



PRESS RELEASE

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NOTICE OF ANNUAL GENERAL MEETING IN ASARINA PHARMA AB (PUBL)

The shareholders of Asarina Pharma AB (publ), reg. no. 556698-0750, (the “Company”) are hereby summoned to attend the Annual General Meeting (the “AGM”) on 21 April 2021 at 10.00 CEST at Erik Penser Bank, Apelbergsgatan 27 in Stockholm. Registration starts at 09.30 CEST.

Due to the extraordinary situation resulting from the covid-19 pandemic, the Company encourages shareholders to exercise their voting rights at the AGM through advance voting or voting by proxy. The presentation of the CEO will be distributed on the Company's website on the day of the AGM.

Right to participate

Shareholders that wish to participate in the AGM shall be registered in the share register maintained by Euroclear Sweden AB by 13 April 2021 and shall have notified the Company of their intention to participate at the AGM no later than on 15 April 2021. Notice to participate shall be given in writing by e-mail to asarinapharma@fredersen.se or by post to Asarina Pharma AB, c/o Fredersen Advokatbyrå AB, Turning Torso, 211 15 Malmö. The notice shall contain the shareholder's name, personal identity number or registration number and telephone number and, where applicable, the number of advisors (maximum two).

Shares registered in the name of a nominee

Shareholders whose shares are registered in the name of a nominee/custodian must register their shares in their own names to be entitled to participate in the AGM. Such registration, which may be temporary, must have been effected no later than on 15 April 2021 and shareholders must, therefore, instruct their nominees well in advance thereof.

Advance voting

The shareholders may exercise their voting rights at the AGM by voting in advance, so-called postal voting in accordance with Section 3 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available at www.asarinapharma.com. The advance voting form is considered as a notification of participation to the AGM.

The completed form must be submitted to the Company no later than on 15 April 2021. The completed form shall be sent to Asarina Pharma AB, c/o Fredersen Advokatbyrå AB, Turning Torso, 211 15 Malmö or by e-mail to asarinapharma@fredersen.se. If the shareholder votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

Proxy

If a shareholder wishes to be represented by proxy, a power of attorney shall be issued to the proxy. The power of attorney is to be in writing, dated and duly signed by the shareholder. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be included with the notification. Please provide the power of attorney in original as well as certificate of incorporation and other documents of authority to the Company to the address mentioned above well in advance before the AGM. Power of attorney forms are available at the Company and on the Company's website, www.asarinapharma.com, and will be sent upon request to any shareholder who states their postal address.

Proposal of agenda

1. Opening of the meeting
2. Election of a chairman of the meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons to attest the minutes
6. Determination as to whether the meeting has been duly convened
7. Presentation of the annual report and the auditor's report as well as the group accounts and the auditor's report for the group
8. Resolution regarding
 - a) adoption of the income statement and balance sheet as well as of the consolidated income statement and consolidated balance sheet
 - b) allocation of the Company's profit or loss according to the adopted consolidated balance sheet
 - c) discharge from liability for the board members and managing director
9. Determination of the number of board members and auditors
10. Determination of fees to the Board of Directors and auditor
11. Election of board members
 - 11.1 Paul de Potocki (re-election)
 - 11.2 Erin Gainer (re-election)
 - 11.3 Marianne Kock (re-election)
12. Election of chairman of the Board
 - 12.1 Paul de Potocki (re-election)
13. Election of auditor
 - 13.1 Ernst & Young Aktiebolag (re-election)
14. Resolution on principles for the appointment of the nomination committee
15. Resolution on amendments to the Company's articles of association

16. Resolution to authorize the Board of Directors to issue shares with pre-emption right for the shareholders
17. Resolution to authorize the Board of Directors to issue shares with deviation from the shareholders' pre-emption rights
18. The Board of Directors' proposal to adopt a long-term incentive program for employees and consultants in the Company
19. Closing of the meeting

Resolution proposals

Proposals by the nomination committee (item 2 and 9-14)

