

# PRESS RELEASE



Malmö, 14 November 2019

## Bulletin from the Annual General Meeting in Ascelia Pharma AB on 14 November 2019

**Today, on 14 November 2019, an annual general meeting was held in Ascelia Pharma AB. A summary of the adopted resolutions follows below. All resolutions were adopted with the required majority.**

### **Resolution on adoption of accounts and allocation of the company's result**

The annual general meeting resolved to adopt the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet. The annual general meeting also resolved in accordance with the proposal from the board of directors to allocate the company's result, meaning that no dividends are paid to the shareholders and that available funds of SEK 255,690,178 are carried forward.

### **Discharge from liability for the members of the board members and the CEO**

The annual general meeting resolved to discharge the board members and the CEO from liability for the financial year 2018/2019.

### **Election and remuneration of the board of directors and auditors**

The annual general meeting resolved in accordance with the proposal from the Nomination Committee to re-elect Peter Benson, Niels Mengel, Bo Jesper Hansen, René Spogård, Helena Wennerström and Hans Maier as ordinary board members. Peter Benson was re-elected as chairman of the board.

Furthermore, the annual general meeting resolved that remuneration to the board of directors for the period until the annual general meeting 2020 (i.e. a period of six months as the annual general meeting also resolved to change the company's financial year from broken financial year to calendar year) shall be paid with SEK 200,000 to the chairman of the board and with SEK 100,000 to each of the other board members who are not employed by the company. It was further resolved that remuneration for committee work shall be paid with SEK 50,000 to the chairman of the Audit Committee and with SEK 12,500 to each of the other members of the Audit Committee, and that an additional remuneration of SEK 70,000 shall be paid to Helena Wennerström for her work as chairman of the Audit Committee related to the company's initial public offering for the period since the annual general meeting 2018, as the work became more extensive than anticipated.

Finally, the annual general meeting resolved to re-elect Öhrlings PricewaterhouseCoopers AB as auditor and that remuneration to the auditor shall be paid in accordance with customary norms and approved invoice. Öhrlings PricewaterhouseCoopers AB has informed that the authorized public accountant Carl Fogelberg will continue to be the auditor in charge.

### **Resolution on instruction and charter for the Nomination Committee**

The annual general meeting resolved in accordance with the proposal from the Nomination Committee that a Nomination Committee shall be appointed for upcoming elections and remuneration. The Nomination Committee shall consist of four members representing the three largest shareholders per the end of September, together with the chairman of the board. However, prior to the annual general meeting 2020, the Nomination Committee shall instead be composed based on the circumstances as per the end of November, since the annual general meeting also resolved to change the company's financial year from broken financial year to calendar year. Furthermore, an instruction and charter for the Nomination Committee was adopted.

### **Determination of guidelines for remuneration to senior executives**

The annual general meeting resolved in accordance with the proposal from the board of directors to adopt a remuneration policy for the determination of salary and other terms for the CEO and other senior executives.

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### **Resolution on change of the company's financial year and thereto related amendment of the Articles of Association**

The annual general meeting resolved in accordance with the proposal from the board of directors to change the company's financial year from broken financial year (1 July–30 June) to calendar year (1 January–31 December), and to make related amendment to the Articles of Association, whereby the last day of the current financial year will be 31 December 2019.

### **Resolution on authorization for the board of directors regarding new share issues**

The annual general meeting resolved in accordance with the proposal from the board of directors to authorize the board of directors to, at one or several occasions, during the time up until the next annual general meeting, with or without deviation from the shareholders' preferential rights, and with or without provisions regarding payment in kind or through set-off or other provisions, resolve on new share issues. 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 new share issues to industrial partners within the framework of partnerships and alliances. The total number of shares that can be issued must not exceed 5,872,227, which corresponds to a dilution of approximately 20 percent calculated on the current number of outstanding shares in the company. To the extent a new share issue is made with deviation from the shareholders' preferential rights, the new issue should be made on market terms.

### **Resolution on implementation of a long-term incentive program by way of (A) implementation of a performance-based share saving program; (B) amendment of the Articles of Association; (C) authorization on a directed issue of series C shares; (D) authorization for repurchase of series C shares; and (E) resolution on transfer of own ordinary shares**

The annual general meeting resolved in accordance with the proposal from the board of directors to implement a long-term incentive program in the form of a performance-based share saving program for the company's CEO, senior executives and key employees ("**LTI 2019**"). LTI 2019 means that participants will invest in ordinary shares in the company ("**Saving Shares**"). After a predetermined period of time, participants are entitled to receive additional shares in the company free of charge ("**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 maximum number of shares that may be issued under LTI 2019 amounts to 588,560, whereof 466,200 for delivery of Matching Shares and Performance Shares to the participants and in the aggregate 122,360 related to the hedging of cash flow for social security payments, which corresponds to a dilution of approximately 2.4 per cent of the company's share capital and votes after full dilution, calculated on the number of shares that will be added upon full issuance of shares in connection with LTI 2019.

In order to secure the company's delivery of Matching Shares and Performance Shares to the participants under LTI 2019, the annual general meeting also resolved (i) to amend the company's Articles of Association, meaning that a new share class, series C shares, is incorporated in the Articles of Association in order to enable issuance of series C shares under LTI 2019; (ii) to authorize the board of directors to resolve on directed issues of series C shares, whereby the new shares, with deviation from the shareholders' preferential rights, only may be subscribed for by a bank or a securities company at a subscription price which corresponds to the quota value of the shares; (iii) to authorize the board of directors to resolve to repurchase own series C shares; and (iv) to approve transfer of own ordinary shares to the participants under LTI 2019.

Malmö on 14 November 2019  
Ascelia Pharma AB (publ)

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**About Ascelia Pharma**

Ascelia Pharma is an oncology-dedicated orphan drug development company located in Malmö, Sweden. The company's strategy is to develop drugs, which target unmet medical needs, have an established mode of action and a relatively low development risk. Ascelia Pharma has two drug candidates – Mangoral® and Oncoral – currently under development.

Mangoral is a novel contrast agent for MR-scans and is ready for Phase III clinical studies. Mangoral is developed to improve the visualisation of focal liver lesions (liver metastases) in patient with impaired kidneys that cannot tolerate current gadolinium contrast agents on the market. Oncoral is an oral chemotherapy tablet ready for Phase II for the treatment of gastric cancer. Ascelia Pharma is listed on Nasdaq Stockholm (ticker: ACE). For more information, please visit [www.ascelia.com](http://www.ascelia.com)