

Notice of annual general meeting in SynAct Pharma AB

The shareholders of SynAct Pharma AB, reg. no. 559058-4826 ("Company"), are invited to attend the annual general meeting to be held on Friday 31 May 2024, at 10.30 a.m. CEST, at Advokatfirma DLA Piper Sweden KB's office at Sveavägen 4 in Stockholm. Registration begins at 10.00 a.m. CEST.

Right to participate at the annual general meeting

Shareholders wishing to attend the meeting in person or by proxy must,

- be registered in the Company's share register kept by Euroclear Sweden AB as of Thursday 23 May 2024, and
- notify their intention to attend the annual general meeting no later than Monday 27 May 2024, by mail to SynAct Pharma AB, Medicon Village, Scheelevägen 2, 223 81 Lund. Notice can also be given by e-mail to legal@synactpharma.com.

The notification shall specify the shareholder's complete name, address, telephone number, personal identity number or company registration number and the number of shares held by the shareholder. If the shareholder intends to bring advisors to the meeting, the number (maximum two) must be notified to the Company as above.

Nominee-registered shares

Shareholders whose shares are nominee-registered in the name of a bank or other nominee must, to be able to exercise their voting rights at the meeting, request the nominee to register their shares in their own name with Euroclear Sweden AB no later than as of Thursday 23 May 2024. Accordingly, shareholders must well in advance before this date, notify their nominee of their request of such voting rights registration. However, voting rights registrations requested by shareholders and received by the nominee by Monday 27 May 2024 will be taken into account in the preparation of the share register.

Proxy

If the shareholder intends to be represented by a proxy at the meeting, the proxy must bring a written power of attorney, which is dated and duly signed by the shareholder, to the meeting. The validity term of the power of attorney may not be more than five years. If the power of attorney is issued by a legal entity, an up-to-date registration certificate or equivalent document for the legal entity showing the authorized signatory shall be attached. A template power of attorney is available at the Company's website (www.synactpharma.com) and will be sent to shareholders who request it and state their postal address or e-mail address.

The original power of attorney and, where applicable, registration certificate or equivalent document must be brought to the meeting. 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 meeting.

Proposed agenda

1. Opening of the meeting
2. Election of Chairman of the meeting.
3. Drawing up and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two adjustment officers.
6. Determination as of whether the meeting has been duly convened.
7. Presentation by the CEO.
8. Presentation of the annual report and auditor's report and the consolidated financial statements and consolidated auditor's report as well as the auditor's statement on the compliance of the applicable guidelines for remuneration to persons in the management.
9. Decision on:
 - a) Adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet.
 - b) Allocations of the Company's loss according to the adopted balance sheet.
 - c) Discharging the members of the Board of Directors and the Chief Executive Officer of their liabilities.
10. Determination of the number of members of the Board of Directors and the number of auditors and deputy auditors.
11. Determination of remuneration for the Board of Directors and the auditors.
12. Election of the Board of Directors, the Chairman of the Board of Directors and auditors or audit firms and any deputy auditors.
13. Resolution on approval of remuneration report.
14. Resolution on amendment of the articles of association.
15. Resolution on authorization for the Board of Directors regarding issues.
16. Resolution on (A) employee share option program ESOP 2024; and (B) directed issue of warrants and approval of transfer of warrants of Series ESOP 2024.
17. Resolution on (A) employee share option program to the Board of Directors BSOP 2024; and (B) directed issue of warrants and approval of transfer of warrants of Series BSOP 2024.
18. Closing of the meeting.

Item 2: Election of Chairman of the meeting

The Nomination Committee has consisted of Niels Ankerstjerne Sloth, appointed by Bioinvest ApS, Per Colleen, appointed by TomEnterprise Public Capital AB, Henrik Stage, appointed by Goodwind Holding GmbH and the Chairman of the Board of Directors Anders Kronborg. The Nomination Committee proposes that attorney Anna Berntorp from DLA Piper Sweden is elected as Chairman of the meeting.

