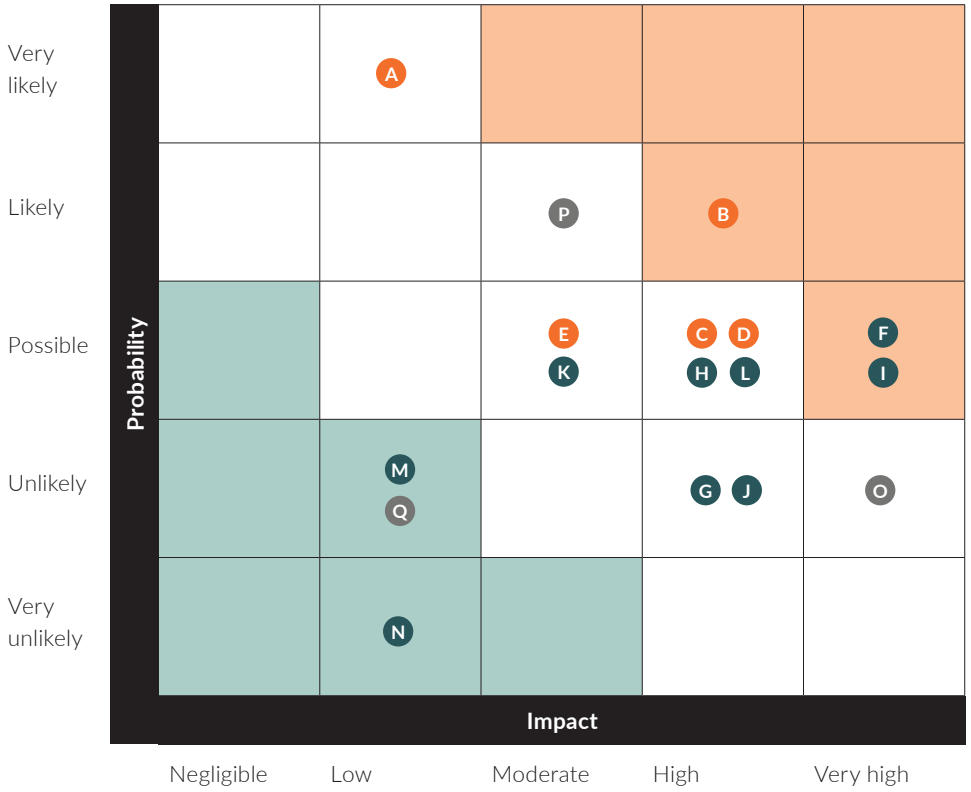
RISK AND RISK MANAGEMENT

Ascelia Pharma's activities and markets are exposed to a number for risks and uncertainties and exposure to risk is a natural part of running a business. The Group's overall strategy for risk management is to limit undesirable impact on its result and financial position, to the extent it is possible.

Ascelia Pharma categorizes its risks in three broad categories and the associated time frame of 1-3 years:

- Business environment risk
- Operational risk
- Financial and tax risk

The individual risk factors in these categories are summarized in the risk map to right. The following pages 30-32 provides a description of the risk factors of how the Group manages these risks.



Business environment risk

- **A** Macroeconomic risk
- **B** Covid-19 or other pandemic outbreaks
- **C** Regulation risk
- **D** Competition
- **E** Legal risks

Operational risk

- **F** Clinical development risks
- **G** Product liability risks
- **H** Dependence on third-party suppliers
- **I** Commercialization risks
- **J** IPR risks
- **K** Limited product portfolio
- **L** Key personnel risk
- **M** IT and cyber risks
- **N** Personal data risk

Financial risks

- **O** Funding risks
- **P** Currency risks
- **Q** Tax risks

	RISK AREA	DESCRIPTION OF RISK	OPPOSITION FACTORS AND MITIGATING ACTIONS	Probability	Impact
	BUSINESS ENVIRONMENT RISKS				
A	Changes in macroeconomic conditions	Changes in macroeconomic conditions could put pressure on healthcare payers and their willingness to pay for pharmaceutical products	■ Ascelia Pharma foresees to sell its products globally, which reduces the impact from changes in local macroeconomic conditions ■ Demand for pharma products are in general less susceptible to business cycles	Very likely	Low
B	Covid-19 issue or other pandemic outbreaks	The COVID-19 outbreak influences the healthcare industry incl. Ascelia Pharma. The main operational impact is potential delays in clinical trials as sites constrain patient enrolment. Patients could also be hesitant to visit clinical sites for the tests. The funding environment could also be negatively influenced resulting in reduced access to capital.	■ Safety precautions for employees and stakeholders implemented to minimize risks ■ The Phase 3 study SPARKLE is conducted at several clinical sites in different countries, which improves the possibility to recruit in the less affected regions ■ Continuous dialogues with equity investors to improve the ability to raise funding when opportunities arise (underlined by two successful fund raises in recent 12 months)	Likely	High
C	Changes in regulation	The pharma industry is characterized by extensive regulation and obtaining necessary approvals and registration from regulatory agencies may become more expensive and time-consuming than anticipated or in worst-case not be met. Changes in regulation, guidelines and interpretation thereof can also lead to increased regulatory burden and failure to comply can cause delays and increased costs or even suspension of development projects	■ In addition to Ascelia Pharma's own in-house regulatory expertise, the company works with regulatory experts in different markets	Possible	High
D	Competition risks	Ascelia Pharma is in general exposed to global competition and advances in alternative treatments/technologies, which could pose a threat to the company's product candidates.	■ Ascelia Pharma strives to reduce competition by developing clearly differentiated products addressing unmet medical needs ■ Ascelia Pharma pursues patentability opportunities for the product portfolio and both Mangoral and Oncoral obtained new patents in 2020	Possible	High
E	Legal risks	Disputes, claims and legal proceedings can be costly and time-consuming. Legal proceedings may arise from infringing third parties' IPR, contractual disputes with business partners etc. Furthermore, inability to secure all necessary rights for the company's product candidates could lead to costs for acquiring licenses to competitors' patents or revoke competitors' patents.	■ Ascelia Pharma structurally monitors, through assistance from consultant firms, that it does not infringe third-party IPR and vice versa. ■ To limit the risk of disputes, Ascelia Pharma strives to establish transparent contracts and terms with its counterparts	Possible	Moderate

	RISK AREA	DESCRIPTION OF RISK	OPPOSITION FACTORS AND MITIGATING ACTIONS	Probability	Impact
	OPERATIONAL RISKS				
F	Clinical development risk	Clinical trials are expensive and time-consuming and the outcome of the trials is uncertain both with respect to safety and efficacy results. Study delays may also occur – e.g. due to prolonged trial ethics approval, speed in patient recruitment or patients failing to complete the trial	■ Ascelia Pharma's strategy is to develop drug candidates that have a clear development pathway and where the mode of action of the molecules (API) is known ■ Collaboration with leading KOLs to receive input on study design, study protocol, procedure etc. to reduce clinical development risk	Possible	Very high
G	Product liability risks	Product liability risks may arise in clinical studies, manufacturing and sales of the products. Patients using the products (also in clinical studies) may suffer from unwanted and unanticipated adverse effects, which can be costly and time-consuming to manage	■ Ascelia Pharma carefully considers any risks that may be associated with development and use of its products to minimize risk of unfortunate events ■ Insurances have been acquired covering the liability risks in clinical trials	Unlikely	High
H	Dependence on third-party suppliers	There is a risk that third-party suppliers fail to comply with laws and regulation or fail to deliver services according to expectations or that services become more costly than anticipated	■ Ascelia Pharma has implemented a structured and rigorous vendor selection process to limit the risk of vendors not performing according to expectations ■ Ascelia Pharma conducts oversight of third-party activities ■ Alternative suppliers are identified as backup for the current suppliers	Possible	Moderate
I	Commercialization risks	Successful commercialization of drug candidates depends on a number of factors, including market acceptance, the ability to obtain the expected price for the products and the ability to develop a sales and marketing infrastructure. There is a risk that suitable partners cannot be found or that the collaboration terms will not be satisfactory. Partners could also fail to fulfil their obligations or otherwise be unable to succeed with the marketing of the products	■ For Mangoral, Ascelia Pharma has conducted extensive analysis of the size of the patient population and conducted detailed pricing research for the most important markets ■ Ascelia Pharma applies a highly structured approach to its launch plans and draws on its vast in-house experience from global product launches	Possible	Very high
J	Intellectual property protection (IPR) risks	The drug industry incl. Ascelia Pharma is highly dependent on the ability to protect its products and innovations. Thus, it is crucial for the company to maintain patents and other intellectual property rights	■ Mangoral has obtained Orphan Drug Designation in the US, which provides 7 years of market exclusivity years after market approval. In the EU, Ascelia Pharma expects that Mangoral can obtain data exclusivity for 8 years upon marketing authorization followed by 2 years of market exclusivity ■ Second generation patent for Mangoral as an effervescent tablet has been granted in the US and provided patent protection until year 2040 ■ For Oncoral, patent to year 2035 has been obtained in selected countries in Europe, the US, and Japan	Unlikely	High
K	Limited product portfolio	Ascelia Pharma's product portfolio consists of two product candidates and there is a risk that long-term growth can be compromised if the company cannot find and acquire additional product candidates in the future	■ For the current stage of the company, two product candidates in different development phases are suitable ■ Ascelia Pharma has proven its track record in deal-making and integration through the acquisition of Oncoral	Possible	High

	RISK AREA	DESCRIPTION OF RISK	OPPOSITION FACTORS AND MITIGATING ACTIONS	Probability	Impact
	OPERATIONAL RISKS				
L	Key personnel risk	Ascelia Pharma has a relatively small organization run by senior professionals and loss of key personnel can cause delays in product development and key knowledge can be lost	■ Ascelia Pharma strives to make the daily work as attractive as possible through flexible working hours, provide development opportunities and opportunity to participate in incentive programs ■ Ascelia Pharma continuously shares knowledge within the organization and a backup person is involved in critical tasks	Possible	High
M	IT and cyber risk	Ascelia Pharma is dependent on a secure and well-functioning IT environment and intrusion into the systems can be costly	■ Ascelia Pharma works with professional IT service providers with high safety standards for backup and safety. Cyber risk insurance has also been acquired	Unlikely	Low
N	Handling risk of personal data	Non-compliance with applicable personal data and privacy legislation can be costly	■ Ascelia Pharma has analyzed its handling of personal data in order to be compliant with GDPR with the assistance of GDPR specialists	Very unlikely	Low

	RISK AREA	DESCRIPTION OF RISK	OPPOSITION FACTORS AND MITIGATING ACTIONS	Probability	Impact
O	**FINANCIAL RISKS**				
P	Funding risk	Ascelia Pharma is still in development phase with no revenue and dependent on financing from the equity capital markets	■ Ascelia Pharma is proactively addressing its financial position to ensure runway to revenue generation ■ Strong track record for obtaining financing with SEK 500 million raised in recent two years (including funds from the directed share issue in March 2021)	Possible	Very high
Q	Currency risk	Ascelia Pharma has substantial development costs in primarily USD and EUR (with no offsetting revenue in these currencies). Consequently, an appreciation of these currencies towards SEK would mean increased costs to the Group	■ In accordance with the financial policy, Ascelia Pharma handles the currency exposure by exchanging SEK to USD, EUR and DKK to match upcoming cash outflow	Likely	Moderate
	Tax risk	Interpretation of applicable tax law and regulations could be incorrect, and legislative changes or tax reassessments could change the company's tax position.	■ Ascelia Pharma strives to follow and comply with tax rules and regulations ■ Intra-group agreements are priced in accordance with arm-lengths principle as defined by OECD Transfer Pricing Guidelines. ■ For complex tax matters, Ascelia Pharma acquires specialist tax advisory	Unlikely	Low

OTHER INFORMATION

Employees

Ascelia Pharma is reliant on key individuals in its operational and development activities. The ability to recruit and retain qualified co-workers is of material importance to ensure the level of expertise in the company. The number of full-time employees as of 31 December 2020, incl. Head of IR employed as consultant, amounted to 12 (8) for both the Group and the Parent company (average 11 employees in 2020 and seven in Jul-Dec 2019). In addition to the employees, Ascelia Pharma utilises consultants and experts for clinical trials, regulatory affairs, manufacturing, IP rights as well as support functions.

PARENT COMPANY

Ascelia Pharma AB (publ) fully owns all the companies in the Group. The equity/assets ratio on the closing date was 93% (96%). Equity amounted to SEK 244.6 million (240.9 million). Liquid assets including marketable securities amounted to SEK 182.5 million (183.1 million). The company had 12 employees on the closing date, including Head of IR and communications (through consultancy agreement).

Total number of shares

The total number of outstanding common shares as of 31 December 2020 was 28,186,689 and number of C-shares was 510,545 as of 31 December 2020.

Environment

Ascelia Pharma works to evolve as a sustainable company and has developed a Corporate Social Responsibility policy. The company has, however, not yet reached a state with revenue generation and consequently the company's products have a very limited impact on the environment. The environmental impact stems from purchasing of products and services, energy consumption and travel. Ascelia Pharma has the ambition to contribute to a sustainable development and improve its environmental impact as far as it is economically viable. Given the current size of the company, no sustainability report for 2020 has been established.

Board activities

The Board has adopted a set of working procedures, instructions and a number of policies that define the allocation of responsibilities between the Board, the President and CEO, committees appointed by the Board and Group management. The Board has ultimate responsibility for the Group's operations and organization and ensures that the duties of the President and CEO as well as financial operations are carried out in compliance with established principles. The Board held 14 minuted meetings during 2020. From its membership, the Board has appointed an audit committee, a remuneration committee and a commercialization committee. During the year, the audit committee held six meetings, the remuneration committee held five meetings and commercialization committee held two meetings (commercialization committee established in May 2020).

Guidelines for remuneration

The guidelines for remuneration to senior management is described in the Corporate Governance section and in note 6 in this Annual Report.

Proposed appropriation of the company's result:

The following amounts (SEK) in the Parent Company are at the disposal of the AGM:

	SEK
Share premium reserve	493,730,835
Retained earnings	-183,792,510
Net income (loss) for the period	-94,069,621
Total	**215,868,704**

Board of Directors proposes that SEK 215,868,704 is carried forward.

Dividend policy

Up to now, Ascelia Pharma has not paid any dividends and Ascelia Pharma's intention is to continue to focus on further development and expansion of the company's project portfolio. In accordance with the dividend policy adopted by the Board of Directors, available financial resources and any reported results shall therefore be reinvested in the business to finance the company's long-term strategy. Hence, the Board of Directors' intention is not to propose a dividend to shareholders before the company is able to generate a long-term sustainable profitability and a long-term sustainable positive cash flow. Any future dividends and the size thereof will be determined on the basis of the company's long-term growth, earnings trend and capital requirements, taking into account, at all times applicable, objectives and strategies. Dividends shall, in so far as dividends are proposed, be well-balanced with respect to the company's objectives, scope and risk.

CORPORATE GOVERNANCE REPORT

Corporate Governance in Ascelia Pharma

Ascelia Pharma is a Swedish public limited liability company with its registered office in Malmö, Sweden. The company's corporate governance is based on Swedish law and internal rules and instructions. Ascelia Pharma also follows Nasdaq Stockholm's Rule Book for Issuers and apply the Swedish Corporate Governance Code (the "Code"). The Code applies to all Swedish companies with shares listed on a regulated market in Sweden. The Code is based on the so-called "comply or explain" principle. This means that a company that applies the Code may choose to deviate from certain rules of the Code, but must then describe its alternative solution and explain the reason for the deviation in its annual corporate governance report. This corporate governance report has been drawn up in accordance with the rules in the Annual Accounts Act and in the Code.

Annual General Meeting

According to the Swedish Companies Act (2005:551), the general meeting is the company's highest decision-making body. At the general meeting, the shareholders exercise their voting rights in key issues, such as changes to the articles of association, the election of the board of directors and auditors, adoption of the income statement and balance sheet, discharge from liability of the board of directors and the CEO, the appropriation of profit or loss and the principles for the appointment of the nomination committee. The Annual General Meeting (AGM) must be held within six months from the end of the financial year.

In addition to the annual general meeting, extraordinary general meetings may be convened. According to the articles of association, notices convening the general meetings are to be published in the Swedish National Gazette (Sw. Post- och Inrikes Tidningar) and by making the notice available on the company's website. Information regarding the notice shall at the same time be advertised in Svenska Dagbladet. General meetings in Ascelia Pharma are held in Malmö.

Right to attend AGMs

To attend and vote at the general meeting, either in person or through a proxy, shareholders must be registered in the share register kept by Euroclear Sweden AB five business days prior to the meeting and also register their participation to the company no later than on the date specified in the notice convening the meeting. This date cannot be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and not fall earlier than the fifth business day prior to the meeting. Shareholders who wish to have a specified matter brought before the general meeting must submit a written request to the company's board of directors. Such request must normally have been received by the board of directors no later than seven weeks before the general meeting.

Annual General Meeting 2020

At the Annual General Meeting held on 6 May 2020, Peter Benson was re-elected as Chairman of the Board and Niels Mengel, Bo Jesper Hansen, René Spogård, Helena Wennerström and Hans Maier were re-elected as board members. Lauren Barnes was elected as new member of the board. Furthermore, Öhrlings PricewaterhouseCoopers AB was re-elected as auditor.

The Annual General Meeting resolved on fees to the board of directors and guidelines for remuneration to the CEO and other senior executives. The Annual General Meeting further approved the instructions and rules of procedure for the nomination committee. The Annual General Meeting finally also resolved on an authorization for the board of directors to issue shares and on an share-based incentive program for employees.

Extraordinary General Meeting 2021

Due to the directed share issue carried out on March 17, 2021, an extraordinary general meeting of Ascelia Pharma AB (publ) will be held on April 13, 2021 with resolution on approval of the board of directors' resolution on directed issue of shares. Due to the ongoing pandemic, the Extraordinary General Meeting, supported by temporary legal rules, will be conducted only by postal vote.

Annual General Meeting 2021

The Annual General Meeting (AGM) of Ascelia Pharma AB (publ) will be held on 5 May 2021. Due to the ongoing pandemic, the AGM, with the support of temporary statutory rules, will be con-

ducted only by postal voting.

