

## Bulletin from the extraordinary general meeting of SynAct Pharma AB

**Today, on January 12, 2023, an extraordinary general meeting was held in SynAct Pharma AB (publ). A summary of the adopted resolutions follows below. All resolutions were adopted with the required majority of votes.**

### **Resolution on (A) approval of acquisition of TXP Pharma AG (related party transaction); and (B) issue of new shares in kind**

The meeting resolved in accordance with the proposal from the board of directors to approve the acquisition of all shares in the Swiss-incorporated biotech company TXP Pharma AG (“TXP”) from a number of sellers, including GoodWind Holding GmbH, which is indirectly owned by, among others, Torbjørn Bjerke (chairman of the board of directors), Thomas Jonassen (board member and CSO), Jeppe Øvlesen (CEO) and Thomas Boesen (COO). TXP is researching and developing pharmaceutical drugs which by stimulation (agonist) of melanocortin receptors are planned to be used for treatment of autoimmune and inflammatory diseases. Closing is expected to take place in close connection to the meeting.

The purchase price for TXP amounts to SEK 135,999,939.80 in an initial fixed purchase price to be paid through the issuance of 2,172,523 shares in the company to the sellers. In addition, the company may also come to issue an additional purchase price in the form of a one-time amount of SEK 55,000,000

In addition, the meeting resolved in accordance with the proposal from the board of directors on an issue in kind of not more than 2,172,523 shares, whereby the new shares only may be subscribed for by the shareholders of TXP. Payment for the subscribed shares shall be made by contribution of all shares in TXP (the consideration in kind).

### **Resolution on (A) employee option program; and (B) directed issue of warrants and approval of transfer of warrants**

The meeting resolved in accordance with the proposal from the board of directors to implement an employee option program for two senior executives and one other employee of the company. The purpose of the employee option program 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.

The employee option program shall comprise a maximum of 195,000 employee options. The allotted employee options will vest with 1/3 as of the date that falls 12, 24 and 36 months after the date of allotment. Allotted and vested options can be exercised during 30 days from the day following after the announcement of the company’s quarterly reports, the first time after the announcement of the quarterly report for the fourth quarter of 2025 and the last time after the announcement of the quarterly report for the fourth quarter of 2026. Each employee option entitles the holders a right to acquire one new share in the company 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 30 trading days immediately prior to the extraordinary general meeting on January 12, 2023. The employee options shall be allotted without consideration and shall not constitute securities and shall not be possible to transfer or pledge.

In order to enable the company's delivery of shares under the employee option program, the meeting also resolved on a directed issue of a maximum of 195,000 warrants to the company or a subsidiary of the group. In addition, the meeting also resolved to approve that the company or another company of the group may transfer warrants to the participants without consideration in connection with the exercise of the employee options. If all warrants that are issued in relation to the employee option program are exercised for subscription of shares, a total of 195,000 shares will be issued.

**Lund on January 12, 2023**

SynAct Pharma AB (publ)

*The information was submitted for publication, through the agency of the contact persons set out below, at 4.00 pm CET on January 12, 2023.*

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**About SynAct Pharma AB**

SynAct Pharma AB (publ) (Nasdaq Stockholm: SYNACT) 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).

**Attachments**

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