

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.

Minutes from the annual shareholders' meeting held in SynAct Pharma AB, Reg. No. 559058-4826, on 25 May 2023 at 1.00 p.m. in Malmö.

0. Opening of the meeting

Lawyer Ola Grahn opened the meeting on behalf of the board.

1. Election of chairman of the meeting

It was resolved to elect lawyer Ola Grahn as chairman of the meeting. The chairman of the meeting should keep the minutes.

It was furthermore resolved that guests in form of certain employees, were allowed to attend the meeting as audience.

2. Preparation and approval of the register of voters

A list of present shareholders, proxies, advisors and other present persons in accordance with **Schedule 1** was prepared.

The above mentioned list in accordance with Schedule 1 of shareholders, proxies, advisors and other present persons was approved as the voting list at the meeting.

3. Approval of the agenda

It was resolved to approve the agenda in accordance with the proposal from the board of directors as set out in the notice to attend the annual general meeting, **Schedule 2**.

4. Election of one or two persons to confirm the minutes

It was resolved that one person should verify the minutes. Annika Boström, representing SPDR Portfolio Europe EFT, was elected as such person to verify the minutes.

5. Determination as to whether the meeting has been duly convened

It was noted that the notice to attend the annual shareholders' meeting, in accordance with the articles of association and the provisions of the Swedish Companies Act (*Sw. aktiebolagslagen (2005:551)*), had been inserted in the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*) on 18 April 2023, that the notice to attend the annual shareholders' meeting has been available at the company's website since 13 April 2023, and that the advert regarding the notice to attend the annual shareholders' meeting had been inserted in Svenska Dagbladet on 18 April 2023.

The meeting was declared to be duly convened.

6. Presentation by the CEO

The incoming CEO Torbjørn Bjerke and the resigning CEO Jeppe Øvlesen reported on the company's operations.

The shareholders were given the opportunity to ask questions regarding the report.

7. Submission of the annual report and the audit report as well as the consolidated annual report and consolidated audit report, and the auditor's statement on the compliance of the applicable guidelines for remuneration to senior executives

The annual report and the auditor's report, the group annual report and the group auditor's report for the financial year 2022 as well as the auditor's report in accordance with Chapter 8, Section 54 of the Swedish Companies Act on whether the guidelines adopted by the annual shareholders' meeting regarding remuneration to the senior executives have been complied with, were presented.

In connection with the presentation of the accounting documents, Linda Bengtsson from KPMG AB reported on the work of the auditors.

8. Resolutions

(a) regarding adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet

It was resolved to adopt the profit and loss statement and the balance sheet, as well as the group profit and loss statement and the group balance sheet, as stated in the above presented annual report and group annual report.

(b) regarding allocation of the company's profits in accordance with the adopted balance sheet

It was resolved, in accordance with the proposal from the board of directors in the annual report, that no dividends are to be paid for the financial year 2022 and that available funds shall be carried forward to a new account.

(c) regarding discharge of the members of the board of directors and the CEO from liability

It was resolved that the directors of the board and the managing director should be discharged from liability for the financial year 2022.

It was noted that the directors of the board and the managing director did not participate in the resolution regarding discharge from liability.

9. Determination of the number of members of the board of directors and deputy members, and the number of auditors and deputy auditors

The representative of the Nomination Committee, Torbjørn Bjerke, presented the work of the Nomination Committee and the Nomination Committee's proposals for the meeting.

It was resolved in accordance with the proposal from the Nomination Committee that the board of directors shall be composed of six ordinary board members without deputies until the end of the next annual shareholders' meeting.

Furthermore, it was resolved in accordance with the proposal from the Nomination Committee that one registered public accounting firm shall be appointed as auditor until the end of the next shareholders' meeting.

10. Determination of remuneration for the members of the board of directors and the auditors

It was resolved in accordance with the proposal from the Nomination Committee 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. The meeting 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, with SEK 25,000 to each of the other members of the Remuneration Committee, with SEK 50,000 to the chairman of the R&D Committee and with SEK 25,000 to each of the other members of the R&D Committee.

It was finally resolved in accordance with the proposal from the Nomination Committee that remuneration to the auditor shall be paid in accordance with customary norms and approved invoice.

11. Election of members of the board of directors and chairman of the board of directors as well as auditor

The chairman of the meeting noted that information on the proposed members of the board and their assignments can be found in the annual report and on the company's website, and regarding information about Thomas von Koch in the Nomination Committee's complete proposal.

It was resolved in accordance with the proposal from the Nomination Committee to re-elect Thomas Jonassen, Terje Kalland, Uli Hacksell, Marina Bozilenko and Kerstin Hasselgren as ordinary board members and to elect Thomas von Koch as new ordinary board member. Furthermore, it was resolved to elect Uli Hacksell as new chairman of the board. It was noted that the company's existing chairman of the board

Torbjørn Bjerke will assume the role as CEO effective from the annual general meeting and was therefore not available for re-election.

It was finally resolved in accordance with the proposal from the Nomination Committee to re-elect KPMG AB as auditor. It was noted that KPMG AB had informed that Linda Bengtsson will continue to be the auditor in charge.

12. Resolution on approval of remuneration report

The remuneration report for the financial year 2022 was presented in accordance with **Schedule 3**.

It was thereafter resolved to approve the remuneration report for the financial year 2022 in accordance with Schedule 3.

13. Resolution on amendment of the Articles of Association

The chairman of the meeting presented the proposal from the board of directors on amendment of the Articles of Association, **Schedule 4**.

It was thereafter resolved in accordance with the proposal in Schedule 4. It was noted that the resolution was unanimous.

14. Resolution on authorization for the board of directors regarding issues

The chairman of the meeting presented the proposal from the board of directors on authorization for the board of directors to resolve on issues in accordance with **Schedule 5**.

It was thereafter resolved on authorization for the board of directors to resolve on issues in accordance with the proposal in Schedule 5. It was noted that the resolution was unanimous.

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

The chairman of the meeting presented the proposal from the board of directors on (A) employee option program; and (B) directed issue of warrants and approval of transfer of warrants in accordance with **Schedule 6**.

It was thereafter resolved on (A) employee option program; and (B) directed issue of warrants and approval of transfer of warrants in accordance with the proposal in Schedule 6. It was noted that the resolution was unanimous.

16. Closing of the meeting

The chairman of the meeting declared the meeting closed.

(Signature page follows)

In fidem:

Confirmed by:

Ola Grahn
(Chairman of the meeting)

Annika Boström

Schedule 2

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, are hereby invited to the annual general meeting to be held at the premises of Setterwalls Advokatbyrå AB at Stortorget 23 in Malmö, Sweden, Thursday 25 May 2023, at 13.00 CEST.

Right to participate and notification

Shareholders wishing to attend the annual general meeting must:

- be registered in the company's share register kept by Euroclear Sweden AB as of Tuesday 16 May 2023, and
- have notified their participation no later than Friday 19 May 2023, by mail to SynAct Pharma AB, Scheelevägen 2, SE-223 63 Lund, Sweden. Notice can also be given by e-mail legal@synactpharma.com. The notification should specify the shareholder's complete name, personal identity number or company registration number, the number of shares held by the shareholder, address, telephone number during work hours and, when applicable, information on the number of advisors (two at the most).

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, 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 Friday 19 May 2023. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

Proxy etc.

If the shareholder should be represented by a proxy, 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 one year, unless a longer validity term is specifically stated in the power of attorney (however at the longest five years). If the power of attorney is issued by a legal entity, the representing proxy must also present an up-to-date registration certificate or equivalent document for the legal entity. 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. 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 address.