The nomination committee proposes:

that lawyer Nils Fredrik Dehlin is elected chairman of the AGM,
that the Board of Directors shall consist of three board members and no deputy board members,
that one registered audit firm with no deputy auditors is elected as auditor of the Company,
that remuneration to the Board shall be paid with SEK 510,000 (510,000) to the chairman of the board and SEK 205,000 (205,000) to each of the other board members,
that remuneration to the auditor shall be in accordance with approved invoicing,
that Paul de Potocki, Erin Gainer and Marianne Kock are re-elected as board members for the period until the end of the next AGM. It is noted that Mathieu Simon has declined re-election,
that Paul de Potocki is re-elected as chairman of the board,
that Ernst & Young Aktiebolag is re-elected as auditor. Ernst & Young Aktiebolag has informed that the authorized accountant Ola Larsmon shall be appointed lead auditor, if the AGM resolves in accordance with the proposal, and
that the principles for the appointment of the nomination committee adopted at the AGM 2020 shall continue to apply also for the appointment of the nomination committee ahead of the AGM 2022.

Preparation and approval of the voting register (item 3)

The voting list proposed to be approved is the voting list prepared by Fredersen Advokatbyrå on behalf of the Company, based on the attendance at the AGM, the Company's share register, received notifications of attendance and postal votes, controlled and checked by the persons assigned to check the minutes.

Election of one or two persons to attest the minutes (item 5)

The Board of Directors proposes Paul de Potocki or, if Paul de Potocki is unable to participate, the person appointed by the Board of Directors, to attest the minutes. The assignment to attest the minutes also includes checking the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

Allocation of the Company's profit or loss (item 8.b)

The Board of Directors proposes that no dividend for the financial year 2020 is to be paid.

Resolution on amendments to the articles of association (item 15)

The Board of Directors proposes the following amendments to the articles of association.

Due to amendments in the Swedish Companies Act, the Board of Directors proposes that the second paragraph of § 8 of the Company's articles of association which governs convening and the right to participate at general meetings, shall be amended as follows: "Shareholders who wish to attend the general meeting must notify the company no later than the day specified in the notice convening the general meeting, in which case the number of assistants must be stated. The latter mentioned day may not be a Sunday, another public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not fall earlier than the fifth weekday prior to the meeting."

Furthermore, the Board of Directors proposes one minor adjustment in § 1 and, due to other legislative amendments.

Resolution to authorize the Board of Directors to issue shares with pre-emption rights for the shareholders (item 16)

The Board of Directors proposes that the AGM resolves to authorize the Board of Directors to, on one or several occasions, during the period up to the next AGM, resolve on issuances of shares with pre-emption rights for the shareholders. Payment may be made in cash, through set-off, by contribution in kind, or otherwise with conditions as set out in Chapter 2, Section 5, second paragraph, items 1-3 and 5 of the Swedish Companies Act. The total number of shares that may be issued shall not be limited in any other way than by the stipulated limits for the share capital and number of shares as set forth in the from time-to-time registered articles of association of the Company.

Resolution to authorize the Board of Directors to issue shares with deviation from the shareholders' pre-emption rights (item 17)

The Board of Directors proposes that the AGM resolves to authorize the Board of Directors to, on one or several occasions, during the period up to the next AGM, resolve on issuances of shares with deviation from the shareholders' pre-emption rights. Payment may be made in cash, through set-off, in kind, or otherwise with conditions as set out in Chapter 2, Section 5, second paragraph, items 1-3 and 5 of the Swedish Companies Act.

Should the Board of Directors resolve on a share issue with deviation from the shareholders' pre-emption rights, the reason for this shall be to broaden the ownership, procure working capital, increase the liquidity of the share or acquire businesses.

The total number of shares that may be issued pursuant to the authorization in this item shall be limited to 15 percent of the outstanding shares as per the date of this notice.

The Board of Directors' proposal to adopt a long-term incentive program for employees and consultants in the Company (item 18)

The Board of Directors proposes that the general meeting resolves to issue not more than 700,000 warrants within the scope of a long-term incentive program for employees and consultants within Asarina Pharma as follows.

In total, the incentive program will comprise not more than 10 individuals. The incentive program entails that employees and consultants within Asarina Pharma are offered to acquire warrants at market value calculated according to the Black-Scholes valuation formulae. Furthermore, future employees and consultants can be invited to acquire warrants at market value.

Each warrant shall entitle the holder to subscribe for one new share in the company at an exercise price corresponding to 150 percent of the volume-weighted average price of the company's share during the period of ten trading days falling immediately before the offer to acquire warrants, however as the lowest the quota value of the share. The number of shares that each warrant entitles to, as well as the exercise price, will be recalculated should the company resolve on a share split, consolidation of shares, issue, etc. in accordance with customary recalculation conditions.