Item 9 b: Decision on allocations of the Company's loss according to the adopted balance sheet

The Board of Directors proposes that no dividends are paid and that the available funds are carried forward.

Item 10: Determination of the number of members of the Board of Directors and the number of auditors and deputy auditors

The Nomination Committee proposes that the Board of Directors shall be composed of four ordinary board members.

Furthermore, the Nomination Committee proposes, in accordance with the recommendation from the Board of Directors which fulfils the tasks of the Audit Committee, that one registered accounting firm is appointed as auditor.

Item 11: Determination of remuneration for the Board of Directors and the auditors

The Nomination Committee proposes that board remuneration shall be paid with SEK 300,000 to the Chairman of the Board of Directors (reduced by SEK 100,000 since previous year) and with SEK 200,000 to each of the other board members who are not employed by the Company (unchanged since previous year). It is further proposed that remuneration for committee work, if such committees are established by the Board of Directors, shall be paid with SEK 50,000 to the Chairman of the Audit Committee (reduced by SEK 50,000 since previous year), with SEK 25,000 to each of the other members of the Audit Committee (reduced by SEK 25,000 since previous year), with SEK 25,000 to the Chairman of the Remuneration Committee (reduced by SEK 25,000 since previous year), with SEK 15,000 to each of the other members of the Remuneration Committee (reduced by SEK 10,000 since previous year). The Nomination Committee notes that the previous R&D Committee has been dissolved.

Furthermore, the Nomination Committee proposes, in accordance with the recommendation from the Board of Directors which fulfils the tasks of the Audit Committee, that remuneration to the auditor shall be paid in accordance with customary norms and approved invoice.

Item 12: Election of the Board of Directors, the Chairman of the Board of Directors and auditors or audit firms and any deputy auditors

The Nomination Committee proposes that, for the period until the end of the next annual general meeting, Anders Kronborg, Sten Scheibye, Sten Sørensen and Jeppe Øvlesen are re-elected as board members and that Anders Kronborg is 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.synactpharma.com).

Furthermore, the Nomination Committee proposes, in accordance with the recommendation from the Board of Directors which fulfils the tasks of the Audit Committee, that KPMG AB is re-elected as accounting firm. KPMG AB has informed that the authorized public accountant Linda Bengtsson will continue to be the auditor in charge.

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 amendment of the articles of association

The Board of Directors proposes that the annual general meeting resolves to amend the Company's articles of association by including a new § 10 in accordance with the following.

§ 10 Postal voting

The Board of Directors may decide before a General Meeting that shareholders shall be able to exercise their voting rights by post before a General Meeting in accordance with the procedure stated in Chapter 7, Section 4a of the Swedish Companies Act (2005:551).

The proposal furthermore implies a change in the paragraph numbering following the new § 10.

Item 15: Resolution on authorization for the Board of Directors to resolve on new 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 shares, convertibles and/or warrants. The increase of the share capital may correspond to a dilution of a maximum of 10 percent of the share capital at the time of the first use of the authorization. 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, to be able to expand the ownership base with owners of strategic importance as well as to enable issues to industrial partners within the framework of partnerships and alliances.

To the extent an issue is made with deviation from the shareholders' preferential rights, the issue should be made on market terms.

Item 16: Resolution on (A) employee share option program ESOP 2024 and (B) directed issue of warrants and approval of transfer of warrants of Series ESOP 2024**Background**

The Board of Directors proposes that the annual general meeting resolves to adopt an employee share option program for persons in the management and other employees in accordance with what is set out under A below.

The purpose of the proposed employee share option program (the "**ESOP 2024**") is to secure a long-term commitment for the employees in the Company through a compensation system which is linked to the Company's future value growth. Through the implementation of a share-

based incentive program, the future value growth in the Company is encouraged, which implies common interests and goals for the shareholders of the Company and employees. Such share-based incentive program is also expected to increase the Company's possibilities to retain its current employees.

