

*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

**Minutes from the annual general meeting in Ascelia Pharma AB, Reg. No. 556571-8797, on 5 May 2021.**

**0. Opening of the meeting**

Lawyer Ola Grahn opened the meeting on behalf of the board of directors.

**1. Election of chairman of the meeting**

Lawyer Ola Grahn was elected as chairman of the meeting in accordance with the proposal of the Nomination Committee. The chairman of the meeting should keep the minutes.

It was noted that the meeting was held in accordance with Sections 20 and 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of shareholders' meetings in companies and other associations, meaning that the shareholders have exercised their voting rights at the meeting only by advance voting, so called postal voting.

The notice to attend the meeting as well as the form used for advance voting are attached as **Schedule 1** and **Schedule 2**, respectively.

A presentation of the results of the advance votes on each item of the agenda covered by the advance votes follows from **Schedule 3**, which sets out the information specified in Section 26 in the above-mentioned Act (2020:198). It was specifically noted that no shareholder had notified the company of the wish to postpone a resolution under one or more items on the agenda to a so called continued general meeting.

**2. Preparation and approval of the voting list**

The list presented in **Schedule 4** was approved as the voting list at the meeting.

**3. Approval of the agenda**

The meeting resolved to approve the agenda in accordance with the proposal from the board of directors as set out in the notice to attend the meeting.

**4. Election of one or two persons who shall approve the minutes of the meeting**

It was resolved that the minutes shall be approved by one person. Håkan Nelson, representing Øresund-Healthcare Capital K/S, was elected as such person to approve the minutes. It was noted that the assignment to approve the minutes also includes controlling the register of voters and that received advance votes are correctly reproduced in the minutes.

**5. Determination of whether the meeting was duly convened**

It was noted that the notice to attend the meeting, in accordance with the articles of association and the provisions of the Swedish Companies Act (*Sw. aktiebolagslagen (2005:551)*), had been inserted in the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*) on 7 April 2021, that the notice to attend the meeting had been available at the company's website since 31 March 2021, and that the advert regarding the notice to attend the meeting had been inserted in *Svenska Dagbladet* on 7 April 2021.

The meeting was declared duly convened.

**6. Submission of the annual report and the audit report and the consolidated annual report and consolidated audit report as well as the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives**

It was noted that the annual report and the audit report and the consolidated annual report and consolidated audit report for the financial year 2020, as well as the statement by the auditor pursuant to Chapter 8, Section 54 of the Swedish Companies Act on the compliance of the applicable guidelines for remuneration to senior executives were presented by being kept available at the company's offices and at the company's website, and had been sent to shareholders upon request.

It was furthermore noted that the shareholders had been given the opportunity to request information from the company in writing, and that no such request had been received by the company.

**7. Resolutions regarding**

**a. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet**

It was resolved to adopt the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet as stated in the above-mentioned annual report and consolidated annual report.

**b. allocation of the company's profits in accordance with the adopted balance sheet**

It was resolved, in accordance with the proposal from the board of directors as set out in the report from the board of directors, that no dividends are paid and that the available funds of SEK 215,868,704 shall be carried forward.

**c. discharge of the members of the board of directors and the CEO from liability**

It was resolved that the members of the board of directors and the CEO should be discharged from liability for the financial year 2020.

It was noted that the members of the board of directors and the CEO did not participate in the resolution regarding their own discharge from liability.

**8. Determination of**

**a. the number of members of the board of directors**

It was noted that the Nomination Committee's report and reasoned statement as well as its proposals for resolutions were presented by being kept available at the company's offices and at the company's website, and had been sent to shareholders upon request.

It was resolved in accordance with the proposal from the Nomination Committee that the board of directors shall be composed of seven ordinary board members for the period up until the end of the next annual general meeting.

**b. the number of auditors and deputy auditors**

It was resolved in accordance with the proposal from the Nomination Committee that one registered accounting firm shall be appointed as auditor for the period up until the end of the next annual general meeting.

**9. Determination of**

**a. remuneration for the members of the board of directors**

It was resolved in accordance with the proposal from the Nomination Committee that board remuneration shall be paid with SEK 500,000 to the chairman of the board of directors and with SEK 250,000 to each of the other board members who are not employed by the company. It was furthermore resolved that remuneration for committee work shall be paid with SEK 100,000 to the chairman of the Audit Committee, with SEK 25,000 to each of the other members of the Audit Committee, with SEK 100,000 to the chairman of the Commercialization Committee and with SEK 25,000 to each of the other members of the Commercialization Committee. No separate remuneration shall be paid for work in the Remuneration Committee. It was finally resolved that, in addition to the above, board members residing outside of Europe shall be paid additional board remuneration with SEK 10,000 per physical board meeting attended.

**b. remuneration for the auditors**

It was resolved in accordance with the proposal from the Nomination Committee that remuneration for the auditor shall be paid in accordance with customary norms and approved invoice.

**10. Election of members of the board of directors and chairman of the board of directors**

It was noted that information on the proposed members of the board of directors and their other assignments can be found in the annual report and on the company's website.

It was resolved in accordance with the proposal from the Nomination Committee to re-elect Peter Benson, Niels Mengel, Bo Jesper Hansen, René Spogård, Helena Wennerström, Hans Maier and Lauren Barnes as ordinary board members. It was furthermore resolved to re-elect Peter Benson as chairman of the board of directors.

**11. Election of auditors**

It was resolved in accordance with the proposal from the Nomination Committee to re-elect Öhrlings PricewaterhouseCoopers AB as accounting firm. It was noted that Öhrlings PricewaterhouseCoopers AB had informed that the authorized public accountant Carl Fogelberg will continue to be appointed as the responsible auditor.

**12. Resolution on approval of remuneration report**

It was noted that the remuneration report for the financial year 2020, **Schedule 5**, was presented by being kept available at the company's offices and at the company's website, and had been sent to shareholders upon request.

It was thereafter resolved to approve the remuneration report for the financial year 2020 in accordance with the proposal in Schedule 5.

**13. Resolution on authorization for the board of directors regarding issues**

It was noted that the proposal from the board of directors regarding authorization for the board of directors to resolve on issues, **Schedule 6**, was presented by being kept available at the company's offices and at the company's website, and had been sent to shareholders upon request.

It was thereafter resolved in accordance with the proposal in Schedule 6. It was noted that the resolution was supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the meeting.

**14. Resolution on implementation of a long-term incentive program by way of (A) implementation of a performance-based share saving program; (B) authorization on directed issues of series C shares; (C) authorization for repurchase of series C shares; and (D) resolution on transfer of own ordinary shares**

It was noted that the proposal from the board of directors regarding implementation of a long-term incentive program by way of (A) implementation of a performance-based share saving program; (B) authorization on directed issues of series C shares; (C) authorization for repurchase of series C shares; and (D) resolution on transfer of own ordinary shares, **Schedule 7**, as well as the statement from the board of directors pursuant to Chapter 19, Section 22 of the Swedish Companies Act, **Schedule 8**, were presented by being kept available at the company's offices and at the company's website, and had been sent to shareholders upon request.

It was thereafter resolved in accordance with Schedule 7. It was noted that the resolution was supported by shareholders representing at least nine-tenths of the votes cast as well as of all shares represented at the meeting.

**15. Closing of the meeting**

The chairman of the meeting declared the meeting closed.

In fidem:

Confirmed by:

Ola Grahn  
(Chairman of the meeting)

Håkan Nelson

## Schedule 1

Malmö, 31 March 2021

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## NOTICE OF ANNUAL GENERAL MEETING IN ASCELIA PHARMA AB

**The shareholders in Ascelia Pharma AB, Reg. No. 556571-8797 (“Ascelia Pharma”), are hereby invited to the annual general meeting (Sw. årsstämma) to be held on Wednesday 5 May 2021.**

In light of the ongoing Covid-19 pandemic and in order to reduce the risk of infection spreading, the board of directors has decided that the annual general meeting will be held only by advance voting (postal vote) in accordance with temporary legislation. This means that the annual general meeting will be conducted without the physical presence of shareholders, proxies or external parties and that shareholders' exercise of voting rights at the annual general meeting can only take place by shareholders voting in advance in the order prescribed below. Information on the resolutions passed by the annual general meeting will be published on Wednesday 5 May 2021, as soon as the outcome of the advance voting is finally compiled.

