

*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 extraordinary general meeting in SynAct Pharma AB**

**The shareholders in SynAct Pharma AB, Reg. No. 559058-4826 ("SynAct"), are hereby invited to the extraordinary general meeting to be held on Monday March 28, 2022.**

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 meeting will be held only by advance voting (postal vote) in accordance with temporary legislation. This means that the meeting will be conducted without the physical presence of shareholders, proxies or external parties and that shareholders' exercise of voting rights at the meeting can only take place by shareholders voting in advance in the order prescribed below. Information on the resolutions passed by the meeting will be published on Monday March 28, 2022, as soon as the outcome of the advance voting is finally compiled.

### **Right to participate and notification**

Shareholders wishing to attend the meeting by advance voting must:

- be registered in the company's share register kept by Euroclear Sweden AB as of Friday March 18, 2022, and
- have notified their participation no later than Friday March 25, 2022 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 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 Tuesday March 22, 2022. 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 meeting only by voting in advance, so called postal voting in accordance with Section 22 of the Act (2022:121) 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](http://www.synactpharma.com)). The advance voting form is considered as the notification of attendance to the meeting. The completed voting form must be submitted to the company no later than on Friday March 25, 2022. 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 [legal@synactpharma.com](mailto:legal@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](http://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. Determination of the number of members of the board of directors and deputy board members.
7. Election of new member of the board of directors.
8. Determination of remuneration for the new member of the board of directors.
9. Closing of the meeting.

### **Proposed resolutions**

#### *Item 1: Election of Chairman of the meeting*

The Nomination Committee proposes that attorney Ola Grahn is elected as Chairman of the meeting, or, in his absence, the person appointed by the Nomination Committee 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*

Jens Bager, representing GL Capital AB, is proposed to, together with the Chairman of the meeting, 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 6: Determination of the number of members of the board of directors and deputy board members*

At the annual general meeting held on May 21, 2021, it was resolved that the board of directors shall be composed of six ordinary board members without deputy board members until the end of the next general meeting.

The Nomination Committee now proposes that the board of directors shall be composed of seven ordinary board members without deputy board members until the end of the next annual general meeting.

#### *Item 7: Election of new member of the board of directors*

At the annual general meeting held on May 21, 2021, it was resolved to re-elect Torbjørn Bjerke, John Haurum, Thomas Jonassen, Terje Kalland and Uli Hacksell as board members and to elect Marina Bozilenko as a new board member. Torbjørn Bjerke was re-elected as Chairman of the board of directors.

The Nomination Committee now proposes that Kerstin Hasselgren is elected as new ordinary board member for the time period up until the end of the next annual general meeting alongside the board members elected at the annual general meeting held on May 21, 2021.

Kerstin Hasselgren (born 1961) is currently CFO of Xspray Pharma AB listed at Nasdaq Stockholm. Kerstin Hasselgren has broad experience from working in large public international companies as VP Corporate Business Control at SSAB, CFO at Alstom Transport Nordic, VP Finance Global Operations at AstraZeneca and VP Finance Global R&D at AstraZeneca. Kerstin Hasselgren holds a M.Sc. Business Administration from Stockholm School of Economics.

Other current positions: None.

Kerstin Hasselgren holds no shares in SynAct. Kerstin Hasselgren is considered independent in relation to the company, its senior management and major shareholders.

Provided that Kerstin Hasselgren is elected as new board member, the board of directors intends to appoint Kerstin Hasselgren as Chairman of the Audit Committee.

#### *Item 8: Determination of remuneration for the new member of the board of directors*

At the annual general meeting held on May 21, 2021, it was resolved 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 was further resolved 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.

In light of that the Nomination Committee, pursuant to items 6-7, proposes that a new board member is elected, the Nomination Committee now proposes that board remuneration shall be paid with SEK 33,000 to Kerstin Hasselgren for the time period up until the end of the next annual general meeting (corresponding to a yearly remuneration of SEK 200,000). In addition thereto, the Nomination Committee further proposes that a separate remuneration of SEK 17,000 shall be paid to Kerstin Hasselgren in her capacity as Chairman of the Audit Committee for the time period up until the end of the next annual general meeting (corresponding to a yearly remuneration of SEK 100,000).

#### **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 an item on the agenda. Requests for such information must be submitted via e-mail to

[PAR@synactpharma.com](mailto:PAR@synactpharma.com) or by post to SynAct Pharma AB, Medicon Village, Scheelevägen 2, SE-223 81 Lund, Sweden, no later Friday March 18, 2022. The information is provided by keeping it available at the company's office and website ([www.synactpharma.com](http://www.synactpharma.com)), no later than Wednesday March 23, 2022. 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**

The complete proposals for resolutions are included in this notice. The Nomination Committee's reasoned statement regarding its proposals and other documents for the 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](http://www.synactpharma.com)) as from no later than two weeks before the meeting, and will also be sent to shareholders who request it and provide their address. The share register of the 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 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>.

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Lund in March 2022

**SynAct Pharma AB (publ)**

The Board of Directors

*The information was submitted, through the agency of the contact persons set out below, for publication at 08:00 CET on March 9, 2022.*

### **For further information about SynAct Pharma AB, please contact:**

Jeppe Øvlesen  
CEO, SynAct Pharma AB  
Phone: +45 28 44 75 67  
Mail: [joo@synactpharma.com](mailto:joo@synactpharma.com)

Thomas Jonassen  
CSO, SynAct Pharma AB  
Phone: +45 40 15 66 69  
Mail: [tj@synactpharma.com](mailto:tj@synactpharma.com)

### **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](http://www.synactpharma.com).