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. Presentation by the CEO.
7. Submission of the annual report and the audit report as well as the consolidated annual report and consolidated audit report, and the auditor's statement on the compliance of the applicable guidelines for remuneration to senior executives.
8. 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.
9. Determination of the number of members of the board of directors and deputy members, and the number of auditors and deputy auditors.
10. Determination of remuneration for the members of the board of directors and the auditors.
11. Election of members of the board of directors and Chairman of the board of directors as well as auditor.
12. Resolution on approval of remuneration report.
13. Resolution on amendment of the Articles of Association.
14. Resolution on authorization for the board of directors regarding issues.
15. Resolution on (A) employee option program; and (B) directed issue of warrants and approval of transfer of warrants.
16. Closing of the meeting.

Proposed resolutions

Item 1: Election of Chairman of the meeting

The Nomination Committee, that has consisted of Jens Bager (Chairman), appointed by GL Capital AB, Niels Ankerstjerne Sloth, appointed by BioInvest ApS, Per Colleen, appointed by TomEnterprise Public Capital AB, and the Chairman of the board of directors, Torbjørn Bjerke, proposes that attorney Ola Grahn is elected as Chairman of the annual general meeting.

Item 8 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 9: Determination of the number of members of the board of directors and deputy members, and the number of auditors and deputy auditors

The Nomination Committee proposes that the board of directors shall be composed of six ordinary board members without deputy board members.

Furthermore, the Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that one registered accounting firm is appointed as auditor.

Item 10: Determination of remuneration for the members of the board of directors and the auditors

The Nomination Committee proposes that board remuneration shall be paid with SEK 400,000 to the Chairman of the board of directors (unchanged 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 shall be paid with SEK 100,000 to the Chairman of the Audit Committee (unchanged since previous year), with SEK 50,000 to each of the other members of the Audit Committee (unchanged since previous year), with SEK 50,000 to the Chairman of the Remuneration Committee (unchanged since previous year), with SEK 25,000 to each of the other members of the Remuneration Committee (unchanged since previous year), with SEK 50,000 to the Chairman of the R&D Committee (new committee) and with SEK 25,000 to each of the other members of the R&D Committee.

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

Item 11: Election of members of the board of directors and Chairman of the board of directors as well as auditor

The Nomination Committee proposes that Thomas Jonassen, Terje Kalland, Uli Hacksell, Marina Bozilenko and Kerstin Hasselgren are re-elected as board members, that Thomas von Koch is elected as new board member, and that Uli Hacksell is elected as new Chairman of the board of directors. The existing Chairman of the board of directors Torbjørn Bjerke will assume the role as CEO effective from the annual general meeting and is therefore not available for re-election.

Thomas von Koch, born 1966, has extensive financial and leadership experience spanning over 30 years. Thomas von Koch is currently Chairman of the board at Swedish medical device company Bactiguard, a company he co-founded, and of which he remains principal owner. Following two years at Investor AB, where he worked with corporate finance and mergers and acquisitions, he joined the global investment giant EQT as one of its initial team members. Thomas von Koch was CEO and Managing Partner of EQT from 2014 to 2019 and remains Deputy Managing Partner in EQT Partners AB.

Thomas von Koch has a Master of Science in Business Administration from the Stockholm School of Economics and extensive board, partnering and merger and acquisition experience.

Shareholding in SynAct: Thomas von Koch holds 1,118,210 shares in SynAct and furthermore also owns 50 per cent of the shares in a company which owns additionally 159,744 shares in SynAct. Thomas von Koch's aggregate direct and indirect holdings in SynAct hence amount to 1,198,082 shares.

Other ongoing assignments: Chairman in Bactiguard Holding AB and Swibvi AB, board member in TomEnterprise AB, SWIB Holding AB, SmartCella Holding AB, TomEqt AB, Bark Partners AB, TomBact AB, TomEnterprise Public Capital AB, TomEnterprise Private AB, TomEqt Public AB and TomEqt Private AB and deputy board member in Kochcompany AB, KinKon AB, Swib Solutions AB, KinKon Private AB, KinKon Public AB and Smartcella Solutions AB.

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

Furthermore, the Nomination Committee proposes, in accordance with the recommendation from 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 12: 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 2022.

Item 13: 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 in accordance with the following:

§ 4 Share capital

Current wording

The share capital shall be at least SEK 1,800,000 and not more than SEK 7,200,000.

Proposed wording

The share capital shall be at least SEK 3,750,000 and not more than SEK 15,000,000.

§ 5 Number of shares

Current wording

The number of shares shall be no less than 14,400,000 and no more than 57,600,000.

Proposed wording

The number of shares shall be no less than 30,000,000 and no more than 120,000,000.

§ 6 The board

Current wording

The board shall comprise a minimum of four and a maximum of eight members, with a maximum of three deputies.

Proposed wording

The board shall comprise a minimum of three and a maximum of eight members.

§ 10 Annual General Meeting

Current wording

The Annual General Meeting shall be held annually within six (6) months of the end of the financial year.

The following matters shall be subject to the Annual General Meeting:

1. Election of Chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Presentation of the annual report and auditor's report and, where applicable, the consolidated annual report and consolidated auditor's report.
7. Decision on
 - a) adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet;
 - b) allocation of the company's profit or loss according to the adopted balance sheet;
 - c) discharge from liability of the members of the board of directors and the managing director.
8. Determination of the number of members of the board of directors, deputy members of the board of directors and the number of auditors and deputy auditors.
9. Determination of remuneration for the board of directors and the auditors.
10. Election of the board of directors and any deputy members of the board of directors as well as auditors or audit firms and any deputy auditors.

11. Other items, which are subject to the meeting in accordance with the Swedish Companies Act or the Articles of association.

Proposed wording

The following matters shall be covered at the Annual General Meeting:

1. Election of Chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Presentation of the annual report and auditor's report and, where applicable, the consolidated annual report and consolidated auditor's report.
7. Decision on
 - a) adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet;
 - b) allocation of the company's profit or loss according to the adopted balance sheet;
 - c) discharge from liability of the members of the board of directors and the managing director.
8. Determination of the number of members of the board of directors and the number of auditors and deputy auditors.
9. Determination of remuneration for the board of directors and the auditors.
10. Election of the board of directors and auditors or audit firms and any deputy auditors.
11. Other items, which are subject to the meeting in accordance with the Swedish Companies Act or the Articles of association.

§ 12 Record day provision

Current wording

The shareholder or trustee who is entered in the register of shareholders on the record date and recorded in the record book, according to section 4 (1998:1479) of the on the Accounting of Financial Instruments Act or the person recorded on the control account according to section 4. 18 § first paragraphs (6) to (8) of that law, is presumed to have the authority to exercise the rights set out in chap. 4 39 § Swedish Companies Act (2005:551).

Proposed wording

The company's shares shall be registered in a record day register pursuant to the Swedish Central Securities Depositories and Financial Instruments Act (SFS 1998:1479).

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, 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. 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 7,955,245, which corresponds to a dilution of 20 per cent 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.

Item 15: Resolution on (A) employee option program; and (B) directed issue of warrants and approval of transfer of warrants

Background

The board of directors proposes that the annual general meeting resolves to adopt an employee option program for senior executives and employees in accordance with what is set out under A below.

The purpose of the proposed employee option program (the "**Employee Option Program 2023 II**") 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 competent persons. Further details of the Employee Option Program 2023 II are set out under Section A below.

In order to secure the company's undertakings under the Employee Option Program 2023 II, 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.

The employee option program is intended to be annual, wherefore the board of directors, after having evaluated the program, intends to present new proposals for corresponding or adjusted programs ahead of the forthcoming annual general meetings.

