

The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

Notice of annual general meeting in SynAct Pharma AB

The shareholders in SynAct Pharma AB, Reg. No. 559058-4826 (“SynAct”), are hereby invited to the annual general meeting to be held on Friday 21 May 2021.

In light of the ongoing Covid-19 pandemic and in order to reduce the risk of infection spreading, the board of directors has decided that the annual general meeting will be held only by advance voting (postal vote) in accordance with temporary legislation. This means that the annual general meeting will be conducted without the physical presence of shareholders, proxies or external parties and that shareholders' exercise of voting rights at the annual general meeting can only take place by shareholders voting in advance in the order prescribed below. Information on the resolutions passed by the annual general meeting will be published on Friday 21 May 2021, as soon as the outcome of the advance voting is finally compiled.

Right to participate and notification

Shareholders wishing to attend the annual general meeting by advance voting must:

- be registered in the company's share register kept by Euroclear Sweden AB as of Wednesday 12 May 2021, and
- have notified their participation no later than Thursday 20 May 2021 by casting their advance vote to the company in accordance with the instructions under the heading “Voting in advance” below so that the advance vote is received by the company no later than that day.

Trustee-registered shares

Shareholders whose shares are trustee-registered in the name of a bank or other trustee must, to be able to exercise their voting rights at the annual general meeting by advance voting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so called “voting rights registration”). Such voting rights registration must be implemented by the trustee no later than as of Monday 17 May 2021. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

Voting in advance

Shareholders may exercise their voting rights at the annual general meeting only by voting in advance, so called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of shareholders' meetings in companies and other associations. A special form shall be used for advance voting. The form is available on the company's website (www.synactpharma.com). The advance voting form is considered as the notification of attendance to the annual general meeting. The completed voting form must be submitted to the company no later than on Thursday 20 May 2021. The completed and signed form shall be sent to SynAct Pharma AB, Medicon Village, Scheelevägen 2, SE-223 81 Lund, Sweden. A completed form may also be submitted electronically and is to be sent to joo@synactpharma.com. If a shareholder votes in advance through a proxy, a written and dated power of attorney signed by the shareholder must be attached to the form. A proxy form is available on the company's website (www.synactpharma.com). If the shareholder is a legal entity, a registration certificate or equivalent document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid. Further instructions and conditions are included in the advance voting form.

Proposed agenda:

0. Opening of the meeting.
1. Election of Chairman of the meeting.
2. Preparation and approval of the register of voters.
3. Approval of the agenda.
4. Election of one or two persons to confirm the minutes.
5. Determination as to whether the meeting has been duly convened.
6. Submission of the annual report and the audit report as well as the consolidated annual report and consolidated audit report.
7. Resolutions
 - a) regarding adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet;
 - b) regarding allocation of the company's profits in accordance with the adopted balance sheet; and
 - c) regarding discharge of the members of the board of directors and the CEO from liability.
8. Determination of
 - a) the number of members of the board of directors and deputy members.
 - b) the number of auditors and deputy auditors.
9. Determination of

- a) remuneration for the members of the board of directors.
 - b) remuneration for the auditors.
10. Election of members of the board of directors and Chairman of the board of directors.
- a) Torbjørn Bjerke (re-election).
 - b) John Haurum (re-election).
 - c) Thomas Jonassen (re-election).
 - d) Terje Kalland (re-election).
 - e) Uli Hacksell (re-election).
 - f) Marina Bozilenko (new election).
 - g) Chairman of the board of directors: Torbjørn Bjerke (re-election).
11. Election of auditor.
12. Resolution on instruction and charter for the Nomination Committee.
13. Resolution on guidelines for remuneration to senior executives.
14. Resolution on authorization for the board of directors regarding issues.
15. Closing of the meeting.

Proposed resolutions

Item 1: Election of Chairman of the meeting

Shareholders together representing approximately 20 per cent of the shares and votes in the company (the “**Proposers**”) propose that lawyer Ola Grahm is elected as chairman of the meeting or, in his absence, the person appointed by the board of directors instead.

Item 2: Preparation and approval of the register of voters

The register of voters that is proposed to be approved is the register of voters prepared by the company, based on the share register of the meeting and received advance votes, controlled by the person confirming the minutes of the meeting.

Item 4: Election of one or two persons to confirm the minutes

Henrik Stage is proposed to, together with the chairman, confirm the minutes of the meeting, or in his absence, the person appointed by the board of directors instead. The assignment to confirm the minutes also includes controlling the register of voters and that received advance votes are correctly reproduced in the minutes.