Shareholders
At 31 December 2020, the five largest shareholders controlled around 42% of capital 43% of the votes. The largest shareholders controlling more than 10% of the capital and votes were Sunstone Life Science Ventures Fund II K/S (15.6% of capital 15.9% of votes) and CMC SPV of 3 April 2017 AB (10.2% of capital and 10.4% of votes). At 31 December 2020, the number of common shares was 28,186,689 and the number C-shares, that has one-tenth of a vote per share, amounted to 510,545. Each common share entitles the holder to one vote and there are no limitations as to the number of votes each shareholder can cast at a general meeting.

Nomination Committee

The duties of the Nomination Committee include the preparation and drafting of proposals regarding the election of members of the board of directors, the chairman of the board of directors, the chairman of the general meeting and auditors. The Nomination Committee shall also propose fees for board members and the auditor. The composition of the Nomination Committee is publicly announced at least six months ahead of the AGM.

According to the instructions and rules of procedure for the Nomination Committee, the Nomination Committee shall consist of four members representing the three largest shareholders per the end of September, together with the chairman of the board of directors. The three largest shareholders are considered to be the three largest shareholders as registered with Euroclear Sweden AB.

In accordance with the adopted instructions, the Nomination Committee in front of the 2021 Annual General meeting is comprised of the following persons:

- Jørgen Thorball, chairman of the Nomination Committee, appointed by Sunstone Life Science Ventures II K/S;
- Håkan Nelson, appointed by Øresund Healthcare Capital K/S;
- Anna Sundberg, appointed by Handelsbanken Fonder; and
- Peter Benson, chairman of the board of directors.

The Board of Directors

After the general meeting, the board of directors is the highest decision-making body. According to the Swedish Companies Act, the board of directors is responsible for the organization and management of the company's affairs, which means that the board of directors is responsible for, among other things, establishing targets and strategies, securing procedures and systems for monitoring of set targets, continuously assessing the company's financial position and evaluating the operational management. Furthermore, the board of directors is responsible for ensuring that proper information is given to the company's shareholders, that the company complies with laws and regulations and that the company develops and implements internal policies and ethical guidelines. Moreover, the board of directors is responsible for ensuring that annual reports and interim reports are prepared in a timely matter. The board of directors also appoints the company's CEO.

The members of the board of directors are elected annually at the annual general meeting for the period until the end of the next annual general meeting. According to the Ascelia Pharma's articles of association, the board of directors shall consist of no less than three and no more than eight board members without any deputy board members. The articles of association do not include any separate provisions regarding appointment or dismissal of board members. Currently, the board of directors consists of seven ordinary board members elected by the general meeting, who are presented in the section Board of directors on pages 38-40 in this Annual Report.

According to the Code, the chairman of the board of directors is to be elected by the general meeting. The role of the chairman is to lead the board of directors' work and to ensure that the work is carried out efficiently, and that the board of directors fulfils its obligations.

Board's procedures
The board of directors adheres to written rules of procedure which are revised annually and adopted at the constituent board meeting. The rules of procedure regulate, among other things, the practice of the board of directors, tasks, decision-making within the company, the board of directors' meeting agenda, the chairman's duties and allocation of responsibilities between the board of directors and the CEO. Instruction for financial reporting and instructions for the CEO are also adopted in connection with the constituent board meeting. The board of directors' work is also carried out based on an annual briefing plan which fulfils the board of directors' need for information. The chairman and the CEO maintain, alongside the board meetings, an ongoing dialogue on the management of the company.

The board of directors meets according to a pre-determined annual schedule and in addition to the constituent board meeting, at least six ordinary board meetings shall be held between each annual general meeting. In addition to these meetings, extra meetings can be arranged for processing matters which cannot be referred to any of the ordinary meetings.

Reporting period 1 January 2020 - 31 December 2020

		Independent in relation to		Remuneration, SEK thousand					Attendance (attendance in relation to total meetings)			
Board member	Function	The company and its management	Major shareholders	Board fees	Audit Committee	Remuneration Committee	Commercialization Committee	Total	Board of Directors	Audit Committee	Remuneration Committee	Commercialization Committee
Peter Benson	Chairman	Yes	No	400	13[1]	-	13[2]	425	14/14	3/6[1]	5/5	2/2
Lauren Barnes	Board member	Yes	Yes	100[4]	-	-	50[2]	150	14/14	-	-	2/2
Bo Jesper Hansen	Board member	Yes	Yes	200	-	-	-	200	12/14	-	5/5	-
Hans Maier	Board member	Yes	Yes	200	-	-	13[2]	213	14/14	-	-	2/2
Niels Mengel	Board member	Yes	Yes	200	25	-	-	225	14/14	6/6	-	-
René Spogárd	Board member	Yes	Yes	200	-	-	-	200	14/14	-	5/5	-
Helena Wennerström	Board member	Yes	Yes	200	100	-	-	300	14/14	6/6	-	-
Total				**1,500**	**138**	**-**	**75**	**1,713**				

1) Resigned from Audit Committee in May 2020. 2) Committee formed in mid 2020 (ie. half year remuneration). 3) Lauren Barnes' joined board in May 2020 and thus not a full year remuneration.

Board of Directors' work and meetings in 2020

The board of director's had 14 meetings in 2020. In addition to decisions concerning external financial reporting, budget and financial forecasts, the board's work during 2020 have primarily comprised matters related to the Phase 3 trial for Mangoral, planning for Oncoral Phase 2 trial and financing activities. The board has evaluated its work to improve the work procedures and enhance efficiency. Conclusions of the work are presented to the nomination committee.

Board committees

The board of directors has set up three committees: the Audit Committee, the Remuneration Committee and the Commercialization Committee. The board of directors has adopted rules of procedure for all committees.

Audit Committee

The Audit Committee is comprised of Helena Wennerström (chairman) and Niels Mengel (Peter Benson resigned from the committee in May 2020 after the AGM). The Audit Committee's role is mainly to monitor the company's financial position, to monitor the effectiveness of the company's internal control and risk management, to be informed about the audit of the annual report and consolidated financial statements, and to review and monitor the auditor's impartiality and independence. The Audit Committee shall also assist the Nomination Committee in proposals for decisions on the election and remuneration of the auditor. The Audit Committee had six meetings in 2020.

Remuneration Committee

The Remuneration Committee is comprised of Bo Jesper Hansen (chairman), Peter Benson and René Spogárd. The Remuneration Committee's role is primarily to prepare matters regarding remuneration and other terms of employment for the CEO and other senior executives. The Remuneration Committee shall also monitor and evaluate ongoing and completed programs for variable remuneration to the company's management and to monitor and evaluate the implementation of the guidelines for remuneration to senior executives which the annual general meeting has adopted. The Remuneration Committee had five meetings in 2020.

Commercialization Committee

The Commercialization Committee was formed in 2020 and is comprised of Lauren Barnes (chairman), Peter Benson, Hans Maier and Bo Jesper Hansen, which joined the committee in February 2021. The Commercialization Committee's role is primarily to prepare resolutions to be adopted by the Board pertaining to matters regarding overall commercialization plans and key commercialization decisions of products within Ascelia Pharma. The committee also oversees launch readiness and oversee that commercialization capabilities are available timely and adequately according to agreed plans. The Commercialization Committee, which was formed in May 2020, had two meetings in 2020

The CEO and other senior executives
The role of the CEO is subordinate to the board of directors and the CEO's main task is to carry out the company's ongoing management and the daily activities of the company. The rules of procedure of the board of directors and the instructions for the CEO stipulate which matters the board of directors shall resolve upon, and which matters that fall within the CEO's area of responsibility. Furthermore, the CEO is responsible for preparing reports and necessary information for decision-making prior to board meetings and presents the material at board meetings.

Ascelia Pharma has a management team consisting of five people which in addition to the CEO is comprised of the Chief Financial Officer, the Chief Medical Officer, the Chief Commercial Officer and the Head of IR & Communications. The CEO and the senior executives are presented in the section Executive Management on pages 43-44 in this Annual Report.

Remuneration

Remuneration to the Board
Fees to board members elected by the general meeting are resolved by the annual general meeting. At the annual general meeting held on 6 May 2020, it was resolved in accordance with the proposal from the Nomination Committee that board remuneration for the period until the annual general meeting in May 2021 shall be paid with SEK 400,000 to the chairman of the board and with SEK 200,000 to each of the other board members who are not employed by the company. The meeting further resolved in accordance with the proposal from the Nomination Committee that remuneration for committee work shall be paid with SEK 100,000 to the chairman of the Audit Committee and same amount for the chairman of the Commercialization Committee, and with SEK 25,000 to each of the other members of these two committees.

Guidelines for remuneration to senior executives

Scope and applicability of the guidelines
These guidelines comprise the persons who are part of Ascelia Pharma AB's group management, currently the CEO, CFO, CMO, CCO and Head of IR & Communication. The guidelines also encompass any remuneration to members of the board of directors, in addition to board remuneration.

These guidelines are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2020. These guidelines do not apply to any remuneration resolved by the general meeting, such as e.g. board remuneration and share-based incentive programs.

The guidelines' promotion of the company's business strategy, long-term interests and sustainability
A successful implementation of Ascelia Pharma's business strategy and safeguarding of Ascelia Pharma's long-term interests, including its sustainability, require that the company is able to recruit and retain highly competent senior executives with a capacity to achieve set goals. In order to achieve this, Ascelia Pharma must offer a competitive total remuneration on market terms, which these guidelines enable.

Long-term share-based incentive programs have been implemented in Ascelia Pharma. For further information about these programs, see note 6 in this Annual Report. The share-based incentive programs have been approved by the general meeting and are therefore not covered by these guidelines.

Types of remuneration, etc.
The remuneration shall be on market terms and be competitive, and may consist of the following components: fixed salary, variable cash remuneration, pension benefits and other benefits. For the individual senior executive, the level of remuneration shall be based on factors such as competence, area of responsibility and performance. Additionally, the general meeting may – irrespective of these guidelines – resolve on, e.g. share and share price-related remuneration.

For employments governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Fixed salary
The CEO and other senior executives shall be offered a fixed annual cash salary. The fixed salary shall as a starting point be determined per calendar year with salary revision on an annual basis.

Variable cash remuneration
In addition to fixed salary, the CEO and other senior executives may, according to separate agreements, receive variable cash remuneration. Variable cash remuneration covered by these guidelines is intended to promote Ascelia Pharma's business strategy and long-term interests, including its sustainability.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one or several years. Variable cash remuneration may, for the CEO, amount to a maximum of 40 percent of the fixed annual salary, and for other senior executives, and a maximum of 20 percent of the fixed annual salary. Variable cash remuneration shall not qualify for pension benefits, save as required by mandatory collective bargaining agreements.

The variable cash remuneration shall be linked to one or several predetermined and measurable criteria, which can be financial, such as revenue targets, EBITDA/EBIT targets and budget adherence, or non-financial, such as clinical trial milestones and manufacturing milestones. By linking

the goals in a clear and measurable way to the remuneration of the senior executives to Ascelia Pharma's financial and operational development, they contribute to the implementation of the company's business strategy, long-term interests and sustainability.

To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated and determined when the measurement period has ended. The Remuneration Committee is responsible for the evaluation. For financial objectives, the evaluation shall be based on the latest financial information made public by the company.

The board of directors shall have the possibility to, in whole or in part, reclaim variable cash remuneration paid on incorrect grounds.

Additional variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are only made on an individual basis, either for the purpose of recruiting or retaining senior executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 30 percent of the fixed annual salary and may not be paid more than once each year per individual. Any resolution on such remuneration shall be made by the board of directors based on a proposal from the Remuneration Committee.

Pension benefits

Pension benefits, including health insurance, shall be defined contribution, insofar as the senior executive is not covered by defined benefit pension under mandatory collective bar-gaining agreements. Pension premiums for defined contribution pensions may amount to a maximum of 30 percent of the fixed annual salary.

Other benefits

Other benefits may include life insurance, medical insurance and a company car. Premiums and other costs relating to such benefits may amount to a total of not more than 20 percent of the fixed annual salary.

Termination of employment and severance payment

Senior executives shall be employed until further notice or for a specified period of time. Upon termination of an employment by Ascelia Pharma, the notice period may not exceed 12 months. Fixed salary and other remuneration during the notice period and severance pay may not together exceed an amount corresponding to the fixed annual salary for 18 months. Upon termination by the senior executive, the notice period may not exceed six months, without any right to severance pay.

In addition to fixed salary during the period of notice and severance pay, additional remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income and shall only be paid in so far as the previously employed senior executive is not entitled to severance pay for the period for which the non-compete undertaking applies. The remuneration shall be based on the fixed annual salary at the time of termination of employment and amount to not more than 60 percent of the fixed annual salary at the time of termination of employment, save as otherwise provided by mandatory collective bargaining agreements, and shall be paid during the time as the non-compete under-taking applies, however not for more than 12 months following termination of employment.

Salary and employment conditions for employees

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment conditions for employees of Ascelia Pharma have been taken into consideration by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Remuneration Committee's and the board of directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

Consultancy fees to the members of the board of directors

To the extent a member of the board of directors renders services for the company, in addition to his or her assignment as a member of the board of directors, an additional consultancy fee on market terms may be paid to the member of the board of directors, or to a company controlled by such member of the board of directors, provided that such services contribute to the implementation of Ascelia Pharma's business strategy and the safeguarding of Ascelia Pharma's long-term interests, including its sustainability.

Preparation and decision-making progress

The board of directors has established a Remuneration Committee. The Remuneration Committee's duties include i.a. preparing the board of directors' resolution to propose guidelines for remuneration to senior executives. The board of directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines have been adopted by the general meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for the senior executives as well as the current remuneration structures and compensation levels in the company. The members of the Remuneration Committee are independent in relation to the company and its senior management. The CEO and other members of the senior management do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Deviation from these guidelines

The board of directors may temporarily resolve to deviate from these guidelines, in whole or in part, if in a specific case there is special cause for the deviation and a deviation is necessary to

serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the board of directors' resolutions in remuneration-related matters, which include any resolutions to deviate from these guidelines.

Information regarding resolved remunerations that have not yet fallen due

Apart from the commitments to pay ongoing remuneration such as salary, pension and other benefits, there are no previously resolved remuneration to any senior executives that have not yet fallen due. For further information on remuneration to senior executives including share-based incentive programs, please see note 4 in this annual report.

Authorization to the board of directors regarding new share issues

At the annual general meeting held on 6 May 2020, it was resolved to authorize the board of directors to, at one or several occasions, during the time up until the next annual general meeting, with or without deviation from the shareholders' preferential rights, and with or without provisions regarding payment in kind or through set-off or other provisions, resolve to issue shares. The reason for that deviation from the shareholders' preferential rights shall be permitted is to enable Ascelia Pharma to raise working capital, to execute acquisitions of companies or operating assets as well as to enable new share issues to industrial partners within the framework of partnerships and alliances. The total number of shares that can be issued could not exceed 5,872,227, which corresponds to a dilution of approximately 20 percent calculated on the current number of outstanding shares in Ascelia Pharma. In June 2020, a directed new share issue was made of 4,697,781 shares.

Internal Control

Overview

The overall purpose of the internal control is to ensure that the Ascelia Pharma's strategies and objectives can be implemented within the business and to ensure that the financial reporting has been prepared in accordance with applicable laws, accounting standards and other requirements imposed on listed companies. The board of directors' responsibility for the internal control is governed by the Swedish Companies Act, the Swedish Annual Reports' Act and the Code.

In the rules of procedure for the board of directors, the instructions for the CEO and the instructions for financial reporting, all of which have been adopted by the board of directors, the allocation of the roles and responsibilities have been stated to contribute to an effective management of the company's risks.

The board of directors has also established an audit committee whose tasks mainly include to monitor the effectiveness of the company's internal control, internal audit and risk management, to be informed about the audit of the annual report and consolidated financial statements, and to review and monitor the auditor's impartiality and independence. In addition to the abovementioned controls, the Ascelia Pharma has standard operating procedures that govern the control and quality of its drug development (including requirement to its partners participating in drug development).

With regards to risk assessments, these are carried out in connection with strategic planning and forecasting work and specific risk sessions are held to identify and quantify as well as evaluate and decide how the identified risks can be managed and, if possible, be eliminated. The presentation of the identified risks shall, as a minimum, be submitted to the board of directors once per year.

Within the board of directors, the Audit Committee is responsible for continuously assessing the company's risks.

Control environment

The board of directors bears the overall responsibility for internal control over financial reporting. To create and maintain a functioning control environment, the board of directors has adopted a number of policies governing financial reporting. These mainly comprise the rules of procedure for the board of directors, the instructions for the CEO and the instructions for financial reporting. The board of directors has also adopted a special set of signatory rules and a financial policy. Ascelia Pharma also has a manual containing principles, guidelines and process specifications for accounting and financial reporting.

The audit committee within the board of directors ensures that the approved principles for financial reporting and internal control are complied with and that regular contact with the company's auditor is maintained. The responsibility for maintaining an effective control environment and for the day-to-day work on internal control over financial reporting rests with the CEO with assistance from the CFO. The CEO and CFO reports to the board of directors on a regular basis in accordance with the instruction to the CEO and the terms of reference for financial reporting. The board of directors also receives reports from the company's auditor. Based on Ascelia Pharma's current size and operations, the board of directors has decided not to set up a separate internal audit function.

Risk assessment

Ascelia Pharma's management has regular discussions to identify and evaluate the risks arising in the company's operations and to assess how these risks can be managed. Once a year, these risks are presented to the board of directors in a risk session accompanied by a risk assessment

memo, which include a heat map quantifying the impact and likelihood of identified risks. The risk assessment work also includes identification of risks that may impact the basic requirements for the financial reporting of the company. The risk assessment results in a number of control targets supporting the basic requirements for financial reporting. These control targets aim to ensure that Ascelia Pharma meets its objectives for financial reporting. The financial reporting shall be correct and complete, and meet all applicable laws, rules and recommendations, provide a fair description of the company's business and support a rational and informed valuation of the business. In addition to these three objectives, internal financial reporting shall support proper business decision-making at all levels.

Control activities
Control activities limit the identified risks and ensure correct and reliable financial reporting. The CFO plays a key role in analysing and following up the Group's financial reporting and results. There are functions for the analysis and follow-up of the financial reporting of the Group and subsidiaries. Control activities also comprise a review and follow-up of Ascelia Pharma's governing documents relating to risk management and analysing complex transactions or valuation of assets or liabilities encompassing a significant element of judgement.

The board of directors is responsible for internal control and monitoring of the company's management. This is done primarily by examining the company's steering documents and identified risk factors.

