

*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 6 MAY 2024 AT 2.00 P.M. IN  
MALMÖ.**

**0. OPENING OF THE MEETING**

The chairman of the board of directors, Peter Benson, opened the meeting and welcomed the shareholders.

**1. ELECTION OF CHAIRMAN OF THE MEETING**

It was resolved to elect lawyer Ola Grahn as chairman of the meeting. The chairman of the meeting should keep the minutes.

**2. PREPARATION AND APPROVAL OF THE VOTING LIST**

A list of present shareholders, proxies, advisors and other present persons in accordance with **Schedule 1** was prepared.

The above-mentioned list of present shareholders, proxies, advisors and other present persons in accordance with Schedule 1 was approved as the voting list at the meeting.

**3. APPROVAL OF THE AGENDA**

It was resolved to approve the agenda in accordance with the proposal from the board of directors as set out in the notice to attend the annual general meeting, **Schedule 2**.

**4. ELECTION OF ONE OR TWO PERSONS WHO SHALL APPROVE THE MINUTES OF THE MEETING**

It was resolved that two persons should approve the minutes of the meeting. Annika Boström and Ingemar Gerbro were elected as such persons to approve the minutes of the meeting.

**5. DETERMINATION OF WHETHER THE MEETING WAS DULY CONVENED**

It was noted that the notice to attend the annual general 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 8 April 2024, that the notice to attend the annual general meeting had been available at the company's website since 3 April 2024, and that the advert regarding the notice to attend the annual general meeting had been inserted in Svenska Dagbladet on 8 April 2024.

The meeting was declared to be duly convened.

**6. PRESENTATION BY THE CEO**

The CEO, Magnus Corfitzen, gave a presentation on the company's operations during the financial year 2023 and the development for the period after the end of the financial year.

The shareholders were given the opportunity to ask questions to the CEO in relation to the presentation.

**7. 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**

The annual report and the audit report and the consolidated annual report and the consolidated audit report for the financial year 2023 as well as the auditor's report on whether the guidelines adopted by the annual general meeting regarding remuneration to the senior executives have been complied with, were submitted.

In connection with the submission of the accounting documents, Carl Fogelberg from Öhrlings PricewaterhouseCoopers AB reported on the work of the auditors.

**8. 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.

**a. 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 to the shareholders and that the available funds of SEK 77,605,603 are carried forward.

**b. 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 2023.

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.

**9. DETERMINATION OF THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS, AUDITORS AND DEPUTY AUDITORS**

The member of the Nomination Committee, Peter Benson, presented the work of the Nomination Committee and all of the Nomination Committee's proposals.

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

It was furthermore 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.

**10. DETERMINATION OF REMUNERATION FOR THE MEMBERS OF THE BOARD OF DIRECTORS AND FOR THE AUDITORS**

It was resolved, in accordance with the proposal from the Nomination Committee, that board remuneration shall be paid with SEK 525,000 to the chairman of the board and with SEK 262,500 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, with SEK 25,000 to each of the other members of the Commercialization Committee, with SEK 50,000 to the chairman of the Remuneration Committee and with SEK 25,000 to each of the other members of the Remuneration Committee.

It was furthermore 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.

Lastly, 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.

#### **11. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS, CHAIRMAN OF THE BOARD OF DIRECTORS AND AUDITOR**

The chairman of the meeting 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, Helena Wennerström, Hans Maier and Lauren Barnes as ordinary board members. It was further resolved to re-elect Peter Benson as chairman of the board.

Lastly, 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 Mikael Nilsson will be appointed as the auditor in charge.

#### **12. RESOLUTION ON REMUNERATION OF THE NOMINATION COMMITTEE FOR WORK AHEAD OF THE ANNUAL GENERAL MEETING IN 2025**

It was resolved in accordance with the proposal from the Nomination Committee 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 2025.

#### **13. RESOLUTION ON APPROVAL OF REMUNERATION REPORT**

The remuneration report for the financial year 2023 was presented in accordance with Schedule 3.

It was thereafter resolved to approve the remuneration report for the financial year 2023 in accordance with the proposal in Schedule 3.

#### **14. RESOLUTION ON AUTHORIZATION FOR THE BOARD OF DIRECTORS REGARDING ISSUES**

The proposal from the board of directors regarding an authorization for the board of directors to resolve on issues in accordance with Schedule 4 was presented.