A. The board of directors' proposal on implementation of Employee Option Program 2023 II

The board of directors proposes that the annual general meeting resolves to implement the Employee Option Program 2023 II in accordance with the following substantial guidelines:

1. The Employee Option Program 2023 II shall comprise a maximum of 469,000 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 holders a right to acquire one new share in the company against cash consideration at an exercise price amounting to 150 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 terms in the complete terms and conditions of the warrants shall be applied.
4. The Employee Option Program 2023 II shall comprise the CEO, senior executives and one other employee. 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 200,000 employee options
Other members of the management team (up to 4 persons)	Up to 65,000 employee options per participant
Other employee	Up to 9,000 employee options

5. Allotment shall take place no later than prior to the annual general meeting in 2024.
6. 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. 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.
7. Vesting is conditional upon that the participant continues to be employed within the Group and has not terminated the employment as of the date when the respective vesting occurs. If the participant ceases to be employed or terminates its employment 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. However, if the participant's employment is terminated due to dismissal or due to personal reasons/breach of contract, vested employee options shall also lapse.
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 employee options shall accrue to the beneficiaries of the holder of the options.
9. The employee 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 to and including 30 June 2028. The board of directors has the right to limit the number of occasions during the exercise period when the employee options can be exercised.

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 Employee Option Program 2023 II 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 Employee Option Program 2023 II 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 Employee Option Program 2023 II.
13. The employee options shall be governed by a separate agreement with the participant. The board of directors shall be responsible for the preparation and management of Employee Option Program 2023 II in accordance with the above mentioned substantial terms and guidelines.

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

In order to enable the company's delivery of shares under the Employee Option Program 2023 II, 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 469,000 warrants 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 Employee Option Program 2023 II. 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 Employee Option Program 2023 II.
3. Subscription shall be made no later than 30 June 2023.
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 Employee Option Program 2023 II.
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 SEK 0.125.
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 2028.
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 SEK 58,625.
11. The company's Chairman of the board of directors 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 Employee Option Program 2023 II (or to a financial intermediary assisting with the delivery of shares to participants in Employee Option Program 2023 II) without consideration in connection with the exercise of employee options in accordance with the terms and conditions under Section A above.

Other information in relation to Employee Option Program 2023 II

The board of directors estimates that the Employee Option Program 2023 II 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 Swedish participants. Personnel costs in accordance with IFRS 2 do not affect the company's cash flow. For participants 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 a share price at the time of allotment of the options of SEK 70, a strike price of SEK 105, a volatility of 69 per cent and that 100 per cent of the employee options are vested, the value of an employee option has been calculated to SEK 34.95 and the total personnel costs for the Employee Option Program 2023 II in accordance with IFRS 2 is estimated to be approximately SEK 16 million before tax during the period 2023-2028. Under the same conditions, but assuming that only 50 per cent of the employee options are vested, the total personnel cost for the Employee Option Program 2023 II in accordance with IFRS 2 is estimated to approximately SEK 8 million before tax during the same period.

Upon exercise of the employee options by Swedish participants, the Employee Option Program 2023 II 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 by Swedish participants 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 80 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 274,000 employee options are allotted to Swedish participants, and that 100 per cent of the employee options intended to be allotted to Swedish participants 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 SEK 70 and an assumed exercise price of SEK 105, the costs for the social security charges amount to approximately SEK 1.8 million. Under the same conditions, but assuming that the share price will rise 110 per cent upon exercise of the employee options, the cost of social security charges is estimated to amount to approximately SEK 3.6 million.

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

As per the date of the notice to the general meeting, the number of shares in the company amounts to 31,820,980. In case all warrants issued in relation to Employee Option Program 2023 II are exercised for subscription of new shares, a total of 469,000 new shares will be issued, which corresponds to a dilution of approximately 1.45 per cent of the company's share capital and votes after full dilution, calculated on the number of shares that will be added upon full exercise of all warrants issued in relation to Employee Option Program 2023 II. The dilution would only have had a marginal impact on the company's key figure "Result per share" for the full year 2022.

There is currently one share-related incentive program outstanding in the company in the form of an employee option program resolved at an extraordinary general meeting in January 2023. Upon full exercise of all warrants issued in connection with the existing incentive program that can still be exercised by participants, a total of 105,000 new shares will be issued. If all warrants that have been issued in relation to the existing incentive program and can still be exercised or are proposed to be issued in relation to Employee Option Program 2023 II are fully exercised for subscription of shares, in the aggregate 574,000 new shares will be issued, which corresponds to a total dilution of approximately 1.77 per cent of the company's share capital and votes, calculated on the number of shares that will be added upon full exercise of all outstanding and proposed incentive programs.

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 and its remuneration committee in consultation with external advisers. The Chairman of the board of directors Torbjørn Bjerke, who will assume the role as CEO on 25 May 2023, and the board member Thomas Jonassen, who is also the CSO of the company, have 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.

Particular majority requirements

For valid resolutions on the proposals pursuant to items 13 and 14, 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 15, 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.

Meeting documents

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 senior executives, 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

As of the date of this notice to attend the annual general meeting, the total number of shares and votes in the company amounts to 31,820,980. 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 2023
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 [XX:XX] CEST on April [13], 2023.

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

Patrik Renblad
CFO, SynAct Pharma AB
Phone: +46 707 47 97 68
Mail: par@synactpharma.com

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.

Schedule 3

Remuneration report 2022

Introduction

This remuneration report describes how the guidelines for remuneration to senior executives of SynAct Pharma AB (“**SynAct**”), adopted by the annual general meeting 2021, were implemented in 2022. The report also provides information on remuneration to the CEO. The report has been prepared in accordance with the Swedish Companies Act and the *Remuneration Rules* issued by the Stock Market Self-Regulation Committee.

Further information on remuneration to senior executives is available in note 9 (Employees and personnel costs) on pages 40-41 in the annual report 2022. Information on the Remuneration Committee’s work during 2022 is presented in the corporate governance report on pages 65-69 in the annual report 2022.

Remuneration of the board of directors is not covered by this report. Such remuneration is resolved annually by the annual general meeting and disclosed in note 9 on pages 40-41 in the annual report 2022. During 2022, the chairman of the board of directors Torbjørn Bjerke has, through UST Leadership AB, received remuneration for consultancy services corresponding to kSEK 525.

Key developments during 2022

The CEO summarizes the company’s overall performance in his statement on page 3 in the annual report 2022 and in the directors’ report on pages 17-18.

The company’s remuneration guidelines: scope, purpose and deviations

A prerequisite for the successful implementation of the company’s business strategy and safeguarding of the company’s long-term interests, including its sustainability, is that the company is able to recruit and retain highly competent senior executives. In order to achieve this, the company must offer a competitive total remuneration on market terms. The company’s remuneration guidelines enable the company to offer executives a competitive total remuneration on market terms. Under the remuneration guidelines, remuneration to senior executives may consist of the following components: fixed salary, variable cash remuneration, pension benefits and other benefits. The variable cash remuneration shall be linked to financial or non-financial criteria. They may be individualized quantitative or qualitative objectives. The criteria shall be designed to contribute to the company’s business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive’s long-term development.

The guidelines adopted by the annual general meeting 2022 are found on pages 25-26 in the annual report 2022. During 2022, the company has complied with the applicable remuneration guidelines adopted by the general meeting in 2022. No deviations from the guidelines have been made and no derogations from the procedure for implementation of the guidelines have been made. The auditor’s report regarding the company’s compliance with the guidelines is available on the company’s website, www.synact-pharma.com/en/governance/general-meetings/. No remuneration has been reclaimed.