Information and communication
Ascelia Pharma has information and communication channels intended to promote the accuracy of financial reporting and to facilitate reporting and feedback from operations to the board of directors and the management, for example by making corporate governance documents such as internal policies, guidelines and instructions regarding the financial reporting available and known for employees. The board of directors has also adopted an information policy that governs Ascelia Pharma's provision of information.

Monitoring
The compliance and effectiveness of internal controls are monitored regularly. The CEO ensures that the board of directors receives continuous reports on the development of Ascelia Pharma's activities, including the development of Ascelia Pharma's results and financial position, and information about important events, such as operational events of the drug development and major agreements and contracts. The CEO also reports on these issues at each board meeting. The audit committee supports the board of directors by preparing activities that assure the quality of the company's financial reporting. This is partly achieved by the audit committee checking the financial information and the Ascelia Pharma's financial controls. The Board considers that the internal controls are effective in all material respects and, on back of this, has deemed that there is no need to establish a special internal audit function.

External auditor
Ascelia Pharma's auditor is appointed by the annual general meeting for the period until the end of the next annual general meeting. The auditor examines the annual report and accounts as well as the management performed by the board of directors and the CEO. Following each financial year, the auditor shall submit an audit report to the annual general meeting. The company's auditor reports its observations from the audit and its assessment of the company's internal control to the board of directors.

At the Annual General Meeting held on 6 May 2020, Öhrlings PricewaterhouseCoopers AB (PwC) was re-elected as the company's auditor with Carl Fogelberg being the certified public accountant in charge of the audit. PwC audits Ascelia Pharma AB (publ) and all subsidiaries.

At the annual general meeting, it was also resolved that the fees to the auditor should be paid in accordance with normal charging standards and approved invoice. Further information about fees to the auditor can be found in note 7.

BOARD OF DIRECTORS

Peter Benson

Born 1955. Chairman of the board of directors since 2017. Member of Commercialization Committee and Remuneration Committee

Professional background
Peter Benson is Chairman and co-founder of Sunstone Capital Life Science Ventures and chairman of Alligator Bioscience AB listed on Nasdaq Stockholm. Peter Benson has extensive experience from the Life Science sector as an investor, board member and in senior management positions, including in several listed companies. Peter Benson has been vice chairman of Zealand Pharma and has previously inter alia been EVP and President Hospital Care at Pharmacia, VP Marketing & Sales at Kabi Pharmacia Parenterals and Head of Life Science Ventures at the Danish Growth Fund.

Education
Graduate in business administration from Lund University, Sweden. MA in Economics from the University of California, US.

Other ongoing assignments
Chairman of Alligator Bioscience AB (publ), Ascelia Incentive AB and Sunstone LSV Partners Holding ApS. Board member Arcoma Aktiebolag, CMC SPV of 3 April 2017 AB and Sunstone Capital A/S (and subsidiaries within the Sunstone Capital A/S sphere).

Holdings in Ascelia Pharma
-

Independence
Independent in relation to the company and its management, but not in relation to major shareholders. Chairman and General Partner of Sunstone Life Science Venture A/S.

Lauren Barnes

Born 1974. Member of the board of directors since 2020. Member of Commercialization Committee

Professional background
Lauren Barnes is Senior Vice President, Market Access for Blueprint Medicines (listed on Nasdaq), a commercial stage Boston based precision medicine company. Lauren Barnes has extensive expertise and experience in pricing, market access, pre-commercialization and managed markets in particular for the US market. She has been involved in launch planning of more than 50 drugs, devices and diagnostics during her career. Prior to her current role Lauren was Vice President at Vertex Pharmaceuticals, SVP Avalere Health and has also held various roles at Amgen and the agency that runs the United States Medicare Program, the Centers for Medicare and Medicaid Services.

Education
MHS in Public Health from the Johns Hopkins School of Public Health and BA in Public Health from the Johns Hopkins University.

Other ongoing assignments
Chair of the National Board of the Cancer Support Community.

Holdings in Ascelia Pharma
-

Independence
Independent in relation to the Company and its management and in relation to major shareholders.

Bo Jesper Hansen

Born 1958. Member of the board of directors since 2010. Chairman of Remuneration Committee and member of Commercialization Committee

Professional background
Bo Jesper Hansen has extensive experience from orphan drug research and development, international marketing and business development. Bo Jesper Hansen is and has previously been chairman and member of the board of directors in a number of biotech and pharma companies, including executive chairman of Swedish Orphan Biovitrum AB (publ), Topotarget A/S (publ) and Karolinska Development AB (publ) and Chairman of Ablynx nv (publ).

Education
M.D. and Ph.D. from University of Copenhagen, Denmark.

Other ongoing assignments
Chairman of Laborie Inc., Karo Pharma AB, Innoventa Medica ApS and vice-chairman of Orphazyme ApS and board member of Reapplix A/S.

Holdings in Ascelia Pharma
350,019 shares in Ascelia Pharma

Independence
Independent in relation to the company and its management and in relation to major shareholders.

BOARD OF DIRECTORS

Hans Maier

Born 1955. Member of the board of directors since 2017. Member of Commercialization Committee

Professional background

Hans Maier is Managing Partner and co-founder of the Healthcare and Life Science Strategy and Transaction Advisor BGM Associates GmbH, Berlin Germany. In his career as a biopharma executive, Hans Maier has held executive positions within Schering AG and Bayer AG, inter alia as Managing Director of Schering's subsidiaries in Japan and Korea, Managing Director of Schering Dermatology, Head of Corporate Strategy and Business Development of Schering AG and President of the Global Business Unit Diagnostic Imaging in both Schering AG and Bayer AG. He also served on the Executive Committee of Bayer-Schering Pharma AG.

Education

Ph.D.in Economics and Diploma in Political Science from Freie Universität Berlin, Germany.

Other ongoing assignments

President of the Board of Trustees of the German Heart Center Berlin, Chairman of the Advisory Board of the Fraunhofer Mevis Institute for Digital Medicine, Professor of International Strategic Management at Berlin School of Economics and Law.

Holdings in Ascelia Pharma

20,000 shares in Ascelia Pharma AB.

Independence

Independent in relation to the company and its management and in relation to major shareholders.

Niels Mengel

Born 1948. Member of the board of directors since 2000. Member of Audit Committee

Professional background

Niels Mengel is Founding Partner, board member and CEO of Øresund-Healthcare Capital. Niels Mengel has extensive experience from the healthcare industry as an investor. Niels Mengel has previously inter alia been Executive Vice President at ISS World Services A/S and Director at PA Consulting Group.

Education

M.B.A. from London Business School, England. M.Sc. in Macro Economy and Finance from University of Copenhagen, Denmark.

Other ongoing assignments

Board member of Dansk Aktionærforening. Board member of Better Finance (The European Federation of Investors and Financial Services Users), Black Swan Strategy A/S and Upstream Invest A/S. Board member and managing partner of Øresund-Healthcare Management A/S. Limited partner of Øresund-Healthcare Capital K/S. Partner of ØHM Exit I I/S and ØHM Exit II I/S. Member of management (executive) in Kibegeon ApS.

Holdings in Ascelia Pharma

138,293 shares in Ascelia Pharma AB directly or through company. Niels Mengel has also, directly and indirectly, invested in Øresund-Healthcare that holds 2,020,490 shares in Ascelia Pharma AB. Through the agreements governing Niels Mengel's investments in Øresund-Healthcare, Niels Mengel has a financial interest corresponding to approximately 50 per cent of the shares in Ascelia Pharma AB held by Øresund-Healthcare.

Independence

Independent in relation to the company and management and in relation to major shareholders.

René Spogárd

Born 1954. Member of the board of directors since 2017. Member of Remuneration Committee

Professional background

René Spogárd is chairman and investor in a number of companies incl. JEKA Fish A/S, Bollerup Jensen A/S and Flex Funding A/S. René Spogárd has extensive experience from investing in the healthcare sector and board positions in a public environment. René Spogárd has previously inter alia been owner and Managing Director at TNS Gallup A/S and Director at TNS plc (listed on London Stock Exchange).

Education

H.D. in Marketing from Copenhagen Business School, Denmark.

Other ongoing assignments

Chairman of Ambrox Property Invest III A/S, Bollerup Jensen A/S, Bollerup Jensen Adhesives ApS, Bollerup Jensen Water Holding ApS, CMC SPV of 3 April 2017 AB, Cimbric A/S, Deltaq Portefølje Holding 104 ApS, Deltaq Portefølje Holding II ApS, Deltaq Portefølje Holding IV ApS, Deltaq Portefølje Holding VI ApS, Flex Funding A/S, Jeka Fish A/S, Jeka Fish Holding ApS, Jeka Fish Holding 2 ApS, Jysk Industri Holding A/S and Preservation Technologies I/S. Deputy chairman of Nordisk Krabbe Kompagni A/S. Board member of Ambrox Capital A/S, Ambrox Korsør A/S, Bollerup Jensen Adhesives Holding ApS, Bollerup Jensen Water ApS, Bollerup Jensen Wood ApS and Flex Funding Fintech ApS. Member of management (executive) and partner of Dadephi ApS, René Spogárds familieanpartsselskab, Spogárd Holding ApS, Spogárd Invest ApS and Spogárd Invest 3 ApS.

Holdings in Ascelia Pharma

1,004,733 shares in Ascelia Pharma AB indirectly through company.

Independence

Independent in relation to the company and its management and in relation to major shareholders.

BOARD OF DIRECTORS cont.

Helena Wennerström

Born 1965. Member of the board of directors since 2017. Chairman of Audit Committee

Professional background
Helena Wennerström is Chief Financial Officer at ViaCon Group. Previously she was Executive Vice President and Chief Financial Officer of Bulten AB (publ) listed on Nasdaq Stockholm. Earlier she also had finance roles at Digitalfabriken and Topcon.

Education
Master of Science in Business Administration and Economics from Örebro University.

Other ongoing assignments
Deputy board member in TVM Consulting i Göteborg AB.

Holdings in Ascelia Pharma
18,000 shares in Ascelia Pharma AB.

Independence
Independent in relation to the company and its management, and in relation to major shareholders.

MANAGEMENT

Magnus Corfitzen

Born 1975. Chief Executive Officer since 2014.

Professional background
Magnus Corfitzen has extensive experience from investing, building and growing Life Science companies in various roles including operational activities or investment responsibilities for public and private biotech and medtech companies. Magnus Corfitzen also has board experience from a number of Life Science companies. Magnus Corfitzen has previously inter alia been Investment Director at Sunstone Capital A/S and Investment Director at Vækstfonden (the Danish Growth Fund). Prior to entering the healthcare venture capital field he was a Portfolio Manager at Danske Capital with responsibility for investments into listed biotech and medtech companies and he started his career at McKinsey & Company.

Education
M.Sc. in Mathematical Economics from the University of Aarhus, Denmark, which included studies at Harvard University, US.

Other ongoing assignments
Board member of Ascelia Pharma Inc. and Ascelia Inventive AB. CEO of Oncoral Pharma ApS.

Holdings in Ascelia
112,630 shares and 458,856 employee stock options in Ascelia Pharma AB.

Carl Bjartmar

Born 1963. Chief Medical Officer since 2018.

Professional background
Carl Bjartmar has a long and solid track record in late-stage orphan drug development. He has previously served in senior roles at large international pharma companies such as Lundbeck, Sanofi and Genzyme, where he gained extensive experience in clinical development, in particular the development of novel therapies for rare diseases. Carl was most recently before joining Ascelia, Chief Medical Officer for the Swedish biotech company Wilson Therapeutics.

Education
M.D. and Ph.D. from the University of Linköping.

Other ongoing assignments
-

Holdings in Ascelia
52,000 shares and 153,059 employee stock options in Ascelia Pharma AB.

MANAGEMENT

Kristian Borbos

Born 1978. Chief Financial Officer since 2017.

Professional background
Kristian Borbos has extensive banking and finance experience from large listed companies including Sell-side Analyst and other advisory roles in banking to various financial positions in large corporates including treasury, financial reporting and planning and IR activities. Kristian Borbos has previously inter alia been Business Finance Manager at Novozymes, Lead Investor Relations Manager at DONG Energy/Ørsted and senior analyst at Danske Bank and Danske Markets.

Education
M.Sc. in Business Administration from Lund University, Sweden.

Other ongoing assignments
Board member of Ascelia Pharma Inc. and deputy board member of Ascelia Incentive AB

Holdings in Ascelia
17,130 shares and 153,059 employee stock options in Ascelia Pharma AB.

Julie Waras Brogren

Born 1972. Chief Commercial Officer since 2020.

Professional background
Julie Waras Brogren has extensive experience from life science leadership and commercialization, including cross-functional drug launches and medical devices. Julie Waras Brogren was previously President of BresoTEC, Canada and has held various leadership positions at Novo Nordisk in Denmark and Brazil, including as Senior Director of the Launch Office for the Victoza® GLP-a and Degludec® insulin launches. Julie Waras Brogren also has board experience from life science companies. Julie Waras Brogren started her career at Accenture.

Education
M.Sc. in International Business from Copenhagen Business School and Diplome ESC, EM Lyon France, including studies at Chinese University of Hong Kong.

Other ongoing assignments
Board member of Ascelia Pharma Inc.

Holdings in Ascelia Pharma
19,700 shares.

Mikael Widell

Born 1958. Head of IR & Communication since 2018.

Professional background
Mikael Widell has more than 30 years' experience within communications, including journalism with 14 years within financial media, e.g. Dagens Industri, and has had different positions within in-house corporate communications, e.g. AstraZeneca, Biovitrum (Sobi) and Nordic Capital as well as strategic work as a communications advisor within financial PR and IR. Mikael is a partner and co-founder of the IR/PR firm Cord Communications and is Head of Communication & IR at the main market listed company Calliditas Therapeutics.

Education
M.A. in English from Lund University and studies in Economics at Lund University.

Other ongoing assignments
Board member of CordCom Consultants AB and Politus AB. General partner of WZ Kommunikation Kommanditbolag.

Holdings in Ascelia Pharma
3,000 shares.

FINANCIAL INFORMATION

Consolidated Income Statement

*SEK in thousands (unless otherwise stated)**	Note	Jan-Dec 2020	Jul-Dec 2019
Net sales		–	–
Gross profit/loss		**–**	**–**
Other operating income	9	756	277
Administrative costs	5	-18,295	-8,378
Research and development costs	5	-64,764	-26,920
Commercial preparation costs	5	-10,228	-1,446
Other operating costs	9	-897	-355
Operating result	6, 7, 8	**-93,428**	**-36,822**
Financial income	10	11,800	1,507
Financial costs	10	-18,119	-4,680
Net financial items		**-6,319**	**-3,173**
Loss before tax		**-99,747**	**-39,995**
Tax	11	1,050	90
Loss for the period		**-98,697**	**-39,905**
Attributable to:			
Owners of the Parent Company		-98,697	-39,905
Non-controlling interest		–	–
Earnings per share	12		
Before and after dilution (SEK)		-3.76	-1.70

Consolidated Statement of Comprehensive Income

*SEK in thousands (unless otherwise stated)**	Note	Jan-Dec 2020	Jul-Dec 2019
Loss for the period		**-98,697**	**-39,905**
Other comprehensive income			
Currency translation of subsidiaries**	3	-5	55
Other comprehensive income for the period		**-5**	**55**
Total comprehensive income for the period		**-98,702**	**-39,850**

* Some figures are rounded, so amounts might not always appear to match when added up.

** Will be classified to profit and loss when specific conditions are met

Consolidated Balance Sheet

*SEK in thousands**	Note	31 Dec 2020	31 Dec 2019
ASSETS			
Intangible assets	13	57,061	57,065
Tangible assets			
Equipment	14	301	–
Right-of-use assets	15	1,688	212
Total fixed assets		**59,050**	**57,277**
Current assets			
Advance payments to suppliers	18	8,279	4,017
Current receivables			
Income tax receivables	11	1,748	736
Other receivables	19	857	686
Prepaid expenses and accrued income	20	754	3,283
Marketable securities	21	–	75,711
Cash and bank balances	21, 25	184,686	108,516
Total current assets		**196,324**	**192,949**
Total assets		**255,374**	**250,226**
EQUITY	22		
Share capital		28,697	23,489
Other paid-in capital		493,731	405,061
Loss brought forward (incl. net profit/loss for the period)		-286,372	-191,488
Equity attributable to Parent Company shareholders		**236,056**	**237,062**
Total equity		**236,056**	**237,062**
LIABILITIES			
Long-term liabilities			
Leasing	15	956	96
Total long-term liabilities		**956**	**96**
Current liabilities			
Accounts payable	21	3,884	5,235
Other liabilities		672	1,019
Current lease liabilities	15	822	119
Accrued expenses and deferred income	23	12,984	6,695
Total current liabilities		**18,362**	**13,068**
Total liabilities		**19,318**	**13,164**
Total equity and liabilities		**255,374**	**250,226**

* Some figures are rounded, so amounts might not always appear to match when added up.

Consolidated Statements of Changes in Equity

		Attributable to parent company shareholders						
*SEK in thousands**	Note	Share capital	Other contributed capital	Translation reserve	Retained earnings	Total	Non-controlling interests	Total equity
Opening balance as of 1 Jul 2019		**23,489**	**405,061**	**69**	**-152,544**	**276,075**	**–**	**276,075**
Comprehensive income								
Profit/loss for the period		–	–	–	-39,905	-39,905	–	-39,905
Other comprehensive income								
Exchange differences		–	–	55	–	55	–	55
Total comprehensive income		**–**	**–**	**55**	**-39,905**	**-39,850**	**–**	**-39,850**
Transactions with shareholders								
Share-based remuneration to employees	6	–	–	–	837	837	–	837
Total transactions with shareholders		**–**	**–**	**–**	**837**	**837**	**–**	**837**
Closing balance as of 31 Dec 2019		**23,489**	**405,061**	**124**	**-191,612**	**237,062**	**–**	**237,062**
Comprehensive income								
Profit/loss for the period		–	–	–	-98,697	-98,697	–	-98,697
Other comprehensive income								
Exchange differences		–	–	-5	–	-5	–	-5
Total comprehensive income		**–**	**–**	**-5**	**-98,697**	**-98,702**	**–**	**-98,702**
Transactions with shareholders								
New issue of C-shares	22	511	–	–	–	511	–	511
Repurchase of own shares C-shares	22	–	–	–	-511	-511	–	-511
New issue of common shares	22	4,697	93,956	–	–	98,653	–	98,653
Issuance expenses	22	–	-5,286	–	–	-5,286	–	-5,286
Share-based remuneration to employees	6	–	–	–	4,329	4,329	–	4,329
Total transactions with shareholders		**5,208**	**88,670**	**–**	**3,818**	**97,696**	**–**	**97,696**
Closing balance as of 31 Dec 2020		**28,697**	**493,731**	**119**	**-286,491**	**236,056**	**–**	**236,056**

* Some figures are rounded, so amounts might not always appear to match when added up.