It was thereafter resolved in accordance with the proposal in Schedule 4. It was noted that the resolution was supported by shareholders representing more than two-thirds of the votes cast as well as of all shares represented at the meeting.

**15. 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 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 in accordance with Schedule 5, as well as the statement from the board of directors pursuant to Chapter 19, Section 22 of the Swedish Companies Act in accordance with Schedule 8, were presented.

It was thereafter resolved in accordance with the proposal in Schedule 5. It was noted that the resolution was supported by shareholders representing more than nine-tenths of the votes cast as well as of all shares represented at the meeting.

**16. RESOLUTION ON AUTHORIZATION FOR THE BOARD OF DIRECTORS REGARDING TRANSFER OF OWN ORDINARY SHARES**

The proposal from the board of directors regarding an authorization for the board of directors to resolve on transfer of own ordinary shares was presented in accordance with Schedule 6.

It was thereafter resolved in accordance with the proposal in Schedule 6. It was noted that the resolution was unanimous.

**17. CLOSING OF THE MEETING**

The chairman of the meeting declared the meeting closed.

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In fidem:

Confirmed by:

Ola Grahn  
(Chairman of the meeting)

Annika Boström

Ingemar Gerbro

## Schedule 2

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## **Notice of Annual General Meeting in Ascelia Pharma AB**

**The shareholders in Ascelia Pharma AB, Reg. No. 556571-8797, are hereby invited to the annual general meeting (Sw. årsstämma) to be held at the premises of Setterwalls Advokatbyrå at Stortorget 23 in Malmö on Monday 6 May 2024 at 2 p.m. CEST.**

### **Right to participate and notice of participation**

Shareholders wishing to attend the annual general meeting must:

- be registered in the company's share register kept by Euroclear Sweden AB (the Swedish Securities Register Center) as of Thursday 25 April 2024; and
- have notified their participation to the company no later than Monday 29 April 2024, by mail to Ascelia Pharma AB, att: Julie Waras Brogren, Hyllie Boulevard 34, SE-215 32 Malmö, Sweden, by e-mail to [jwb@ascelia.com](mailto:jwb@ascelia.com) or by phone +46 (0)735 179 116. The notice should specify the complete name of the shareholder, personal identity number or company registration number, the number of shares held by the shareholder, address, telephone number during work hours and, when applicable, information on the number of advisors (two at the most).

### **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, 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 Monday 29 April 2024. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

### **Proxies etc.**

Shareholders intending to participate by proxy must issue a written, signed and dated power of attorney. The validity term of the power of attorney may not be more than one year, unless a longer validity term is specifically stated in the power of attorney (however at the longest five years). If the power of attorney is issued by a legal entity, the representing proxy must also present an up-to-date certificate of registration (Sw. registreringsbevis) or equivalent document for the legal entity. In order to facilitate the entrance at the meeting, a copy of the power of attorney and other authorization documents should preferably be attached to the shareholder's notification to participate in the annual general meeting. A template power of attorney is available at the company's website ([www.ascelia.com](http://www.ascelia.com)) and will be sent by mail to the shareholders who request it and state their address.

### **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. Presentation by the CEO.

7. 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.
8. 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.
9. Determination of the number of members of the board of directors, auditors and deputy auditors.
10. Determination of remuneration for the members of the board of directors and for the auditors.
11. Election of members of the board of directors, chairman of the board of directors and auditor.
12. Resolution on remuneration of the Nomination Committee for work ahead of the annual general meeting in 2025.
13. Resolution on approval of remuneration report.
14. Resolution on authorization for the board of directors regarding issues.
15. 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.
16. Resolution on authorization for the board of directors regarding transfer of own ordinary shares.
17. 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, Håkan Nelson, appointed by Niels Mengel through own holdings and Kibgeon ApS, Lars Vedin, appointed by Spogård Holding A/S and Peter Benson, chairman of the board of directors, proposes that lawyer Ola Grahn is elected as chairman of the annual general meeting.

### ***Item 8 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 77,605,603 are carried forward.

### ***Item 9: Determination of the number of members of the board of directors, auditors and deputy auditors***

The Nomination Committee proposes that the board of directors shall be composed of five members. Furthermore, the Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that one registered accounting firm is appointed as auditor.

