

The Nomination Committee's proposals and reasoned statement for the annual general meeting 2022

1. Background

In accordance with the guidelines adopted by the annual general meeting in Ascelia Pharma AB (the "Company") on 14 November 2019, a Nomination Committee has been appointed and announced. The Nomination Committee has consisted of Jørgen Thorball, appointed by Sunstone Life Science Ventures II K/S, Håkan Nelson, appointed by Øresund-Healthcare Capital K/S, Marianne Flink, appointed by Fjärde AP-fonden (AP4), and Peter Benson, chairman of the board of directors. Jørgen Thorball has been the chairman of the Nomination Committee.

2. The Nomination Committee's proposals for the annual general meeting 2022

The Nomination Committee submits the following proposals for resolutions:

Item 1: Election of chairman of the meeting

The Nomination Committee 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 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 6 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 525,000 to the chairman of the board (SEK 500,000 previous year) and with SEK 262,500 to each of the other board members who are not employed by the Company (SEK 250,000 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), with

SEK 25,000 to each of the other members of the Commercialization Committee (unchanged since previous year), with SEK 50,000 to the chairman of the Remuneration Committee (SEK 0 previous year) and with SEK 25,000 to each of the other members of the Remuneration Committee (SEK 0 previous year).

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, 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. The present board member Bo Jesper Hansen has declined re-election.

Information on the board members proposed for re-election can be found at the Company website (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 authorized public accountant Carl Fogelberg will continue to be the auditor in charge.

Item 12: Resolution on instruction and charter for the Nomination Committee

The Nomination Committee's proposal on guidelines for appointing members of the Nomination Committee and on the Nomination Committee's assignment can be found in the **Appendix**.

Item 13: Resolution on remuneration of the Nomination Committee for work ahead of the annual general meeting in 2023

The Nomination Committee proposes that remuneration shall be paid with SEK 50,000 to the chairman of the Nomination Committee for the work up and until the annual general meeting to be held in 2023.

3. Description of the Nomination Committee's work and the Nomination Committee's reasoned statement

- 3.1 The Nomination Committee has held three meetings and has also had additional contacts. The Nomination Committee has applied the instruction for the Nomination Committee which was adopted by the annual general meeting on 14 November 2019.
- 3.2 The Company's shareholders have been informed on the Company website, that it has been possible to submit proposals to the Nomination Committee. No such proposals have been submitted.
- 3.3 The Nomination Committee has oriented itself with regard to how the work in the board of directors has been conducted and how it works as well as with regard to the Company's strategy and future challenges. The Nomination Committee has furthermore evaluated which competence and experience the members of the board should possess, which has served as guidance for the Nomination Committee's work. The chairman of the board has ensured that the Nomination Committee has received relevant information about the board work during the year, as well as the board evaluation which has been carried out by the members of the board.
- 3.4 The present board member Bo Jesper Hansen has informed that he declines re-election due to heavy workload. The Nomination Committee has made the assessment that the board has been well functioning during the period and that the members of the board of directors who are available for re-election together possess adequate competence and the qualifications required to lead the Company's continued development. According to the Nomination Committee's assessment, continuity in the board work is of large importance for the Company. In the view hereof, the Nomination Committee has proposed re-election of all board members who are available for re-election.
- 3.5 The proposed board of directors is, with regard to the Company's activity, stage of development and other conditions in general, considered as an adequate board composition in relation to the qualifications, experience and background of the proposed board members. The Nomination Committee has specifically considered the demand that the board of directors shall be characterized by diversity and width. The proposed board composition is also adequate in order to meet the needs, which the Company is facing and will be facing in relation to the Company's activities.
- 3.6 The Nomination Committee also considers that the proposed composition of the board of directors fulfills the requirements of the Swedish Code of Corporate Governance regarding the independence of the members of the board of directors. According to the Nomination Committee, all proposed board members are to be considered independent in relation to the Company and its senior management, and in relation to major shareholders.

3.7 According to the Swedish Code of Corporate Governance, an even gender balance of the board of directors shall be strived for. The Nomination Committee has resolved to apply Rule 4.1 of the Swedish Corporate Governance as its diversity policy, which states that the composition of the board shall be characterized by diversity and breadth with respect to qualifications, experience and background of the board members and that an even gender balance shall be strived for. The Nomination Committee has considered the question regarding an even gender balance but can conclude that the proposed composition of the board of directors will consist of 2 women and 4 men. The gender diversity is thus 33 % / 67 %, which, in the Nomination Committee's opinion, is not consistent with the requirement of an equal gender balance. The Nomination Committee's ambition is that the gender balance shall increase further over time, and at least correspond to the levels expressed by the Swedish Corporate Governance Board.

April 2022

The Nomination Committee of Ascelia Pharma AB (publ)

Appendix

Instruction and charter for the Nomination Committee in Ascelia Pharma AB

The Nomination Committee of Ascelia Pharma AB, Reg. No. 556571-8797 (the “**Company**”), proposes that the annual general meeting resolves to adopt the following instruction and charter for the Nomination Committee.

The Company shall have a Nomination Committee consisting of four members. The members should be one representative of each of the three largest shareholders in the Company with regard to the number of votes held who wish to appoint such representatives together with the chairman of the board of directors, who also will convene the first meeting of the Nomination Committee. The Nomination Committee shall perform the duty of the Nomination Committee in accordance with the Swedish Corporate Governance Code. The Nomination Committee’s term of office shall extend until a new Nomination Committee is appointed.

The Nomination Committee shall be composed based on shareholder statistics from Euroclear Sweden AB as of the last banking day in September and other reliable shareholder information which has been provided to the Company at such time. When determining who are the three largest shareholders with regard to the number of votes held, a group of shareholders shall be considered as one owner if they (i) have been organized as a group in the Euroclear-system or (ii) have made public and notified the Company that they have made a written agreement to take – through the coordinated exercise of voting rights – a common long-term view on the management of the Company. The Nomination Committee shall appoint one of the members, who is not the chairman of the board of directors or another member of the board of directors, as chairman of the Nomination Committee. The chairman of the Nomination Committee shall, if the Nomination Committee does not resolve otherwise, be the member that represents the largest shareholder with regard to the number of votes held. The names of the representatives and the names of the shareholders they represent shall be announced as soon as they have been appointed, however, no later than six months prior to the annual general meeting.

If, during the term of office of the Nomination Committee, one or more shareholders having appointed a representative to the Nomination Committee no longer is among the three largest shareholders with regard to the number of votes held, representatives appointed by these shareholders shall resign and the shareholder or shareholders who then are among the three largest shareholders with regard to the number of votes held, may appoint their representatives. In the event that a member leaves the Nomination Committee before its term of office is completed, the shareholder who appointed the member shall appoint a new member. If this shareholder is no longer one of the three largest shareholders with regard to the number of votes held, a new member is appointed according to the above procedure. Unless there are special circumstances, no changes shall be made in the composition of the Nomination Committee

if there are only marginal changes in the number of votes held or if the change occurs later than three months before the annual general meeting. A shareholder that has become one of the three largest shareholders, with regard to the number of votes held, due to a more significant change in the number of votes held later than three months before the annual general meeting shall, however, be entitled to appoint a representative who shall be invited to participate in the Nomination Committee's work as a co-opted member. A shareholder who has appointed a representative as member of the Nomination Committee has the right to dismiss such member and appoint a new representative as member of the Nomination Committee. Changes in the composition of the Nomination Committee shall be announced as soon as they have occurred.

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

April 2022

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