### Right to participate and notice of participation

Shareholders wishing to attend the annual general meeting by advance voting must:

- be registered in the company's share register kept by Euroclear Sweden AB (the Swedish Securities Register Center) as of Tuesday 27 April 2021; and
- have notified their participation no later than Tuesday 4 May 2021 by casting their advance vote to the company in accordance with the instructions under the heading “Voting in advance” below so that the advance vote is received by the company no later than that day.

### Trustee-registered shares

Shareholders whose shares are trustee-registered in the name of a bank or other trustee must, to be able to exercise their voting rights at the annual general meeting by advance voting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so called “voting rights registration”). Such voting rights registration must be implemented by the trustee no later than as of Thursday 29 April 2021. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

### Voting in advance

Shareholders may exercise their voting rights at the annual general meeting only by voting in advance, so called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of shareholders' meetings in companies and other associations. A special form shall be used for advance voting. The form is available on the company's website ([www.ascelia.com](http://www.ascelia.com)). The advance voting form is considered as the notification of attendance to the annual general meeting. The completed voting form must be submitted to the company no later than on Tuesday 4 May 2021. The completed and signed form shall be sent to Ascelia Pharma AB, att: Kristian Borbos, Hyllie Boulevard 34, SE-215 32 Malmö, Sweden. A completed form may also be submitted electronically and is to be sent to [kb@ascelia.com](mailto:kb@ascelia.com). If a shareholder votes in advance through a proxy, a written and dated power of attorney signed by the shareholder must be attached to the form. A proxy form is available on the company's website ([www.ascelia.com](http://www.ascelia.com)). If the shareholder is a legal entity, a registration certificate or equivalent document shall be enclosed to

the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid. Further instructions and conditions are included in the advance voting form.

## Proposed agenda

0. Opening of the meeting.
1. Election of chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons who shall approve the minutes of the meeting.
5. Determination of whether the meeting was duly convened.
6. Submission of the annual report and the audit report and the consolidated annual report and consolidated audit report as well as the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives.
7. Resolutions regarding:
  - a. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet;
  - b. allocation of the company's profits in accordance with the adopted balance sheet; and
  - c. discharge of the members of the board of directors and the CEO from liability.
8. Determination of
  - a. the number of members of the board of directors.
  - b. the number of auditors and deputy auditors.
9. Determination of
  - a. remuneration for the members of the board of directors.
  - b. remuneration for the auditors.
10. Election of members of the board of directors and chairman of the board of directors.
  - a. Peter Benson (re-election).
  - b. Niels Mengel (re-election).
  - c. Bo Jesper Hansen (re-election).
  - d. René Spogård (re-election).
  - e. Helena Wennerström (re-election).
  - f. Hans Maier (re-election).
  - g. Lauren Barnes (re-election).
  - h. Chairman of the board of directors: Peter Benson (re-election).
11. Election of auditors.



12. Resolution on approval of remuneration report.
13. Resolution on authorization for the board of directors regarding issues.
14. Resolution on implementation of a long-term incentive program by way of (A) implementation of a performance-based share saving program; (B) authorization on directed issues of series C shares; (C) authorization for repurchase of series C shares; and (D) resolution on transfer of own ordinary shares.
15. Closing of the meeting.

## Proposed resolutions

### ***Item 1: Election of chairman of the meeting***

The Nomination Committee, that has consisted of Jørgen Thorball (chairman), appointed by Sunstone Life Science Ventures II K/S, Anna Sundberg, appointed by Handelsbanken Fonder AB, Håkan Nelson, appointed by Øresund-Healthcare Capital K/S, and Peter Benson, chairman of the board of directors, proposes that lawyer Ola Grahn is elected as chairman of the meeting or, in his absence, the person appointed by the Nomination Committee instead.

### ***Item 2: Preparation and approval of the voting list***

The voting list that is proposed to be approved is the voting list prepared by the company, based on the share register of the meeting and received advance votes, controlled by the person approving the minutes of the meeting.

### ***Item 4: Election of one or two persons who shall approve the minutes of the meeting***

Håkan Nelson, representing Øresund-Healthcare Capital K/S, is proposed to, together with the chairman, approve the minutes of the meeting, or, in his absence, the person appointed by the board of directors instead. The assignment to approve the minutes also includes controlling the register of voters and that received advance votes are correctly reproduced in the minutes.

### ***Item 7 b: Resolution regarding allocation of the company's profits in accordance with the adopted balance sheet***

The board of directors proposes that no dividends are paid to the shareholders and that the available funds of SEK 215,868,704 are carried forward.

### ***Item 8 a: Determination of the number of members of the board of directors***

The Nomination Committee proposes that the board of directors shall be composed of 7 members.

### ***Item 8 b: Determination of the number of auditors and deputy auditors***

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that one registered accounting firm is appointed as auditor.

### ***Item 9 a: Determination of remuneration for the members of the board of directors***

The Nomination Committee proposes that board remuneration shall be paid with SEK 500,000 to the chairman of the board (SEK 400,000 previous year) and with SEK 250,000 to each of the other board members who are not employed by the company (SEK 200,000 previous year). It is further proposed that remuneration for committee work shall be paid with SEK 100,000 to the chairman of the Audit Committee (unchanged since previous year), with SEK 25,000 to each of the other members of the Audit Committee (unchanged since previous year), with SEK 100,000 to the chairman of the Commercialization Committee (unchanged since previous year) and with SEK 25,000 to each of the other members of the Commercialization Committee (unchanged since previous year). No separate

remuneration shall be paid for work in the Remuneration Committee. It is finally proposed that, in addition to the above, board members residing outside of Europe shall be paid additional board remuneration with SEK 10,000 per physical board meeting attended (unchanged since previous year).

***Item 9 b: Determination of remuneration for the auditors***

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that remuneration for the auditor shall be paid in accordance with customary norms and approved invoice.

***Item 10: Election of members of the board of directors and chairman of the board of directors***

The Nomination Committee proposes that Peter Benson, Niels Mengel, Bo Jesper Hansen, René Spogård, Helena Wennerström, Hans Maier and Lauren Barnes are re-elected as ordinary board members, and that Peter Benson is re-elected as chairman of the board of directors.

Information on the board members proposed for re-election can be found at the company website ([www.ascelia.com](http://www.ascelia.com)) and in the annual report.

***Item 11: Election of auditors***

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that Öhrlings PricewaterhouseCoopers AB is re-elected as accounting firm. Öhrlings PricewaterhouseCoopers AB has informed that the authorized public accountant Carl Fogelberg will continue to be the auditor in charge.

***Item 12: Resolution on approval of remuneration report***

The board of directors proposes that the annual general meeting resolves to approve the board of directors' remuneration report for the financial year 2020.

***Item 13: Resolution on authorization for the board of directors regarding issues***

The board of directors proposes that the annual general meeting resolves to authorize the board of directors, 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, to resolve to issue new ordinary shares, convertibles and/or warrants. The reason for that deviation from the shareholders' preferential rights shall be permitted is to enable the company to raise working capital, to execute acquisitions of companies or operating assets as well as to enable issues to industrial partners within the framework of partnerships and alliances. The total number of ordinary shares that that may be issued (alternatively be issued through conversion of convertibles and/or exercise of warrants) shall not exceed 8,417,066, which corresponds to a dilution of approximately 20 percent calculated on the number of outstanding ordinary shares in the company after final registration with the Swedish Companies Registration Office of the directed new share issue of 5,000,000 ordinary shares, which was resolved by the board of directors on 17 March 2021, subject to approval from the extraordinary general meeting on 13 April 2021. To the extent an issue is made with deviation from the shareholders' preferential rights, the issue should be made on market terms.

The CEO shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (Sw. Bolagsverket).

***Item 14: Resolution on implementation of a long-term incentive program by way of (A) implementation of a performance-based share saving program; (B) authorization on directed issues of series C shares; (C) authorization for repurchase of series C shares; and (D) resolution on transfer of own ordinary shares***

The board of directors proposes that the annual general meeting resolves to implement a long-term incentive program in the form of a performance-based share saving program (the “LTI 2021”) for employees in accordance with A below. The resolution is conditional upon that the annual general meeting also resolves on hedging measures in accordance with B – D below.

**A. Implementation of a performance-based share saving program**

***Background***

The overall purpose with LTI 2021 is to align the interests of the employees with those of the shareholders and thus ensure a maximum long-term value adding commitment. LTI 2021 is also considered to create a long-term focus on increase in earnings and growth among the participants. LTI 2021 is further considered to facilitate for the company to recruit and retain employees.