*Table 1 – Total remuneration of the CEO in 2022 (kSEK)**

Name of director (position)	1 Fixed remuneration		2 Variable remuneration		3 Extraordinary items	4 Pension expense	5 Total remuneration	6 Proportion of fixed and variable remuneration
	Base salary ¹	Other benefits	One-year variable	Multi-year variable				
Jeppe Øvlesen (CEO)	3,327	-	-	-	-	329	3,655	100/0

* The table reports remuneration earned in 2022. Disbursement of any payments may or may not have been made the same year. The remuneration in Table 1 includes remuneration paid by companies within the SynAct Group.

¹ Base salary includes holiday pay.

Share-based remuneration

In 2022, the company has not had any outstanding share-based incentive programs. However, at the extraordinary general meeting on 12 January 2023, it was resolved to establish an employee option program for two senior executives and one other employee of the company within which a total of 195,000 employee options were allotted free of charge to the participants. The CEO does not participate in this incentive program.

Application of performance criteria

During 2022, the CEO has waived his right to variable remuneration and thus no performance criteria have been applied.

Comparative information on the change of remuneration and company performance

*Table 2 – Change of remuneration and company performance over the last five reported financial years (RFY) (kSEK)**

	RFY 2022	RFY 2021
CEO remuneration	3,655	1,942
Group operating profit	-105,705	-76,699
Average remuneration on a full-time equivalent basis of employees ¹ of the SynAct Group	801	1,328

* From and including the financial year 2021, which is the first financial year for this type of remuneration report. SynAct has not previously compiled data from previous financial years in this respect; such data will be reported in the future remuneration reports for the respective financial years for comparison.

¹ Excluding members of the Group executive management. Remuneration to the employees who were not part of management has been annualized.

Lund in April 2023

The Board of Directors of SynAct Pharma AB (publ)

Schedule 4

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.

Proposal for resolution on amendment of the Articles of Association

The board of directors of SynAct Pharma AB, Reg. No. 559058-4826 (the “**Company**”), proposes that the annual general meeting on May 25, 2023 resolves to amend the Articles of Association in accordance with the following:

§ 4 Share capital

Current wording

The share capital shall be at least SEK 1,800,000 and not more than SEK 7,200,000.

Proposed wording

The share capital shall be at least SEK 3,750,000 and not more than SEK 15,000,000.

§ 5 Number of shares

Current wording

The number of shares shall be no less than 14,400,000 and no more than 57,600,000.

Proposed wording

The number of shares shall be no less than 30,000,000 and no more than 120,000,000.

§ 6 The board

Current wording

The board shall comprise a minimum of four and a maximum of eight members, with a maximum of three deputies.

Proposed wording

The board shall comprise a minimum of three and a maximum of eight members.

§ 10 Annual General Meeting

Current wording

The Annual General Meeting shall be held annually within six (6) months of the end of the financial year.

The following matters shall be subject to the Annual General Meeting:

1. Election of Chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting has been duly convened.

6. Presentation of the annual report and auditor's report and, where applicable, the consolidated annual report and consolidated auditor's report.
7. Decision on
 - a) adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet;
 - b) allocation of the company's profit or loss according to the adopted balance sheet;
 - c) discharge from liability of the members of the board of directors and the managing director.
8. Determination of the number of members of the board of directors, deputy members of the board of directors and the number of auditors and deputy auditors.
9. Determination of remuneration for the board of directors and the auditors.
10. Election of the board of directors and any deputy members of the board of directors as well as auditors or audit firms and any deputy auditors.
11. Other items, which are subject to the meeting in accordance with the Swedish Companies Act or the Articles of association.

Proposed wording

The following matters shall be covered at the Annual General Meeting:

1. Election of Chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Presentation of the annual report and auditor's report and, where applicable, the consolidated annual report and consolidated auditor's report.
7. Decision on
 - a) adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet;
 - b) allocation of the company's profit or loss according to the adopted balance sheet;
 - c) discharge from liability of the members of the board of directors and the managing director.
8. Determination of the number of members of the board of directors and the number of auditors and deputy auditors.
9. Determination of remuneration for the board of directors and the auditors.

10. Election of the board of directors and auditors or audit firms and any deputy auditors.
11. Other items, which are subject to the meeting in accordance with the Swedish Companies Act or the Articles of association.

§ 12 Record day provision

Current wording

The shareholder or trustee who is entered in the register of shareholders on the record date and recorded in the record book, according to section 4 (1998:1479) of the on the Accounting of Financial Instruments Act or the person recorded on the control account according to section 4. 18 § first paragraphs (6) to (8) of that law, is presumed to have the authority to exercise the rights set out in chap. 4 39 § Swedish Companies Act (2005:551).

Proposed wording

The company's shares shall be registered in a record day register pursuant to the Swedish Central Securities Depositories and Financial Instruments Act (SFS 1998:1479).

Following the amendment, the Articles of Association will have the wording set out in **Schedule A**.

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*).

For a valid resolution, 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.

Lund in April 2023

The Board of Directors of SynAct Pharma AB (publ)

Articles of Association of SynAct Pharma AB

Reg. No 559058-4826

§ 1 Company name

The company's name is SynAct Pharma AB. The company is public (publ).

§ 2 The seat of the board

The board of directors shall have its seat in Lund municipality.

§ 3 Operations

The object of the company's operations shall be to develop and commercialise medication for the treatment of inflammation and other diseases and thereto related operations and to own and manage shares.

§ 4 Share capital

The share capital shall be no less than SEK 3,750,000 and no more than SEK 15,000,000.

§ 5 Number of shares

The number of shares shall be no less than 30,000,000 and no more than 120,000,000.

§ 6 The board

The board shall comprise a minimum of three and a maximum of eight members.

§ 7 Auditor

One or two auditors, with or without deputies or a registered audit firm shall be appointed for the review of the company's annual accounts and the administration of the board of directors and the CEO.

§ 8 Notice of General Meetings

Notice of General Meetings shall always be given by announcement in the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*) and on the company's website. It shall further be announced in Svenska Dagbladet that a notice has been made. If Svenska Dagbladet were to cease publishing, announcement shall instead be made in Dagens Industri.

General Meetings can, in addition to the place where the board of directors has its seat, be held in Stockholm Municipality, Stockholm County or in Malmö Municipality, Skåne County.

§ 9 Registration for Annual General Meeting

Shareholders wishing to participate in the General Meeting shall register their attendance with the company no later than the date specified in the notice of the meeting. This day may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and shall not occur earlier than the fifth weekday before the meeting. If

shareholders intend to bring assistants, the number of assistants shall be indicated in the application.

§ 10 Annual General Meeting

The following matters shall be covered at the Annual General Meeting:

1. Election of Chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Presentation of the annual report and auditor's report and, where applicable, the consolidated annual report and consolidated auditor's report.
7. Decision on
 - a) adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet;
 - b) allocation of the company's profit or loss according to the adopted balance sheet;
 - c) discharge from liability of the members of the board of directors and the managing director.
8. Determination of the number of members of the board of directors and the number of auditors and deputy auditors.
9. Determination of remuneration for the board of directors and the auditors.
10. Election of the board of directors and auditors or audit firms and any deputy auditors.
11. Other items, which are subject to the meeting in accordance with the Swedish Companies Act or the Articles of association.

§ 11 Financial year

The company's financial year shall be calendar year.

§ 12 Record day provision

The company's shares shall be registered in a record day register pursuant to the Swedish Central Securities Depositories and Financial Instruments Act (SFS 1998:1479).

Schedule 5

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.