Consolidated Cash Flow Statement

*SEK in thousands**	Note	Jan-Dec 2020	Jul-Dec 2019
Operating activities			
Operating result		-93,428	-36,821
Expensed share based remuneration	6, 25	7,873	1,719
Adjustment for items not included in cash flow	6, 25	870	1,063
Interest received		27	–
Interest paid		-87	–
Income tax paid/received		-89	–
Cash flow from operating activities before changes in working capital		**-84,834**	**-34,039**
Cash flow from changes in working capital			
Increase (-)/Decrease (+) of advance payments		-4,263	2,622
Increase (-)/Decrease (+) of operating receivables		1,696	-7,418
Increase (+)/Decrease (-) of accounts payable		-1,220	902
Increase (+)/Decrease (-) of other liabilities		3,094	1,015
Change in working capital		-693	-2,879
Cash flow used in operating activities		**-85,527**	**-36,918**
Investing activities			
Investment in equipment		-397	–
Marketable securities/Other investments, net		76,388	–
Cash flow from investing activities		**75,991**	**–**
Financing activities			
Issuance proceeds	22	98,653	–
Issuance costs	22	-5,285	–
Amortisation of loan (leasing)		-643	-60
Cash flow from financing activities		**92,725**	**-60**
Cash flow for the period		**83,189**	**-36,978**
Cash flow for the period		83,189	-36,978
Cash and cash equivalents at start of period		108,516	149,971
Exchange rate differences in cash and cash equivalents		-7,019	-4,477
Cash and cash equivalents at end of period	25	**184,686**	**108,516**

* Some figures are rounded, so amounts might not always appear to match when added up.

Parent Company – Income Statement

*SEK in thousands**	Note	Jan-Dec 2020	Jul-Dec 2019
Net sales		768	229
Gross profit/loss		**768**	**229**
Other operating income	9	753	271
Administrative costs	5	-17,882	-8,309
Research and development costs	5	-60,573	-26,464
Commercial preparation costs	5	-10,220	-1,446
Other operating costs	9	-830	-343
Operating result	6, 7, 8	**-87,984**	**-36,062**
Net financial items			
Finance income	10	11,800	1,663
Finance costs	10	-18,043	-4,678
Result from other long-term receivables	10	157	–
Net financial costs		**-6,086**	**-3,015**
Loss before tax		-94,070	-39,077
Tax	11	–	–
Loss for the period		**-94,070**	**-39,077**

Parent Company – Statement of Comprehensive Income

*SEK in thousands**	Note	2020	2019
Loss for the period		**-94,070**	**-39,077**
Other comprehensive income		–	–
Other comprehensive income for the period		**–**	**–**
Total comprehensive income for the period		**-94,070**	**-39,077**

* Some figures are rounded, so amounts might not always appear to match when added up.

Parent Company – Balance Sheet

*SEK in thousand**	Note	31 Dec 2020	31 Dec 2019
ASSETS			
Tangible assets			
Equipment	14	301	–
Right-of-use assets	15	–	212
Financial assets			
Shares in group companies	2, 16	58,068	58,068
Long-term receivables from group companies	17	9,449	3,710
Total fixed assets		**67,818**	**61,990**
Current assets			
Advance payments to suppliers	18	8,279	4,017
Current receivables			
Receivables from group companies		1,346	–
Income tax receivables	11	623	–
Other receivables	19	616	1,374
Prepaid expenses and accrued income	20	706	3,283
Marketable securities	21	–	75,711
Cash and bank balances	21, 25	182,498	107,434
Total current assets		**194,068**	**191,819**
Total assets		**261,886**	**253,809**
EQUITY	22		
Restricted equity			
Share capital		28,697	23,489
Non-restricted equity			
Share premium reserve		493,731	405,061
Loss brought forward		-183,792	-148,534
Loss for the period		-94,070	-39,077
Total equity		**244,566**	**240,939**
LIABILITIES			
Long-term liabilities			
Leasing	15	–	96
Total long-term liabilities		**–**	**96**
Current liabilities			
Accounts payable	21	3,733	5,104
Other liabilities		673	1,162
Accrued expenses and deferred income	23	12,914	6,508
Total current liabilities		**17,320**	**12,774**
Total equity and liabilities		**261,886**	**253,809**

* Some figures are rounded, so amounts might not always appear to match when added up.

Parent Company – Statements of Changes in Equity

		Restricted equity	Unrestricted equity		
*SEK in thousands**	Note	Share capital	Premium reserve	Retained earnings	Total equity
Opening balance as of 1 Jan 2019		**23,489**	**405,061**	**-149,371**	**279,179**
Comprehensive income					
Profit/loss for the period		–	–	-39,077	-39,077
Total comprehensive income		**–**	**–**	**-39,077**	**-39,077**
Transactions with shareholders					
Share-based remuneration to employees	6	–	–	837	837
Total transactions with shareholders		**–**	**–**	**837**	**837**
Closing balance as of 31 Dec 2019		**23,489**	**405,061**	**-187,611**	**240,939**
Comprehensive income					
Profit/loss for the period		–	–	-94,070	-94,070
Total comprehensive income		**–**	**–**	**-94,070**	**-94,070**
Transactions with shareholders					
New issue of C-shares	22	511	–	–	511
Repurchase of own shares C-shares	22	–	–	-511	-511
New issue of common shares	22	4,697	93,956	–	98,653
Issuance expenses	22	–	-5,286	–	-5,286
Share-based remuneration to employees	6	–	–	4,329	4,329
Total transactions with shareholders		**5,208**	**88,670**	**3,818**	**97,696**
Closing balance as of 31 Dec 2020		**28,697**	**493,731**	**-277,863**	**244,565**

* Some figures are rounded, so amounts might not always appear to match when added up.

Parent Company – Cash Flow Statement

*SEK in thousands**	Note	Jan-Dec 2020	Jul-Dec 2019
Operating activities			
Operating result		-87,984	-36,061
Expensed share based remuneration	6, 25	7,873	1,719
Adjustment for items not included in cash flow	6, 25	203	286
Interest received		27	–
Interest paid		-12	–
Income tax paid/received		-507	–
Cash flow from operating activities before changes in working capital		**-80,400**	**-34,056**
Cash flow from changes in working capital			
Increase (-)/Decrease (+) of advance payments		-4,262	-2,622
Increase (-)/Decrease (+) of operating receivables		1,875	-2,478
Increase (+)/Decrease (-) of accounts payable		-1,245	1,130
Increase (+)/Decrease (-) of other liabilities		2,365	565
Change in working capital		-1,267	-3,405
Cash flow used in operating activities		**-81,667**	**-37,461**
Investing activities			
Investment in equipment		-397	–
Marketable securities/Other investments, net		76,388	–
Cash flow from investing activities		**75,991**	**–**
Financing activities			
Issuance proceeds	22	98,653	–
Issuance costs	22	-5,285	–
Loan to affiliated company		-5,582	–
Amortisation of loan (leasing)		-111	-60
Cash flow from financing activities		**87,675**	**-60**
Cash flow for the period		**81,999**	**-37,521**
Cash flow for the period		81,999	-37,521
Cash and cash equivalents at start of period		107,434	148,743
Exchange rate differences in cash and cash equivalents		-6,935	-3,788
Cash and cash equivalents at the end of the period	25	**182,498**	**107,434**

* Some figures are rounded, so amounts might not always appear to match when added up.

NOTES

NOTE 1 GENERAL INFORMATION

Ascelia Pharma AB (publ) with corporate identity number 556571-8797 and its subsidiaries (jointly the Group) develop drugs within oncology. The Parent Company conducts operations in the legal form of a limited liability company, with its registered office in Malmö, Sweden. The company's postal address is Hyllie Boulevard 34, SE-215 32 Malmö, Sweden. The company's shares are since 13 March 2019 listed on Nasdaq Stockholm.

At the Annual General Meeting on 14 November 2019, a resolution was passed to change Ascelia Pharma Group's fiscal year to comprise the period 1 January – 31 December instead of the period 1 July – 30 June. On that meeting, it was also decided to shorten the fiscal year 2019 to the period 1 July – 31 December 2019. Accordingly, this Annual Report, including the notes, for fiscal year comprising the period 1 January – 31 December 2020 will be compared against the period 1 July – 31 December 2019 (six months), which was the most recent preceding fiscal year.

This annual report and the consolidated financial statements were approved for publication by the Board on 24 March 2021 and will be presented to the Annual General Meeting of shareholders on 5 May 2021.

NOTE 2 SPECIFICATION OF THE GROUP'S HOLDING OF PARTICIPATIONS IN GROUP COMPANIES

Holdings in the subsidiary

			Carrying amount	
			SEK in thousands	
Subsidiary/Corporate identity number/ Registered office	**Number of participation rights**	**Participating interest in %**	**31 Dec 2020**	**31 Dec 2019**
Oncoral Pharma ApS, CVR No. 35 48 12 14 Ballerup, Denmark	145,919	100	58,018	58,018
Ascelia Incentive AB, Reg. No. 559129-4615 Malmö, Sweden	50,000	100	50	50
Total carrying amount of year-end			**58,068**	**58,068**

The share of capital in all of the above holdings is equivalent to voting rights.

NOTE 3 SUMMARY OF IMPORTANT ACCOUNTING POLICIES AND DISCLOSURES

The most important accounting policies for the preparation of this year's consolidated financial statements are found below.

(a) Statement of compliance with legislation and accounting standards

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) adopted by the EU. In addition, the recommendation RFR 1 Supplementary Accounting Rules for Groups, issued by the Swedish Financial Reporting Board, has been applied. The parent company has applied the same accounting policies as those applied in the consolidated financial statements except as set out below in the section *Parent company's accounting principles*.

In addition to these standards, both the Swedish Companies Act and the Swedish Annual Accounts Act require certain supplementary disclosure to be made.

The accounting policies applied in the preparation of the con¬solidated financial statements are disclosed in the respective notes in order to provide a better understanding of the respec¬tive accounting field. See the table below for reference to the note in which each significant accounting policy is used and the applicable IFRS standard that is deemed to have significant influence.

ACCOUNTING POLICY	NOTE		IFRS STANDARD
Company acquisitions	**3**	Consolidated financial statements	IFRS 3
Segment	**3**	Segment reporting	IFRS 8
Operating expenses	**5**	Operating expenses	IAS 1
Share-based remuneration	**6**	Employees, employee benefit expenses and remuneration to the Board	IFRS 2
Financial income and expenses	**10**	Financial income and expenses	IFRS 9
Income tax	**11**	Tax	IAS 12
Earnings per share	**12**	Earnings per share	IAS 33
Intangible assets	**13**	Intangible assets	IAS 36, IAS 38
Property, plant and equipment	**14**	Property, plant and equipment	IAS 16, IAS 36
Right-of-use assets	**15**	Leasing	IFRS 16
Accounts payable	**21**	Financial instruments by category	IAS 32, IFRS 9
Cash flow statement	**25**	Cash flow	IAS 7
Transactions with related parties	**26**	Transactions with related parties	IAS 24

Note 3, cont.

(b) Important estimates and assessments for accounting purposes
Preparing the financial statements in accordance with IFRS requires that the management team make important accounting estimates as well as assumptions that influence the application of the accounting principles and the carrying amounts of assets, liabilities, revenue, and expenses. Actual outcomes may differ from these estimates and assumptions. Changes in estimates are reported in the period in which the change is made if the change affects only that period, or in the period in which the change is made and future periods if the change affects both the current and future periods.

The areas subject to a high degree of assessment or complexity, or areas in which assumptions and estimates are of considerable importance to the consolidated financial statements, are indicated in the following table. The estimates and assumptions are regularly reviewed, and the effect on the carrying amounts is recognized in the income statement.

ESTIMATES AND ASSESSMENTS	NOTE	
Capitalisation of development expenses	**5**	Operating expenses by type of cost
Share-based incentive programs	**6**	Employees, employee benefit expenses and remuneration to the Board
Assessemnt of tax deficit	**12**	Tax
Asset acquisitios	**14**	Intangible assets
Impairment of intangible assets	**14**	Intangible assets
Capitalisation Leases	**16**	Right-of-use assets

Estimates and assessments are evaluated continuously and based on historical experience and other factors, including expectations of future events considered reasonable under the prevailing conditions.

The Group makes estimates and assumptions about the future. The estimates for accounting purposes that result from these assumptions, by definition, seldom equal the related actual results.

(c) Consolidated financial statements
Subsidiaries
Subsidiaries are entities over which Ascelia Pharma AB has a controlling influence. Controlling influence exists if Ascelia Pharma AB has power over the investee, is exposed to or is entitled to variable return from its involvement and can, through its influence over the investment, affect returns. When assessing whether controlling influences exist, potential voting rights are considered as well as whether there is de facto control.

The acquisition method is used for recognizing the Group's acquisition of subsidiaries. Under this method, an acquisition of a subsidiary is treated as a transaction in which the Group indirectly acquires the assets and assumes the liabilities. The purchase price allocation determines the fair value of the acquired identifiable assets and assumed liabilities, as well as any non-controlling interests, on the acquisition date. Transaction fees that arise, with the exception of transaction fees attributable to equity instruments on issue or debt instruments, are recognized directly through the Income Statement. In the event of an acquisition of a subsidiary in which the transferred payment comprises own share, the payment's value in the purchase price allocation is based on the actual share value at the time of the acquisition.

Asset purchases
When acquisitions of subsidiaries involve the acquisition of net assets that do not comprise operations, the acquisition cost of each identifiable asset and liability is allocated up based on its fair value at the time of acquisition. Transaction costs are added to the purchase price of the acquired net assets. When the consideration is paid by own shares the acquired assets and liabilities are measured at fair value based on the acquired assets and liabilities at the time of the acquisition, provided that the fair value of the acquired assets and liabilities (in rare cases) cannot be reliably estimated. In the latter case the acquired net assets are measured based on the fair value of the own shares.

Elimination of transactions between Group companies
Intra-group transactions and balance sheet items, as well as unrealized gains or losses that arise from intra-group transactions between companies within the Group are eliminated when preparing the consolidated accounts. Unrealized losses are eliminated in the same way as unrealized profits but only to the extent that there is no impairment requirement.

Translation of foreign currencies
Items in the financial statements for the various Group units are measured in the currency used in the economic environment where each company primarily operates (the functional currency). In the consolidated financial statements, the Swedish krona (SEK) is used, which is the Parent Company's functional and reporting currency.

Transactions in foreign currencies are translated into the functional currency at the exchange rate prevailing at the date of the transaction. Exchange gains and losses arising from the settlement of such transactions and the recalculation of monetary assets and liabilities in foreign currencies at the rate on the balance sheet date are recognized in the income statement. Exchange gains and losses attributable to loans and cash and cash equivalents are recognized as financial income and expenses respectively. All other exchange gains and losses are recognized as Other operating income or Other operating expenses. Non-monetary assets and liabilities measured in terms of historical cost in a foreign currency are translated using the exchange rate prevailing at the date of the transaction. Non-monetary assets and liabilities that are measured at fair value are retranslated to the functional currency at the exchange rate prevailing at the date that the fair value was determined.

The profit and financial position of all Group companies are translated into the Group's reporting currency. Assets and liabilities are translated at the rate on the balance sheet date, income and expenses are translated at the average rate and any resulting exchange rate differences are recognized as a separate portion of equity. Fair value adjustments and goodwill arising from the acquisition of a foreign operation are recognized as assets and liabilities in that operation and translated at the rate on the balance sheet date.

Translation differences that arise in currency translations of foreign operations are recognized in other comprehensive income and accrued in a separate component in equity – the translation reserve. When control of a foreign operation ceases, the accumulated translation differences attributable to the operation are realized, at which point they are reclassified in equity to profit/loss for the year. In the case of a sale where the controlling interest still exists, a proportional share of the cumulative translation differences is transferred from the translation reserve to non-controlling interests.

Note 3, cont.

(d) Classification
Fixed assets comprise amounts that are expected to be recovered or paid more than 12 months after the balance sheet date, whereas current assets comprise amounts expected to be recovered or paid within 12 months from the balance sheet date. Long-term liabilities comprise amounts that Ascelia Pharma, as per the end of the reporting period, has an unconditional right to decide to pay later than 12 months after the end of the reporting period. If there is no such right at the end of the reporting period or if there is a liability for trading or if a liability is expected to be settled within the normal business cycle – the liability amount is recognized as a current liability.

(e) Operating segment recognition
An operating segment is a part of the Group that conducts business operations from which it generates revenue and incurs expenses and for which independent financial information is available. The Group consists of only one reportable segment, Ascelia Pharma, as it is at this level that the Group's management team has responsibility for the allocation of resources and assesses the business' results. The Group has operations in Sweden (where the parent company has its registered office) and in Denmark. Operating segments are reported in a way that is consistent with the internal reporting submitted to the highest executive decision-maker. The highest executive decision-maker is the role with responsibility for allocating resources and making assessments of the results of the operating segments. The executive management team of the Group has been identified as having this role.

(f) New or amended accounting standards applied in 2020
The following new, amended or improved accounting standards were applicable in 2020: IFRS 3 Business Combinations (endorsed by the EU April 21, 2020); IAS 1 and IAS 8: Definition of material (endorsed by the EU on November 29, 2019); and IFRS 16 Leases (endorsed by the EU on October 9, 2020). IFRS 16 Leases was early adopted by the Group from 2018/19.

The new, amended or improved standards did not have any material impact on Ascelia Pharma's financial statements.

(g) New standards and interpretations not yet applied by the Group
None of the IFRS and IFRIC interpretations yet to enter into force are expected to have a significant impact on the Group.

PARENT COMPANY'S ACCOUNTING PRINCIPLES

The parent company has prepared the historical financial information according to the Annual Accounts Act (1995:1554) and the Swedish Financial Reporting Board's recommendation RFR 2 Accounting for Legal Entities. In addition, the Swedish Financial Reporting Board's issued statements applicable to listed companies are applied. The application of RFR 2 means that the parent company in the historical financial information for the legal entity shall apply all of the IFRS Standards and statements adopted by the EU to the extent allowed according to the Swedish Annual Accounts Act, the Act on Safeguarding of Pension Commitments, and with respect to the link between accounting and taxation. The recom¬mendation states exceptions from and additions to IFRS Standards that shall be made.