Further, when preparing the ESOP 2024, the Board of Directors has resolved upon certain other actions regarding the remuneration for the persons part of management covered by the program. In addition to the ESOP 2024, the Board of Directors has decided that the total of such individuals' fixed remuneration, including salary and pension, for the upcoming year shall be reduced by 27 per cent. The Board of Directors deems that this will keep the total costs for employees' remuneration at a more balanced level in line with the phase and size of the Company, which is also an additional purpose with the ESOP 2024.

Furthermore, the Board of Directors is noting that the Nomination Committee has made a proposal where the total remuneration to the Board and its committees are reduced by 46 per cent. The Board of Directors welcomes such change as this is in line with the remuneration package as proposed by the Board of Directors to the management.

In connection with the above considerations, the Board of Directors has resolved to discontinue the Employee Option Program 2023 I and Employee Option Program 2023 II, resolved upon during 2023, provided that all participants agree. The intention is that the remaining warrants issued to secure the Company's undertaking under the Employee Option Program 2023 I and Employee Option Program 2023 II shall be cancelled.

The Board of Directors' intention is that the ESOP 2024 will be covering the need for incentive by means of incentive programs in the Company for the next few years to come.

Further details of the ESOP 2024 are set out under Section A below.

In order to secure the Company's undertakings under the ESOP 2024, the Board of Directors also proposes that the annual general meeting resolves on a directed issue of warrants and an approval of transfer of warrants in accordance with Section B below.

A. The Board of Directors' proposal on implementation of employee share option program – ESOP 2024

The Board of Directors proposes that the annual general meeting resolves to implement the employee share option program ESOP 2024 in accordance with the following substantial guidelines:

1. The ESOP 2024 to the employees shall comprise a maximum of 2,271,303 options.
2. Employee options can be granted by the Company or a subsidiary in the Company's group (the "**Group**").

3. Each option entitles the holder a right to acquire one new share in the Company, which could be acquired through exercise of warrants of Series ESOP 2024, against cash consideration at an exercise price amounting to 175 per cent of the volume weighted average share price of the Company's share on Nasdaq Stockholm during 10 trading days immediately prior to the day when a participant is allotted options (however, the exercise price cannot be less than the quota value of the share). The thus calculated exercise price shall be rounded to the nearest whole öre, whereupon 0.5 öre shall be rounded upwards. The exercise price and the number of shares that each option entitles right to may be subject to recalculation in the event of a bonus issue, split, rights issue etc., wherein the recalculation principles in the complete terms and conditions of the warrants of Series ESOP 2024 shall be applied by analogy.

4. The ESOP 2024 to employees shall comprise the CEO, persons in the management and up to two other employees. The board determines within the framework of the annual general meeting's decision the number of employee options that each participant receives according to the following principles:

Participant category	Number of employee options
CEO	Up to 722,688 employee options
Other management persons (up to 4 persons)	Up to 516,205 employee options per participant
Other employees (up to 2 persons)	Up to 103,241 employee options per participant

5. The number of options above is the maximum number, and a lesser number may be allotted. Allotment shall take place no later than prior to the annual general meeting in 2025.

6. Employees being part of any of the employee share option programs resolved upon during 2023 (Employee Option Program 2023 I and Employee Option Program 2023 II) and having recalled their participation in Employee Option Program 2023 I and/or Employee Option Program 2023 II before the annual general meeting of 2024, will have an initial vesting ("**IV**") of 25 per cent of the total allocated number of employee options in ESOP 2024, meaning that such options will vest immediately upon allotment. If the number of allotted employee options is not evenly divisible, the number of vested employee options shall be rounded downwards to the nearest whole number and any excess employee options shall be considered vested on the last vesting date.

7. The allotted employee options, excluding any IV as described above, will vest with 1/3 as of the date that falls 12, 24 and 36 months after the date of allotment. If the number of allotted employee options is not evenly divisible with 1/3, the number of vested employee options shall be rounded downwards to the nearest whole number and any excess employee options shall be considered vested on the last vesting date.

