

## PRESS RELEASE

Malmö, 6 May 2020

*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.*

### Bulletin from the Annual General Meeting in Ascelia Pharma AB on 6 May 2020

**Today, on 6 May 2020, 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 217,450,356 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 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 and to elect Lauren Barnes as new ordinary board member. Peter Benson was re-elected as chairman of the board.

Furthermore, the annual general meeting resolved that remuneration to the board of directors shall be paid with SEK 400,000 to the chairman of the board and with SEK 200,000 to each of the other board members who are not employed by the company. It was further 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 (new 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. Furthermore, it was resolved that board members residing outside of Europe shall be paid additional board remuneration with SEK 10,000 per physical board meeting attended.

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 guidelines for remuneration to senior executives**

The annual general meeting resolved in accordance with the proposal from the board of directors on guidelines for remuneration to senior executives.

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### **Resolution on amendment of the Articles of Association**

The annual general meeting resolved in accordance with the proposal from the board of directors to amend § 1 in the Swedish version of the Articles of Association so that “firma” is replaced with “företagsnamn”, §§ 4-5 so that the limits for the share capital and number of shares in the company are amended, and § 9 so that the provision, due to an anticipated upcoming legislative change, does not stipulate on which date the record date shall occur.

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

The annual general meeting resolved in accordance with the proposal from the board of directors 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 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 shares that that may be issued (alternatively be issued through conversion of convertibles and/or exercise of warrants) shall not exceed 5,872,227, which corresponds to a dilution of approximately 20 percent calculated on the current number of outstanding ordinary shares in the company. To the extent an issue is made with deviation from the shareholders’ preferential rights, the 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) 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 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 2020”). LTI 2020 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 2020 is 423,350, whereof 334,500 for delivery of Matching Shares and Performance Shares to the participants and in the aggregate 88,850 related to the hedging of cash flow for social security payments, which corresponds to a dilution of approximately 1.73 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 2020.

In order to secure the company's delivery of Matching Shares and Performance Shares to the participants under LTI 2020, the annual general meeting also resolved (i) 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; (ii) to authorize the board of directors to resolve to repurchase own series C shares; and (iii) to approve transfer of own ordinary shares to the participants under LTI 2020.

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*This information was submitted for publication, through the agency of the contact persons set out above, at 5.00pm CET on 6 May 2020.*

### **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 (manganese chloride tetrahydrate) is a novel oral contrast agent for MRI-scans, currently being evaluated in the pivotal Phase 3 clinical study SPARKLE. Mangoral is developed to improve the visualisation of focal liver lesions (liver metastases or primary tumours) in patient with impaired kidneys that cannot tolerate current gadolinium contrast agents on the market. Oncoral is an oral chemotherapy tablet ready for Phase 2 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).