Each warrant entitles the holder to subscribe for one new share in Asarina Pharma during the period commencing on 15 May 2023 up to and including 31 May 2023.

The price per warrant upon transfer to the participants shall be established by an independent appraiser or auditor firm as appointed by the company and correspond to the market value of the warrant at the time of the acquisition, calculated in accordance with the Black-Scholes valuation model. Based on a share price of SEK 7.46, the market value of the warrants has been preliminarily established to SEK 0.69 per warrant. The full terms and conditions for the warrants shall apply in all other aspects, as set out in the Board of Directors' complete proposal.

The last day for acquisition of warrants shall be the day prior to the annual general meeting 2022.

To be entitled to participate in the incentive program, the participant must have entered into a pre-emption agreement with Asarina Pharma, where Asarina Pharma, with certain exceptions, reserves the right to repurchase warrants if the participant's employment or assignment in Asarina Pharma ends or if the participant wishes to transfer the warrants before the warrants can be exercised.

Allocation of warrants

Not more than 10 employees and consultants within Asarina Pharma shall, provided that they have entered into a pre-emption agreement with the company, be entitled to acquire warrants. The warrants shall be allocated between two categories, with not more than 550,000 warrants to the category "Senior management", and not more than 150,000 warrants to the category "Other employees and consultants". The maximum number of warrants per participant in the program shall be 200,000 warrants.

Costs and dilution

The warrants will be transferred at market value and, therefore, no social security contributions are to be paid by Asarina Pharma due to the acquisition of the warrants.

Based on the number of shares in Asarina Pharma at the date of the notice to the general meeting, the maximum dilution effect of the program will be approximately 3.7 percent. Taking into account shares that can be issued in accordance with previously implemented incentive programs in the company, the maximum dilution amounts to approximately 8.3 percent.

The incentive program is only expected to have a marginal effect on the company's key ratios.

The rationale for the incentive program

The Board of Directors considers that a share-based incentive program is an important part of a competitive remuneration package to attract and motivate key people, as well as to maximize the value for all shareholders. The Board of Directors further considers that the warrant program will increase the participants' commitment to the company's operations, strengthen the loyalty to the company and be in favor of the company and the shareholders in the company.

The duration of the proposed program is shorter than three years, which is driven by the fact that the company's existing incentive program, with the current share price, currently are out of the money. It has therefore been deemed particularly important to motivate the company's employees and consultants in the near term, and especially during the coming two-year period.

Preparation of the proposal

The incentive program has been prepared by the Board of Directors together with external advisors. The proposal has been reviewed at meetings of the Board of Directors during the spring of 2021.

For a description of Asarina Pharma's other long-term incentive programs, please see the company webpage, www.asarinapharma.com.

Majority requirements

Resolutions in accordance with items 15 and 17 require approval of at least two thirds (2/3) of the shares represented and votes cast at the AGM. Resolution in accordance with item **Error! Reference source not found.** require approval of at least nine tenths (9/10) of the shares represented and votes cast at the AGM.

Further information

At the time of the issue of this notice, the total number of shares and votes in the Company amounts to 18,744,524.

The annual report, audit report, notification and proxy forms, the Board's complete proposals as well as complete underlying documentation in general, shall be made available by the Company and at the Company's website at least three weeks before

the AGM. The documents will be sent to shareholders who request it and who provide their postal address.

The shareholders are reminded of their right of information according to Chapter 7 Section 32 of the Swedish Companies Act (Sw: aktiebolagslagen).

The Company has its registered office in Solna.

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>

Solna, March 2021

Asarina Pharma AB (publ)

The Board of Directors

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About Asarina Pharma

We are a Swedish biotech company developing Sepranolone for allopregnanolone-related stress, menstrual and neurological disorders. Our product pipeline is built on over 40 years of research into allopregnanolone-related neurological disorders. With our new family of GAMSAs (GABA_A Modulating Steroid Antagonists) we aim to deliver a new generation of efficacious and safe drugs for still widely untreated neuroendocrinological conditions.

The information above was released for publication by the contact persons set out above, on March 22, 2021 at [xx.xx] CEST.