### ***Item 10: Determination of remuneration for the members of the board of directors and for the auditors***

The Nomination Committee proposes that board remuneration shall be paid with SEK 525,000 to the chairman of the board and with SEK 262,500 to each of the other board members who are not employed by the company. It is further proposed that remuneration for committee work shall be paid with SEK 100,000 to the chairman of the Audit Committee and 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, with SEK 50,000 to the chairman of the Remuneration Committee and with SEK 25,000 to each of the other members of 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.

All proposed remunerations are unchanged from previous year.

Furthermore, 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 11: Election of members of the board of directors, chairman of the board of directors and auditor***

The Nomination Committee proposes that Peter Benson, Niels Mengel, 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's website ([www.ascelia.com](http://www.ascelia.com)) and in the annual report.

Furthermore, 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 Mikael Nilsson will be the auditor in charge.

***Item 12: Resolution on remuneration of the Nomination Committee for work ahead of the annual general meeting in 2025***

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 2025 (unchanged from previous year).

***Item 13: 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 2023.

***Item 14: 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 pursuant to the authorization (alternatively be issued through conversion of convertibles and/or exercise of warrants) shall be limited to a number that leads to a maximum dilution of 20 per cent (calculated after full utilization of the now proposed authorizations) of the total number of ordinary shares outstanding in the company at the time of the first issue resolution pursuant to the authorization. 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 15: 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 2024”) 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 2024 is to align the interests of the employees with those of the shareholders and thus ensure a maximum long-term value adding commitment. LTI 2024 is also considered to create a long-term focus on increase in earnings and growth among the participants. LTI 2024 is further considered to facilitate for the company to recruit and retain employees.

At previous annual general meetings, it has been resolved to implement corresponding incentive programs for employees in the company, and currently LTI 2021, LTI 2022 and LTI 2023 are outstanding.

**Terms and conditions for LTI 2024**

1. LTI 2024 shall comprise senior executives and other employees divided into six categories.
2. LTI 2024 means that the participants will invest in or allocate already owned 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 or allocate shall amount to the following:

<b>Position</b>	<b>Maximum number of Saving Shares</b>
CEO	54,000
Deputy CEO	37,800
Other C-level senior executives (currently 1 person)	28,800

Vice Presidents (currently up to 3 persons)	18,000
Directors (currently up to 2 persons)	10,800
Other employees (currently up to 3 persons)	3,300

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/allocate.
5. The investment in Saving Shares shall be made through acquisition of ordinary shares on the stock market or by allocating ordinary shares held by the participant and which have not been used as saving shares in an already existing incentive program (except for previous share saving programs which have expired). Investment or allocation shall have taken place at the latest on 30 September 2024 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, 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 267,000 and the total number of Performance Shares will not exceed 1,335,000, meaning that the total number of shares that can be issued to the participants in connection with LTI 2024 will not exceed 1,602,000. The number of shares that can be issued in connection with LTI 2024 might be recalculated in accordance with what is set out in Section 11 below. The total number of Matching Shares and Performance Shares permitted in LTI 2024 exceeds the number of Matching Shares and Performance Shares that can be issued in relation to the participants currently employed by the company. The background to this is to enable the inclusion of additional employees hired prior to 30 September 2024. Upon the inclusion of such potential additional participants, the maximum number of Saving Shares that each participant can acquire shall be established in accordance with the guidelines in Section 3 above.
8. Receipt of both Matching Shares and Performance Shares is 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 2027 (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 6 May 2024 up to and including 30 September 2027 (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 6 May 2024 and 30 trading days immediately preceding 30 September 2027. 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 as well as the Performance Target 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 July – September 2027.
13. Participation in LTI 2024 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 2024 shall be governed by separate agreements with the respective participant. The board of directors shall be responsible for the preparation and management of LTI 2024 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 1,881,435 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 2024 and, in terms of liquidity, to hedge payments of future social security contributions related to LTI 2024. It is noted that this shall be achieved through the company repurchasing the series C shares issued pursuant to the authorization in accordance with 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 2024 and, in terms of liquidity, to hedge payments of future social security contributions related to LTI 2024.