Differences between the Group's and the parent company's accounting principles
The accounting principles of the parent company are consistent in all material respects with the accounting principles of the Group. The differences between the Group's and the parent company's accounting principles are described below. The accounting principles given below for the parent company have been consistently applied for all periods as presented in the parent company's financial statements.

Classification and presentation
The parent company's income statement and balance sheet are prepared in accordance with the model detailed in the Annual Accounts Act, while the statement of profit or loss and other comprehensive income, the statement of changes in equity, and the statement of cash flows are based on IAS 1 Presentation of Financial Statements and IAS 7 Statement of Cash Flows respectively. The differences in the income statement and balance sheet of the parent company compared with the consolidated accounts mainly involve the reporting of financial income and expenses, assets, and equity.

Subsidiaries
Participations in subsidiaries are recognized in the parent company in accordance with the cost method. Thus, transaction expenses are included in the carrying amount of holdings in subsidiaries. In the consolidated accounts, transaction expenses attributable to subsidiaries are directly recognized in the profit/loss when they are incurred.

Financial instruments and hedge accounting
Due to the link between accounting and taxation, the regulations pertaining to the financial instruments in IFRS 9 are not applied to the parent company as a legal entity. Within the parent company, financial assets are measured at their acquisition values less any impairment and financial current assets according to the lower of cost and net realizable value.

NOTE 4 FINANCIAL INSTRUMENTS AND FINANCIAL RISKS

In its operations, the Group is exposed to various financial risks. Examples of these are liquidity and financing risks, as well as currency risks. The Board determines risk management policies. Financial activities in the form of risk management, liquidity management and financing are managed for the Group as a whole by the Parent Company. The Group's overall risk management focuses on the unpredictability of financial markets and strives to limit undesirable impact on its result and financial position, to the extent it is possible.

Liquidity risks and financing risks
Liquidity risks and financing risks are the risks that the Group will not have access to financing in order to fulfil its contractual obligations or that this can only be done at a significantly increased cost.

The available funds provides Ascelia Pharma with liquidity beyond 12 months and is expected to be sufficient to complete the Phase 3 program for Mangoral, initiate commercial preparations for Mangoral and prepare for Phase 2 studies for Oncoral. In accordance with Ascelia Pharma's financial policy, liquid funds are only to be placed in bank balances or highly liquid fixed income funds or interest-bearing securities with low credit risk. The financial policy also stipulates that bank deposit shall only be with banks with a long-term credit rating of least BBB+ from Standard & Poor's or equivalent from Moody's and/or Fitch.

The Group has no interest-bearing or long-term liabilities. All trade payables and accrued expenses fall due within 12 months.

	Purchases in each currency		Cost increase with 10% depreciation of SEK	
SEK in thousands	**Jan-Dec 2020**	**Jul-Dec 2019**	**Jan-Dec 2020**	**Jul-Dec 2019**
DKK	6,874	459	687	46
EUR	12,937	14,884	1,294	1,488
USD	34,789	9,338	3,479	934
JPY	1,033	–	103	–
Total	**54,600**	**24,681**	**5,460**	**2,468**

Currency risks
Transaction exposure
Ascelia Pharma purchases services related to drug develoment particularly in USD, EUR and DKK. The effect of a weakening of Swedish crown by 10% on each currency are described in the table above.

The currency risk management in Ascelia Pharma focuses on transaction risk. Managing translation currency exposure in equity is not deemed relevant to safeguard operations (changes in equity from currency movement is not foreseen to expose Ascelia to significant risks). According to Ascelia Pharma's financial policy, management of currency exposures shall be based on contracted orders/purchases and be highly probable forecasted cash flows. Transaction exposure is handled by exchanging bank balances in SEK into foreign currencies (mainly USD, EUR and DKK) to match upcoming cash outflow. Financial hedging instruments such as futures, forwards and options are not used.

Currency risk is also present in the parent company through intra-company loans from Ascelia Pharma AB to Oncoral Pharma ApS denominated in DKK. A weakening of SEK of 10% against DKK would result in an increased loan receivable for the parent company of around SEK 0.9 million.

Credit risk
The Group's credit risk is primarily attributable to bank deposits and prepayment to suppliers. The credit risk is mitigated by placement of liquidity only with banks with high credit ratings. The Group aims to mitigate the credit risk towards suppliers by assessing their creditworthiness and limit the amount of prepayments, to the extent possible. Counterparty risk associated with customers or business partners is currently not applicable given the pre-revenue state of the company.

Carrying amount of financial assets and financial liabilities per valuation category
The carrying value of financial assets and financial liabilities are due to its short-term maturity considered to be reasonable estimates of the fair value for each class of financial assets and financial liabilities.

NOTE 5 OPERATING EXPENSES BY TYPE OF COST

The Group reports its income statement based on functions. The key cost items are presented below.

	Group		Parent company	
SEK in thousands	Jan-Dec 2020	Jul-Dec 2019	Jan-Dec 2020	Jul-Dec 2019
Research and Development costs				
Drug development costs	43,607	20,561	40,784	20,105
Cost of remuneration to employees	17,425	4,492	17,425	4,492
Manufacturing costs	3,732	1,867	2,364	1,867
Total	**64,764**	**26,920**	**60,573**	**26,464**
Administration costs				
Costs for remuneration to employees and board	9,409	4,764	9,409	4,764
Other administration costs	8,886	3,614	8,473	3,545
Total	**18,295**	**8,378**	**17,882**	**8,309**
Commercial preparation costs				
Commercial preparation, salaries and other remuneration	10,228	1,446	10,220	1,446
Total	**10,228**	**1,446**	**10,220**	**1,446**
Other operating expenses				
Currency differences related to operations	897	355	830	343
Total	**897**	**355**	**830**	**343**

ACCOUNTING POLICIES

The income statement is structured according to function. The functions are as follows:

"Research and development costs" refers to costs for clinical research and development of drugs, raw material and manufacturing costs, salaries and services acquired and costs of premises.

"Administrative costs" refers to costs for salaries, board remuneration, corporate costs including office and equipment, investor relation activites and adminstrative costs.

"Commercial preparation costs" refers to costs for the Group's commercial organization, including salary and external consultancy services.

IMPORTANT ESTIMATES AND ASSESSMENTS FOR ACCOUNTING PURPOSES

Capitalisation of development expenses

For the period Jan-Dec 2020, the criteria for classifying R&D costs as an asset according to IAS 38 has not been met (capitalisation of development expenses is normally done in connection with final regulatory approval). Hence, all R&D costs related to the development of the product candidates have been expensed.

NOTE 6 EMPLOYEES, EMPLOYEE BENEFIT EXPENSES AND REMUNERATION TO THE BOARD OF DIRECTORS

Average number of employees

	Number of people		Of whom men, %	
	Jan-Dec 2020	Jul-Dec 2019	Jan-Dec 2020	Jul-Dec 2019
Parent company				
Sweden	11	7	43%	57%
Total for parent company	**11**	**7**	**43%**	**57%**
Subsidiaries				
Denmark	–	–	–	–
Sweden	–	–	–	–
Total for subsidiaries	**–**	**–**	**–**	**–**
Group total	**11**	**7**	**43%**	**57%**

Figures above include Head of IR and Communications (employed through consultancy agreement). There are no employees in the subsidiaries.

Gender division on the board and in exexutive management

	Number of people		Of whom women, %	
	Jan-Dec 2020	Jul-Dec 2019	Jan-Dec 2020	Jul-Dec 2019
Board of directors	7	6	29%	17%
Executive management	4	3	25%	0%

Salary, other remuneration and social security expenses

	Salaries and other remuneration		Social secutiry expenses	
SEK in thousands	Jan-Dec 2020	Jul-Dec 2019	Jan-Dec 2020	Jul-Dec 2019
Parent Company	13,594	4,658	6,485	1,725
(of which pension costs)	–	–	3,138	575
Subsidiaries	–	–	–	–
(of which pension costs)	–	–	–	–
Total salaries, other remuneration and social security expenses	**13,594**	**4,658**	**6,485**	**1,725**
(of which pension costs)	–	–	3,138	575

Note 6, cont.

Remuneration to the board and senior executives

	Jan-Dec 2020					Jul-Dec 2019				
SEK in thousands	Remuneration[1]/Base salary (incl. holiday pay)	Other benefits	Variable remuneration	Share-based remuneration[2]	Pension expenses[3]	Remuneration[1]/Base salary (incl. holiday pay)	Other benefits	Variable remuneration	Share-based remuneration[2]	Pension expenses[3]
The Group										
The Board										
Peter Benson	425	-	-	-	-	213	-	-	-	-
Lauren Barnes (elected May 2020)	150	-	-	-	-	-	-	-	-	-
Bo Jesper Hansen	200	-	-	-	-	100	-	-	-	-
Hans Maier	213	-	-	-	-	100	-	-	-	-
Niels Mengel	225	-	-	-	-	113	-	-	-	-
René Spogárd	200	-	-	-	-	100	-	-	-	-
Helena Wennerström	300	-	-	-	-	220	-	-	-	-
Senior executives employed by the company Group (incl. subsidiaries)										
Magnus Corfitzen, CEO	1,826	77	1,008[4]	1,265	552	992	46	-	326	270
Other senior executives, 4(3)	3,994	95	1,039[4]	2,080	1,315	2,345	16	-	467	305
Parent Company										
Magnus Corfitzen, CEO	1,826	77	1,008[4]	1,265	552	992	46	-	326	270
Other senior executives, 4(3)	3,994	95	1,039[4]	2,080	1,315	2,345	16	-	467	305

1) Refers to remuneration to the Board and committees.
2) Refers to recognized costs but not paid-out.
3) The Parent company has a defined-contribution pension plan. Under the plan, some employees can decide whether the company should, instead of making pension contributions, pay the equivalent amount out as salary. In 2020, two employees opted to receive salary instead of pension (2 persons in the financial year Jul-Dec 2019).
4) Refer to bonus for 18-months period (Jul 2019 - Dec 2020).

Note 6, cont.

Employee option program

	Group						Parent company					
	Option program 1		Option program 2		Total		Option program 1		Option program 2		Total	
Number of alloted options	CEO	Other senior executives*	CEO	Other senior executives*	CEO	Other senior executives*	CEO	Other senior executives*	CEO	Other senior executives*	CEO	Other senior executives*
Opening balance as of 1 Jul 2019	275,185	206,388	183,671	321,424	458,856	527,812	275,185	206,388	183,671	321,424	458,856	527,812
Share options alloted	-	-	-	-	-	-	-	-	-	-	-	-
Closing balance as of 31 Dec 2019	**275,185**	**206,388**	**183,671**	**321,424**	**458,856**	**527,812**	**275,185**	**206,388**	**183,671**	**321,424**	**458,856**	**527,812**
Share options alloted	-	-	-	-	-	-	-	-	-	-	-	-
Closing balance as of 31 Dec 2020	**275,185**	**206,388**	**183,671**	**321,424**	**458,856**	**527,812**	**275,185**	**206,388**	**183,671**	**321,424**	**458,856**	**527,812**

* All alloted options (to both current and former senior executives employed by the company)

The total recognized costs for the option programs in 2020 including social security expenses amount to SEK 2.4 million (SEK 1.4 million for the period Jul-Dec 2019).

Share saving program

	Group			Parent company		
Number of saving shares	Share saving program 1	Share saving program 2	Total	Share saving program 1	Share saving program 2	Total
Opening balance as of 1 Jul 2019	-	-	-	-	-	-
Saving shares acquired	67,030	-	67,030	67,030	-	67,030
Of which						
CEO	24,500			24,500		
Other senior executives	30,530			30,530		
Closing balance as of 31 Dec 2019	**67,030**	**-**	**67,030**	**67,030**	**-**	**67,030**
Saving shares acquired	-	54,145	54,145	-	54,145	54,145
Of which						
CEO		11,000			11,000	
Other senior executives	-	24,600	-	-	24,600	-
Closing balance as of 31 Dec 2020	**67,030**	**54,145**	**121,175**	**67,030**	**54,145**	**121,175**

The total recognized costs for the share saving programs in 2020 including social security expenses amount to SEK 5.4 million (SEK 311 thousand for the period Jul-Dec 2019).

Note 6, cont.

Guidelines for remuneration to CEO and other senior executives

Introduction to guidelines
Ascelia Pharma shall offer remuneration levels and employment terms at market terms, aimed at facilitating the recruitment and retention of senior executives with high competence and capacity, in order to achieve established targets. The guidelines shall apply to employment agreements entered into after the adoption of these guidelines by the shareholders' meeting or amendments to existing agreements made after the adoption of the guidelines.

The remuneration to the CEO and other senior executives can be comprised of fixed salary, variable remuneration, pension benefits, share-based incentive programs resolved by the shareholders' meeting and other benefits. Senior executives refer to the CEO and the other persons forming part of Ascelia Pharma's management team.

Remuneration and other employment terms for the CEO and other senior executives are prepared by the Remuneration Committee and resolved by the board of directors.

Fixed salary guidelines
The fixed salary shall take into consideration the individual's competence, area of responsibility and performance. A review should generally be made annually.

Variable remuneration guidelines
The variable remuneration is to be based on the outcome of predetermined well defined objectives. The variable consideration is to be limited and may not exceed 40 per cent of the fixed annual salary for the CEO and 20 per cent of the fixed annual salary for other senior executives, whereby the individual highest level should be based on factors such as the position held by the specific individual.

Pension guidelines
In addition to what follows from law or collective bargain agreements or other agreements, the CEO and other senior executives may be entitled to arrange individual pension schemes. Refrained salaries and variable remuneration can be used for increased pension contributions, provided that the total cost for Ascelia Pharma is unchanged over time.

Share-based incentive programs guidelines
Share-based incentive programs shall, where applicable, be resolved by the shareholders' meeting.

Other benefits guidelines
The senior executives may be awarded other customary benefits, such as a company car, occupational health services, etc.

Severance pay etc. guidelines
In case of termination of the CEO's employment by the company, the notice period should not exceed 6 months. In case the company terminates the CEO's employment, the CEO shall, in addition to salary during the notice period, be entitled to severance payment corresponding to 6 months' base salary. The notice period for other senior executives shall not exceed 6 months. The employment agreements with senior executives may also include provisions regarding right for the senior executive to receive customary compensation for non-compete undertakings following the termination of the employment.

Other information
In addition to the severance pay for the CEO, in case the company would be subject to a change of control resulting in that more than 50 percent of the shares are held by one shareholder and provided that neither the company nor the CEO has given notice of termination or has otherwise brought the agreement to terminate within a period of six months after the change of control, the CEO is entitled to a retention bonus of six times the monthly gross salary.

The company's Head of IR & Communications acts as a consultant and the consultancy agreement runs for an indefinate term with a mutual notice period of three months.

Share-based incentive programs
Ascelia Pharma has two active employee options programs that include members of the management team and a share-saving program for employees. If the terms of the option programs are met at the time for utilisation, these employees have the right to purchase shares at a pre-determined price. For the share-saving program, employees are entitled to receive matching and performance shares according to terms of the programme. The Group recognises share-based remuneration, which personnel may receive. A personnel cost is recognised, together with a corresponding increase in equity, distributed over the vesting period. Social security costs are revalued at fair value.

In case all outstanding incentive programs are exercised in full, 1.8 million shares will be issued (incl. hedge for future payment of social security charges). This corresponds to an aggregate dilution of around 7.1% of Ascelia Pharma's share capital after full dilution (calculated on the number of shares that will be added upon full exercise of all outstanding incentive programs).

Employee option program 1 ("Program 1")
At the Extraordinary General Meeting held on 26 April 2018, it was resolved to implement an employee option program comprised by a maximum of 550,369 employee options. The employee options have been allotted free of charge to the Chief Executive Officer, the former Chief Medical Officer and the former Chief Operating Officer. The allotted employee options vest with 50 percent on the allotment and the remaining employee options will vest with 25 percent on 31 October 2018 and with 25 percent on 31 October 2019. Vesting is conditional upon that the participant is still employed by the company and that the employee has not terminated the employment as of the date when the respective vesting occurs. If the participant ceases to be employed or terminates the employment before a vesting date, the already vested employee options can be utilized during the ordinary time for utilization in accordance with the below, but further vesting will not take place. The company's former Chief Medical Officer left the company in the summer of 2018, after which the maximum number of employee options that can be vested was reduced to 481,573. Each vested employee option entitles a right to acquire one new share in the company against cash consideration at a subscription price of SEK 8 per share. Vested employee options can be utilised during month 24 – 27 after the listing (i.e. 13 March 2021 to 13 June 2021) and in connection with a trade sale. Vested employee options can be utilised immediately in connection with the trade sale. Vested employee options that are not exercised in the relevant exercise windows will automatically lapse.

Trade sale is defined as:
- firm offer from a third party to acquire at least 90 percent of the shares in the company and provided that shareholders repre-

Note 6, cont.

senting more than 50 percent of the shares accepts such offer (or is obliged to accept the offer in accordance with a shareholders' agreement);
- the sale of all or substantially all of the company's activities, including a sale of all or a material part of the company's intellectual properties (irrespective of whether such transaction is carried out through a sale of a subsidiary of the company or through a sale of the activities in a subsidiary of the company); or
- other similar event which the Board considers shall be treated as a trade sale.

Employee option program 2 ("Program 2")
At the annual general meeting held on 23 November 2018, it was resolved to implement an additional employee option program comprised by a maximum of 505,095 employee options. The employee options have been allotted free of charge to the Chief Executive Officer, the Chief Financial Officer, the Chief Medical Officer and the former Chief Operating Officer. The allotted employee options will vest with 25 percent on each of 31 October 2019, 31 October 2020, 31 October 2021 and 31 October 2022.

Vesting is conditional upon that the participant is still employed by the company and that the employee has not terminated the employment as of the date when the respective vesting occurs. If the participant ceases to be employed or terminates the employment before a vesting date, the already vested employee can be utilised during the ordinary time for utilisation, but further vesting will not take place.

Each vested employee option entitles a right to acquire one new share in the company against cash consideration at a subscription price of SEK 22.50 per share. Vested employee options can be utilised during the period 1 November 2022 – 31 January 2023 and in connection with a trade sale. Vested employee options can be utilised immediately in connection with the trade sale. Vested employee options that are not exercised in the relevant exercise windows will automatically lapse.