At the annual general meetings in 2019 and 2020, it were resolved to implement corresponding incentive programs for employees in the company (LTI 2019 and LTI 2020).

***Terms and conditions for LTI 2021***

1. LTI 2021 shall comprise senior executives and key employees divided into three categories.
2. LTI 2021 means that the participants will invest in ordinary shares in the company (“**Saving Shares**”). Following a predefined time period, the participants will, free of charge, have the right to receive additional shares in the company (“**Matching Shares**”). In addition, conditional upon fulfilment of a goal related to the development of the share price, the participants will further, free of charge, have the right to receive additional shares in the company (“**Performance Shares**”). The conditions for receipt of Matching Shares and Performance Shares are set out below.
3. The maximum number of Saving Shares that each participant shall be entitled to invest in shall amount to the following:

<b>Position</b>	<b>Maximum number of Saving Shares</b>
CEO	10,000
Other senior executives (3) persons)	7,000
Directors (8 persons)	2,400
Other employees (12 persons)	750

4. The board of directors shall, within the limits stated above, resolve on the maximum number of Saving Shares that each individual participant may acquire.
5. The investment in Saving Shares shall be made through acquisition of ordinary shares on the stock market on 30 September 2021 at the latest (the “**Investment Period**”). The board of

directors shall be entitled to prolong the Investment Period in case participants have been unable to acquire shares due to applicable insider regulations.

6. For each Saving Share, the participant shall be 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.
7. The total number of Matching Shares will not exceed 59,200 and the total number of Performance Shares will not exceed 296,000, meaning that the total number of shares that can be issued to the participants in connection with LTI 2021 will not exceed 355,200. The number of shares that can be issued in connection with LTI 2021 might be recalculated in accordance with what is set out in Section 11 below.
8. 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 30 September 2024 (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.

As regards the employment condition as per (b) above, the board of directors shall in certain cases be entitled to resolve on proportionate allocation in case the employment is terminated prior to the expiration of the Saving Period as set out in Section 14 below.

9. Receipt of Performance Shares is further, in addition to the conditions following from Section 8 above, conditional upon that the requirement related to the development of the company's share price from the date of the annual general meeting on 5 May 2021 to and including 30 September 2024 (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 5 May 2021 and 30 trading days immediately preceding 30 September 2024. 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.
10. Before the number of Performance Shares to be allocated is finally determined, the board of directors shall evaluate if allocation pursuant to the principles set out above is reasonable, having regard to the company's results and financial standing, to conditions on the stock market and to other circumstances in general. If the board of directors finds that it is not reasonable, then the board of directors may decrease the number of Performance Shares to be allocated to the lower number of shares that the board of directors finds reasonable.
11. The number of Matching Shares and Performance Shares that may be allotted by virtue of Saving Shares shall be subject to recalculation in consequence of a bonus issue, split or reverse split, rights issue, and/or other similar company actions.
12. Allotment of Matching Shares and Performance Shares shall take place within 30 days from the publication of the financial report for the period June – September 2024.

13. Participation in LTI 2021 is conditional upon that the participation is legally possible and that the participation in the company's sole opinion can be made with reasonable administrative costs for the company.
14. LTI 2021 shall be governed by separate agreements with the respective participant. The board of directors shall be responsible for the preparation and management of LTI 2021 within the above mentioned principal terms and guidelines. In connection herewith, the board of directors shall be entitled to resolve on diverging terms for the allocation of Matching Shares and Performance Shares in connection with cessation of employment during the Saving Period due to death, early retirement or similar occasions or due to termination by the company that is not related to misconduct by the participants. In these cases the board of directors may resolve that the participant will be entitled to receive a proportionate part of the Matching Shares and the Performance Shares. Furthermore, in the event of a public take-over offer, a sale of the company's business, liquidation, merger or any other such transaction affecting the company, the board of directors shall, at its sole discretion, be entitled to resolve that the Matching Shares and Performance Shares (partially or in full) shall vest and be allotted on completion of such transaction. The board of directors will make this resolution based on the level of achievement of the Performance Target, the remainder of the Saving Period and any other factors deemed relevant by the board of directors.

## **B. Authorization on directed issues of series C shares**

The board of directors proposes that the annual general meeting resolves to authorize the board of directors, for the period up until the next annual general meeting, on one or several occasions, to issue a maximum of 441,121 series C shares. The new shares may, with deviation from the shareholders' preferential rights, only be subscribed for by a bank or a securities company at a subscription price which corresponds to the quota value of the shares. The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights in connection with an issue of shares is to secure delivery of Matching Shares and Performance Shares under LTI 2021 and, in terms of liquidity, to hedge payments of future social security contributions related to LTI 2021. It is noted that this shall be achieved through the company repurchasing the series C shares issued pursuant to the authorization in section C below whereafter the repurchased series C shares will be converted to ordinary shares and transferred in accordance with section D below.

## **C. Authorization on repurchase of series C shares**

The board of directors proposes that the annual general meeting resolves to authorize the board of directors, for the period up until the next annual general meeting, on one or several occasions, to repurchase its own series C shares. Repurchase may only be effected through a public offer directed to all holders of series C shares and shall comprise all outstanding series C shares. Repurchase may also be made of so-called interim shares, by Euroclear Sweden AB designated as a Paid Subscribed Share (Sw. Betald Tecknad Aktie (BTA)), regarding a series C share. Repurchase shall be made at a purchase price per share which corresponds to the quota value of the share. The purpose of the proposed repurchase authorization is to secure delivery of Matching Shares and Performance Shares under LTI 2021 and, in terms of liquidity, to hedge payments of future social security contributions related to LTI 2021.

The board of directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act (Sw. aktiebolagslagen) is presented in a separate document provided with this proposal.

## **D. Resolution on transfer of own ordinary shares**

In order to fulfil the company's obligations towards participants in LTI 2021, the board of directors proposes that the annual general meeting resolves that the company shall be entitled to transfer the company's own ordinary shares as follows:

1. The company shall have the right to transfer the number of ordinary shares that the company has a maximum obligation to allocate as Matching Shares and Performance Shares to participants in LTI 2021, at most 355,200 shares.
2. The number of shares that may be transferred pursuant to LTI 2021 shall be subject to recalculation in consequence of a bonus issue, split or reverse split, rights issue, and/or other similar corporate action which affects the number of shares in the company.
3. The right to acquire ordinary shares shall, with deviation from the shareholders' preferential rights, vest in participants in LTI 2021 who are entitled to be allotted Matching Shares and Performance Shares in accordance with the terms and conditions of the program.
4. Transfer of shares to participants in LTI 2021 shall be made free of charge and be executed at the relevant time specified in the terms and conditions for LTI 2021.

The reason for the deviation from the shareholders' preferential rights in connection with the transfers of own ordinary shares is to enable the company's delivery of Matching Shares and Performance Shares to participants in LTI 2021.

Since LTI 2021 is not expected to initially give rise to any costs for social security contributions for the company (and since a resolution on transfer is valid only until the next annual general meeting), the board of directors has decided not to propose that the annual general meeting 2021 resolves on an authorization for the board of directors to transfer the company's own ordinary shares on a regulated market for hedging of cash flow for social security payments. However, before any transfers of shares to participants in LTI 2021 are made, the board of directors intends to propose to a later general meeting to resolve on an authorization for the board of directors to transfer own ordinary shares on a regulated market in order to hedge such payments.

### *Costs, impact on key ratios, existing incentive programs and dilution*

The board of directors has made a preliminary cost calculation for LTI 2021. The costs for LTI 2021 are accrued over the vesting period which runs until 30 September 2024. The calculation has been made using the generally accepted modelling technique Monte-Carlo simulation based on the quoted closing price for shares in the company as per 26 March 2021, i.e. SEK 45.60 per share, and with the following assumptions: (i) all participants acquire the maximum number of Saving Shares; (ii) an annual dividend yield of 0 per cent; (iii) an estimated annual employee turnover of 0 per cent; and (iv) a share price volatility of 58 per cent. Based on these assumptions, the total costs for LTI 2021 are estimated to amount to approximately SEK 9.8 million, excluding social security contributions. The costs for social security contributions are estimated to amount to approximately SEK 2.4 million, based on the above assumptions, and an average tax rate of 24.2 per cent for social security contributions.