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 2024, 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 2024, at most 1,602,000 shares.
2. The shares that can be transferred in accordance with paragraph 1 above may consist of either shares newly issued and repurchased in accordance with B – C above, shares which have been issued and repurchased in connection with corresponding LTI programs, but which are no longer required for the performance of the company's commitments under such programs, or shares which have been repurchased by the company through other repurchase authorizations.
3. The number of shares that may be transferred pursuant to LTI 2024 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.
4. The right to acquire ordinary shares shall, with deviation from the shareholders' preferential rights, vest in participants in LTI 2024 who are entitled to be allotted Matching Shares and Performance Shares in accordance with the terms and conditions of the program.
5. Transfer of shares to participants in LTI 2024 shall be made free of charge and be executed at the relevant time specified in the terms and conditions for LTI 2024.

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 2024.

Since LTI 2024 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 2024 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 in relation to LTI 2024. However, before any transfers of shares to participants in LTI 2024 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 2024. The costs for LTI 2024 are accrued over the vesting period which runs until 30 September 2027. 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 25 March 2024, i.e. SEK 10.0 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 2024 are estimated to amount to approximately SEK 9.12 million, excluding social security contributions. The costs for social security contributions are estimated to amount to approximately SEK 1.59 million, based on the above assumptions, and an average tax rate of 17.44 per cent for social security contributions.

The anticipated annual costs of approximately SEK 3.57 million, including social security contributions, correspond to approximately 8.63 per cent of the company's total employee costs for the financial year 2023. Based on the calculation of costs as described above, the key figure earnings per share for the financial year 2023 had been changed from SEK -3.24 to SEK -3.35. It should be noted that 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 34,871,177 shares, of which 33,757,746 are ordinary shares and 1,113,431 are series C shares which were issued in connection with outstanding share saving programs resolved upon at previous annual general meetings, and which will be converted into ordinary shares prior to delivery to the participants.

The maximum number of shares that can be issued in relation to LTI 2024 is 1,881,435, whereof 1,602,000 for delivery of Matching Shares and Performance Shares to the participants and in the aggregate 279,435 related to hedging of cash flow for social security payments, which corresponds to a dilution of approximately 5.28 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 2024.

The Company currently has four outstanding incentive programs, of which three are performance-based share saving programs and one is an employee option program. For a description of the outstanding incentive programs, see note 7 in the annual report for 2023. In the outstanding share

saving programs, the participants may receive matching shares and, subject to conditions related to an increase in the share price, performance shares. In light of the company's implemented downsizing of the organization in 2023 and the company's share price development, the board of directors considers it uncertain that any performance shares will be delivered to participants in the outstanding share saving programs since the performance targets for the company's share price in the programs far exceed the current share price, and that only matching shares may be delivered to the participants who are still employed by the company. Nevertheless, in the calculation of total dilution from existing incentive programs below, delivery of performance shares has been included. In addition, the dilution below includes conversion of series C shares to ordinary shares that the company may convert and transfer for hedging of cash flow for any social security contributions that may arise as a result of the outstanding programs. The maximum number of ordinary shares that can be issued in relation to existing share saving programs thus amounts to a total of 1,205,398, and upon full exercise of the employee options that are held by the participants in the employee option program, a maximum of 1,720,000 new ordinary shares may be issued. The existing incentive programs can hence lead to that in the aggregate 2,925,398 new ordinary shares can be issued.

The aggregate maximum number of ordinary shares that can be issued in relation to all outstanding incentive programs as well as the proposed LTI 2024 amounts to 4,806,832, which corresponds to an aggregate dilution of approximately 12.46 per cent of the company's ordinary shares after full dilution, calculated on the number of ordinary shares that may be issued in relation to all outstanding incentive programs as well as the suggested LTI 2024.

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

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

The proposal for LTI 2024 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.

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.

#### ***Item 16: Resolution on authorization for the board of directors regarding transfer of own ordinary shares***

The board of directors proposes that the annual general meeting resolves to authorize the board of directors to, for the period up until the next annual general meeting, resolve on transfer of not more than 26,911 own ordinary shares, for the purpose of hedging cash flow for social security payments that may occur in relation to LTI 2021. Transfer of shares shall be effected on Nasdaq Stockholm at a price within the, at each time, prevailing price interval for the share. The number of shares that may be transferred shall be subject to recalculation in consequence of an intervening bonus issue, split or reverse split, rights issue, and/or other similar corporate action which affects the number of shares in the company. Shares may also be transferred outside of Nasdaq Stockholm, with or without deviation from the shareholders' preferential rights. Such transfer may be made at a price corresponding to the

market price at the time of the transfer for the ordinary shares that are transferred, with the deviation deemed appropriate by the board of directors.