8. Vesting is conditional upon that the participant continues to be employed, as an employee, or engaged as an officer, within the Group. If the participant ceases to be employed or engaged as an officer within the Group before a vesting date, the already vested employee options may be exercised on the ordinary date of exercise in accordance with the below, but further vesting will not occur.

9. The options shall not constitute securities and shall not be possible to transfer or pledge. However, in the event of death, the rights to vested employee options shall accrue to the beneficiaries of the holder of the options.

10. The employee options shall be allotted without consideration.

11. Allotted and vested options can be exercised from and including the date that falls 3 years after the date of allotment up to and including 30 June 2029. The Board of Directors has the right to limit the number of occasions during the exercise period when the employee options can be exercised.

12. In the event of a public take-over offer, asset sale, liquidation, merger or any other such transaction affecting the Company, the options will vest in their entirety and be exercisable in connection with the relevant transaction. The Board of Directors has the right to, in extraordinary cases, limit the scope of, or prematurely terminate, the ESOP 2024 program in whole or in part.

13. Participation in ESOP 2024 is conditional upon that such participation can legally take place, and that such participation in the Company's assessment can take place with reasonable administrative costs and financial efforts. The Board of Directors shall have the right to adapt the terms of ESOP 2024 to the extent necessary to enable allotment of employee options to persons in other countries, as far as practicable, on terms and conditions corresponding to those that follows from ESOP 2024.

14. The employee options shall be governed by a separate agreement with the participant on substantially the same terms as the Company's previous option agreements. The Board of Directors shall be responsible for the preparation and management of ESOP 2024 in accordance with the above mentioned substantial terms and guidelines.

B. Proposal to resolution on directed issue of warrants of Series ESOP 2024 and approval of transfer of warrants of Series ESOP 2024

In order to enable the Company's delivery of shares under the ESOP 2024, the Board of Directors proposes that the annual general meeting resolves on a directed issue of warrants and approval of transfer of warrants. The Board of Directors thus proposes that the annual general meeting resolves on a directed issue of a warrants in accordance with the following terms and conditions:

1. A maximum of 2,271,303 warrants of Series ESOP 2024 shall be issued.

2. With deviation from the shareholders' preferential rights, the warrants may only be subscribed for by the Company or a subsidiary in the Group. The reason for the deviation from the shareholders' preferential rights is that the warrants are issued as part of the implementation of the ESOP 2024. In light of what has been stated under the Section Background above, the Board of Directors considers that it is for the benefit of the Company and its shareholders that employees are offered to participate in the ESOP 2024.

3. Subscription shall be made no later than 30 June 2024.
4. Over subscription cannot occur.
5. The warrants shall be issued without consideration. The reason hereof is due to that the warrants shall be issued as part of the implementation of the ESOP 2024.
6. Each warrant entitles to subscription of one share in the Company against cash consideration at a subscription price corresponding to the quota value of the share, currently 0.125 SEK.
7. Subscription of shares by virtue of the warrants may be made from registration with the Swedish Companies Registration Office up to and including 30 June 2029.
8. The subscription price and the number of shares that each warrant entitles right to subscribe for are subject to customary recalculation in the event of a bonus issue, split, rights issue etc.
9. A share issued pursuant to subscription confers right to dividends from the first record date for dividends that occurs following effectuation of the subscription to such extent that the share has been recorded as interim share in the Company's share ledger.
10. If all warrants are exercised for subscription of new shares, the share capital will increase with 283,912.875 SEK.
11. The Company's Chairman of the Board of Directors or the person appointed by him shall be entitled to make such minor adjustments of the issue resolution that might be necessary in connection with registration with the Swedish Companies Registration Office.