## PRESS RELEASE



The anticipated annual costs of approximately SEK 4.0 million, including social security contributions, correspond to approximately 14 per cent of the company's total employee costs for the financial year 2020. Based on the calculation of costs as described above, the key figure earnings per share for the financial year 2020 had been changed from SEK –3.76 to SEK –3.91. It should be noted the calculations are based on the assumptions stated above and are only intended to provide an illustration of the outcome.

As per the date of the notice, the number of shares in the company amounts to 29,178,807 shares, of which 28,668,262 are ordinary shares and 510,545 are series C shares which were issued in connection with the share saving program resolved at the annual general meeting 2019 and which will be converted into ordinary shares prior to delivery to the participants. Further, on 17 March 2021 the board of directors resolved on a new issue of 5,000,000 ordinary shares that is subject to approval at an extraordinary general meeting to be held on 13 April 2021. Finally, prior to the annual general meeting on 5 May 2021, the board of directors intend to issue 397,641 C-shares in relation to the share saving program resolved at the annual general meeting in 2020. Provided that the directed new issue of ordinary shares is approved at the extraordinary general meeting to be held on 13 April 2021 and considering the new issue of additional C-shares, the number of shares in the company will amount to 34,576,448, of which 33,668,262 will be ordinary shares and 908,186 will be series C shares.

The maximum number of shares that can be issued in relation to LTI 2021 is 441,121, whereof 355,200 for delivery of Matching Shares and Performance Shares to the participants and in the aggregate 85,921 related to hedging of cash flow for social security payments, which corresponds to a dilution of approximately 1.3 per cent of the company's ordinary shares after full dilution, calculated on the number of ordinary shares that will be added upon full issuance of shares in connection with LTI 2021 (and also including the ordinary shares to be issued upon approval by the extraordinary general meeting on 13 April 2021).

Since previously, there are incentive programs in the form of one employee option program and two performance-based share saving program outstanding in the company. In case all outstanding incentive programs as well as the proposed LTI 2021 are exercised in full, a total of 1,967,283 new ordinary shares will be issued, which corresponds to an aggregate dilution of approximately 5.5 per cent of the company's ordinary shares after full dilution, calculated on the number of ordinary shares that will be added upon full exercise of all outstanding incentive programs as well as the suggested LTI 2021 (and also including the ordinary shares to be issued upon approval by the extraordinary general meeting on 13 April 2021).

The above calculations regarding dilution are subject to re-calculation of the warrants in accordance with the customary recalculation terms included in the complete applicable warrant terms.

### *Preparation of the proposal and other information*

The proposal for LTI 2021 has been prepared by the Remuneration Committee together with external consultants. The final proposal has been resolved upon by the board of directors.

The board of directors' proposal on implementation of a long-term incentive program in accordance with Sections A to D above constitutes an overall proposal which shall be resolved upon as one resolution.

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The chairman of the board of directors, or anyone appointed by him, shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (Sw. Bolagsverket) or Euroclear Sweden AB.

## Particular majority requirements

For a valid resolution on the proposal pursuant to item 13, the proposal has to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the annual general meeting. For a valid resolution on the proposal pursuant to item 14, the proposal has to be supported by shareholders representing at least nine-tenths of the votes cast as well as of all shares represented at the annual general meeting.

## Shareholders' right to information

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of items on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries financial position and the company's relation to other companies within the group. Requests for such information must be submitted via e-mail to [kb@ascelia.com](mailto:kb@ascelia.com) or by post Ascelia Pharma AB, att: Kristian Borbos, Hyllie Boulevard 34, SE-215 32 Malmö, Sweden, no later than Sunday 25 April 2021. The information is provided by keeping it available at the company's office and website, no later than Friday 30 April 2021. The information will also be sent within the same time to the shareholders who have requested it and provided their postal or e-mail address.

## Meeting documents

Financial statements, the audit report, the board of directors remuneration report, the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives, complete proposals for resolutions and other documents for the annual general meeting, are presented by keeping them available at the company's office, at Hyllie Boulevard 34, SE-215 32 Malmö, Sweden, and at the company's website ([www.ascelia.com](http://www.ascelia.com)) as from no later than three weeks before the annual general meeting, and will also be sent to shareholders who request it and provide their address. The share register of the annual general meeting will also be available at the company's office.

## Number of shares and votes in the company

As per the date of the notice to the annual general meeting, the total number of shares in the company amounts to 29,178,807 shares, of which 28,668,262 are ordinary shares with one vote per share and 510,545 are series C shares with one-tenth of a vote per share. The number of votes in the company amounts to 28,719,316.5 votes. After final registration with the Swedish Companies Registration Office of the directed new share issue of 5,000,000 ordinary shares, which was resolved by the board of directors on 17 March 2021, subject to approval from the extraordinary general meeting on 13 April 2021, the total number of shares in the company will amount to 34,178,807 shares, of which 33,668,262 are ordinary shares with one vote per share and 510,545 are series C shares with one-tenth of a vote per share. The number of votes in the company will amount to 33,719,316.5 votes. The company holds all 510,545 outstanding series C shares, corresponding to 51,054.5 votes, which cannot be represented at the meeting.

## Processing of personal data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.



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Malmö in March 2021

Ascelia Pharma AB (publ)

The Board of Directors

**For more information, please contact:**

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*This information was submitted for publication, through the agency of the contact persons set out above, at 21:34 CEST on 31 March 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. The company has two drug candidates – Mangoral and Oncoral – in clinical development. Ascelia Pharma has global headquarters in Malmö, Sweden, and is listed on Nasdaq Stockholm (ticker: ACE). For more information, please visit <http://www.ascelia.com>.

**About Mangoral**

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. These patients are at risk of serious side effects from the currently available class of gadolinium-based contrast agents. 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.

**About Oncoral**

Oncoral is a novel oral irinotecan chemotherapy tablet for the treatment of gastric cancer. Oncoral has the potential to offer a more patient friendly cancer drug regimen including a better safety profile following daily tablet dosing at home compared to intravenous high-dose infusions at the hospital. Following successful Phase 1 results, the Phase 2 for Oncoral is in preparation.

## Schedule 2

## NOTIFICATION AND FORM FOR ADVANCE VOTING

by postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of shareholders' meetings in companies and other associations.

**To be received by Ascelia Pharma AB no later than Tuesday 4 May 2021.**

The shareholder set out below hereby notifies the company of its participation and exercises its voting right for all of the shareholder's shares in Ascelia Pharma AB, Reg. No. 556571-8797, at the annual general meeting on Wednesday 5 May 2021. The voting right is exercised in accordance with the voting options marked in Schedule 1 below.

Name of the shareholder:	Personal identification number or corporate registration number:
--------------------------	--

**Assurance (if the undersigned is a legal representative of a shareholder who is a legal entity):** I, the undersigned, am a board member, CEO or a signatory of the shareholder and solemnly declare that I am authorised to submit this advance vote on behalf of the shareholder and that the contents of the advance vote correspond to the shareholder's decisions.

**Assurance (if the undersigned represents the shareholder by proxy):** I, the undersigned, solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked.

Place and date:	
Signature:	
Clarification of signature:	
Telephone number:	E-mail:

If issued by a legal entity, the form must be signed by authorized representative(s) and be accompanied by a registration certificate or, concerning foreign legal entities, corresponding documents evidencing the authorized representative(s) of the shareholder. The same applies if the shareholder votes in advance through a proxy.

The form, and a copy of the registration certificate or corresponding documents (if applicable) shall be sent to Ascelia Pharma AB, att: Kristian Borbos, Hyllie Boulevard 34, SE-215 32 Malmö, Sweden, or via e-mail to: [kb@ascelia.com](mailto:kb@ascelia.com). The completed form must be submitted to Ascelia Pharma AB no later than on Tuesday 4 May 2021.

In Schedule 1, the votes shall be set forth. A shareholder cannot give any other instructions than selecting one of the options specified at each point in the form. If a shareholder wishes to abstain from voting in relation to a matter, kindly refrain from selecting an option. A vote is invalid if the shareholder has provided the form with specific instructions or conditions or if pre-printed text is amended or supplemented. Only one form per shareholder will be considered. If more than one form is submitted, the form with the latest date will be considered. The latest form received by the company will be considered if two forms are dated at the same date. An incomplete or wrongfully completed form may be discarded without being considered. For complete proposals for resolutions, please refer to the notice of the annual general meeting and the complete proposals, available on the company's website ([www.ascelia.com](http://www.ascelia.com)).