Item 7 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 and that the available funds are carried forward.

Item 8 a: Determination of the number of members of the board of directors and deputy members

The Proposers propose that the board of directors shall be composed of six board members without deputy board members.

Item 8 b: Determination of the number of auditors and deputy auditors

The board of directors proposes that one registered accounting firm is appointed as auditor.

Item 9 a: Determination of remuneration for the members of the board of directors

The Proposers propose that board remuneration shall be paid with SEK 400,000 to the Chairman of the board of directors and with SEK 200,000 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, with SEK 50,000 to each of the other members of the Audit 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.

Item 9 b: Determination of remuneration for the auditors

The board of directors proposes that remuneration for the auditor shall be paid in accordance with customary norms and approved invoice.

Item 10: Election of members of the board of directors and Chairman of the board of directors

The Proposers propose that Torbjørn Bjerke, John Haurum, Thomas Jonassen, Terje Kalland and Uli Hacksell are re-elected as board members, that Marina Bozilenko is elected as new board member, and that Torbjørn Bjerke is re-elected as Chairman of the board of directors.

Marina Bozilenko, born 1965, is currently the acting CEO and member of the board of directors of Biothea Pharma, Inc. Marina Bozilenko has over 30 years of investment banking and other healthcare industry expertise, including raising more than \$30 billion in capital and executing numerous M&A transactions. She currently also serves as Strategic Advisor to William Blair & Company, a firm she joined in 2010 as Head of Biotech & Pharma and Managing Director. Prior to that, she worked at Bear, Stearns & Co. Inc. as a Senior Managing Director in the healthcare group, at Bank of America Securities as a Managing Director and Head of Biotechnology, and at Vector Securities International, where she was a Partner. Marina Bozilenko was also a Principal at Kidd & Company, a private-equity firm. She received her B.A. in molecular biology and M.A. in economic history from the University of Chicago. Marina Bozilenko is a Director of NeuroNetworks Fund (NNF), a non-profit organization focused on therapies for autism, epilepsy, schizophrenia and related disorders. She also serves on the Advisory Board of Arctic Aurora Life Sciences, a Swedish healthcare- focused investment fund.

Other current positions: Member of the board of directors of AcetRx Pharmaceuticals, Inc. and Biothea Pharma, Inc. Acting CEO of Biothea Pharma, Inc.

Marina Bozilenko holds no shares in SynAct. Marina Bozilenko is considered to be independent in relation to SynAct as well as its senior management and in relation to major shareholders.

Information on the board members proposed for re-election can be found at the company website (www.synactpharma.com) and in the annual report.

Item 11: Election of auditor

The board of directors proposes that Mazars AB is re-elected as accounting firm. Mazars AB has informed that the authorized public accountant Bengt Ekenberg will continue to be the auditor in charge.

Item 12: Resolution on instruction and charter for the Nomination Committee

The board of directors proposes that an instruction and charter for the Nomination Committee shall be adopted in accordance with the following substantial terms.

The Nomination Committee shall consist of four members, representing the three largest shareholders as per the end of September, together with the chairman of the board of directors. The "three largest shareholders" refer to the ownership grouped registered or in any other way known shareholders as per the end of September.

The chairman of the board of directors shall as soon as possible when the information regarding the three largest shareholders as per the end of September is known, contact the three largest shareholders to find out whether they wish to appoint a representative to the Nomination Committee. In case one of the three largest shareholders refrain from appointing a representative, or such representative resign prior to completion of the assignment and without the shareholder who has appointed the representative appointing a new member, the chairman of the board of directors shall encourage the next owner in size (i.e. in the first place the fourth largest shareholder) to appoint a representative. The procedure shall go on until the Nomination Committee is composed of four members including the chairman of the board of directors.

The Nomination Committee shall appoint the Chairman of the Nomination Committee among its members. The chairman of the board of directors or another member of the board of directors should not be appointed as Chairman of the Nomination Committee.

The members of the Nomination Committee shall be announced no later than six months before the annual general meeting. When significant changes in the ownership occur after the date the Nomination Committee was appointed, the Nomination Committee may, if it considers it necessary, decide to offer a new owner a position in the Nomination Committee in accordance with the principles above. Changes in the Nomination Committee shall be made public immediately.

The Nomination Committee's term shall run until such time as a new Nomination Committee has been elected.

No fees shall be paid to the members of the Nomination Committee.