Proposal for resolution on authorization for the board of directors regarding issues

The board of directors of SynAct Pharma AB, Reg. No. 559058-4826 (the “**Company**”), proposes that the annual general meeting on May 25, 2023 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, 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.

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 7,955,245, which corresponds to a dilution of 20 per cent 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*).

For a valid resolution, 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.

Lund in April 2023

The Board of Directors of SynAct Pharma AB (publ)

Schedule 6

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.

Proposal for resolution on:

- A. employee option program; and**
- B. directed issue of warrants and approval of transfer of warrants**

Background

The board of directors of SynAct Pharma AB, Reg. No. 559058-4826 (the “**Company**”), proposes that the annual general meeting on 25 May 2023, resolves to adopt an employee option program for senior executives and employees in accordance with what is set out under A below.

The purpose of the proposed employee option program (the “**Employee Option Program 2023 II**”) 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 competent persons. Further details of the Employee Option Program 2023 II are set out under Section A below.

In order to secure the Company’s undertakings under the Employee Option Program 2023 II, 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.

The employee option program is intended to be annual, wherefore the board of directors, after having evaluated the program, intends to present new proposals for corresponding or adjusted programs ahead of the forthcoming annual general meetings.

A. The board of directors’ proposal on implementation of Employee Option Program 2023 II

The board of directors proposes that the annual general meeting resolves to implement the Employee Option Program 2023 II in accordance with the following substantial guidelines:

1. The Employee Option Program 2023 II shall comprise a maximum of 469,000 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 holders a right to acquire one new share in the Company against cash consideration at an exercise price amounting to 150 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 terms in the complete terms and conditions of the warrants shall be applied.

4. The Employee Option Program 2023 II shall comprise the CEO, senior executives and one other employee. 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 200,000 employee options
Other members of the management team (up to 4 persons)	Up to 65,000 employee options per participant
Other employee	Up to 9,000 employee options

5. Allotment shall take place no later than prior to the annual general meeting in 2024.
6. 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. 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.
7. Vesting is conditional upon that the participant continues to be employed within the Group and has not terminated the employment as of the date when the respective vesting occurs. If the participant ceases to be employed or terminates its employment 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. However, if the participant's employment is terminated due to dismissal or due to personal reasons/breach of contract, vested employee options shall also lapse.
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 employee options shall accrue to the beneficiaries of the holder of the options.
9. The employee 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 to and including 30 June 2028. The board of directors has the right to limit the number of occasions during the exercise period when the employee options can be exercised.
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 Employee Option Program 2023 II 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 Employee Option Program 2023 II 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 Employee Option Program 2023 II.
13. The employee options shall be governed by a separate agreement with the participant. The board of directors shall be responsible for the preparation and management of Employee Option Program 2023 II in accordance with the above mentioned substantial terms and guidelines.

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

In order to enable the Company's delivery of shares under the Employee Option Program 2023 II, 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 469,000 warrants 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 Employee Option Program 2023 II. 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 Employee Option Program 2023 II.
3. Subscription shall be made no later than 30 June 2023.
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 Employee Option Program 2023 II.
6. The warrants and the exercise of the subscription rights are subject to the enclosed terms and conditions for the warrants 2023/2028, **Appendix A**, (the "**Warrant Terms and Conditions**"). The Warrant Terms and Conditions states among others:
 - (a) that 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 SEK 0.125;

- (b) that 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 2028;
 - (c) that the subscription price and the number of shares that each warrant entitles right to subscribe for are subject to customary recalculation in accordance with Clause 8 of the Warrant Terms and Conditions;
 - (d) that the period when the subscription right may be utilized may be brought forward or postponed in accordance with Clause 8 of the Warrant Terms and Conditions; and
 - (e) that the shares issued upon utilization of a warrant shall confer right to dividends in accordance with Clause 7 of the Warrant Terms and Conditions.
7. If all warrants are exercised for subscription of new shares, the share capital will increase with SEK 58,625.
8. The Company's Chairman of the board of directors 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 Employee Option Program 2023 II (or to a financial intermediary assisting with the delivery of shares to participants in Employee Option Program 2023 II) without consideration in connection with the exercise of employee options in accordance with the terms and conditions under Section A above.

Costs, impact on key ratios, dilution and previous incentive programs etc.

The board of directors estimates that the Employee Option Program 2023 II 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 Swedish participants. Personnel costs in accordance with IFRS 2 do not affect the Company's cash flow. For participants 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 a share price at the time of allotment of the options of SEK 70, a strike price of SEK 105, a volatility of 69 per cent and that 100 per cent of the employee options are vested, the value of an employee option has been calculated to SEK 34.95 and the total personnel costs for the Employee Option Program 2023 II in accordance with IFRS 2 is estimated to be approximately SEK 16 million before tax during the period 2023-2028. Under the same conditions, but assuming that only 50 per cent of the employee options are vested, the total personnel cost for the Employee Option Program 2023 II in accordance with IFRS 2 is estimated to approximately SEK 8 million before tax during the same period.

Upon exercise of the employee options by Swedish participants, the Employee Option Program 2023 II 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 by Swedish participants 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 80 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 274,000 employee options are allotted to Swedish participants, and that 100 per cent of the employee options intended to be allotted to Swedish participants 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 SEK 70 and an assumed exercise price of SEK 105, the costs for the social security charges amount to approximately SEK 1.8 million. Under the same conditions, but assuming that the share price will rise 110 per cent upon exercise of the employee options, the cost of social security charges is estimated to amount to approximately SEK 3.6 million.

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

As per the date of the notice to the general meeting, the number of shares in the Company amounts to 31,820,980.

In case all warrants issued in relation to Employee Option Program 2023 II are exercised for subscription of new shares, a total of 469,000 new shares will be issued, which corresponds to a dilution of approximately 1.45 per cent of the Company's share capital and votes after full dilution, calculated on the number of shares that will be added upon full exercise of all warrants issued in relation to Employee Option Program 2023 II. The dilution would only have had a marginal impact on the Company's key figure "Result per share" for the full year 2022.

There is currently one share-related incentive program outstanding in the Company in the form of an employee option program resolved at an extraordinary general meeting in January 2023. Upon full exercise of all warrants issued in connection with the existing incentive program that can still be exercised by participants, a total of 105,000 new shares will be issued. If all warrants that have been issued in relation to the existing incentive program and can still be exercised or are proposed to be issued in relation to Employee Option Program 2023 II are fully exercised for subscription of shares, in the aggregate 574,000 new shares will be issued, which corresponds to a total dilution of approximately 1.77 per cent of the Company's share capital and votes, calculated on the number of shares that will be added upon full exercise of all outstanding and proposed incentive programs.

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.

Preparation of the proposal

This proposal has been prepared by the board of directors and its remuneration committee in consultation with external advisers. The Chairman of the board of directors Torbjørn Bjerke, who will assume the role as CEO on 25 May 2023, and the board member Thomas Jonassen, who is also the CSO of the Company, have not participated in the preparation of this proposal.

Majority requirements

The resolutions in accordance with Section A and B above shall be resolved upon as one resolution. The resolutions are subject to the provisions in Chapter 16 of the Swedish Companies Act. A valid resolution requires that the resolution is supported by shareholders representing at least nine-tenths of the votes cast as well as of all shares represented at the annual general meeting.

Lund in April 2023

SynAct Pharma AB (publ)

The Board of Directors

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.