Should you have any questions, please contact Ascelia Pharma AB via e-mail address [kb@ascelia.com](mailto:kb@ascelia.com) or phone number +46 735 17 91 13. For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Please note that submitting this form will be regarded as giving notice of your attendance at the meeting. Please note that a prerequisite for an advance vote to be taken into account is that the shareholder who has cast the vote is registered in his/her own name in the share register kept by Euroclear Sweden AB prior to the meeting. Further instructions on this can be found in the notice to the annual general meeting.

This form for advance voting may be revoked by written notice to Ascelia Pharma AB on the address above or via e-mail to [kb@ascelia.com](mailto:kb@ascelia.com), no later than Tuesday 4 May 2021.

*Schedule 1 follow on the next page*

## Schedule 1 – Voting form for advance voting at annual general meeting in Ascelia Pharma AB on 5 May 2021

The voting alternatives below refer, unless otherwise stated in the form, to the proposals stated in the notice to the annual general meeting.

<b>1. Election of chairman of the meeting</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>2. Preparation and approval of the voting list</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>3. Approval of the agenda</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>4. Election of one or two persons who shall approve the minutes of the meeting</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>5. Determination of whether the meeting was duly convened</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>7. Resolutions regarding</b>		
<b>a. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>b. allocation of the company's profits in accordance with the adopted balance sheet</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>c. discharge of the members of the board of directors and the CEO from liability</b>		
a. Magnus Corfitzen (as CEO)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
b. Peter Benson	Yes <input type="checkbox"/>	No <input type="checkbox"/>
c. Niels Mengel	Yes <input type="checkbox"/>	No <input type="checkbox"/>
d. Bo Jesper Hansen	Yes <input type="checkbox"/>	No <input type="checkbox"/>
e. René Spogård	Yes <input type="checkbox"/>	No <input type="checkbox"/>
f. Helena Wennerström	Yes <input type="checkbox"/>	No <input type="checkbox"/>
g. Hans Maier	Yes <input type="checkbox"/>	No <input type="checkbox"/>
h. Lauren Barnes	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>8. Determination of</b>		
<b>a. the number of members of the board of directors</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>b. the number of auditors and deputy auditors</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>9. Determination of</b>		
<b>a. remuneration for the members of the board of directors</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>b. remuneration for the auditors</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>10. Election of members of the board of directors and chairman of the board of directors</b>		
a. Peter Benson (re-election)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
b. Niels Mengel (re-election)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
c. Bo Jesper Hansen (re-election)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
d. René Spogård (re-election)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
e. Helena Wennerström (re-election)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
f. Hans Maier (re-election)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
g. Lauren Barnes (re-election)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
h. Chairman of the board of directors: Peter Benson (re-election)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>11. Election of auditors</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>

<b>12. Resolution on approval of remuneration report</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>13. Resolution on authorization for the board of directors regarding issues</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>14. Resolution on implementation of a long-term incentive program by way of (A) implementation of a performance-based share saving program; (B) authorization on directed issues of series C shares; (C) authorization for repurchase of series C shares; and (D) resolution on transfer of own ordinary shares</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>

**The shareholder wishes that resolution(s) under one or several items in the form shall be deferred to a continued shareholders' meeting**

(completed only if the shareholder has such a wish)

**List item or items (use numbers):**

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## Schedule 3

Ascella Pharma AB

Final outcome of advanced votes pursuant to 26 § Act (2020:198) on temporary exceptions to facilitate the execution of shareholders' meetings in companies and other associations

Present shares 12 689 128  
Present votes 12 689 128  
Issued share capital\* 34 576 448

Total  
12 689 128  
12 689 128  
34 576 448

	Votes			Shares			% of given votes			% of present shares			% of issued share capital		
	For	Against	Not voted	For	Against	Not voted	For	Against	Not voted	For	Against	Not voted	For	Against	No vot./rep.
<b>1. Election of chairman of the meeting</b>	11 088 305	-	1 600 823	11 088 305	-	1 600 823	100,00%	0,00%	12,62%	87,38%	0,00%	12,62%	32,93%	0,00%	67,07%
<b>2. Preparation and approval of the voting list</b>	11 088 305	-	1 600 823	11 088 305	-	1 600 823	100,00%	0,00%	12,62%	87,38%	0,00%	12,62%	32,93%	0,00%	67,07%
<b>3. Approval of the agenda</b>	11 088 305	-	1 600 823	11 088 305	-	1 600 823	100,00%	0,00%	12,62%	87,38%	0,00%	12,62%	32,93%	0,00%	67,07%
<b>4. Election of one or two persons who shall approve the minutes of the meeting</b>	11 088 305	-	1 600 823	11 088 305	-	1 600 823	100,00%	0,00%	12,62%	87,38%	0,00%	12,62%	32,93%	0,00%	67,07%
<b>5. Determination of whether the meeting was duly convened</b>	11 088 305	-	1 600 823	11 088 305	-	1 600 823	100,00%	0,00%	12,62%	87,38%	0,00%	12,62%	32,93%	0,00%	67,07%
<b>7 a) Resolutions regarding adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>7 b) Resolutions regarding allocation of the company's profits in accordance with the adopted balance sheet</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>7 c a) Resolutions regarding discharge of the members of the board of directors and the CEO from liability - Magnus Corfitzen (as CEO)</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>7 c b) Resolutions regarding discharge of the members of the board of directors and the CEO from liability - Peter Benson</b>	7 910 999	-	4 778 129	7 910 999	-	4 778 129	100,00%	0,00%	37,66%	62,34%	0,00%	37,66%	23,50%	0,00%	76,50%
<b>7 c c) Resolutions regarding discharge of the members of the board of directors and the CEO from liability - Niels Mengel</b>	10 688 638	-	2 020 490	10 688 638	-	2 020 490	100,00%	0,00%	15,92%	84,08%	0,00%	15,92%	31,69%	0,00%	68,31%
<b>7 c d) Resolutions regarding discharge of the members of the board of directors and the CEO from liability - Bo Jesper Hansen</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>7 c e) Resolutions regarding discharge of the members of the board of directors and the CEO from liability - René Spogård</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>7 c f) Resolutions regarding discharge of the members of the board of directors and the CEO from liability - Helena Wennerström</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>7 c g) Resolutions regarding discharge of the members of the board of directors and the CEO from liability - Hans Maier</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>7 c h) Resolutions regarding discharge of the members of the board of directors and the CEO from liability - Lauren Barnes</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>8 a) Determination of the number of members of the board of directors</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>8 b) Determination of the number of auditors and deputy auditors</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>9 a) Determination of remuneration for the members of the board of directors</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>9 b) Determination of remuneration for the auditors</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>10 a) Election of members of the board of directors and chairman of the board of directors - Peter Benson (re-election)</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>10 b) Election of members of the board of directors and chairman of the board of directors - Niels Mengel (re-election)</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>10 c) Election of members of the board of directors and chairman of the board of directors - Bo Jesper Hansen (re-election)</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>10 d) Election of members of the board of directors and chairman of the board of directors - René Spogård (re-election)</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>10 e) Election of members of the board of directors and chairman of the board of directors - Helena Wennerström (re-election)</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>10 f) Election of members of the board of directors and chairman of the board of directors - Hans Maier (re-election)</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>10 g) Election of members of the board of directors and chairman of the board of directors - Lauren Barnes (re-election)</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>10 h) Election of members of the board of directors and chairman of the board of directors - Chairman of the board of directors: Peter Benson (re-election)</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>11. Election of auditors</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>12. Resolution on approval of remuneration report</b>	12 689 128	-	-	12 689 128	-	-	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	37,69%	0,00%	62,31%
<b>13. Resolution on authorization for the board of directors regarding issues</b>	11 047 287	1 641 841	-	11 047 287	1 641 841	-	87,06%	12,94%	0,00%	87,06%	12,94%	0,00%	32,81%	4,75%	62,44%
<b>14. Resolution on implementation of a long-term incentive program by way of (A) implementation of a performance-based share saving program; (B) authorization on directed issues of series C shares; (C) authorization for repurchase of series C shares; and (D) resolution on transfer of own ordinary shares</b>	12 439 128	250 000	-	12 439 128	250 000	-	98,03%	1,97%	0,00%	98,03%	1,97%	0,00%	36,95%	0,72%	62,33%

\* The company holds all of the 908,186 outstanding series C shares, corresponding to 90,818.6 votes, which cannot be represented at the annual general meeting.