**Particular majority requirements**

For valid resolutions on the proposals pursuant to items 14 and 16, the proposals have 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 15, 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**

At the annual general meeting, 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.

**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, will be kept 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. Copies of the documents will be sent to shareholders who request it and provide their address, and will also be available at the annual general meeting.

**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 34,871,177 shares, of which 33,757,746 are ordinary shares with one vote per share and 1,113,431 are series C shares with one-tenth of a vote per share. The number of votes in the company amounts to 33,869,089.1 votes. The company holds all 1,113,431 outstanding series C shares, corresponding to 111,343.1 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 2024

Ascelia Pharma AB (publ)

The Board of Directors



**Schedule 3**

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 2023

### INTRODUCTION

This report describes how the guidelines for executive remuneration of Ascelia Pharma AB ("Ascelia Pharma"), adopted by the Annual General Meeting 2022, were implemented in 2023. The report also provides information on remuneration to the CEO and a summary of the company's outstanding share-related incentive programs. The report has been prepared in accordance with the Swedish Companies Act and the Remuneration Rules issued by the Stock Market Self-Regulation Committee.

Further information on executive remuneration is available in note 7 (Employees and remuneration) on pages 65-70 in the Annual Report for 2023. Information on the work of the remuneration committee in 2023 is set out in the corporate governance report available on pages 39-45 in the Annual Report for 2023.

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 7 on page 66 in the Annual Report for 2023.

### KEY DEVELOPMENTS 2023

The CEO summarizes the company's overall performance in his statement on pages 4-5 in the Annual Report for 2023.

### 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 in 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 in 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 and/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 promoting the senior executive's long-term development.

The guidelines are found on pages 42-43 in the Annual Report for 2023. During 2023, 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 such remuneration covered by the remuneration guidelines, the general meetings of the company have resolved to implement long-term share-related incentive programs.

**Table 1 – Total remuneration of the CEO in 2023 (TSEK)**

Name of director (position)	Fixed remuneration		Variable remuneration		Extraordinary items	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 etc.	Bonus*	Share-related incentive programs**				
Magnus Corfitzen (CEO)	2,090	194	473	428	-	652	3,837	77/23

\* Short-term variable remuneration refers to the 2023 target achievement.

\*\*The amount for share-related incentive programs reflects the value of allotted ordinary shares in 2023.

**SHARE-RELATED AND SHARE PRICE-RELATED INCENTIVE PROGRAMS**
*Share option programs*

The company has one outstanding share option program (the Option Program 2023/2024). In the Option Program 2023/2024, the participants have been granted options free of charge. The options were granted on 14 November 2023, and are subject to a vesting period, which ends on 31 October 2024. The holders may exercise allotted and vested options during the period from 1 November 2024 up to and including 31 December 2024 at an exercise price of SEK 3.60 per share. Vesting is subject to continued employment (service period) during the vesting period. In the Option Program 2023/2024, the participants were initially granted 1,780,000 options free of charge. As per 31 December 2023, the participants held a total of 1,720,000 options. The CEO has been granted 360,000 options free of charge in the Option Program 2023/2024.

During 2023, the share option program 2018/2022, containing 505,095 options (of which 183,671 options were held by the CEO), expired. No options were exercised in the program as the exercise price of SEK 22.50 per share exceeded the share price at the time.

*Share saving programs*

The company has three outstanding share saving programs (LTI 2021, LTI 2022 and LTI 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 (30 September 2024 for LTI 2021, 30 September 2025 for LTI 2022 and 30 September 2026 for LTI 2023);

(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 (5 May 2021 for LTI 2021, 5 May 2022 for LTI 2022 and 4 May 2023 for LTI 2023) to the end of the Saving Period.

During 2023, the share saving programs LTI 2019 and LTI 2020 expired. In February 2023, 54,500 Matching Shares, corresponding to an equal number of ordinary shares, were allotted to the participants in LTI 2019, of which 24,500 were allotted to the CEO. In November 2023, 34,984 Matching Shares, corresponding to an equal number of ordinary shares, were allotted to the participants in LTI 2020, of which 11,000 were allotted to the CEO. The share price targets set for the programs were not met, with the result that no Performance Shares were allotted in relation to LTI 2019 and LTI 2020.