Share Saving Program 1
At the Annual General Meeting on 14 November 2019, a resolution was passed to implement a long-term incentive program for employees in the form of a performance-based share saving program. In the program, participants have invested in ordinary shares in Ascelia Pharma ("Saving Shares"). The total amount of Saving Shares invested in this program amounted to 67,030.

For each Saving Share, the participants is entitled to receive 1 Matching Share. In addition, for each Saving Share, the participant shall have the possibility to receive up to 5 Performance Shares for each Saving Share. Receipt of both Matching Shares and Performance Shares are conditional upon the fulfilment of the following conditions: (a) that the participant has retained all Saving Shares during the period from the expiration of the Investment Period to 31 December 2022 (the "Saving Period"); and (b) that the participant has continued to be employed by the company (or another company in its group) throughout the Saving Period.

Receipt of Performance Shares is further conditional upon that the requirement related to the development of the company's share price from the date of the annual general meeting on 14 November 2019 to and including 31 December 2022 (the "Performance Target") is fulfilled. The Performance Target will be measured based on the volume weighted average share price 30 trading days immediately following the annual general meeting on 14 November 2019 and 30 trading days immediately preceding 31 December 2022. An increase in the share price with less than 20 per cent does not entitle to any vesting of any of the Performance Shares, an increase in the share price with 20 per cent entitles to vesting of 1 Performance Share per Saving Share and an increase in the share price with 80 per cent or more entitles to vesting of all the 5 Performance Shares per Saving Share. In the event of an increase in the share price of between 20 and 80 per cent, vesting of the Performance Shares will occur linearly between 1 and 5.

Share Saving Program 2
At the Annual General Meeting on 6 May 2020, a resolution was passed to implement a long-term incentive program for employees in the form of a performance-based share saving program. The mechanisms in Share Saving Program 2 are the same as in Share Saving Programe 1. The total amount of Saving Shares invested in Program 2 amounted to 54,145.

Saving Period in Program 2 is 1 October 2020 up to and including 30 September 2023. The Performance Target in Program 2 will be measured based on the volume weighted average share price 30 trading days immediately following the annual general meeting on 6 May 2020 and 30 trading days immediately preceding 30 September 2023.

Cost recognition of share-based incentive programs
The total recognized costs for the option programs and the share saving programs in 2020 including social charges were SEK 2.4 million and SEK 5.4 million, respectively. The costs increased significantly compared to 2019 due to the increase in Ascelia Pharma's share price.

Note 6, cont.

ACCOUNTING POLICIES

Remuneration to employees

Current remuneration

Current benefits to employees are calculated without discounting and recognised as costs when the related services are received.

Pensions

The Group has only defined-contribution pension plans. Pension plans classified as defined-contribution plans are those where the company's obligation is limited to the contributions the company has undertaken to pay. In such cases, the size of the employee's pension is dependent on the contributions paid by the company to the plan or to an insurance company and the return on capital yielded by the contributions. Consequently, it is the employee who bears the actuarial risk (that the pension payment will be lower than expected) and the investment risk (that the invested assets will be insufficient to provide the expected payments). The company's obligations with regard to payments to defined-contribution plans are recognised in the Income Statement as they are earned by the employee's performance of services for the company during a period.

Share based remuneration

Ascelia Pharma's employees are invited to participate in share-based incentive programs. If the terms of the programs are met at the time for utilisation, these employees have the right to purchase shares at a pre-determined price (the employee option prorams) and receive matching and performance shares (share saving programs). The Group recognises share-based remuneration, which is personnel may receive. A personnel cost is recognized, together with a corresponding increase in equity, distributed over the period in which the vesting conditions are met, which is the date on which the relevant employees become fully entitled to the compensation.

Social security costs attributable to share-based remuneration are expensed in the periods in which the programs are provided. The liability for social security costs arising is re-evaluated at each reporting date based on a new calculation of the fees expected to be paid when the programs are utlised. This means that a new market valuation of the incentive programs is made at each balance sheet date, which is the basis for the calculation of the liability for social security charges.

IMPORTANT ESTIMATES AND ASSESSMENTS FOR ACCOUNTING PURPOSES

Share-based incentive programs

Employee option programs

The calculated value of the options at the time of allotment for the first program was approximately SEK 10 per option and SEK 10 per option for the second program. The value of the options was calculated with an adjusted Black-Scholes model, which takes into consideration the exercise price, the term of the options, share price on the allotment date and expected volatility in the share price, and risk-free interest for the term of the options. In the calculation of the option value at allotment, assumptions were also made for the likelihood that an IPO or a trade sale to occur prior to the last day for exercise of the options. Assumptions were also made regarding the number of employees to remain in the company once the programmes are fully completed.

Since no listed prices were available prior to the IPO in March 2019, the share prices on allotment dates have been based on previous share transactions including the acquisition of Oncoral Pharma ApS (acquired with own shares) and new share issues with cash contribution. All transaction have time-wise been conducted in close proximity to the introduction of each option program. The value of the options are furthermore based on the following data:

- Risk-free interest rate: 0%
- Estimated volatility in the company's share price: 55%

The estimated volatility in the share price is based on comparable companies in the same sector.

Share saving programs

The parameter, which have the largest impact on the value of the program, is the publicly traded share price. The fair value of the share saving program is estimated on the issue date using a generally accepted modelling technique, Monte Carlo simulation, to simulate the future share price development. Assumptions have also been made regarding the number of employees to remain in the company once the programmes are fully completed.

The volatility in the company's share price used in the simulation is estimated to 55% based on comparable companies in the same sector.

NOTE 7 AUDITOR FEES AND REIMBURSEMENTS

SEK in thousands	Jan-Dec 2020	Jul-Dec 2019
Group		
PwC		
Audit engagements (current year)	340	349
Other audit activities	–	–
Tax advice	–	–
Other services	–	–
Total	**340**	**349**

SEK in thousands	Jan-Dec 2020	Jul-Dec 2019
Parent company		
PwC		
Audit engagements (current year)	300	289
Other audit activities	–	–
Tax advice	–	–
Other services	–	–
Total	**300**	**289**

Audit engagements refer to statutory auditing of annual and consolidated financial statements as well as the Board's and CEO's administration of the company, along with audits and other reviews performed as agreed upon or contracted. This includes other tasks that are incumbent on the company's auditor to perform as well as consultancy or other assistance occasioned by observations during such reviews or the performance of such other tasks.

NOTE 8 DEPRECIATION OF INTANGIBLE, TANGIBLE AND RIGHT-OF-USE ASSETS

Depreciation according to plan	Group		Parent company	
SEK in thousands	Jan-Dec 2020	Jul-Dec 2019	Jan-Dec 2020	Jul-Dec 2019
Tangible assets				
- Equipment	-95	–	-95	–
Right-of-use assets				
- Office	-601	–	–	–
- Car	-129	-63	-108	-63
Total depreciation/amortization	**-825**	**-63**	**-203**	**-63**

NOTE 9 OTHER OPERATING INCOME AND COSTS

Other operating income	Group		Parent company	
SEK in thousands	Jan-Dec 2020	Jul-Dec 2019	Jan-Dec 2020	Jul-Dec 2019
Exchange gains on receivables/liabilities relating to operations	716	277	713	271
Insurance compensation	10	–	10	–
Other operating income	30	–	30	–
Total other operating income	**756**	**277**	**753**	**271**

Other Operating costs	Group		Parent company	
SEK in thousands	Jan-Dec 2020	Jul-Dec 2019	Jan-Dec 2020	Jul-Dec 2019
Exchange loss on receivables/liabilities relating to operations	-897	-355	-830	-343
Total other operating costs	**-897**	**-355**	**-830**	**-343**

ACCOUNTING POLICIES

Other operating income and costs relate to secondary activities, such as income from e.g. exchange rate differences for items relating to operations, gains on divestitures and the disposal of fixed assets, institutional grants and insurance compensation. The costs of commerical preparation, which were included in other operating costs during the period Jul-Dec 2019, have been reported in a separat line as operating expenses. For operating expenses, see Note 5.

NOTE 10 FINANCIAL INCOME AND COSTS

Group

Financial income

SEK in thousands	Jan-Dec 2020	Jul-Dec 2019
Interest income	27	79
Exchange rate differences	11,096	793
Unrealized gains on marketable securities	–	635
Capital gains from divestment of marketable securities	677	–
Total	**11,800**	**1,507**

Financial costs

SEK in thousands	Jan-Dec 2020	Jul-Dec 2019
Interest expense	-13	-3
Exchange rate differences	-18,106	-4,677
Total	**-18,119**	**-4,680**

Parent company

Financial income

SEK in thousands	Jan-Dec 2020	Jul-Dec 2019
Interest income	27	224
Exchange rate differences	11,096	804
Unrealized gains on marketable securities	–	635
Capital gains from divestment of marketable securities	677	–
Total	**11,800**	**1,663**
Of which group companies		96

Financial costs

SEK in thousands	Jan-Dec 2020	Jul-Dec 2019
Interest expense	-12	-1
Exchange rate differences	-18,031	-4,677
Total	**-18,043**	**-4,678**

Result from other long-term receivables

SEK in thousands	Jan-Dec 2020	Jul-Dec 2019
Interest income from other long-term receivables	487	–
Exchange rate differences	-330	–
Total	**157**	**–**

ACCOUNTING POLICIES

Financial income and expenses comprise interest income from bank, invested funds and other long-term receivables, interest expense for operating liabilities, dividend income and exchange rate differences.

The profit/loss from the disposal of a financial instrument is recognized once the risks and rewards that are linked to owning the instrument are transferred to the buyer and the Group no longer has control of the instrument. The interest component of financial lease payments is entered in the income statement in accordance with the effective interest method, whereby interest is divided so that each accounting period is charged with an amount based on the liability recognized during the period in question.

NOTE 11 TAXES

Recognized in the statement of profit or loss and other comprehensive income/income statement

	Group		Parent company	
SEK in thousands	Jan-Dec 2020	Jul-Dec 2019	Jan-Dec 2020	Jul-Dec 2019
Current tax expense (-)/tax income (+)				
Tax expense/income for the year	1,050	90	–	–
Total current tax	**1,050**	**90**	**–**	**–**

Reconciliation of effective tax

		Group		Parent company	
SEK in thousands		Jan-Dec 2020	Jul-Dec 2019	Jan-Dec 2020	Jul-Dec 2019
Loss before tax		-99,747	-39,995	-94,070	-39,077
Tax rate for the Parent Company	21.4%	21,346	8,559	20,131	8,362
Effect of other tax rates for foreign subsidiaries	0.0%	–	90	–	–
Non-deductible expenses	-0.2%	-173	-11	-8	-11
Increase of losses carried forward without equivalent capitalisation	-20.2%	-20,123	-8,548	-20,123	-8,351
Utilisation of previously non-capitalised tax deductions	0.0%	–	–	–	–
Recognised effective tax	**1.1%**	**1,050**	**90**	**–**	**–**

Unrecognized deferred tax assets

Deductible temporary differences and tax losses for which deferred tax assets have not been recognized in the balance sheet (unrecognised deferred tax assets have no expiration date):

Accumulated tax loss	Group		Parent company	
SEK in thousands	31 Dec 2020	31 Dec 2019	31 Dec 2020	31 Dec 2019
Deductible temporary differences	–	–	–	–
Losses related to issurance costs	33,137	27,851	33,137	27,851
Tax losses	305,667	211,635	305,667	211,635
Total	**338,804**	**239,486**	**338,804**	**239,486**

ACCOUNTING POLICIES

Income tax consists of current tax and deferred tax. Income tax is reported in the Income Statement except for when underlying transactions are recognized in other comprehensive income or directly in equity, in which case the associated tax effect is reported in other comprehensive income or in equity.

Current tax is tax that must be paid or received for the current year in application of the tax rates that are enacted or substantially enacted as at the balance sheet date. Current tax also includes adjustment of the current tax attributable to previous periods. Deferred tax is calculated according to the balance sheet method, based on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deductible temporary differences do not take into account Group-related goodwill or the difference that arose at initial recognition of assets and liabilities that is not a business combination, which at the time of the transaction do not affect the reported or taxable results, such as in connection with asset purchases. In addition, temporary differences attributable to participations in subsidiaries that are not expected to be reversed within the foreseeable future are also not taken into account.

The valuation of deferred tax is based on how underlying assets and liabilities are expected to be recovered or settled. Deferred tax is calculated by applying the tax rates and tax rules enacted or substantially enacted as at the balance sheet date. Deferred tax receivable relating to deductible temporary differences and loss carry-forwards are recognized only to the extent that it is probable that they will be utilized. The value of the deferred tax receivable is reduced when it is no longer probable that it can be used. When participating interests in subsidiaries are acquired – asset purchases – no separate deferred tax is recognized at the time of acquisition; instead the asset is recognized at cost, which corresponds to the fair value of the asset. After the date of the acquisition, deferred tax is recognized only for the change in carrying amount and changes in the amount used for taxation purposes that rise after the time of acquisition.

Note 11, cont.

IMPORTANT ESTIMATES AND ASSESSMENTS FOR ACCOUNTING PURPOSE

The accounting policies describe the conditions for recognizing deferred tax assets as temporary differences. In this context it is important that the executive management considers whether the business will recognize the tax surplus in a near enough time frame for the asset to be balanceable.

Recognition of deferred tax relating to loss carry-forwards or other future tax deductions may only be reported to the extent that it is probable that the deductions can be offset against surpluses in future taxation. In order for recognition to take place, it must be possible to demonstrate that it is probable that the market approval will entail taxable income that can be used for the tax loss carry-forwards.

At the beginning of the financial year, Ascelia Pharma AB had approximately SEK 240 million in tax deficits. The tax loss for the year 2020 is estimated to amount to approximately SEK 99 million, including transaction costs booked against equity. Consequently, a total tax deficit of SEK 339 million per 31 December 2020. No tax assets have been recognized on the balance sheet.

NOTE 12 EARNINGS PER SHARE

	Group		Parent company	
	Jan-Dec 2020	Jul-Dec 2019	Jan-Dec 2020	Jul-Dec 2019
Result for the year attributable to shareholders of Ascelia Pharma (publ), TSEK	-98,697	-39,905	-94,070	-39,077
Weighted average number of shares (before and after dilution)	26,270,854	23,488,908	26,270,854	23,488,908
Result per share (before and after dilution), SEK	**-3.76**	**-1.70**	**-3.58**	**-1.66**

ACCOUNTING POLICIES

The calculation of earnings per share is based on the profit or loss attributable to ordinary equity holders of the parent company and the weighted average number of common shares outstanding during the year. When calculating diluted earnings per share, the weighted average number of shares outstanding is adjusted for the effects of all dilutive potential common shares. Potential common shares are considered diluted only during periods when it leads to lower profit or bigger loss per share.

Earnings per share before dilution are calculated by dividing profit for the period attributable to the Parent Company's shareholders by the Parent Company's weighted average number of shares outstanding for the financial year. Earnings per share after dilution are calculated by dividing the profit for the period attributable to the Parent Company's shareholders by the Parent Company's weighted average number of shares outstanding after dilution.

NOTE 13 INTANGIBLE ASSETS

Group

SEK in thousands	31 Dec 2020	31 Dec 2019
Accumulated cost of acquisition		
Opening balance	57,065	57,067
Acquisitions during the year	–	–
Exchange differences during the year	-4	-2
Closing balance	**57,061**	**57,065**
Accumulated depreciation and impairment		
Opening balance	–	–
Depreciation according to plan	–	–
Impairment for the year	–	–
Closing balance	**–**	**–**
Recognized value at year-end	**57,061**	**57,065**

Impairment requirement testing for intangible assets

Each year, the Group tests whether there is an impairment requirement with regards to intangible assets. For Ascelia Pharma, the recognized intangible assets refer to the R&D project in progress (Oncoral), which was acquired through the subsidiary Oncoral Pharma ApS.

The consideration consisted of a new share issue in Ascelia Pharma. The project has completed the first development phase (Phase 1) at Herlev hospital in Denmark with promising results. Preparations are now being made for Phase 2. The product candidate is a tablet formulation of irinotecan, which is a widely used chemotherapeutic agent with documented effects on selected solid tumors. The project is initially measured at fair value based on the discounted future net cash flow the project is deemed to generate and also considering the fair value of the consideration paid in a separate parallel transaction comprising a new share issue for cash in Ascelia Pharma at the same point in time.

The impairment test Oncoral is based on estimated risk adjusted future cash. Significant assumptions in the financial plans include projected revenue and operating margins. The forecasted risk adjusted cash flow has been calculated at present value using a discount rate of 12.0% before tax. The discount factor has been determined by considering the risk-free interest rate and the risk associated with the specific asset.

In the year 2020, the estimated recoverable amount for Ascelia Pharma exceeded the book value, which is why no impairment requirement has been identified. Alternative calculations have been made by changing the assumptions concerning the discount rate. An increase of the discount rate by two percentage points would not result in any impairment requirement for intangible assets related to Ascelia Pharma.

Note 13, cont.

ACCOUNTING POLICIES

Intangible assests

Expenditure on research and development
Expenditure on research activities related to the obtaining of new scientific or technical knowledge is expensed as incurred, except for when the research activities are acquired in a business combination. Expenditure on development activities, whereby the research results or other knowledge is applied to accomplish new or improved products or processes, is recognized as an asset in the balance sheet, provided that the product or process is technically and commercially feasible and Ascelia Pharma has sufficient resources to complete development, and is subsequently able to use or sell the intangible asset.

Other development expenses are expensed as incurred with the exception of acquired development. Research and development acquired through a business combination are stated at the fair value at the date of the acquisition. After the acquisition date, acquired research and development are stated on a historical cost basis and are tested for impairment as described above.

Other intangible assets
Other intangible assets acquired by the Group are recognized at cost of acquisition less accumulated amortization and impairment. Expenditures for internally generated goodwill and trademarks are recognized in the income statement as an expense as it is incurred. The Group's other intangible assets include acquired formulation technology for the purpose of developing tablet-based treatment of cancer, which are set up as assets on the basis of expenditure arising when the technology in question was acquired. The expenditure is capitalized to the extent that the probable economic benefits exceed the expenditures.

Depreciation/amortization
Depreciation/amortization according to plan is based on the original cost of acquisition less any residual value. Depreciation/amortization is applied on a straight-line basis over the expected economic life and is recognized as an expense in the income statement. For patents, this does not however exceed the remaining period of patent protection. Depreciation/amortization of acquired research and development takes place as of the accounting period in which the asset becomes available for use.