Further, the Board of Directors proposes that the annual general meeting shall resolve to approve that the Company or another company in the Group may transfer warrants to the participants in the ESOP 2024 (or to a financial intermediary assisting with the delivery of shares to participants in ESOP 2024) without consideration in connection with the exercise of employee options in accordance with the terms and conditions under Sections A and B above.

The full terms and conditions of the warrants are set out in Appendix A.

Other information in relation to employee share option program – ESOP 2024

Estimated costs

The Board of Directors estimates that the ESOP 2024 will incur costs for the Company partly from an accounting perspective in accordance with IFRS 2 and partly in form of social security charges for participants living in Sweden and, as applicable, in other countries. Personnel costs in accordance with IFRS 2 do not affect the Company's cash flow. For participants living in Sweden, social security charges will be expensed in the income statement during the vesting period.

The employee options do not have a market value since they are not transferable. However, the Board of Directors has calculated a theoretical value of the employee options using the "Black & Scholes" formula. Assuming that all options are allotted and assuming the following conditions: a share price at the time of allotment of the options of 7.00 SEK, a strike price of 12.25 SEK, a volatility of 50 per cent and 100 per cent of the employee options are vested, the value of a share option has been calculated to 2.07 SEK and the total personnel costs for the ESOP 2024 in accordance with IFRS 2 is estimated to be approximately SEK 4.7 million before tax during the period 2024-2027. Under the same conditions, but assuming that only 50 per cent of the employee options are vested, the total personnel cost for the ESOP 2024 in accordance with IFRS 2 is estimated to approximately SEK 2.4 million before tax during the same period.

Upon exercise of the employee options by participants living in Sweden, the ESOP 2024 will also result in costs in the form of social security charges. Total costs for social security charges during the vesting period depend on how many employee options that are exercised and on the value of the benefit that the participant will ultimately receive, i.e. on the value of the employee options upon exercise. Assuming that the share price will rise 100 per cent upon exercise compared to the volume weighted average share price of the Company's share during the measurement period for the establishment of the exercise price, that 619,446 employee options are allotted to participants living in Sweden, and that 100 per cent of the employee options intended to be allotted to participants living in Sweden included in the program will be exercised, an assumed volume weighted average share price during the measurement period for the establishment of the exercise price of 7 SEK and an assumed exercise price of 12.25 SEK, the costs for the social security charges amount to approximately SEK 0.8 million. Under the same conditions, but assuming that the share price will rise 150 per cent upon exercise of the employee options, the cost of social security charges is estimated to amount to approximately SEK 1.0 million.

It shall be noted that the calculations are based on preliminary assumptions and are only intended to provide an illustration of the outcome.

Dilution

As per the date of the notice to the general meeting, the registered number of shares in the Company amounts to 35,570,980. By the time of this notice, 5,725,484 new shares have been issued but not yet registered. Upon registration, the total number of shares will be 41,296,464 which is the number of shares that has been used for the basis of the dilution calculations.

In case all warrants issued in relation to ESOP 2024 are exercised for subscription of new shares, a total of 2,271,303 new shares will be issued, which corresponds to a dilution of approximately 5.2 per cent of the Company's share capital and votes after full dilution.

Other dilution scenarios

The dilution would only have had a marginal impact on the Company's key figure "Result per share" for the full year 2024. There are currently two share-related incentive program outstanding in the Company as described under Background Section above. As further described, the Company is contemplating to cancel such programs ahead of the annual general meeting. However, in case all warrants issued in relation to ESOP 2024 as well as all warrants issued in connection with the existing incentive programs (only considering the warrants which

may actually be utilized with respect to the corresponding options allotted to participants), a total of 2,581,303 new shares will be issued, which corresponds to a dilution of approximately 5.88 per cent of the Company's share capital and votes after full dilution.

The above calculations regarding dilution and impact on key ratios are subject to recalculation of the warrants in accordance with the customary recalculation terms set out in the complete terms and conditions for the warrants.