The CEO has invested 10,000 Saving Shares in LTI 2021, 22,500 Saving Shares in LTI 2022 and 31,000 Saving Shares in LTI 2023. For the company, in the active programs, 169,203 Saving Shares have been acquired by the participants (23,703 in LTI 2021 and 48,510 in LTI 2022 and 96,990 in LTI 2023). The number of acquired shares has been revised due to employees who have resigned.

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

Name of director (position)	The main conditions of share option programs							Information regarding the reported financial year					
	1	2	3	4	5	6	7	Opening balance	During the year		Closing balance		
								8	9	10	11	12	13
Name of program	Service period	Award date	Vesting date	End of retention period	Exercise period	Exercise price of the share and date	Share options held at the beginning of the year	Share options awarded	Share options vested	Share options subject to a performance condition **	Share options awarded and unvested	Share options subject to a retention period	
Magnus Corfitzen (CEO)	2023/2024	2023-2024	2023-11-14	31 Oct 2024	2024-11-01	2024-11-01 – 2024-12-31	3.60 SEK per share	-	360,000*	-	360,000	360,000	-
<b>TOTAL</b>								-	<b>360,000</b>	-	<b>360,000</b>	<b>360,000</b>	-

\* The aggregate market value of the shares at the time of the allotment was SEK 1,018,800. The aggregate exercise price is SEK 1,296,000.

\*\* The performance condition means that the participant has not terminated the employment as of the date when the vesting occurs.

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

Name of director (position)	Main conditions					Information regarding the reported financial year					
						Opening balance	During the year		Closing balance		
	Specification of program	Performance period	Award date	Vesting period (Saving Period)	End of retention period	Number of Saving Shares at start of year	Saving Shares acquired	Allotted Matching Shares**	Shares subject to a performance condition***	Shares unvested at year end*	Shares subject to a retention period
Magnus Corfitzen (CEO)	LTI 2019	14 Nov 2019 - 31 Dec 2022	2019-11-14	Jan 2020 - Dec 2022	2022-12-31	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	-	-	-
	LTI 2021	5 May 2021 - 30 Sep 2024	2021-05-05	May 2021 - Sep 2024	2024-09-30	10,000	-	-	10,000	10,000	-
	LTI 2022	5 May 2022 - 30 Sep 2025	2022-05-05	May 2022 - Sep 2025	2025-09-30	22,500	-	-	22,500	22,500	-
	LTI 2023	4 May 2023 - 30 Sep 2026	2023-05-04	May 2023 - Sep 2026	2026-09-30	-	31,000	-	31,000	31,000	-
	<b>TOTAL</b>					<b>68,000</b>	<b>31,000</b>	<b>35,500</b>	<b>63,500</b>	<b>63,500</b>	<b>-</b>

\* The total estimated costs throughout the vesting period 2021-2026 for all active share saving programs amount to 2.2 MSEK. The calculation of costs is based on the generally accepted modelling technique Monte Carlo for simulation of future share prices.

\*\* The value of the 35,500 allotted Matching Shares, corresponding to an equal number of ordinary shares, in 2023 amounts to TSEK 428.

\*\*\* The performance condition means that the participant has not terminated the employment as of the date when the vesting occurs.

#### APPLICATION OF PERFORMANCE CRITERIA

The performance criteria for the CEO's variable remuneration have been selected to support the company's strategy and long-term goals. The performance criteria have been composed of both operational and financial criteria that overall support the long-term strategic direction and value creation of Ascelia Pharma.

**Table 4 – Outcome of the CEO's variable remuneration for 2023\***

In 2023, the CEO was awarded 473 TSEK 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
Development	60%	58%
Financing and corporate	40%	

\* Outcome of the CEO's variable remuneration refers to the 2023 target fulfillment.

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

**Table 5 – Remuneration and company performance in 2023 and 2022**

	2023	2022
Remuneration to Magnus Corfitzen, CEO	3.8 MSEK*	3.4 MSEK
Operating Results for the Group	-110,914 TSEK	-147,007 TSEK
Share price performance	-77%	-52%
Average remuneration on FTE basis of employees of the Group and Ascelia Pharma**	1.0 MSEK	1.1 MSEK

\* Of the total remuneration in 2023, around 0.4 MSEK reflects the of value of share-related incentive programs.