Appendix A

Terms and conditions for warrants 2023/2028 in SynAct Pharma AB

1. Definitions

In these terms and conditions:

“banking day”	means a day that is not a Saturday, Sunday or another public holiday in Sweden, or which as regards the payment of promissory notes is not equated with a public holiday in Sweden.
“the Companies Act”	means the Swedish Companies Act (<i>Sw. aktiebolagslagen</i> (2005:551)).
“Euroclear”	means Euroclear Sweden AB.
“the company”	means SynAct Pharma AB, Reg. No. 559058-4826.
“market quotation”	means, in relation to any shares, securities or other rights, that the relevant shares, securities or rights are listed on a stock exchange, authorised market place, regulated market, other multilateral trading facility (MTF) or a similar market place.
“securities account”	means a securities account (<i>Sw. värdepapperskonto</i> (‘avstämningskonto’)) with Euroclear on which the respective warrant holders’ holdings of warrants are registered or, as the case may be, shares in the company issued pursuant to subscription are to be registered.
“subscription”	means subscription, upon exercise of warrants, for new shares in the company in exchange for cash payment in accordance with these terms and conditions.
“subscription period”	means the period during which subscription can be made according to these terms and conditions.
“subscription price”	means the price at which subscription can be effected according to these terms and conditions.
“warrant”	means a right to subscribe for new shares in the company in exchange for cash payment in accordance with these terms and conditions.

“warrant certificate”	means a written certificate issued to a certain person that the company has issued as bearer of the warrant.
“warrant holder”	means the holder of a warrant certificate.

2. Number of warrants etc.

The number of warrants shall not exceed 469,000.

The company will keep a warrant book for the warrants. A warrant holder can however always request that the company issues physical warrant certificates.

Issued warrant certificates may be submitted to the company for exchange and change to warrant certificates in other denominations.

The company undertakes to effectuate subscriptions in accordance with these terms and conditions.

3. Right to subscribe for new shares

Each warrant entitles to subscription of one share in the Company at a subscription price corresponding to the quota value of the share.

The subscription price as well as the number of shares that each warrant confers right to subscribe for can be subject to adjustment in accordance with the provisions of Clause 8 below. If the application of these provisions should result in a subscription price lower than the quota value at that time of the then outstanding shares, the subscription price shall instead equal the quota value at that time of the then outstanding shares.

4. Subscription

Subscription of shares by virtue of the warrants may be from registration with the Swedish Companies Registration Office up to and including 30 June 2028.

The subscription period can be brought forward or postponed in accordance with the provisions of Clause 8 below.

Subscription may only be made for the whole number of shares that the total number of warrants, which are exercised by the same warrant holder at one and the same time, confer right to subscribe for.

Subscription is made by submitting an application form (subscription list) in the form stipulated and provided by the company, duly completed and signed, together with warrant certificates representing the warrants that are used for subscription to the company at the address specified in the application form.

Should such application form (subscription list) not have been received by the company, together with above mentioned warrant certificates, within the subscription period, the warrants shall lapse.

Subscription is binding and may not be revoked.

5. Payment

Payment for the number of shares for which the subscription relates shall be made simultaneously with the subscription. The payment shall be made in cash to the bank account specified in the application form (subscription list).

6. Effectuation of subscription

Subscription is effected following subscription and payment made in accordance with Clauses 4 and 5 above. Any fractions of warrants that may not be exercised for subscription pursuant to the third paragraph of Clause 4 above will then be disregarded from. Such fractions shall lapse upon subscription.

Subscription is effected through a resolution of the board of directors of the company to allot the new shares to the warrant holder, whereafter the new shares are recorded in the company's share ledger (which is kept by Euroclear) and on the warrant holder's securities account as interim shares. Following completion of registration with the Swedish Companies Registration Office (*Sw. Bolagsverket*), the recordings of the new shares in the share ledger and on the securities account become final.

As stated in Clause 8 below, subscription may in certain cases be effected only after a certain date, and with the application of a recalculated subscription price and a recalculated number of shares that each warrant confers right to subscribe for.

7. Dividends on new shares

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.

8. Recalculation of subscription price and number of shares, etc.

8.1 Bonus issue

If the company effects a bonus issue, then subscription made at such date that it cannot be effected to such extent that shares issued pursuant to the subscription can be recorded as interim shares in the company's share ledger on the seventeenth calendar day prior to the shareholders' meeting to consider the bonus issue at the latest shall be effected after the resolution on the issue of the shareholders' meeting.

Shares issued pursuant to subscription effected after the issue resolution do not confer right to participate in the bonus issue.

If the bonus issue is completed, a recalculated subscription price and a recalculated number of shares that each warrant confers right to subscribe for shall apply to subscription effected after the issue resolution. The recalculations shall be made by the company in accordance with the following formulas:

$$\text{(recalculated subscription price)} = \text{(previous subscription price)} \times \frac{\text{(the number of shares in the company prior to the bonus issue)}}{\text{(the number of shares in the company after the bonus issue)}}$$

$$\text{(recalculated number of shares that each warrant confers right to subscribe for)} = \frac{\text{(the previous number of shares that each warrant confers right to subscribe for)} \times \text{(the number of shares in the company after the bonus issue)}}{\text{(the number of shares in the company prior to the bonus issue)}}$$

When recalculation shall be made as above-mentioned, the recalculated subscription price and the recalculated number of shares that each warrant confers right to subscribe for shall be fixed by the company two banking days after the issue resolution at the latest, and final registration in the share ledger and on securities accounts of shares issued pursuant to subscription will be made after the record date of the bonus issue. Prior thereto, such shares are recorded only provisionally in the share ledger and on securities accounts and do not confer right to participate in the bonus issue.

8.2 Consolidation or split-up

If the company effects a consolidation or split-up of its shares, then subscription made at such date that it cannot be effected to such extent that shares issued pursuant to the subscription can be recorded as interim shares in the company's share ledger on the seventeenth calendar day prior to the shareholders' meeting to consider the consolidation or split-up at the latest shall be effected after the resolution on the consolidation or split-up of the shareholders' meeting.

Shares issued pursuant to subscription effected after the consolidation or split-up resolution are not affected by the consolidation or split-up.

If the consolidation or split-up is completed, a recalculated subscription price and a recalculated number of shares that each warrant confers right to subscribe for shall apply to subscription effected after the consolidation or split-up resolution. The recalculations shall be made by the company in accordance with the following formulas:

$$\text{(recalculated subscription price)} = \frac{\text{(previous subscription price)} \times \text{(the number of shares in the company prior to the consolidation or split-up)}}{\text{(the number of shares in the company after the consolidation or split-up)}}$$

$$\text{(recalculated number of shares that each warrant confers right to subscribe for)} = \frac{\text{(the previous number of shares that each warrant confers right to subscribe for)} \times \text{(the number of shares in the company after the consolidation or split-up)}}{\text{(the number of shares in the company prior to the consolidation or split-up)}}$$

When recalculation shall be made as above-mentioned, the recalculated subscription price and the recalculated number of shares that each warrant confers right to subscribe for shall be fixed by the company two banking days after the consolidation or split-up resolution at the latest, and final registration in the share ledger and on securities accounts of shares issued pursuant to subscription will be made after the consolidation or split-up having been registered with Euroclear. Prior thereto, such shares are recorded only provisionally in the share ledger and on securities accounts and are not affected by the consolidation or split-up.

8.3 New issue of shares

If the company effects a new issue of shares with preferential rights for the shareholders to subscribe for the new shares against cash payment or payment by way of set-

off, the following shall apply as regards effectuation of subscription and the right to participate in the issue conferred by shares issued pursuant to subscription:

- (a) If the issue is resolved by the board of directors subject to the approval of the shareholders' meeting or pursuant to prior authorisation by the shareholders' meeting, then the latest date on which subscription shall have been effected in order for a share issued pursuant to subscription to confer right to participate in the issue shall be stated in the issue resolution. Such date may not fall earlier than on the tenth calendar day after public disclosure of the board of directors' issue resolution or, if the resolution is not made public, after notice of the board's issue resolution to the option holders. Subscription made at such date that it cannot be effected to such extent that shares issued pursuant to the subscription can be recorded as interim shares in the company's share ledger on the said date at the latest shall be effected after that date.