## Schedule 5



*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

## REMUNERATION REPORT 2020

### INTRODUCTION

This report describes how the guidelines for executive remuneration of Ascelia Pharma AB (“**Ascelia Pharma**”), adopted by the Annual General Meeting 2020, were implemented in 2020. The report also provides information on remuneration to the CEO and a summary of the company’s outstanding share-related incentive plans. The report has been prepared in accordance with the Swedish Companies Act and the Remuneration Rules issued by the Swedish Corporate Governance Board.

Further information on executive remuneration is available in note 6 (Employees and remuneration) on pages 60-65 in the Annual Report for 2020. Information on the work of the remuneration committee in 2020 is set out in the corporate governance report available on pages 34-40 in the Annual Report for 2020.

Remuneration of the board of directors is not covered by this report. Such remuneration is resolved annually by the Annual General Meeting and disclosed in note 6 on page 61 in the Annual Report for 2020.

### KEY DEVELOPMENTS 2020

The CEO summarizes the company’s overall performance in his statement on page 4 in the Annual Report for 2020.

### THE COMPANY’S REMUNERATION GUIDELINES: SCOPE, PURPOSE AND DEVIATIONS

A prerequisite for the successful implementation of the company’s business strategy and safeguarding of its long-term interests, including its sustainability, is that the company can recruit and retain highly competent senior executives with a capacity to achieve set goals. To this end, the company must offer competitive remuneration on market terms. The company’s remuneration guidelines enable the company to offer senior executives a competitive total remuneration.

Under the remuneration guidelines, executive remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. The variable cash remuneration shall be linked to financial or non- financial criteria. They may be individualized, quantitative or qualitative objectives. The criteria shall be designed to contribute to the company’s business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the senior executive’s long-term development.

The guidelines are found on pages 37-39 in the Annual Report for 2020. During 2020, the company has complied with the applicable remuneration guidelines adopted by the general meeting. No deviations from the guidelines have been decided and no derogations from the procedure for implementation of the guidelines have been made. The auditor’s report regarding the company’s compliance with the guidelines is available on <https://www.ascelia.com/corporate-governance/general-meeting/>. No remuneration has been reclaimed.

In addition to remuneration covered by the remuneration guidelines, the general meetings of the company have resolved to implement long-term share-related incentive plans.

**Table 1 – Total remuneration of the CEO in 2020 (TSEK)**

Name of CEO	Fixed remuneration		Variable remuneration		Pension expense incl. insurance	Total remuneration	Proportion of fixed and variable remuneration
	Base salary	Other benefits	One-year	Multi-year			
	Salary + holiday pay	Company car	Bonus (reflecting 18 months)	Share-related incentive plans			
Magnus Corfitzen	1,826	77	1,008*	581**	552	4,044	60/40

\* The bonus reflects a period of 18 months. The extended period is explained by change of fiscal year.

\*\* The value of the vested options in 2020 at the vesting date 31 October 2020 was 581 TSEK (calculated as the share price that day less the exercise price multiplied by the number of vested options).

### OUTSTANDING SHARE-RELATED AND SHARE PRICE-RELATED INCENTIVE PLANS

#### Share option plans

The company has implemented two share option plans (2018/2021 and 2018/2022) for executive management members. In the share option plans, the participants have been granted options free of charge. Option plan 2018/2021, which was granted in April 2018, is subject to one and a half year vesting period and the options are exercisable during March – June 2021. Option plan 2018/2022, which was granted 23 November 2018, is subject to three-year vesting period and the options are exercisable during November 2022 to January 2023.

Vesting of options is subject to continued employment (service period) during the vesting period. The CEO has been granted 458,856 options in total for both option plans together (275,185 options in option plan 2018/2021 and 183,671 options in option plan 2018/2022). For the company as a whole, 986,668 options have been granted (corresponds to 4% of the shares in the company per 2020-12-31 on a fully diluted basis).

#### Share saving programs

The company has further implemented two share saving programs (2019/2022 and 2020/2023) offered to all employees. For each acquired ordinary share by the participant (“Saving Shares”), the participant is entitled to receive 1 matching share (“Matching Shares”). In addition, the participant shall have the possibility to receive up to 5 performance shares (“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 relevant investment period to the end of the relevant Saving Period (31 December 2022 for 2019/2022 program and 30 September 2023 for the 2020/2023 program);

(b) that the participant has continued to be employed by the company throughout the relevant Saving Period; and

(c) the 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 when the programs were decided (14 November 2019 for the 2019/2022 program and 6 May 2020 for the 2020/2023 program) to the end of the Saving Period (31 December 2022 for 2019/2022 program and 30 September 2023 for the 2020/2023 program).

Since the Saving Periods for both share saving programs are still running, no Matching Shares or Performance Shares have been awarded to the participants.

The CEO has invested in 24,500 Savings Shares in program 2019/2022 and 11,000 Saving Shares in program 2020/2023. For the company as a whole, 121,175 Saving Shares have been acquired by the participants (67,030 in program 2019/2022 and 54,145 in program 2020/2023).

**Table 2 – Share option plans (CEO)**

Name of CEO	The main conditions of share option plans							Information regarding the reported financial year					
	1 Name of plan	2 Service period	3 Award date	4 Vesting date	5 End of retention period	6 Exercise period	7 Exercise price of the share and date	Opening balance	During the year		Closing balance		
								8 Share options held at the beginning of the year	9 Share options awarded	10 Share options vested	11 Share options subject to a service condition	12 Share options awarded and unvested	13 Share options subject to a retention period
Magnus Corfitzen	2018/2021	2018-2019	2018-04-26	50% vesting at award date 25% at 31 Oct 2018 25% at 31 Oct 2019	2021-03-13	2021-03-13 - 2021-06-13	8 SEK per share	275,185	-	-	-	-	275,185
	2018/2022	2018-2022	2018-11-23	25% at 31 Oct 2019 25% at 31 Oct 2020 25% at 31 Oct 2021 25% at 31 Oct 2022	2022-11-01	2022-11-01 - 2023-01-31	22,50 SEK per share	183,671	-	45,918*	91,836	91,836	91,836
<b>TOTAL</b>							<b>458,856</b>	<b>-</b>	<b>45,918</b>	<b>91,836</b>	<b>91,836</b>	<b>367,021</b>	

\* The value of the vested options in 2020 at the vesting date 31 October 2020 was 581 TSEK (calculated as the share price that day less the exercise price multiplied by the number of vested options).

**Table 3 – Share saving programs (CEO)**

Name of CEO	Main conditions					Information regarding the reported financial year				
	Specification of plan	Performance period	Award date	Vesting period (saving period)	End of retention period	Opening balance	During the year	Closing balance		
						Number of saving shares at start of year	Saving shares acquired	Shares subject to a performance condition*	Shares unvested at year end*	Shares subject to a retention period*
Magnus Corfitzen	LTI 2019	14 Nov 2019 - 31 Dec 2022	2019-11-14	Jan 2020 - Dec 2022	2022-12-31	24,500	-	24,500	24,500	24,500
	LTI 2020	6 May 2020 - 30 Sep 2023	2020-05-06	May 2020 - Sep 2023	2023-09-30	-	11,000	11,000	11,000	11,000
<b>TOTAL</b>						<b>24,500</b>	<b>11,000</b>	<b>35,500</b>	<b>35,500</b>	<b>35,500</b>

\* The total estimated costs throughout the vesting period 2020-2023 for both share saving programs amount to 4.2 MSEK. The calculation of costs is based on the generally accepted modelling technique Monte Carlo for simulation of future share prices.

#### APPLICATION OF PERFORMANCE CRITERIA

The performance criteria for the CEO's variable remuneration have been selected to deliver the company's strategy and to encourage behavior which is in the long-term interest of the company. The performance criteria for the CEO in 2020 have been composed of both operational and financial criteria that overall supports the long-term strategic direction and value creation of Ascelia Pharma.

**Table 4 – Outcome of the CEO's variable remuneration for July 2019 to December 2020 (18 months)**

For the 18 months period as whole, the CEO was awarded 1.0 MSEK in variable remuneration based on fulfilment of performance criteria. The weighting of each performance criteria and their individual degree of fulfilment are found in the table below.