\*\* Excluding members of the Group executive management.

Malmö in March 2024

The Board of Directors of Ascelia Pharma AB (publ)

**Schedule 4**

*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 on 6 May 2024 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 pursuant to the authorization (alternatively be issued through conversion of convertibles and/or exercise of warrants) shall be limited to a number that leads to a maximum dilution of 20 per cent (calculated after full utilization of the now proposed authorizations) of the total number of ordinary shares outstanding in the Company at the time of the first issue resolution pursuant to the authorization. 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 2024

The Board of Directors of Ascelia Pharma AB (publ)

**Schedule 5**

## **Proposal for 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 of Ascelia Pharma AB, Reg. No. 556571-8797 (the "**Company**"), proposes that the annual general meeting on 6 May 2024 resolves to implement a long-term incentive program in the form of a performance-based share saving program (the "**LTI 2024**") 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 2024 is to align the interests of the employees with those of the shareholders and thus ensure a maximum long-term value adding commitment. LTI 2024 is also considered to create a long-term focus on increase in earnings and growth among the participants. LTI 2024 is further considered to facilitate for the Company to recruit and retain employees.

At previous annual general meetings, it has been resolved to implement corresponding incentive programs for employees in the Company, and currently LTI 2021, LTI 2022 and LTI 2023 are outstanding.

#### ***Terms and conditions for LTI 2024***

1. LTI 2024 shall comprise senior executives and other employees divided into six categories.
2. LTI 2024 means that the participants will invest in or allocate already owned 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 or allocate shall amount to the following:

<b>Position</b>	<b>Maximum number of Saving Shares</b>
CEO	54,000
Deputy CEO	37,800
Other C-level senior executives (currently 1 person)	28,800
Vice Presidents (currently up to 3 persons)	18,000



Directors (currently up to 2 persons)	10,800
Other employees (currently up to 3 persons)	3,300

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/allocate.
5. The investment in Saving Shares shall be made through acquisition of ordinary shares on the stock market or by allocating ordinary shares held by the participant and which have not been used as saving shares in an already existing incentive program (except for previous share saving programs which have expired). Investment or allocation shall have taken place at the latest on 30 September 2024 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, 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 267,000 and the total number of Performance Shares will not exceed 1,335,000, meaning that the total number of shares that can be issued to the participants in connection with LTI 2024 will not exceed 1,602,000. The number of shares that can be issued in connection with LTI 2024 might be recalculated in accordance with what is set out in Section 11 below. The total number of Matching Shares and Performance Shares permitted in LTI 2024 exceeds the number of Matching Shares and Performance Shares that can be issued in relation to the participants currently employed by the Company. The background to this is to enable the inclusion of additional employees hired prior to 30 September 2024. Upon the inclusion of such potential additional participants, the maximum number of Saving Shares that each participant can acquire shall be established in accordance with the guidelines in Section 3 above.
8. Receipt of both Matching Shares and Performance Shares is 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 2027 (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 6 May 2024 up to and including 30 September 2027 (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 6 May 2024 and 30 trading days immediately preceding 30 September 2027. 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 as well as the Performance Target 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 July – September 2027.
13. Participation in LTI 2024 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 2024 shall be governed by separate agreements with the respective participant. The board of directors shall be responsible for the preparation and management of LTI 2024 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 1,881,435 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 2024 and, in terms of liquidity, to hedge payments of future social security contributions related to LTI 2024. It is noted that this shall be achieved through the Company repurchasing the series C shares issued pursuant to the authorization in accordance with 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 2024 and, in terms of liquidity, to hedge payments of future social security contributions related to LTI 2024.

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 2024, 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 2024, at most 1,602,000 shares.
2. The shares that can be transferred in accordance with paragraph 1 above may consist of either shares newly issued and repurchased in accordance with B – C above, shares which have been issued and repurchased in connection with corresponding LTI programs, but which are no longer required for the performance of the Company's commitments under such programs, or shares which have been repurchased by the Company through other repurchase authorizations.
3. The number of shares that may be transferred pursuant to LTI 2024 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.
4. The right to acquire ordinary shares shall, with deviation from the shareholders' preferential rights, vest in participants in LTI 2024 who are entitled to be allotted Matching Shares and Performance Shares in accordance with the terms and conditions of the program.
5. Transfer of shares to participants in LTI 2024 shall be made free of charge and be executed at the relevant time specified in the terms and conditions for LTI 2024.