Shares issued pursuant to subscription effected after the above-mentioned date do not confer right to participate in the new issue.

- (b) If the issue is resolved by the shareholders' meeting, then subscription made at such date that it cannot be effected to such extent that shares issued pursuant to the subscription can be recorded as interim shares in the company's share ledger on the seventeenth calendar day prior to the shareholders' meeting to consider the issue at the latest shall be effected after the resolution on the issue of the shareholders' meeting.

Shares issued pursuant to subscription effected after the issue resolution do not confer right to participate in the new issue.

If the new issue is completed, a recalculated subscription price and a recalculated number of shares that each warrant confers right to subscribe for shall apply to subscription effected at such date, that shares issued pursuant to such subscription do not confer right to participate in the new issue. The recalculations shall be made by the company in accordance with the following formulas:

$$\text{(recalculated subscription price)} = \text{(previous subscription price)} \times \text{(the average market price of the share during the subscription period fixed pursuant to the issue resolution ("the average share price"))} / \text{((the average share price) + (the theoretical value of the subscription right ("the value of the subscription right"))}$$
$$\text{(recalculated number of shares that each warrant confers right to subscribe for)} = \text{(the previous number of shares that each warrant confers right to subscribe for)} \times \text{((the average price of the share) + (the value of the subscription right))} / \text{(the average share price)}$$

The average share price shall be deemed to equal the average of the mean of the highest and lowest prices paid for the share each trading day during the subscription period fixed pursuant to the issue resolution according to the exchange list on which the share is primarily quoted. In the absence of quoted price paid, the quoted bid price shall be included in the calculation instead. If neither paid price nor bid price is quoted on a given day, that day shall be excluded from the calculation.

The value of the subscription right shall be calculated in accordance with the following formula, provided that the value of the subscription right shall be deemed to be zero if the resulting value is negative:

$$\text{(the value of the subscription right)} = \text{(the maximum number of new shares that can be issued according to the issue resolution)} \times \text{((the average share price) - (the subscription price for each new share))} / \text{(the number of shares in the company prior to the new issue)}$$

When recalculation shall be made as above-mentioned, the recalculated subscription price and the recalculated number of shares that each warrant confers right to subscribe for shall be fixed by the company two banking days after the expiry of the subscription period fixed pursuant to the issue resolution at the latest, and final registration in the share ledger and on securities accounts of shares issued pursuant to subscription will be made after the recalculations having been fixed. Prior thereto, subscription is effected only provisionally – with application of the subscription price and the number of shares that each warrant confers right to subscribe for applicable prior to the recalculations – and the shares are recorded only provisionally in the share ledger and on securities accounts, together with a note that the number of shares so provisionally registered may be increased upon final registration, and do not confer right to participate in the issue.

8.4 Issue of warrants or convertibles

If the company effects an issue of warrants (share options) or convertibles with preferential rights for the shareholders to subscribe for such warrants or convertibles against cash payment or payment by way of set-off or, as regards warrants, without payment, the provisions of (a) and (b) of the first paragraph of Clause 8.3 shall apply analogously as regards effectuation of subscription and the right to participate in the issue conferred by shares issued pursuant to subscription.

If the issue is completed, a recalculated subscription price and a recalculated number of shares that each warrant confers right to subscribe for shall apply to subscription effected at such date, that shares issued pursuant to such subscription do not confer right to participate in the issue. The recalculations shall be made by the company in accordance with the following formulas:

$$\text{(recalculated subscription price)} = \text{(previous subscription price)} \times \text{(the average market price of the share during the subscription period fixed pursuant to the issue resolution ("the average share price"))} / \text{((the average share price) + (the theoretical value of the subscription right ("the value of the subscription right")))}$$

$$\text{(recalculated number of shares that each warrant confers right to subscribe for)} = \text{(the previous number of shares that each warrant confers right to subscribe for)} \times \text{((the average share price) + (the value of the subscription right))} / \text{(the average share price)}$$

The average share price shall be calculated with analogous application of the provisions of Clause 8.3 above.

The value of the subscription right shall be determined based upon the change in the market value of the company's shares which may be deemed to have occurred as a consequence of the issue.

When recalculation shall be made as above-mentioned, the recalculated subscription price and the recalculated number of shares that each warrant confers right to subscribe for shall be fixed by the company two banking days after the expiry of the subscription period fixed pursuant to the issue resolution at the latest, and final registration in the share ledger and on securities accounts of shares issued pursuant to subscription will be made after the recalculations having been fixed. Prior thereto, subscription is effected only provisionally – with application of the subscription price and the number of shares that each warrant confers right to subscribe for applicable prior to the recalculations – and the shares are recorded only provisionally in the share ledger and on securities accounts, together with a note that the number of shares so provisionally registered may be increased upon final registration, and do not confer right to participate in the issue.

8.5 Certain other offers to the shareholders

If the company in other cases than those contemplated by Clauses 8.1–8.4 above (i) effects an offer to the shareholders, with preferential rights for the shareholders according to the principles of Chap. 13 Sec. 1 paragraph 1 of the Companies Act, to purchase any securities or rights from the company, or (ii) distributes to the shareholders, pursuant to such preferential right, any such securities or rights, (in both cases “the offer”), the provisions of (a) and (b) of the first paragraph of Clause 8.3 shall apply analogously as regards effectuation of subscription and the right to participate in the offer conferred by shares issued pursuant to subscription.

If the offer is completed, a recalculated subscription price and a recalculated number of shares that each warrant confers right to subscribe for shall apply to subscription effected at such date, that shares issued pursuant to such subscription do not confer right to participate in the offer. The recalculations shall be made by the company in accordance with the following formulas:

$$\text{(recalculated subscription price)} = \text{(previous subscription price)} \times \text{(the average market price of the share during the acceptance period of the offer or, in case of distribution, during the period of 25 trading days starting on the day on which the share is quoted without right to any part of the distribution (“the average share price”))} / \text{((the average share price) + (the theoretical value of the right to participate in the offer (“the value of the purchase right”)))}$$
$$\text{(recalculated number of shares that each warrant confers right to subscribe for)} = \text{(the previous number of shares that each warrant confers right to subscribe for)} \times \text{((the average share price) + (the value of the purchase right))} / \text{(the average share price)}$$

The average share price shall be calculated with analogous application of the provisions of Clause 8.3 above.

If the shareholders receive purchase rights and these are subject to market quotation, the value of the purchase right shall be deemed to equal the average of the mean of the highest and lowest prices paid for the purchase right each trading day during the

acceptance period of the offer according to the exchange list on which the purchase right is primarily quoted. In the absence of quoted price paid, the quoted bid price shall be included in the calculation instead. If neither paid price nor bid price is quoted on a given day, that day shall be excluded from the calculation.