Performance criteria	Relative weighting	Degree of fulfilment
Mangoral clinical program	35%	90%
Mangoral commercial preparations	10%	100%
Financing activities	20%	100%
Budget adherence	15%	100%
Impactful communication	20%	100%

**COMPARATIVE INFORMATION ON THE CHANGE OF REMUNERATION AND COMPANY PERFORMANCE**

Since this document constitutes the first remuneration report prepared by Ascelia Pharma, the table below includes information only pertaining to the 2020 financial year.

**Table 5 – Remuneration and company performance in 2020**

	<b>2020</b>
Remuneration to Magnus Corfitzen, CEO	4.0 MSEK
Operating Results for the Group	-93,428 TSEK
Share price performance	+141%
Average remuneration on FTE basis of employees* of the Group and Ascelia Pharma	1.0 MSEK

\* Excluding members of the Group executive management.

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Malmö in March 2021

The Board of Directors of Ascelia Pharma AB (publ)

## Schedule 6

*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

## **Proposal for resolution on authorization for the board of directors regarding issues**

The board of directors of Ascelia Pharma AB, Reg. No. 556571-8797 (the “**Company**”), proposes that the annual general meeting resolves to authorize the board of directors, 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, to resolve to issue new ordinary shares, convertibles and/or warrants. The reason for that deviation from the shareholders’ preferential rights shall be permitted is to enable the Company to raise working capital, to execute acquisitions of companies or operating assets as well as to enable issues to industrial partners within the framework of partnerships and alliances.

The total number of ordinary shares that that may be issued (alternatively be issued through conversion of convertibles and/or exercise of warrants) shall not exceed 8,417,066, which corresponds to a dilution of approximately 20 percent calculated on the number of outstanding ordinary shares in the Company after final registration with the Swedish Companies Registration Office of the directed new share issue of 5,000,000 ordinary shares, which was resolved by the board of directors on 17 March 2021, subject to approval from the extraordinary general meeting on 13 April 2021.

To the extent an issue is made with deviation from the shareholders’ preferential rights, the issue should be made on market terms.

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The Company’s CEO shall be authorized to make such minor formal adjustments of the resolution as might be necessary in connection with registration with the Swedish Companies Registration Office.

For a valid resolution, the proposal has to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the annual general meeting.

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Malmö in March 2021

The Board of Directors of Ascelia Pharma AB (publ)

**Schedule 7**

## **Proposal for resolution on implementation of a long-term incentive program for employees by way of (A) implementation of a performance-based share saving program; (B) authorization on directed issues of series C shares; (C) authorization on repurchase of series C shares; and (D) resolution on transfer of own ordinary shares**

The board of directors of Ascelia Pharma AB, Reg. No. 556571-8797 (the "**Company**"), proposes that the annual general meeting on 5 May 2021 resolves to implement a long-term incentive program in the form of a performance-based share saving program (the "**LTI 2021**") for employees in accordance with A below. The resolution is conditional upon that the annual general meeting also resolves on hedging measures in accordance with B – D below.

### **A. Implementation of a performance-based share saving program**

#### ***Background***

The overall purpose with LTI 2021 is to align the interests of the employees with those of the shareholders and thus ensure a maximum long-term value adding commitment. LTI 2021 is also considered to create a long-term focus on increase in earnings and growth among the participants. LTI 2021 is further considered to facilitate for the Company to recruit and retain employees.

At the annual general meetings in 2019 and 2020, it were resolved to implement corresponding incentive programs for employees in the Company (LTI 2019 and LTI 2020).

#### ***Terms and conditions for LTI 2021***

1. LTI 2021 shall comprise senior executives and key employees divided into three categories.
2. LTI 2021 means that the participants will invest in ordinary shares in the Company ("**Saving Shares**"). Following a predefined time period, the participants will, free of charge, have the right to receive additional shares in the Company ("**Matching Shares**"). In addition, conditional upon fulfilment of a goal related to the development of the share price, the participants will further, free of charge, have the right to receive additional shares in the Company ("**Performance Shares**"). The conditions for receipt of Matching Shares and Performance Shares are set out below.
3. The maximum number of Saving Shares that each participant shall be entitled to invest in shall amount to the following:



<b>Position</b>	<b>Maximum number of Saving Shares</b>
CEO	10,000
Other senior executives (3 persons)	7,000
Directors (8 persons)	2,400
Other employees (12 persons)	750

4. The board of directors shall, within the limits stated above, resolve on the maximum number of Saving Shares that each individual participant may acquire.
5. The investment in Saving Shares shall be made through acquisition of ordinary shares on the stock market on 30 September 2021 at the latest (the “**Investment Period**”). The board of directors shall be entitled to prolong the Investment Period in case participants have been unable to acquire shares due to applicable insider regulations.
6. For each Saving Share, the participant shall be 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.
7. The total number of Matching Shares will not exceed 59,200 and the total number of Performance Shares will not exceed 296,000, meaning that the total number of shares that can be issued to the participants in connection with LTI 2021 will not exceed 355,200. The number of shares that can be issued in connection with LTI 2021 might be recalculated in accordance with what is set out in Section 11 below.
8. 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 30 September 2024 (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.

As regards the employment condition as per (b) above, the board of directors shall in certain cases be entitled to resolve on proportionate allocation in case the employment is terminated prior to the expiration of the Saving Period as set out in Section 14 below.

9. Receipt of Performance Shares is further, in addition to the conditions following from Section 8 above, conditional upon that the requirement related to the development of the Company’s share price from the date of the annual general meeting on 5 May 2021 to and including 30 September 2024 (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 5 May 2021 and 30 trading days immediately preceding 30 September 2024. 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.

10. Before the number of Performance Shares to be allocated is finally determined, the board of directors shall evaluate if allocation pursuant to the principles set out above is reasonable, having regard to the Company's results and financial standing, to conditions on the stock market and to other circumstances in general. If the board of directors finds that it is not reasonable, then the board of directors may decrease the number of Performance Shares to be allocated to the lower number of shares that the board of directors finds reasonable.
11. The number of Matching Shares and Performance Shares that may be allotted by virtue of Saving Shares shall be subject to recalculation in consequence of a bonus issue, split or reverse split, rights issue, and/or other similar company actions.
12. Allotment of Matching Shares and Performance Shares shall take place within 30 days from the publication of the financial report for the period June – September 2024.
13. Participation in LTI 2021 is conditional upon that the participation is legally possible and that the participation in the Company's sole opinion can be made with reasonable administrative costs for the Company.
14. LTI 2021 shall be governed by separate agreements with the respective participant. The board of directors shall be responsible for the preparation and management of LTI 2021 within the above mentioned principal terms and guidelines. In connection herewith, the board of directors shall be entitled to resolve on diverging terms for the allocation of Matching Shares and Performance Shares in connection with cessation of employment during the Saving Period due to death, early retirement or similar occasions or due to termination by the Company that is not related to misconduct by the participants. In these cases the board of directors may resolve that the participant will be entitled to receive a proportionate part of the Matching Shares and the Performance Shares. Furthermore, in the event of a public takeover offer, a sale of the Company's business, liquidation, merger or any other such transaction affecting the Company, the board of directors shall, at its sole discretion, be entitled to resolve that the Matching Shares and Performance Shares (partially or in full) shall vest and be allotted on completion of such transaction. The board of directors will make this resolution based on the level of achievement of the Performance Target, the remainder of the Saving Period and any other factors deemed relevant by the board of directors.

## **B. Authorization on directed issues of series C shares**

The board of directors proposes that the annual general meeting resolves to authorize the board of directors, for the period up until the next annual general meeting, on one or several occasions, to issue a maximum of 441,121 series C shares. The new shares may, with deviation from the shareholders' preferential rights, only be subscribed for by a bank or a securities company at a subscription price which corresponds to the quota value of the shares. The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights in connection with an issue of shares is to secure delivery of Matching Shares and Performance Shares under LTI 2021 and, in terms of liquidity, to hedge payments of future social security contributions related to LTI 2021. It is noted that this shall be achieved through the Company repurchasing the series C shares issued pursuant to the authorization in section C below whereafter the repurchased series C shares will be converted to ordinary shares and transferred in accordance with section D below.