This proposal has been prepared by the Board of Directors in consultation with external advisers. CEO Jeppe Øvlesen has not participated in the preparation of this proposal.

The resolutions in accordance with Section A and B above shall be resolved upon as one resolution.

Item 17: Resolution on (A) employee share option program to the Board of Directors BSOP 2024 and (B) directed issue of warrants and approval of transfer of warrants of Series BSOP 2024

Background

Thomas Ringberg who owns approximately 4.48 per cent of the shares in the Company proposes that the annual general meeting resolves to adopt an employee share option program for the Board of Directors in the Company, excluding board members who are also part of the management of the Company, in accordance with what is set out under A below.

The purpose of the proposed employee share option program (the "**BSOP 2024**") is to secure a long-term commitment for the members of the Board of Directors in the Company through a compensation system which is linked to the Company's future value growth. Through the implementation of a share-based incentive program, the future value growth in the Company is encouraged, which implies common interests and goals for the shareholders of the Company and board members. Such share-based incentive program is also expected to increase the Company's possibilities to retain competent persons. Further details of the BSOP 2024 are set out under Section A below.

In order to secure the Company's undertakings under the BSOP 2024, the shareholder also proposes that the annual general meeting resolves on a directed issue of warrants and an approval of transfer of warrants in accordance with Section B below.

A. The proposal on implementation of employee share option program to the Board of Directors – BSOP 2024

Thomas Ringberg proposes that the annual general meeting resolves to implement the employee share option program BSOP 2024 in accordance with the following substantial guidelines:

1. The BSOP 2024 to the members of the Board of Directors shall comprise a maximum of 825,927 options.

2. Share options can be granted by the Company or a subsidiary in the Company's group (the "**Group**").

3. Each option entitles the holder a right to acquire one new share in the Company, which could be acquired through exercise of warrants of Series BSOP 2024, against cash consideration at an exercise price amounting to 175 per cent of the volume weighted average share price of the Company's share on Nasdaq Stockholm during 10 trading days immediately prior to the day when a participant is allotted options (however, the exercise price cannot be less than the quota value of the share). The thus calculated exercise price shall be rounded to the nearest whole öre, whereupon 0.5 öre shall be rounded upwards. The exercise price and the number of shares that each option entitles right to may be subject to recalculation in the event of a bonus issue, split, rights issue etc., wherein the recalculation principles in the complete terms and conditions of the warrants of Series BSOP 2024 shall be applied by analogy.

4. The BSOP 2024 to the Board of Directors shall comprise the Chairman of the board and other board member not being part of management. Each participant shall be allotted the requested number of options within the following maximum allocation per person:

Participant category	Number of share options
Chairman of the Board of Directors	Up to 330,371 share options
Other members of the board (up to 2 persons)	Up to 247,778 share options per participant

5. The number of options above is the maximum number, and a lesser number may be allotted. Allotment shall take place no later than prior to the annual general meeting in 2025.

6. The allotted share options will vest with 1/3 as of the date that falls 12, 24 and 36 months after the date of allotment. If the number of allotted share options is not evenly divisible with 1/3, the number of vested share options shall be rounded downwards to the nearest whole number and any excess share options shall be considered vested on the last vesting date.

7. Vesting is conditional upon that the participant continues to be a board member of the Company. If the participant ceases to be a board member of the Company before a vesting date, the already vested share options may be exercised on the ordinary date of exercise in accordance with the below, but further vesting will not occur.

8. The options shall not constitute securities and shall not be possible to transfer or pledge. However, in the event of death, the rights to vested share options shall accrue to the beneficiaries of the holder of the options.

9. The share options shall be allotted without consideration.

10. Allotted and vested options can be exercised from and including the date that falls 3 years after the date of allotment up to and including 30 June 2029.

11. In the event of a public take-over offer, asset sale, liquidation, merger or any other such transaction affecting the Company, the options will vest in their entirety and be exercisable in connection with the relevant transaction.

