



Auditor's statement pursuant to chapter 13, section 8 of the Swedish Companies Act (2005:551) concerning the board of directors' report regarding the capital contributed in kind

To the shareholders' meeting of SynAct Pharma, Reg. No. 559058-4826

We have reviewed the board of directors' report concerning the capital contributed in kind dated 12 December 2022.

The board of directors' responsibility for the report

Under the Swedish Companies Act, it is the responsibility of the board of directors to prepare the report and to ensure that there are such internal controls which the board considers necessary to enable the report to be prepared without material errors, whether due to improprieties or errors.

The auditor's responsibility

Our responsibility is to express our opinion on the board of directors' report based on our review. We have conducted the review in accordance with the Swedish Institute of Authorised Public Accountants' (FAR) Recommendation 9, "The auditor's other statements under the Companies Act and the Companies Ordinance". This recommendation requires that we plan and conduct the review in order to obtain limited assurance that the board of directors' report does not contain any material errors. The accounting firm applies ISQC 1 (International Standard on Quality Control) and thus has a comprehensive quality control system which includes documented guidelines and procedures regarding compliance with professional requirements, standards governing professional activities and applicable requirements in acts and other legislation.

We are independent in relation to SynAct Pharma AB in accordance with generally accepted accounting principles in Sweden and have otherwise performed our professional responsibilities pursuant to these requirements.

The review involves performing various procedures to procure evidence of financial and other information contained in the board of directors' report. The auditor decides what procedures will be performed by assessing, inter alia, the risks of any material errors in the report, whether due to improprieties or mistakes. In connection with this risk assessment, the auditor takes into consideration the relevant parts of the internal controls pertaining to how the board of directors prepares the report in order to perform the review procedures appropriate to the circumstances, although not for the purpose of expressing an opinion as to the effectiveness of such internal controls. The review has been limited to an overall analysis of the report and the supporting documentation relating thereto as well as enquiries submitted to the company's personnel. Our confirmation is thus restricted to a limited assurance compared to an audit. We consider that the evidence we have procured is sufficient and appropriate to provide a basis for our opinion.

Statement

We find that

- The assets contributed in kind are or can be assumed to be of benefit to the Company's operations, and
- The assets contributed in kind have not been reported at a higher value in the report of the Board of directors than the fair value for the Company.

Other information

As stated in the board of directors' report, the assets to be contributed in kind consists of all 11,200,000 shares in TXP Pharma AG. As further stated, the value of the assets to be contributed has been determined as follows: The agreed purchase price for TXP has been determined based on negotiations with the sellers. Prior to the negotiations, the board of directors obtained a valuation of TXP's development portfolio from an independent third party. The valuation is made through a risk-adjusted present value calculation of future cash flows and is based on assessments and assumptions such as, for example, market size, market share and probability of success in clinical trials. The board of directors' basis for the valuation included the result of a so-called due diligence examination of TXP. The board of directors has also obtained a so-called fairness opinion from Ernst & Young AB.

A valuation of such assets that are subject to the contribution in kind is always associated with uncertainty. However, we have not found anything in our review that has led us to question the value that the board of directors' has attributed to the assets.

Based on the above, the closing price of the Company's share on Nasdaq Stockholm on 9 December 2022, and the provisions of RFR 2, the board of directors estimates that the shares in TXP will be entered in the Company's balance sheet with a total value of SEK 170,016,553. The value consists of the fixed purchase price of SEK 162,939,225, which corresponds to a subscription price of SEK 75 per share, and an estimated fair value of the conditional purchase price of SEK 7,077,328. The final value at which the in kind-assets will be entered in the Company's balance sheet as well as the subscription price will, however, in accordance with applicable accounting rules, be determined based on the share



price for the Company's shares at the so-called transaction date and may therefore deviate from the estimated value stated above.

This statement has only been prepared in order to satisfy the requirements set forth in chapter 13, section 8 of the Companies Act and may not be used for any other purpose.

Malmö, December 12, 2022

KPMG AB

Linda Bengtsson
Authorized public accountant