The Nomination Committee shall prepare and propose the following to the coming annual general meeting:

- (a) election of chairman at the general meeting;

- (b) election of chairman of the board of directors and other members of the board of directors;
- (c) fees to the board of directors, divided between the chairman and other members, and any fees for committee work;
- (d) election of auditor and fees to the auditor; and
- (e) principles for appointment of the Nomination Committee (if the Nomination Committee considers that the current principles and instruction should be updated).

These principles for the Nomination Committee's appointment and instruction for the Nomination Committee shall be valid until further notice until a resolution on amendment is passed by a general meeting.

Item 13: Resolution on guidelines for remuneration to senior executives

The board of directors proposes that the annual general meeting resolves to adopt the following guidelines for remuneration to senior executives.

Scope and applicability of the guidelines

These guidelines comprise the persons who are part of SynAct's group management (including the CEO). The guidelines also encompass any remuneration to members of the board of directors, in addition to board remuneration.

These guidelines are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2021. For senior executives who carry out their assignments on a consultancy basis, the guidelines shall be applied in applicable parts. These guidelines do not apply to any remuneration resolved by the general meeting, such as e.g. board remuneration and share-based incentive programs.

The guidelines' promotion of the company's business strategy, long-term interests and sustainability

SynAct is a clinical phase II company that conducts research and development in inflammatory diseases. The company has a platform technology based on a new class of drug candidates aimed at acute deterioration in chronic inflammatory diseases with the primary purpose of stimulating natural healing mechanisms. In brief, SynAct's business strategy is to drive projects into clinical development in order to secure proof-of-concept, i.e. support for clinical relevance. The company's ambition is to conduct phase II clinical studies, and then sign commercial agreements with one or more major pharmaceutical companies. For more information about SynAct's business strategy, see SynAct's latest annual report.

A successful implementation of SynAct's business strategy and safeguarding of SynAct's long-term interests, including its sustainability, require that the company is able to recruit and retain highly competent senior executives with a capacity to achieve set goals. In order to achieve this, SynAct must offer a competitive total remuneration on market terms, which these guidelines enable.

Types of remuneration, etc.

The remuneration shall be on market terms and be competitive, and may consist of the following components: fixed salary, variable cash remuneration, pension benefits and other benefits. For the individual senior executive, the level of remuneration shall be based on factors such as work duties, competence, experience, position and performance. Additionally, the general meeting may – irrespective of these guidelines – resolve on, e.g. share and share price-related remuneration.

For employments governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Fixed salary

The CEO and other senior executives shall be offered a fixed annual cash salary. The fixed salary shall be determined by taking into consideration the individual's competence, area of responsibility and performance. In general, a review should be made annually. For senior executives who carry out their assignments on a consultancy basis, consultancy fees shall be paid in accordance with approved invoicing principles.

Variable cash remuneration

In addition to fixed salary, the CEO and other senior executives may, according to separate agreements, receive variable cash remuneration. Variable cash remuneration covered by these guidelines is intended to promote SynAct's business strategy and long-term interests, including its sustainability.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one or several years. Variable cash remuneration may, for the CEO, amount to a maximum of 50 percent of the fixed annual salary, and for other senior executives, a maximum of 50 percent of the fixed annual salary. Variable cash remuneration shall not qualify for pension benefits, save as required by mandatory collective bargaining agreements.

The variable cash remuneration shall be linked to one or several predetermined and measurable criteria, which can be financial, such as milestone payments, revenue targets and budget adherence, or non-financial, such as achievement of clinical milestones. By linking the goals in a clear and measurable way to the remuneration of the senior executives to SynAct's financial and operational development, they contribute to the implementation of the company's business strategy, long-term interests and sustainability.

To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated and determined when the measurement period has ended. The Remuneration Committee is responsible for such evaluation. For financial objectives, the evaluation shall be based on the latest financial information made public by the company. The board of directors shall have the possibility to, in whole or in part, reclaim variable cash remuneration paid on incorrect grounds.

Additional variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are only made on an individual basis, either for the purpose of recruiting or retaining senior executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 50 percent of the fixed annual salary and may not be paid more than once each year per individual. Any resolution on such remuneration shall be made by the board of directors based on a proposal from the Remuneration Committee.

Pension benefits

Pension benefits, including health insurance, shall be defined contribution, insofar as the senior executive is not covered by defined benefit pension under mandatory collective bargaining agreements. Premiums for defined contribution pensions, including health insurance, may amount to a maximum of 30 percent of the fixed annual salary.

Other benefits

Other benefits may include life insurance, medical insurance and a company car. Premiums and other costs relating to such benefits may amount to a total of not more than 15 percent of the fixed annual salary.