12. Participation in BSOP 2024 is conditional upon that such participation can legally take place, and that such participation in the Company's assessment can take place with reasonable administrative costs and financial efforts.

13. The share options shall be governed by a separate option agreement with the participant on substantially the same terms as the Company's previous option agreements. The CEO of the Company shall be authorized to execute such option agreements on behalf of the Company. The CEO of the Company shall further be responsible for the preparation and management of BSOP 2024 in accordance with the above mentioned substantial terms and guidelines.

B. Proposal to resolution on directed issue of warrants of Series BSOP 2024 and approval of transfer of warrants

In order to enable the Company's delivery of shares under the BSOP 2024, the shareholder Thomas Ringberg proposes that the annual general meeting resolves on a directed issue of warrants and approval of transfer of warrants. The shareholder thus proposes that the annual general meeting resolves on a directed issue of a warrants in accordance with the following terms and conditions:

1. A maximum of 825,927 warrants of Series BSOP 2024 shall be issued.
2. With deviation from the shareholders' preferential rights, the warrants may only be subscribed for by the Company or a subsidiary in the Group. The reason for the deviation from the shareholders' preferential rights is that the warrants are issued as part of the implementation of the BSOP 2024. In light of what has been stated under the Section Background above, the shareholder considers that it is for the benefit of the Company and its shareholders that Board of Directors are offered to participate in the BSOP 2024.
3. Subscription shall be made no later than 30 June 2024.
4. Over subscription cannot occur.
5. The warrants shall be issued without consideration. The reason hereof is due to that the warrants shall be issued as part of the implementation of the BSOP 2024.
6. Each warrant entitles to subscription of one share in the Company against cash consideration at a subscription price corresponding to the quota value of the share, currently 0.125 SEK.
7. Subscription of shares by virtue of the warrants may be made from registration with the Swedish Companies Registration Office up to and including 30 June 2029.

8. The subscription price and the number of shares that each warrant entitles right to subscribe for are subject to customary recalculation in the event of a bonus issue, split, rights issue etc.

9. A share issued pursuant to subscription confers right to dividends from the first record date for dividends that occurs following effectuation of the subscription to such extent that the share has been recorded as interim share in the Company's share ledger.

10. If all warrants are exercised for subscription of new shares, the share capital will increase with 103,240.875 SEK.

11. The Company's CEO or the person appointed by him shall be entitled to make such minor adjustments of the issue resolution that might be necessary in connection with registration with the Swedish Companies Registration Office.

Further, the shareholder proposes that the annual general meeting shall resolve to approve that the Company or another company in the Group may transfer warrants to the participants in the BSOP 2024 (or to a financial intermediary assisting with the delivery of shares to participants in BSOP 2024) without consideration in connection with the exercise of share options in accordance with the terms and conditions under Sections A and B above.

This proposal has been prepared by the shareholder solely.

The full terms and conditions of the warrants are set out in Appendix B.

Other information in relation to employee share option program – BSOP 2024

Estimated costs

The shareholder estimates that the BSOP 2024 will incur costs for the Company partly from an accounting perspective in accordance with IFRS 2 and partly in form of social security charges for participants living in Sweden and, as applicable, in other countries. Personnel costs in accordance with IFRS 2 do not affect the Company's cash flow. For participants living in Sweden, social security charges will be expensed in the income statement during the vesting period.

The share options do not have a market value since they are not transferable. However, the shareholder has calculated a theoretical value of the share options using the "Black & Scholes" formula. Assuming that all options are allotted and assuming the following conditions: a share price at the time of allotment of the options of 7.00 SEK, a strike price of 12.25 SEK, a volatility of 50 per cent and 100 per cent of the share options are vested, the value of a share option has been calculated to 2.07 SEK and the total personnel costs for the BSOP 2024 in accordance with IFRS 2 is estimated to be approximately SEK 1.7 million before tax during the period 2024-2027. Under the same conditions, but assuming that only 50 per cent of the share options are vested, the total personnel cost for the BSOP 2024 in accordance with IFRS 2 is estimated to be approximately SEK 0.9 million before tax during the same period.

