

Malmö, 17 March 2021

*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.*

## NOTICE OF EXTRAORDINARY GENERAL MEETING IN ASCELIA PHARMA AB

**The shareholders in Ascelia Pharma AB, Reg. No. 556571-8797 (“Ascelia Pharma”), are hereby invited to the extraordinary general meeting to be held on Tuesday 13 April 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 meeting will be held only by advance voting (postal vote) in accordance with temporary legislation. This means that the meeting will be conducted without the physical presence of shareholders, proxies or external parties and that shareholders' exercise of voting rights at the meeting can only take place by shareholders voting in advance in the order prescribed below. Information on the resolutions passed by the meeting will be published on Tuesday 13 April 2021, as soon as the outcome of the advance voting is finally compiled.

### Right to participate and notification

Shareholders wishing to participate in the 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 Thursday 1 April 2021; and
- have notified their participation no later than Monday 12 April 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 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 Wednesday 7 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 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 meeting. The completed voting form must be submitted to the company no later than on Monday 12 April 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. Resolution on approval of the board of directors' resolution on directed issue of shares.
7. Closing of the meeting.

## **Proposed resolutions**

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

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 board of directors 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 voting list and that received advance votes are correctly reproduced in the minutes.

### ***Item 6: Resolution on approval of the board of directors' resolution on directed issue of shares***

The board of directors proposes that the meeting resolves to approve the board of directors' resolution of 17 March 2021 to increase the company's share capital with not more than SEK 5,000,000 through the issue of not more than 5,000,000 ordinary shares on the following terms and conditions:

1. With deviation from the shareholders' preferential rights, the new shares may only be subscribed for by a number of new qualified institutional investors, which have been identified by the company's financial advisors, Danske Bank A/S, Danmark, Sverige Filial, and Pareto Securities AB.

2. SEK 40 shall be paid for each new share. The premium amount shall be contributed to the unrestricted premium reserve. The subscription price has been determined based on a bidding process directed at qualified institutional investors, which have been identified by the company's financial advisors, and is deemed to correspond to the share's market value.
3. The reasons for the deviation from the shareholders' preferential rights is to diversify the ownership base in the company, as well as to use the opportunity to raise capital in a time and cost efficient manner, which together and with sufficient strength indicates that it lies within the company's and the shareholders' interest to carry out a new share issue with deviation from the shareholders' preferential rights.
4. Over-subscription cannot occur.
5. Subscription shall be made on a separate subscription list on this day. The board of directors shall be entitled to postpone the last day for subscription.
6. Payment for the shares subscribed for shall be made in cash no later than four business days after the issue resolution to the bank account designated by the company. The board of directors shall be entitled to postpone the last day for payment.
7. The new shares entitles to dividends for the first time as from the first record date set for dividends after the shares have been registered with the Swedish Companies Registration Office and Euroclear Sweden AB.
8. The company's CEO shall be authorized to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB.

### **Particular majority requirements**

For a valid resolution on the proposal pursuant to item 6, 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 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 an item on the agenda. 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 Saturday 3 April 2021. The information is provided by keeping it available at the company's office and website, no later than Thursday 8 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**

The complete proposal pursuant to item 6 and ancillary documents pursuant to the Swedish Companies Act, 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 meeting, and will also be sent to shareholders who request it and provide their address. The share register of the meeting will also be available at the company's office.

## Number of shares and votes in the company

The total number of shares in the company amounts to 28,697,234 shares, of which 28,186,689 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 28,237,743.5 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

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*This information was submitted for publication, through the agency of the contact persons set out above, at 11.15pm CET on 17 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.