Termination of employment and severance payment

Upon termination of an employment by SynAct, the notice period may not exceed twelve months. Severance pay, in addition to fixed salary and other remuneration during the notice period, may not exceed an amount corresponding to the fixed annual cash salary for twelve months. Upon termination by the senior executive, the notice period may not exceed six months.

Additional remuneration may be paid for non-compete undertakings in order to compensate for loss of income. Such remuneration shall only be paid in so far as the previously employed senior executive is not entitled to severance pay. The remuneration shall be based on the fixed annual salary at the time of termination of employment and amount to not more than 60 percent of the fixed annual salary at the time of termination of employment, save as otherwise provided by mandatory collective bargaining agreements, and shall be paid during the time as the non-compete undertaking applies, however not for more than twelve months following termination of employment.

Salary and employment conditions for employees

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment conditions for employees of SynAct have been taken into consideration by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the board of directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

Consultancy fees to the members of the board of directors

To the extent a member of the board of directors renders services for the company, in addition to his or her assignment as a member of the board of directors, an additional consultancy fee on market terms may be paid to the member of the board of directors, or to a company controlled by such member of the board of directors, provided that such services contribute to the implementation of SynAct's business strategy and the safeguarding of SynAct's long-term interests, including its sustainability.

Preparation and decision-making progress

The Remuneration Committee's duties include i.a. preparing the board of directors' resolution to propose guidelines for remuneration to senior executives. The board of directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines have been adopted by the general meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for the senior executives as well as the current remuneration structures and compensation levels in the company. The members of the Remuneration Committee shall be independent in relation to the company and its senior management. The CEO and other members of the senior management do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Deviation from these guidelines

The board of directors may temporarily resolve to deviate from these guidelines, in whole or in part, if in a specific case there is special cause for the deviation and a deviation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the board of directors' resolutions in remuneration-related matters, which include any resolutions to deviate from these guidelines.

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 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 shares that that may be issued (alternatively be issued through conversion of convertibles and/or exercise of warrants) shall not exceed 6,501,574, which corresponds to a dilution of approximately 20 percent calculated on the number of outstanding shares in the company. 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 such minor formal adjustments of the resolution as might be necessary in connection with registration with the Swedish Companies Registration Office (Sw. Bolagsverket).

Particular majority requirements

For a valid resolution on the proposal pursuant to item 14, 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.

Shareholders' right to information

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of 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. Requests for such information must be submitted via e-mail to joo@synactpharma.com or by post to SynAct Pharma AB, Medicon Village, Scheelevägen 2, SE-223 81 Lund, Sweden, no later than Tuesday 11 May 2021. The information is provided by keeping it available at the company's office and website (www.synactpharma.com), no later than Sunday 16 May 2021. The information will also be sent within the same time to the shareholders who have requested it and provided their postal or e-mail address.

Meeting documents

Financial statements, the audit report, complete proposals for resolutions and other documents for the annual general meeting, are presented by keeping them available at the company's office, at Medicon Village, Scheelevägen 2, SE-223 81 Lund, Sweden, and at the company's website (www.synactpharma.com) as from no later than three weeks before the annual general meeting, and will also be sent to shareholders who request it and provide their address. The share register of the annual general meeting will also be available at the company's office.

Number of shares and votes in the company

As of the date of this notice to attend the shareholders' meeting, the total number of shares and votes in the company amounts to 26,006,295. The company does not hold any own shares.

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>.

Lund in April 2021
SynAct Pharma AB (publ)
The Board of Directors

For further information about SynAct Pharma AB, please contact:

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The information was submitted, through the agency of the contact persons set out above, for publication on 19 April 2021.

About SynAct Pharma AB

SynAct Pharma AB conducts research and development in inflammatory diseases. The company has a platform technology based on a new class of drug candidates aimed at acute deterioration in chronic inflammatory diseases with the primary purpose of stimulating natural healing mechanisms. For more information: www.synactpharma.com.

About AP1189

The mechanism of action of SynAct Pharma's lead compound AP1189 is to promote resolution of inflammation through melanocortin receptor activation directly on macrophages, thereby reducing the pro-inflammatory activity of macrophages and by stimulating so-called macrophage efferocytosis, a specific ability to clear inflammatory cells (J Immun 2015, 194:3381-3388). This effect has shown to be effective in disease models of inflammatory and autoimmune diseases and the clinical potential of the approach is currently tested in a clinical phase 2 study in patient with active Rheumatoid Arthritis.

<https://clinicaltrials.gov/ct2/show/NCT04004429?term=AP1189&draw=2>