IMPORTANT ESTIMATES AND ASSESSMENTS FOR ACCOUNTING PURPOSES

Asset acquisitions versus business combinations
Acquisition of companies can be classified as business combinations or asset acquisitions in accordance to IFRS 3. Each individual acquisition is assessed individually. In the cases where the company acquisition only consists of a development project and does not include important processes, the acquisition is classified as an asset acquisition. If the acquisition contains strategic processes that are associated with operations, it is classified as a business combination. The acquisition of Oncoral in 2017 was considered to be an asset acquisition.

The Group's recognised assets are assessed at the end of every reporting period to determine if there is any indication that impairment is required. IAS 36 is applied to the impairment of assets other than financial assets, which are reported in accordance with IFRS 9.

Impairment of intangible assets
For intangible assets not yet subject to amortisation, the recoverable amount is calculated annually. The recoverable amount is the higher value of the fair value minus the cost of sale and the value in use. When calculating the value in use, the future cash flow is discounted by a discount factor, which takes into account risk-free interest and the risk associated with the specific asset.

Reversal of impairments
An impairment of assets, as included in the application of IAS 36, is reversed if there is both an indication that there is no longer an impairment requirement and that a change has been made in the assumptions that formed the basis of the calculation of the recoverable amount. However, impairment of goodwill is never reversed. A reversal is made only to the extent that the asset's carrying value after the reversal does not exceed the carrying value that would have been recognized, with a deduction for depreciation if applicable, had no impairment been made.

NOTE 14 TANGIBLE ASSETS - EQUIPMENT

	Group		Parent company	
SEK in thousands	**31 Dec 2020**	**31 Dec 2019**	**31 Dec 2020**	**31 Dec 2019**
Accumulated cost of acquisition				
Opening balance	167	167	75	75
Acquisitions during the year	396	–	396	–
Exchange differences during the year	-3	–	–	–
Closing balance	**560**	**167**	**471**	**75**
Accumulated depreciation according to plan				
Opening balance	-167	-167	-75	-75
Depreciation according to plan	-95	–	-95	–
Exchange differences during the year	3	–	–	–
Closing balance	**-259**	**-167**	**-170**	**-75**
Recognized value				
At the start of the period	–	–	–	–
At the end of the period	**301**	**–**	**301**	**–**

ACCOUNTING POLICIES

Tangible fixed assets are recognized as assets in the balance sheet when, on the basis of available information, it is likely that the future economic benefit associated with their possession will pass to the Group, and the asset's cost of acquisition can be reliably calculated. Tangible assets are recognized at acquisition cost less accumulated depreciation and any impairments.

The acquisition cost consists of the purchase price as well as costs directly related to bringing the asset to the necessary place and condition for its use in accordance with the purpose of the acquisition. The carrying value of a tangible asset is derecognized when the asset is sold or disposed of, or when no further financial rewards are expected to be received from the use or disposal/sale of the asset. Gains or losses arising from the sale or disposal of an asset are calculated as the difference between the sale price and the asset's carrying value, less expenses directly related to the sale. Gains and losses are reported under other income/expenses.

Principles for depreciating tangible assets

Depreciation according to plan is based on the original acquisition value less the estimated residual value. Depreciation is carried out on a straight-line basis over the estimated useful life of the asset. Depreciation period is applied: Equipment 3–5 years.

Impairment

Assets with indefinite useful lives are not depreciated/amortized but are tested annually for any impairment requirement. Assets that are depreciated/amortized are assessed for a reduction in value when events or changes in conditions indicate that the carrying amount may not be recoverable. A write-down is carried out for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less selling costs and value in use. When assessing impairment requirements, assets are grouped at the lowest levels where there are separate identifiable cash flows (cash-generating units).

NOTE 15 RIGHT-OF-USE ASSETS

	Group						Parent company					
	31 Dec 2020			31 Dec 2019			31 Dec 2020			31 Dec 2019		
SEK in thousands	**Office**	**Car**	**Total**	**Office**	**Car**	**Total**	**Office**	**Car**	**Total**	**Office**	**Car**	**Total**
Accumulated cost of acquisition												
Opening balance	–	280	280	–	280	280	–	280	280	–	280	280
Acquisitions during the year	1,966	240	2,206	–	–	–	–	–	–	–	–	–
Reclassifications during the year	–	–	–	–	–	–	–	-280	-280	–	–	–
Closing balance	**1,966**	**520**	**2,486**	**–**	**280**	**280**	**–**	**–**	**–**	**–**	**280**	**280**
Accumulated depreciation according to plan												
Opening balance	–	-68	-68	–	-5	-5	–	-68	-68	–	-5	-5
Reclassifications during the year	–	–	–	–	–	–	–	184	184	–	–	–
Depreciation according to plan	-601	-129	-730	–	-63	-63	–	-116	-116	–	-63	-63
Closing balance	**-601**	**-197**	**-798**	**–**	**-68**	**-68**	**–**	**–**	**–**	**–**	**-68**	**-68**
Recognized value												
At the start of the period	–	212	212	–	275	275	–	212	212	–	275	275
At the end of the period	**1,365**	**323**	**1,688**	**–**	**212**	**212**	**–**	**–**	**–**	**–**	**212**	**212**

Lease liabilities

	Group		Parent company	
SEK in thousands	**31 Dec 2020**	**31 Dec 2019**	**31 Dec 2020**	**31 Dec 2019**
Long-term interest-bearing lease liabilities	956	96	–	96
Current interest-bearing lease liabilities	822	119	–	119
Total interest-bearing lease liabilities	**1,778**	**215**	**–**	**215**

ACCOUNTING POLICIES

The Group as lessee

The Group's leases primarily comprise right-of-use assets regarding premises rent and car. The leases are recognized as right-of-use assets equating to a lease liability on the day the leased asset becomes available for use by the Group. Short-term leases and leases for which the underlying asset is of low value are excepted.

Each lease payment is distributed between repayment of lease liability and financial expense. The financial expense shall be distributed over the term of the lease so that each accounting period is charged with an amount corresponding to a fixed rate of interest for the liability recognized in the respective period.

The lease period is established as the non-terminable period together with both periods covered by an opportunity to extend the lease if the lessee is reasonably certain to utilize that option, and periods covered by an opportunity to terminate the lease if the lessee is reasonably certain not to utilize that option.

The Group's lease liabilities are entered at the present value of the Group's fixed fees. The lease payments are discounted by the lease's imputed rate of interest, which amounted to 4%. The Group is exposed to any future increases in lease payments based on an index or interest rate that are not part of the lease liability until they come into effect. When adjustments to lease payments based on an index or interest rate come into effect, the lease liability is revalued and adjusted against the right-of-use asset.

The Group's right-of-use assets are recognized at cost of acquisition and initially include the present value of the lease liability, adjusted for lease fees paid on or before the start date, as well as initial direct costs.

Principles for depreciating right-of-use assets

Right-of-use assets are depreciated on a straight-line basis over the shorter of the asset's useful life and the length of the lease. Depreciation according to plan is based on the original acquisition value less the estimated residual value.
Depreciation period is applied: Office and car - 3 years.

Note 15, cont.

Parent Company
The parent company does not apply IFRS 16 but reports lease fees according to leasing agreements as an expense on a straight-line basis over the leasing period, unless another systematic way can reflect the company's financial benefit better over time.

IMPORTANT ESTIMATES AND ASSESSMENTS FOR ACCOUNTING PURPOSES

Options to extend and terminate agreements are included in the Group's leases for office and car. The great majority of the options to extend and terminate agreements can only be utilized by the Group and not by the lessors. Once the length of the lease has been determined, the management team considers all the available information that provides an economic incentive to utilize an option to extend, or not to utilize an option to terminate an agreement. Opportunities to extend an agreement are only included in the length of the lease if it is reasonably certain that the agreement will be extended (or not be terminated).

The lease payments are discounted by the lease's implicit discount rate, which is estimated to 4%.

NOTE 16 SHARES IN GROUP COMPANIES

	Parent company	
SEK in thousands	**31 Dec 2020**	**31 Dec 2019**
Opening balance	58,068	58,068
Carrying amount at year-end	**58,068**	**58,068**

Specification of parent company's shares in group companies

Subsidiaries	**Capital share**	**Voting share**	**Recognized value 2020**	**Recognized value 2019**
Oncoral Pharma ApS	100%	100%	58,018	58,018
Ascelia Incentive AB	100%	100%	50	50
Total carrying amount of year-end			**58,068**	**58,068**

NOTE 17 LONG-TERM RECEIVABLES FROM GROUP COMPANIES

Accumulated cost	**Group**		**Parent company**	
SEK in thousands	**31 Dec 2020**	**31 Dec 2019**	**31 Dec 2020**	**31 Dec 2019**
Opening balance	–	–	3,710	3,395
Additional receivables (Intra-company loans)*	–	–	5,582	–
Interest income on loans	–	–	487	–
Reclassification of accrued interest income on loans	–	–	–	358
Translation differences	–	–	-330	-43
Carrying amount at year-end	**–**	**–**	**9,449**	**3,710**

**The increase in intra-company loans reflects loans from Ascelia Pharma AB to Oncoral Pharma ApS. The loans are denominated in DKK with a fixed interest rate.*

NOTE 18 ADVANCE PAYMENTS TO SUPPLIERS

	Group		Parent company	
SEK in thousands	**31 Dec 2020**	**31 Dec 2019**	**31 Dec 2020**	**31 Dec 2019**
Advance payments to suppliers	8,279	4,017	8,279	4,017
Total	**8,279**	**4,017**	**8,279**	**4,017**

NOTE 19 OTHER RECEIVABLES

	Group		Parent company	
SEK in thousands	**31 Dec 2020**	**31 Dec 2019**	**31 Dec 2020**	**31 Dec 2019**
Receivables attributable to VAT	682	686	441	589
Other receivables	175	–	175	785
Total other receivables	**857**	**686**	**616**	**1,374**

NOTE 20 PREPAID EXPENSES AND ACCRUED INCOME

	Group		Parent company	
SEK in thousands	**31 Dec 2020**	**31 Dec 2019**	**31 Dec 2020**	**31 Dec 2019**
Prepaid rent	179	143	179	143
Prepaid insurance	347	642	347	642
Accrued interest income (intra-group loans)	–	–	–	358
Reclassification of accrued interest income	–	–	–	-358
Other items	228	2,498	180	2,498
Total	**754**	**3,283**	**706**	**3,283**

ACCOUNTING POLICIES

Partial payments for services are issued to major suppliers before the services are received by the Group in good order or rendered satisfactorily. Advance payments in foreign currencies are measured at their historical cost. Expenses are recognized in Income statement at the time the performance of services takes place and the request is submitted, and thus are reported as expenses for that period.

NOTE 21 FINANCIAL INSTRUMENTS BY CATEGORY

	Group		Parent company	
SEK in thousands	31 Dec 2020	31 Dec 2019	31 Dec 2020	31 Dec 2019
Financial assets				
Financial assets at fair value through profit/loss				
Fixed income fund	–	75,711	–	75,711
Financial assets at amortized cost				
Other receivables	857	686	616	1,374
Cash and bank balances	184,686	108,516	182,498	107,434
Total financial assets	**185,543**	**184,913**	**183,114**	**184,519**
Financial liabilities				
Financial liabilities at amortized cost				
Accounts payable	3,884	5,235	3,733	5,104
Total financial liabilities	**3,884**	**5,235**	**3,733**	**5,104**

ACCOUNTING POLICIES

Financial instruments

Initial recognition and measurement
Financial assets and financial liabilities are recognized when the Group becomes party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognized on trade date, the date on which the Group commits to purchase or sell the asset.

At initial recognition, the Group measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability, such as fees and commissions. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit or loss.

Financial assets
Classification and subsequent measurement
The Group classifies its financial instruments in the following categories according to IFRS 9: financial assets valued at fair value either via the income statement or other comprehensive income or financial assets valued at the amortized cost. The classification of investments in debt instruments depends on the Group's business model for handling financial assets and the contractual terms for the cash flow of the assets.

Amortized cost: Assets that are held for the purposes of collecting contractual cash flows, and where the cash flows only constitute capital amounts and interest are valued at the amortized cost. They are included under current assets, with the exception of items maturing more than 12 months after the balance sheet date, which are classified as non-current assets. Interest income from these financial assets is recognized using the effective interest method and included in financial income. The Group's financial assets that are valued at the amortized cost are made up of the items other receivables, and cash and cash equivalents.

Fair value through profit or loss: Assets that do not meet the criteria for amortized cost are measured at fair value through profit and loss. A gain or loss on a financial debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in the financial net in the period in which it arises. Interest income from these financial assets is included in the financial net using the effective interest rate method. The fixed income fund has been valued and classified according to fair value via the Income Statement with level 1 in the valuation hierarchy based on listed prices on a traded market.

The Group reclassifies financial assets when and only when its business model for managing those assets changes.

Derecognition
Financial assets, or a portion thereof, are derecognized when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred and either (i) the Group transfers substantially all the risks and rewards of ownership, or (ii) the Group neither transfers nor retains substantially all the risks and rewards of ownership and the Group has not retained control of the asset.

Impairment of financial assets
Upon every reporting occasion, the Group examines whether there is objective evidence that a financial asset or group of assets requires impairment. Objective evidence consists of observable conditions that have occurred and have a negative impact on the possibility to recover the acquisition value.

Financial liabilities
Classification and subsequent measurement
All of the Groups financial liabilities, excluding derivatives, are classified as subsequently measured at amortized cost.

Interest-bearing liabilities
The accounting policies for interest-bearing lease liabilities are presented in Note 15, Right-of-use assets. The Group had no other interest-bearing liabilities at the end of 2020 and 2019.

Accounts payable
Accounts payable are obligations to pay for goods or services acquired from suppliers in the ordinary course of business. Accounts payable are classified as current liabilities if they fall due within one year or earlier. If not, they are recognized as long-term liabilities.

Derivative instruments and hedging instruments
At the end of 2020 and 2019 the Group had no derivative contracts.

Derecognition
Financial liabilities are derecognized when they are extinguished, i.e. when the obligation specified in the contract is discharged, cancelled or expires.

NOTE 22 EQUITY

Share capital	Number of shares	
	Jan-Dec 2020	Jul-Dec 2019
At beginning of year	23,488,908	23,488,908
New issue of ordinary shares	4,697,781	–
New issue of C-shares	510,545	–
At year-end		
Ordinary shares	28,186,689	23,488,908
C-shares	510,545	–
Total	**28,697,234**	**23,488,908**

Translation reserve	Group	
SEK in thousands	Jan-Dec 2020	Jul-Dec 2019
Opening balance	124	69
Exchange differences	-5	55
Closing balance	**119**	**124**

ACCOUNTING POLICIES

Equity is divided between capital attributable to Parent Company shareholders and non-controlling interests. Value transfers in the form of e.g. dividends from the Parent Company and the Group shall be based upon the Board's established statement on the proposed dividend. This statement has to take into account the legal precautionary rules to avoid dividends greater than what financial coverage exists for.

Share capital
Ordinary shares are classified as equity. Transaction costs directly attributable to the issue of new shares or options are recognized net after tax in equity as a deduction from the issue settlement.

As per December 31 2020 the share capital consisted of 28,186,689 ordinary shares and 510,545 Class-C shares with a quota value of SEK 1 per share. All shares are fully paid. One ordinary share entitles the holder to one vote and one C-share to one-tenth of a vote. All shares entitle the holder to the same proportion of assets and earnings, and carry equal rights in terms of dividends that is determined in due course.

Translation reserve
The translation reserve covers all exchange rate differences that arise in translating the financial statements of foreign entities whose financial statements were prepared in currencies other than the Group's presentation currency. The parent company and the Group present their financial statements in SEK. When control of a foreign operation ceases, the accumulated translation differences attributable to the operation are realised, at which point they are reclassified in equity to profit/loss for the year. In the case of a sale where the controlling interest still exists, a proportional share of the cumulative translation differences is transferred from the translation reserve to non-controlling interests.

Parent company

Restricted reserves
Restricted reserves cannot be reduced through distribution of profits.

Non-restricted equity
Together with profit/loss for the year, the following funds make up non-restricted equity – that is, the amount available for dividends to the shareholders:

Share premium reserve
When shares are issued at a premium – that is, when the amount paid for shares exceeds their nominal price – an amount equivalent to the amount received in excess of the share's nominal value is transferred to the share premium reserve.

Profit/loss brought forward
Profit/loss brought forward consists of the previous year's profit/loss brought forward and profit after being reduced by paid-out dividends.

NOTE 23 ACCRUED EXPENSES AND PREPAID INCOME

	Group		Parent company	
SEK in thousands	**31 Dec 2020**	**31 Dec 2019**	**31 Dec 2020**	**31 Dec 2019**
Accrued salaries, including bonus	1,765	217	1,765	217
Accrued vacation pay	1,648	835	1,648	835
Accrued social security costs	1,233	677	1,233	677
Accrued social security costs for share based program	5,996	2,498	5,996	2,498
Other accrued expenses	2,342	2,468	2,272	2,281
Total	**12,984**	**6,695**	**12,914**	**6,508**

NOTE 24 CONTINGENT LIABILITIES

	Group		Parent company	
SEK in thousands	**31 Dec 2020**	**31 Dec 2019**	**31 Dec 2020**	**31 Dec 2019**
Committments*	11,349	11,397	11,349	11,397
Total contingent liabilities	**11,349**	**11,397**	**11,349**	**11,397**

**The committments refer to potential bonus payment of SEK 10 million to Solural Pharma ApS (refer to Note 26, Transactions with related parties) and potential payment to Herlev hospital of DKK 1 million in case of potential outlicensing of Oncoral or a sale of Oncoral.*

NOTE 25 SPECIFICATION FOR NON-CASH ITEMS

	Group		Parent company	
SEK in thousands	Jan-Dec 2020	Jul-Dec 2019	Jan-Dec 2020	Jul-Dec 2019
Expensed share based remuneration				
Expensed remuneration	4,328	837	4,328	837
Expensed social security costs	3,545	882	3,545	882
Adjustments for items not included in cash flow				
Depreciation of equipment	95	–	95	–
Depreciation of right-of-use assets	730	63	108	63
Exchange differences	45	1,000	–	223
Total adjustments	**8,743**	**2,782**	**8,076**	**2,005**

Cash and cash equivalents

	Group		Parent company	
SEK in thousands	Jan-Dec 2020	Jul-Dec 2019	Jan-Dec 2020	Jul-Dec 2019
Cash and bank accounts	184,686	108,516	182,498	107,434
Total cash and bank accounts	**184,686**	**108,516**	**182,498**	**107,434**

"Cash and cash equivalents" in the balance sheet and cash flow statement refers solely to cash and bank accounts. Outstanding fixed income funds of SEK 0 (76) million were, in their entirety, placed in funds with the lowest risk category on a scale from 1-7 within EU's classification system.

