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SynAct Pharma AB carries out a directed share issue of SEK 37 million and extends its financial runway to end of 2026

The Board of Directors of SynAct Pharma AB ("SynAct" or the "Company") has, based on the authorisation from the annual general meeting on 27 May 2025, resolved on a directed issue to certain investors of up to 2,313,125 new shares ("Directed Issue"). The shares in the Directed Issue are issued at a subscription price of SEK 16 per share. Through the Directed Issue, the Company will receive proceeds of SEK 37 million before transaction costs.

"This directed issue has strong support from SynAct's existing shareholders, including Hunter Capital, Sanos Group, Johannes Schildt and Thomas Ringberg along with others, and was subscribed at a subscription price of SEK 16 per share which corresponds to a premium of 0,5 percent, compared to the last closing price on the 3 June 2025, highlighting the trust and confidence that the company's investors have in SynAct and the potential for resomelagon to resolve excessive or chronic inflammation," said Jeppe Øvlesen, CEO of SynAct Pharma. "The conducted directed issue, together with the credit line of SEK 30 million, which was previously announced on the 3 June 2025, extends our financial runway into end of 2026 and strengthens our position ahead of potential future partnering."

The Directed Issue

The Board of Directors of SynAct has resolved, based on the authorisation from the annual general meeting on 27 May 2025, on a directed share issue of a maximum of 2,313,125 shares to certain investors, entailing an increase in the share capital of a maximum of SEK 289,140.625. The Directed Issue provides the Company with SEK 37 million before issue costs.

The right to subscribe for the new shares shall, with deviation from the shareholders' preferential rights, be granted to certain pre-announced investors who have expressed a long-term commitment to the Company, including Hunter Capital, Sanos Group, Johannes Schildt and Thomas Ringberg. The reasons for the existing shareholders participating in the Directed Issue are partly that this was part of the negotiations with the investors and Hunter Capital in connection with the negotiation of the loan agreement communicated by the Company through a press release on 3 June 2025, and partly that the Board of Directors considered it strategic to include these long-term and committed shareholders in the Directed Issue.

For each share subscribed, SEK 16 shall be paid. The subscription price is based on arm's length negotiations between the Company and several major potential investors. The subscription price also corresponds to the prevailing market price and is thus considered to be on market terms, according to the Board's assessment.

Background and motive

SynAct is a Swedish biotechnology company publicly listed since 2016, with its shares trading on Nasdaq Stockholm since 2022. The Company is in the clinical stage and focuses on treating inflammation through selective activation of the melanocortin system. SynAct has a broad portfolio of oral and injectable selective melanocortin agonists designed to induce anti-inflammatory effects and promote the resolution of inflammation, helping patients restore immune system balance and overcome inflammation. Resomelagon (AP1189), the Company's leading drug candidate, is being evaluated in three phase 2 clinical programs for: rheumatoid arthritis (RA), idiopathic membranous glomerulonephritis (a form of nephrotic syndrome), and virus-induced respiratory insufficiency, such as that seen in COVID-19.

The Directed Issue will provide the Company with approximately SEK 37 million, before deduction of issue costs. The expected proceeds will be used for the continued development of the Company's pipeline with focus on the primary drug candidate, Resomelagon as novel treatment option in autoimmune and inflammatory diseases where the lead program in rheumatoid arthritis currently are in phase 2b development and as host-directed therapy in severe viral infection with primary focus on Dengue.

Deviation from shareholders' preferential rights

The Board of Directors has considered alternative financing options, including the possibility to carry out a rights issue. After an overall assessment and considering the current market situation and the Company's financial position, the Board of Directors considers that it is, on objective grounds, in the Company's and shareholders' interest to carry out the Directed Issue in accordance with the terms presented above. In its assessment, the Board has made the considerations below.

- The Directed Issue enables the Company to further diversify and strengthen its shareholder base with new shareholders of strategic importance, which is not possible to secure through a rights issue. Furthermore, the Directed Issue is expected to further strengthen the shareholder base through subscriptions from already existing, larger and strategically important shareholders who have expressed continued long-term interest in the Company. The stronger shareholder base contributes to increased security and stability for the Company and the shareholders. The reasons for the existing shareholders participating in the Directed Issue are partly that this was part of the negotiations with the new investors and Hunter Capital in connection with the negotiation of the loan agreement communicated by the Company through a press release on 3 June 2025.
- A rights issue would be considerably more time- and resource-intensive, in particular as a result of work and costs related to, inter alia, underwriting and documentation.

- The Directed Issue is carried out at a price corresponding to the latest market price, i.e. without discount. A rights issue would most likely have had to be made at a discount, which would likely lead to more significant dilution effects for the Company's existing shareholders. This has been avoided through the alternative now chosen. From a shareholder perspective, a rights issue at a discount also always entails a risk that the share price will be negatively affected.

Considering the above, the Board of Directors has assessed that the Directed Issue, according to the presented terms and conditions, constitutes a better alternative for all shareholders than a rights issue. The board of directors' overall assessment is therefore that the presented reasons for a directed share issue outweigh the reasons for a rights issue according to the main principle, and that the Directed Issue may be in the best interest of both the Company and the shareholders.

Advisors

In connection with the Directed Issue, the Company has engaged Advokatfirma DLA Piper Sweden KB as legal advisor.

Lund on 4 June 2025

SynAct Pharma AB

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About SynAct Pharma AB

SynAct Pharma AB (publ) (Nasdaq Stockholm: SYNACT) is a clinical stage biotechnology company focused on resolving inflammation through selective activation of the melanocortin system. The company has a broad portfolio of oral and injectable selective melanocortin agonists aimed at inducing anti-inflammatory and anti-inflammatory activity in autoimmune and inflammatory diseases to help patients achieve immune balance and overcome their inflammation. For more information: www.synactpharma.com.

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This information is information that SynAct Pharma is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2025-06-04 08:50 CEST.

Attachments

[SynAct Pharma AB carries out a directed share issue of SEK 37 million and extends its financial runway to end of 2026](#)