Upon exercise of the share options by participants living in Sweden, the BSOP 2024 will also result in costs in the form of social security charges. Total costs for social security charges during the vesting period depend on how many share options that are exercised and on the value of the benefit that the participant will ultimately receive, i.e. on the value of the share options upon exercise. Assuming that the share price will rise 100 per cent upon exercise compared to the volume weighted average share price of the Company's share during the measurement period for the establishment of the exercise price, that 247,778 share options are allotted to participants living in Sweden, and that 100 per cent of the share options intended to be allotted to participants living in Sweden included in the program will be exercised, that the social security charges amount to 18 per cent (blended rate), an assumed volume weighted average share price during the measurement period for the establishment of the exercise price of 7 SEK and an assumed exercise price of 12.25 SEK, the costs for the social security charges amount to approximately SEK 0.3 million. Under the same conditions, but assuming that the share price will rise 150 per cent upon exercise of the share options, the cost of social security charges is estimated to amount to approximately SEK 0.4 million.

It shall be noted that the calculations are based on preliminary assumptions and are only intended to provide an illustration of the outcome.

Dilution

As per the date of the notice to the general meeting, the registered number of shares in the Company amounts to 35,570,980. By the time of this notice, 5,725,484 new shares have been issued but not yet registered. Upon registration, the total number of shares will be 41,296,464 which is the number of shares that has been used for the basis of the dilution calculations.

In case all warrants issued in relation to BSOP 2024 are exercised for subscription of new shares, a total of 825,927 new shares will be issued, which corresponds to a dilution of approximately 2.0 per cent of the Company's share capital and votes after full dilution.

Other dilution scenarios

The dilution would only have had a marginal impact on the Company's key figure "Result per share" for the full year 2024. There are currently two share-related incentive program outstanding in the Company as described under Background Section above.

In case all warrants issued in relation to BSOP 2024, ESOP 2024 as well as all warrants issued in connection with the existing incentive programs (only considering the warrants which may actually be utilized with respect to the corresponding options allotted to participants), a total of 3,407,230 new shares will be issued, which corresponds to a dilution of approximately 7.62 per cent of the Company's share capital and votes after full dilution. If only considering all warrants issued in relation to BSOP 2024 as well as all warrants which may be utilized under the existing incentive programs a total of 1,135,927 shares will be issued which corresponds to a dilution of approximately 2.68 per cent of the Company's share capital and votes after full dilution. The above calculations regarding dilution and impact on key ratios are subject to recalculation of the warrants in accordance with the customary recalculation terms set out in the complete terms and conditions for the warrants.

The resolutions in accordance with Section A and B above shall be resolved upon as one resolution.

Majority requirements

For valid resolutions on the proposals pursuant to items 14 and 15, 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 valid resolution on the proposal pursuant to item 16 and 17, 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.

Information at the annual general meeting

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.

Documents and information

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 persons in the management, complete proposals for resolutions and other documents for the annual general meeting, will be kept available at the Company's office, at Scheelevägen 2, SE-223 63 Lund, Sweden, and at the Company's website (www.synactpharma.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 be available at the annual general meeting.

Number of shares and votes in the Company

At the time of this notice, the total number of registered shares and votes in the Company amount to 35,570,980. The Company does not hold any own shares.

Processing of personal data

For information on how the Company processes your personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Lund in April 2024

SynAct Pharma AB

The Board of Directors

For further information, please contact:

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About SynAct Pharma AB

SynAct Pharma AB (Nasdaq Stockholm: SYNACT) is a clinical stage biotechnology company focused on the resolution of inflammation through the 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 inflammation resolution activity to help patients achieve immune balance and overcome their inflammation. For more information: www.synactpharma.com.

Attachments

[Notice of annual general meeting in SynAct Pharma AB](#)