ACCOUNTING POLICIES

Cash flow statement

The cash flow statement has been prepared in accordance with the indirect method. The recognized cash flow covers only transactions resulting in receipts or disbursements.

In addition to cash and bank balances, cash and cash equivalents also include short-term financial investments that are subject to only a negligible risk of value fluctuation and which can be traded on an open market in known amounts or which have a remaining term of less than three months from the acquisition date.

NOTE 26 TRANSACTIONS WITH RELATED PARTIES

Related parties with subsidiaries and senior executives
The parent company has a close relationship with its subsidiary, see Note 16, Shares in group companies. Information about remuneration to senior executives is provided in Note 6, Employees, employee benefit expenses and remuneration to the Board.

Purchasing of services from related parties
Oncoral Pharma ApS has an agreement with Solural Pharma ApS according to which, Solural Pharma ApS provides development and manufacturing of clinical study material. The owners of Solural Pharma ApS are the founders of Oncoral Pharma ApS and are, after the sale of Oncoral Pharma ApS to Ascelia Pharma AB in 2017, shareholders in Ascelia Pharma AB. Per 31 December 2020, the owners of Solural ApS collectively own 2.5% of the shares in Ascelia Pharma AB. In addition to payment for services performed, Solural Pharma ApS has the right to receive a bonus of maximum SEK 10 million if commercialisation occurs through a sale or an outlicensing and SEK 12 million if commercialisation is carried out by Oncoral Pharma ApS or Ascelia Pharma AB itself.

Regardless the commercialisation method, Oncoral Pharma ApS has the right to, at any time, finally settle Solural Pharma ApS right for remuneration by payment of SEK 10 million. In 2020, services for a value of around SEK 1.8 million were acquired from Solural Pharma ApS.

In 2020, consulting services for a total value of around SEK 0.7 million was acquired from BGM Associates where Ascelia Pharma's board member Hans Maier is Managing Director.

ACCOUNTING POLICIES

Transactions with related parties
Transactions have been made with related parties on terms equivalent to those that prevail in commercial transactions.

The internal prices of provided services between Group companies are based on the arm's-length principle (i.e. between parties that are independent of each other and well informed and that have an interest in the transactions).

NOTE 27 EVENTS AFTER THE BALANCE SHEET DATE

On 12 January 2021, Ascelia Pharma presented clinical development plan for Oncoral.

On 2 March 2021, Ascelia Pharma established US legal entity and office in Woodbridge, New Jersey.

On 17 March 2021, Ascelia Pharma announced and completed a directed new share issuance and raised SEK 200 million from Swedish and international institutional investors.

On 17 March 2021, a notice of extraordinary general meeting was sent out. The meeting will be held on 13 April 2021.

NOTE 28 APPROPRIATION OF THE COMPANY'S LOSS

The following amounts in SEK are at the disposal shareholders' AGM

Parent company

Share premium reserve	493,730,835
Loss brought forward	-183,792,510
Loss for the period	-94,069,621
Total	**215,868,704**

The Board proposes the following appropriation of funds and non-restricted reserves:

To be carried forward	215,868,704
of which to share premium reserve	493,730,835

DECLARATION AND SIGNATURES

Ascelia Pharma AB, 556571-8797

The Board of Directors and the CEO confirm that the annual accounts have been prepared in accordance with accepted accounting standards in Sweden, and that the consolidated accounts have been prepared in accordance with the international accounting standards, IFRS, as adopted by EU. The annual accounts and the consolidated accounts give a true and fair view of the Group's and Parent Company's financial position and profit. The Board of Directors' Report for the Group and the Parent Company gives a true and fair view of the Group's and the Parent Company's operations, position and profit, and describes significant risks and uncertainty factors that the Parent Company and Group companies face.

Malmö, 24 March 2021

Peter Benson
Chairman of the Board

Lauren Barnes
Director of the Board

Bo Jesper Hansen
Director of the Board

Hans Maier
Director of the Board

Niels Mengel
Director of the Board

René Spogård
Director of the Board

Helena Wennerström
Director of the Board

Magnus Corfitzen
Chief Executive Officer

Our auditors' report was submitted on
30 March 2021, Öhrlings PricewaterhouseCoopers AB

Carl Fogelberg
Authorised Public Accountant

AUDITOR'S REPORT

To the Board of Directors of Ascelia Pharma AB (publ), corporate identity number 556571-8797

REPORT ON THE ANNUAL ACCOUNTS AND CONSOLIDATED ACCOUNTS

Opinions

We have audited the annual accounts and consolidated accounts of Ascelia Pharma AB (publ) for the year 2020 except for the corporate governance statement on pages 34-44. The annual accounts and consolidated accounts of the company are included on pages 27-80 in this document.

In our opinion, the annual accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of parent company and the group as of 31 December 2020 and its financial performance and cash flow for the year then ended in accordance with the Annual Accounts Act. The consolidated accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the group as of 31 December 2020 and their financial performance and cash flow for the year then ended in accordance with International Financial Reporting Standards (IFRS), as adopted by the EU, and the Annual Accounts Act. The statutory administration report is consistent with the other parts of the annual accounts and consolidated accounts.

We therefore recommend that the general meeting of shareholders adopts the income statement and balance sheet for the parent company and the group.

Our opinions in this report on the annual accounts and consolidated accounts are consistent with the content of the additional report that has been submitted to the parent company's audit committee in accordance with the Audit Regulation (537/2014) Article 11.

Basis for Opinions

We conducted our audit in accordance with International Standards on Auditing (ISA) and generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the Auditor's Responsibilities section. We are independent of the parent company and the group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements. This includes that, based on the best of our knowledge and belief, no prohibited services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided to the audited company or, where applicable, its parent company or its controlled companies within the EU.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions.

Our audit approach

Audit scope

We designed our audit by determining materiality and assessing the risks of material misstatement in the consolidated financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the group operates.

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall group materiality for the consolidated financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Key audit matters

Key audit matters of the audit are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts and consolidated accounts of the current period. These matters were addressed in the context of our audit of, and in forming our opinion thereon, the annual accounts and consolidated accounts as a whole, but we do not provide a separate opinion on these matters.

Key audit matter	*How our audit addressed the Key audit matter*
Acquired development projects and shares in subsidiaries In June 2017, Ascelia acquired Pharma Oncoral Aps, which conducted research and the development project Oncoral. The research projects are not yet completed and depreciation has not begun. As of December 31, 2020, the value of acquired development projects amounts to a total of SEK 57 million in the statement of financial position for the Group and the value of shares in subsidiaries in the parent company amounts to SEK 58 million in the balance sheet for the parent company. According to IFRS, non-amortized fixed assets must be tested for impairment at least annually. The test means that the management needs to apply estimates and estimates of the future to ensure the book value. The company conducts an annual impairment test for the acquired development expenses. In view of the size of the amounts and the impact of the management's assumptions on the result of this impairment test, we have determined that this is an important area. A description of the company's impairment testing process can be found in the section "Important estimates and judgments" in Note 13. Note 13 contains further description of the impairment test for the year, including significant assumptions.	In our audit, we have the task of evaluating and reviewing the Company's application of the accounting principles and evaluating the basis on which the impairment test is based. Our review has included, but is not limited to, -Review of the mathematical model used in the impairment test with regard to its theoretical and mathematical accuracy -Challenged management in the assumptions made regarding, among other things, future sales levels and discount rates and probability weights -Compared management's assumption against comparable external data We have also sought out the executive management's comments on the development of the research projects and the results presented through the company's press releases.

Other Information than the annual accounts and consolidated accounts

This document also contains other information than the annual accounts and consolidated accounts and is found on pages 1-26 and 84-85. The Board of Directors and the Managing Director are responsible for this other information.

Our opinion on the annual accounts and consolidated accounts does not cover this other information and we do not express any form of assurance conclusion regarding this other information.

In connection with our audit of the annual accounts and consolidated accounts, our responsibility is to read the information identified above and consider whether the information is materially inconsistent with the annual accounts and consolidated accounts. In this procedure we also take into account our knowledge otherwise obtained in the audit and assess whether the information otherwise appears to be materially misstated.

If we, based on the work performed concerning this information, conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of the annual accounts and consolidated accounts and that they give a fair presentation in accordance with the Annual Accounts Act and, concerning the consolidated accounts, in accordance with IFRS as adopted by the EU. The Board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of annual accounts and consolidated accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts and consolidated accounts, The Board of Directors and the Managing Director are responsible for the assessment of the company's and the group's ability to continue as a going concern. They disclose, as applicable, matters related to going concern and using the going concern basis of accounting. The going concern basis of accounting is however not applied if the Board of Directors and the Managing Director intend to liquidate the company, to cease operations, or has no realistic alternative but to do so.

The Audit Committee shall, without prejudice to the Board of Director's responsibilities and tasks in general, among other things oversee the company's financial reporting process.

Auditor's responsibility

Our objectives are to obtain reasonable assurance about whether the annual accounts and consolidated accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and generally accepted auditing standards in Sweden will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts and consolidated accounts.

A further description of our responsibility for the audit of the annual accounts and consolidated accounts is available on Revisorsinspektionen's website: www.revisorsinspektionen.se/revisornsansvar. This description is part of the auditor´s report.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Opinions

In addition to our audit of the annual accounts and consolidated accounts, we have also audited the administration of the Board of Director's and the Managing Director of Ascelia Pharma AB (publ) for the year 2020 and the proposed appropriations of the company's profit or loss.

We recommend to the general meeting of shareholders that the profit be appropriated in accordance with the proposal in the statutory administration report and that the members of the Board of Director's and the Managing Director be discharged from liability for the financial year.

Basis for Opinions

We conducted the audit in accordance with generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the Auditor's Responsibilities section. We are independent of the parent company and the group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors is responsible for the proposal for appropriations of the company's profit or loss. At the proposal of a dividend, this includes an assessment of whether the dividend is justifiable considering the requirements which the company's and the group's type of operations, size and risks place on the size of the parent company's and the group' equity, consolidation requirements, liquidity and position in general.

The Board of Directors is responsible for the company's organization and the administration of the company's affairs. This includes among other things continuous assessment of the company's and the group's financial situation and ensuring that the company´s organization is designed so that the accounting, management of assets and the company's financial affairs otherwise are controlled in a reassuring manner. The Managing Director shall manage the ongoing administration according to the Board of Directors' guidelines and instructions and among other matters take measures that are necessary to fulfill the company's accounting in accordance with law and handle the management of assets in a reassuring manner.

Auditor's responsibility

Our objective concerning the audit of the administration, and thereby our opinion about discharge from liability, is to obtain audit evidence to assess with a reasonable degree of assurance whether any member of the Board of Directors or the Managing Director in any material respect:

- has undertaken any action or been guilty of any omission which can give rise to liability to the company, or
- in any other way has acted in contravention of the Companies Act, the Annual Accounts Act or the Articles of Association.

Our objective concerning the audit of the proposed appropriations of the company's profit or loss, and thereby our opinion about this, is to assess with reasonable degree of assurance whether the proposal is in accordance with the Companies Act.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with generally accepted auditing standards in Sweden will always detect actions or omissions that can give rise to liability to the company, or that the proposed appropriations of the company's profit or loss are not in accordance with the Companies Act.

A further description of our responsibility for the audit of the administration is available on Revisorsinspektionen's website: www.revisorsinspektionen.se/revisornsansvar. This description is part of the auditor's report.

The auditor's examination of the corporate governance statement

The Board of Directors is responsible for that the corporate governance statement on pages 34-44 has been prepared in accordance with the Annual Accounts Act.

Our examination of the corporate governance statement is conducted in accordance with FAR's auditing standard RevR 16 The auditor's examination of the corporate governance statement. This means that our examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

A corporate governance statement has been prepared. Disclosures in accordance with chapter 6 section 6 the second paragraph points 2-6 of the Annual Accounts Act and chapter 7 section 31 the second paragraph the same law are consistent with the other parts of the annual accounts and consolidated accounts and are in accordance with the Annual Accounts Act/ the Annual Accounts Act for Credit Institutions and Securities Companies/ the Annual Accounts Act for Insurance Companies.

Öhrlings PricewaterhouseCoopers AB, Box 4009, 203 11 Malmö, was re-appointed auditor of Ascelia Pharma AB (publ) by the general meeting of the shareholders on the 6 May 2020 and has been the company's auditor since the introduction on Nasdaq Stockholm, 13 March 2019.

Malmö, 30 March 2021
Öhrlings PricewaterhouseCoopers AB

Carl Fogelberg
Authorized Public Accountant

GLOSSARY

Abbreviated New Drug Application (ANDA)
An application submitted to the FDA for the review and potential approval of a generic drug product.

Ablation
Destruction of a body part or tissue or its function. Ablation may be performed by surgery, hormones, drugs, radiofrequency, heat, or other methods.

Active pharmaceutical ingredient (API)
The ingredient in a pharmaceutical drug that is biologically active used similar to "Active substance/ingredient" below.

Active substance/ingredient
The ingredient in a pharmaceutical drug that is biologically active.

Acute kidney injury (AKI)
An abrupt loss of kidney function.

Advanced cancer
Cancer that has grown outside the organ it started in.

Bioequivalence studies
Studies to prove that a product is bioequivalent, i.e. pharmaceutically equivalent, to another drug. Bioequivalence studies are required in an ANDA.

Blinded study
A study in which information about the test is masked to reduce or eliminate bias.

Chemotherapy
A type of cancer treatment that uses one or more anti-cancer drugs.

Chronic kidney disease (CKD)
A progressive loss in kidney function over a prolonged time period.

Clinical studies
Studies on healthy or non-healthy individuals to study the effects of a drug or a treatment method.

Colorectal cancer
Refers to cancer developing in the large intestine, usually in the rectum or colon.

Computed tomography scan (CT Scan)
A type of scanning method, in which many two-dimensional pictures are computer-processed to create a three-dimensional picture.

Contrast agent/imaging drug
A substance used to enhance the contrast in medical imaging.

Cytotoxic drug
A type of drug used within chemotherapy.

Data exclusivity
In this context a term to describe the time-period in which no ANDA can be approved based on the exclusive data for the drug.

Embolisation
A procedure using particles, such as tiny gelatin sponges or beads, to block a blood vessel. Embolisation may be used to stop bleeding or to block the flow of blood to a tumor or abnormal area of tissue.

European Medicines Agency (EMA)
European agency responsible for evaluation of medicinal products.

Focal liver lesion
Localized changes in liver tissue.

Food and Drug Administration (FDA)
US federal agency responsible for evaluation of medicinal products.

Food effect bioavailability study
A study with the objective to evaluate the effect of food on the bioavailability of a drug.

Gadolinium
A heavy metal used as a contrast enhancer, see "Gadolinium-based contrast agent (GBCA)" below.

Gadolinium-based contrast agent (GBCA)
A contrast agent based with gadolinium as a contrast enhancer.

Generic Drug
A pharmaceutical that is equivalent to a brand-name product in dosage, strength, route of administration, quality, performance and intended use.

Good Clinical Practice (GCP)
An international quality standard for the performance of clinical studies.

Good Manufacturing Practice (GMP)
A set of manufacturing guidelines set up by the authorization agency for medicinal products. GMP can differ depending on the authority.

HER2
A gene that can play a role in the development of certain cancer forms.

Incidence
A measure of the probability of occurrence of a medical condition in a population.

Infusion
A continuous injection of a substance into the body.

In vitro studies
Studies performed outside of the normal biological context. Often used to refer to studies outside of the body.

In vivo studies
Studies performed in a living organism, for example in humans.

Listed drug
A new drug approved for sale (distinguished from generic drugs).

Magnetic resonance imaging (MRI)
A medical imaging technique used in radiology.

Market exclusivity
In this context, the period following regulatory approval of an orphan drug in which no marketing authorization will be accepted for the same therapeutic indication.

Metastases
The spread of a cancer to a different part of the body.

Nephrogenic systemic fibrosis (NSF)
A serious condition involving fibrosis of skin, joints, eyes, and internal organs.

Orphan Drug
A pharmaceutical agent that has been developed specifically to treat a rare medical condition.

Positron emission tomography (PET)
An imaging technique used to observe metabolic processes in the body.

Pre-clinical research
The research phase before clinical studies where initial drug safety data are collected.

Prevalence
The proportion of a population suffering from a certain disease.

Primary tumor
The first cancer tumor formed.

Special populations study
Studies within a certain population, such as the elderly, populations with certain impairments or diseases, etc.

Targeted agent
Agents interfering with specific molecules that are part of the cancer growth.

ALTERNATIVE PERFORMANCE MEASURES

Definition of alternative financial performance measures

Alternative performance measures	Definition	Aim
Operating results (TSEK)	Profit before financial items and tax.	The performance measure shows the company´s operational performance.
Research and development costs/operating costs (%)	The research and development costs in relation to total operating costs (consisting of the sum of administrative costs, R&D, commercial preparation costs and other operating costs).	The performance measure is useful in order to understand how much of the operating costs that are related to research- and development expenses.

Reconciliation table for alternative performance measures for the Group

SEK in thousands	Jan-Dec 2020	Jul-Dec 2019
R&D costs	-64,764	-26,920
Administration costs	-18,295	-8,378
Commercial preparation costs	-10,228	-1,446
Other operating costs	-897	-355
Total operating costs	**-94,184**	**-37,099**
R&D costs/Operating costs (%)	**69%**	**73%**

Financial calendar

Annual General Meeting 2021:	5 May 2021
Interim report Q1-2021 (Jan-Mar):	12 May 2021
Half-year report H1-2021 (Jan-Jun):	19 August 2021
Interim report 9M-2021 (Jan-Sep):	4 November 2021
Full-year report 2021 (Jan-Dec):	10 February 2022

Contact

Magnus Corfitzen, CEO
moc@ascelia.com | +46 735 179 118

Kristian Borbos, CFO
kb@ascelia.com | +46 735 179 113

Mikael Widell, Head of IR & Communications
mw@ascelia.com | +46 703 119 960

ASCELIA PHARMA

ASCELIA PHARMA AB (publ)
Hyllie Boulevard 34
SE-215 32 Malmö, Sweden

ascelia.com