## **C. Authorization on repurchase of series C shares**

The board of directors proposes that the annual general meeting resolves to authorize the board of directors, for the period up until the next annual general meeting, on one or several occasions, to repurchase its own series C shares. Repurchase may only be effected through a public offer directed to all holders of series C shares and shall comprise all outstanding series C shares. Repurchase may also be made of so-called interim shares, by Euroclear Sweden AB designated as a Paid Subscribed Share (*Sw.* Betald Tecknad Aktie (BTA)), regarding a series C share. Repurchase shall be made at a purchase price per share which corresponds to the quota value of the share. The purpose of the proposed repurchase authorization is to secure delivery of Matching Shares and Performance Shares under LTI 2021 and, in terms of liquidity, to hedge payments of future social security contributions related to LTI 2021.

The board of directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act (*Sw.* aktiebolagslagen) is presented in a separate document provided with this proposal.

## **D. Resolution on transfer of own ordinary shares**

In order to fulfil the Company's obligations towards participants in LTI 2021, the board of directors proposes that the annual general meeting resolves that the Company shall be entitled to transfer the Company's own ordinary shares as follows:

1. The Company shall have the right to transfer the number of ordinary shares that the Company has a maximum obligation to allocate as Matching Shares and Performance Shares to participants in LTI 2021, at most 355,200 shares.
2. The number of shares that may be transferred pursuant to LTI 2021 shall be subject to recalculation in consequence of a bonus issue, split or reverse split, rights issue, and/or other similar corporate action which affects the number of shares in the Company.
3. The right to acquire ordinary shares shall, with deviation from the shareholders' preferential rights, vest in participants in LTI 2021 who are entitled to be allotted

Matching Shares and Performance Shares in accordance with the terms and conditions of the program.

4. Transfer of shares to participants in LTI 2021 shall be made free of charge and be executed at the relevant time specified in the terms and conditions for LTI 2021.

The reason for the deviation from the shareholders' preferential rights in connection with the transfers of own ordinary shares is to enable the Company's delivery of Matching Shares and Performance Shares to participants in LTI 2021.

Since LTI 2021 is not expected to initially give rise to any costs for social security contributions for the Company (and since a resolution on transfer is valid only until the next annual general meeting), the board of directors has decided not to propose that the annual general meeting 2021 resolves on an authorization for the board of directors to transfer the Company's own ordinary shares on a regulated market for hedging of cash flow for social security payments. However, before any transfers of shares to participants in LTI 2021 are made, the board of directors intends to propose to a later general meeting to resolve on an authorization for the board of directors to transfer own ordinary shares on a regulated market in order to hedge such payments.

#### **Costs, impact on key ratios, existing incentive programs and dilution**

The board of directors has made a preliminary cost calculation for LTI 2021. The costs for LTI 2021 are accrued over the vesting period which runs until 30 September 2024. The calculation has been made using the generally accepted modelling technique Monte-Carlo simulation based on the quoted closing price for shares in the Company as per 26 March 2021, i.e. SEK 45.60 per share, and with the following assumptions: (i) all participants acquire the maximum number of Saving Shares; (ii) an annual dividend yield of 0 per cent; (iii) an estimated annual employee turnover of 0 per cent; and (iv) a share price volatility of 58 per cent. Based on these assumptions, the total costs for LTI 2021 are estimated to amount to approximately SEK 9.8 million, excluding social security contributions. The costs for social security contributions are estimated to amount to approximately SEK 2.4 million, based on the above assumptions, and an average tax rate of 24.2 per cent for social security contributions.

The anticipated annual costs of approximately SEK 4.0 million, including social security contributions, correspond to approximately 14 per cent of the Company's total employee costs for the financial year 2020. Based on the calculation of costs as described above, the key figure earnings per share for the financial year 2020 had been changed from SEK – 3.76 to SEK –3.91. It should be noted the calculations are based on the assumptions stated above and are only intended to provide an illustration of the outcome.

As per the date of the notice, the number of shares in the Company amounts to 29,178,807 shares, of which 28,668,262 are ordinary shares and 510,545 are series C shares which were issued in connection with the share saving program resolved at the annual general meeting 2019 and which will be converted into ordinary shares prior to delivery to the participants. Further, on 17 March 2021 the board of directors resolved on a new issue of 5,000,000 ordinary shares that is subject to approval at an extraordinary general meeting to be held on 13 April 2021. Finally, prior to the annual general meeting on 5 May 2021, the board of directors intend to issue 397,641 C-shares in relation to the share saving

program resolved at the annual general meeting in 2020. Provided that the directed new issue of ordinary shares is approved at the extraordinary general meeting to be held on 13 April 2021 and considering the new issue of additional C-shares, the number of shares in the Company will amount to 34,576,448, of which 33,668,262 will be ordinary shares and 908,186 will be series C shares.

The maximum number of shares that can be issued in relation to LTI 2021 is 441,121, whereof 355,200 for delivery of Matching Shares and Performance Shares to the participants and in the aggregate 85,921 related to hedging of cash flow for social security payments, which corresponds to a dilution of approximately 1.3 per cent of the Company's ordinary shares after full dilution, calculated on the number of ordinary shares that will be added upon full issuance of shares in connection with LTI 2021 (and also including the ordinary shares to be issued upon approval by the extraordinary general meeting on 13 April 2021).

Since previously, there are incentive programs in the form of one employee option program and two performance-based share saving program outstanding in the Company. In case all outstanding incentive programs as well as the proposed LTI 2021 are exercised in full, a total of 1,967,283 new ordinary shares will be issued, which corresponds to an aggregate dilution of approximately 5.5 per cent of the Company's ordinary shares after full dilution, calculated on the number of ordinary shares that will be added upon full exercise of all outstanding incentive programs as well as the suggested LTI 2021 (and also including the ordinary shares to be issued upon approval by the extraordinary general meeting on 13 April 2021).

The above calculations regarding dilution are subject to re-calculation of the warrants in accordance with the customary recalculation terms included in the complete applicable warrant terms.

### **Preparation of the proposal**

The proposal for LTI 2021 has been prepared by the Remuneration Committee together with external consultants. The final proposal has been resolved upon by the board of directors.

### **Majority requirements etc.**

The board of directors' proposal on implementation of a long-term incentive program in accordance with Sections A to D above constitutes an overall proposal which shall be resolved upon as one resolution. The resolution is subject to the provisions in Chapter 16 of the Swedish Companies Act (*Sw. aktiebolagslag 2005:551*), and a valid resolution hence requires that the proposal is supported by shareholders with at least nine-tenths of the votes cast as well as of all shares represented at the annual general meeting.

The chairman of the board of directors, or anyone appointed by him, shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (*Sw. Bolagsverket*) or Euroclear Sweden AB.

Malmö in March 2021

The Board of Directors of Ascelia Pharma AB (publ)

## **Schedule 8**

*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

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

As the board of directors of Ascelia Pharma AB, Reg. No. 556571-8797 (the “**Company**”), proposes that the annual general meeting on 5 May 2021 resolves to authorize the board of directors to resolve on acquisition of own series C shares, the board of directors of the Company hereby issues the following statement.

In accordance with the proposed authorization, the Company will be entitled to repurchase a maximum of 429,367 own series C shares for a price corresponding to the quota value of the shares, i.e. SEK 1 per share. Thus, the total amount that may be paid upon acquisition pursuant to the proposed authorization amounts to SEK 429,367.

The nature and the scope of the Company's business are set forth in the Company's articles of association and the annual report for the financial year 2020. The annual report sets forth the Company's and the group's financial position as of 31 December 2020. It also sets forth the principles applied with respect to the valuation of the Company's and the group's assets and liabilities. As set out in the annual report, financial instruments are valued at fair value in accordance with Chapter 4, Section 14 a of the Swedish Annual Accounts Act (*Sw. årsredovisningslagen (1995:1554)*). Since the recognized value corresponds to the fair value, the equity has not been impacted by the applied valuation method.

According to the annual report for the financial year 2020, the Company's unrestricted equity (available profit and unrestricted reserves) amounts to approximately SEK 216 million. As per the balance sheet date, 31 December 2020, the Company's restricted equity amounted to approximately SEK 29 million.

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

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

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



requirements imposed by the nature, scope and risks of the operations in relation to the size of the Company's and the group's equity, as well as consolidation needs, liquidity and general position of the Company and the group.

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

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Malmö on 31 March 2021

The Board of Directors of Ascelia Pharma AB (publ)

Peter Benson

Bo Jesper Hansen

Hans Maier

Niels Mengel

René Spogárd

Helena Wennerström