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 2024.

Since LTI 2024 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 2024 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 in relation to LTI 2024. However, before any transfers of shares to participants in LTI 2024 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 2024. The costs for LTI 2024 are accrued over the vesting period which runs until 30 September 2027. 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 25 March 2024, i.e. SEK 10.0 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 2024 are estimated to amount to approximately SEK 9.12 million, excluding social security contributions. The costs for social security contributions are estimated to amount to approximately SEK 1.59 million, based on the above assumptions, and an average tax rate of 17.44 per cent for social security contributions.

The anticipated annual costs of approximately SEK 3.57 million, including social security contributions, correspond to approximately 8.63 per cent of the Company's total employee costs for the financial year 2023. Based on the calculation of costs as described above, the key figure earnings per share for the financial year 2023 had been changed from SEK -3.24 to SEK -3.35. It should be noted that 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 34,871,177 shares, of which 33,757,746 are ordinary shares and 1,113,431 are series C shares which were issued in connection with outstanding share saving programs resolved upon at previous annual general meetings, and which will be converted into ordinary shares prior to delivery to the participants.

The maximum number of shares that can be issued in relation to LTI 2024 is 1,881,435 whereof 1,602,000 for delivery of Matching Shares and Performance Shares to the participants and in the aggregate 279,435 related to hedging of cash flow for social security payments, which corresponds to a dilution of approximately 5.28 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 2024.

The Company currently has four outstanding incentive programs, of which three are performance-based share saving programs and one is an employee option program. For a description of the outstanding incentive programs, see note 7 in the annual report for 2023. In the outstanding share saving programs, the participants may receive matching shares and, subject to conditions related to an increase in the share price, performance shares. In light of the Company's implemented downsizing of the organization in 2023 and the Company's share price development, the board of directors considers it uncertain that any performance shares will be delivered to participants in the outstanding share saving programs since the performance targets for the Company's share price in the programs far exceed the current share price, and that only matching shares may be delivered to the participants who are still employed by the Company. Nevertheless, in the calculation of total dilution from existing incentive programs below, delivery of performance shares has been included. In addition, the dilution below includes conversion of series C shares to ordinary shares that the Company may convert and transfer for hedging of cash flow for any social security contributions that may arise as a result of the outstanding programs. The maximum number of ordinary shares that can be issued in relation to existing share saving programs thus amounts to a total of 1,205,398, and upon full exercise of the employee options that are held by the participants in the employee option program, a maximum of 1,720,000 new ordinary shares may be issued. The existing incentive programs can hence lead to that in the aggregate 2,925,398 new ordinary shares can be issued.

The aggregate maximum number of ordinary shares that can be issued in relation to all outstanding incentive programs as well as the proposed LTI 2024 amounts to 4,806,832, which corresponds to an aggregate dilution of approximately 12.46 per cent of the Company's ordinary shares after full dilution, calculated on the number of ordinary shares that may be issued in relation to all outstanding incentive programs as well as the suggested LTI 2024.

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

**Preparation of the proposal**

The proposal for LTI 2024 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.

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Malmö in March 2024

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 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 6 May 2024 resolves to authorize the board of directors to, for the period up until the next annual general meeting, resolve on transfer of not more than 26,911 own ordinary shares, for the purpose of hedging cash flow for social security payments that may occur in relation to LTI 2021. Transfer of shares shall be effected on Nasdaq Stockholm at a price within the, at each time, prevailing price interval for the share. The number of shares that may be transferred shall be subject to recalculation in consequence of an intervening bonus issue, split or reverse split, rights issue, and/or other similar corporate action which affects the number of shares in the Company. Shares may also be transferred outside of Nasdaq Stockholm, with or without deviation from the shareholders’ preferential rights. Such transfer may be made at a price corresponding to the market price at the time of the transfer for the ordinary shares that are transferred, with the deviation deemed appropriate by the board of directors.

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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 2024

The Board of Directors of Ascelia Pharma AB (publ)