If the shareholders do not receive any purchase rights, or if the purchase rights are not subject to market quotation, but the securities or rights being the subject of the offer either are already subject to market quotation or become subject to market quotation in connection with the offer, the value of the purchase right shall be deemed to equal (i) if the securities or rights are already subject to market quotation, the average of the mean of the highest and lowest prices paid for such security or right each trading day during the acceptance period of the offer or, in case of distribution, during the period of 25 trading days starting on the day on which the share is quoted without right to any part of the distribution according to the exchange list on which the security or right is primarily quoted, less any consideration payable for them in connection with the offer, or (ii) if the securities or rights become subject to market quotation in connection with the offer, the average of the mean of the highest and lowest prices paid for such security or right each trading day during the period of 25 trading days starting on the first day of such market quotation according to the exchange list on which the security or right is primarily quoted. In the absence of quoted price paid, the quoted bid price shall be included in the calculation instead. If neither paid price nor bid price is quoted on a given day, that day shall be excluded from the calculation. When the value of the purchase right shall be determined pursuant to (ii) of this paragraph, then in the recalculation of the subscription price and the number of shares that each warrant confers right to subscribe for in accordance with the above formulas the average share price shall relate to the 25-trading day period mentioned in (ii) of this paragraph instead of the period mentioned in the above formulas.

If the shareholders do not receive any purchase rights, or if the purchase rights are not subject to market quotation, and the securities or rights being the subject of the offer neither already are subject to market quotation nor become subject to market quotation in connection with the offer, the value of the purchase right shall to the extent possible be determined based upon the change in the market value of the company's shares which, according to an independent valuer retained by the company, may be deemed to have occurred as a consequence of the offer.

When recalculation shall be made as above-mentioned, the recalculated subscription price and the recalculated number of shares that each warrant confers right to subscribe for shall be fixed by the company two banking days after the expiry of the period during which the average share price shall be calculated for the above recalculations at the latest, and final registration in the share ledger and on securities accounts of shares issued pursuant to subscription will be made after the recalculations having been fixed. Prior thereto, subscription is effected only provisionally – with application of the subscription price and the number of shares that each warrant confers right to subscribe for applicable prior to the recalculations – and the shares are recorded only provisionally in the share ledger and on securities accounts, together with a note that the number of shares so provisionally registered may be increased upon final registration, and do not confer right to participate in the offer.

8.6 Dividends

If the company pays cash dividends to the shareholders, then subscription made at such date that it cannot be effected to such extent that shares issued pursuant to the subscription can be recorded as interim shares in the company's share ledger on the seventeenth calendar day prior to the shareholders' meeting to consider the dividends at the latest shall be effected after the resolution on the dividends of the shareholders' meeting.

Shares issued pursuant to subscription effected after the dividend resolution do not confer right to receive any part of the dividend.

If the payment of the dividends is completed, a recalculated subscription price and a recalculated number of shares that each warrant confers right to subscribe for shall apply to subscription effected at such date, that shares issued pursuant to such subscription do not confer right to receive any part of the dividends. The recalculations shall be made by the company in accordance with the following formulas:

$$\text{(recalculated subscription price)} = \text{(previous subscription price)} \times \text{(the average market price of the share during the period of 25 trading days starting on the day on which the share is quoted without right to the dividend ("the average share price"))} / ((\text{the average share price}) + (\text{the dividend paid per share}))$$
$$\text{(recalculated number of shares that each warrant confers right to subscribe for)} = \text{(the previous number of shares that each warrant confers right to subscribe for)} \times ((\text{the average share price}) + (\text{the dividend paid per share})) / (\text{the average share price})$$

The average share price shall be calculated with analogous application of the provisions of Clause 8.3 above.

When recalculation shall be made as above-mentioned, the recalculated subscription price and the recalculated number of shares that each warrant confers right to subscribe for shall be fixed by the company two banking days after the expiry of the above-mentioned 25-trading day period at the latest, and final registration in the share ledger and on securities accounts of shares issued pursuant to subscription will be made after the recalculations having been fixed. Prior thereto, subscription is effected only provisionally – with application of the subscription price and the number of shares that each warrant confers right to subscribe for applicable prior to the recalculations – and the shares are recorded only provisionally in the share ledger and on securities accounts, together with a note that the number of shares so provisionally registered may be increased upon final registration, and do not confer right to participate in the offer.

8.7 Reduction of the share capital

If the company effects a reduction of its share capital with repayment to the shareholders (with or without redemption of shares), and such reduction is compulsory, then subscription made at such date that it cannot be effected to such extent that shares issued pursuant to the subscription can be recorded as interim shares in the company's share ledger on the seventeenth calendar day prior to the shareholders'

meeting to consider the reduction at the latest shall be effected only after the resolution on the reduction of the shareholders' meeting.

Shares issued pursuant to subscription effected after the reduction resolution do not confer right to receive any part of the repayment and are not affected by the redemption (if any).

If the reduction is completed, a recalculated subscription price and a recalculated number of shares that each warrant confers right to subscribe for shall apply to subscription effected after the reduction resolution. The recalculations shall be made by the company in accordance with the following formulas:

$$\text{(recalculated subscription price)} = \text{(previous subscription price)} \times \text{(the average market price of the share during the period of 25 trading days starting on the day on which the share is quoted without right to repayment ("the average share price"))} / \text{((the average share price) + (the actual amount repaid per share))}$$
$$\text{(recalculated number of shares that each warrant confers right to subscribe for)} = \text{(the previous number of shares that each warrant confers right to subscribe for)} \times \text{((the average share price) + (the actual amount repaid per share))} / \text{(the average share price)}$$

If the reduction is carried out through redemption of shares, then instead of using the actual amount repaid per share in the above-mentioned recalculation of the subscription price and the number of shares each warrant confers right to subscribe for, a calculated amount repaid per share determined as follows shall be applied:

$$\text{(calculated amount repaid per share)} = \text{((the actual amount repaid per share) - (the average market price of the share during the period of 25 trading days immediately preceding the day on which the share is quoted without right to participate in the reduction ("the average share price")))} / \text{((the number of shares in the company which entitle to the reduction of one share) - 1)}$$

The average share price shall be calculated with analogous application of the provisions of Clause 8.3 above.

When recalculation shall be made as above-mentioned, the recalculated subscription price and the recalculated number of shares that each warrant confers right to subscribe for shall be fixed by the company two banking days after the expiry of the latest 25-trading days period applicable for the above recalculations to occur at the latest, and final registration in the share ledger and on securities accounts of shares issued pursuant to subscription will be made after the recalculations having been fixed. Prior thereto, subscription is effected only provisionally – with application of the subscription price and the number of shares that each warrant confers right to subscribe for applicable prior to the recalculations – and the shares are recorded only provisionally in the share ledger and on securities accounts, together with a note that the number of shares so provisionally registered may be increased upon final registration, and do not confer right to receive any amount of the repayment nor affected by the redemption (if any).

If the company effects a reduction of its share capital with repayment to the shareholders through redemption of shares, and such reduction is not compulsory and where, in the opinion of the company, such reduction due to its technical structure

and financial effects is equivalent to a compulsory reduction, the above provisions in this Clause 8.7 shall apply and a recalculation of the subscription price and the number of shares to which each warrant confers right to subscribe for shall be made, to the extent possible, in accordance with the principles set forth in this Clause 8.7.

8.8 Recalculations if the company's shares are not subject to market quotation

If the company effects a measure contemplated by Clauses 8.3–8.5 or 8.7 above and none of the company's shares are subject to market quotation at the time of such measure, the said provisions shall apply, provided that the recalculation of the subscription price and number of shares that each warrant confers right to subscribe for shall be made at the company's sole discretion (i) either in accordance with an agreement made between the company and the warrant holders or (ii) by the company, to the extent possible, in accordance with the principles set forth in such Clause 8.3–8.5 or 8.7 above as is applicable and based on the assumption that the value of the warrants shall be left unchanged.

8.9 Alternative recalculation method

If the company effects any measure contemplated by Clauses 8.1 -8.5 or 8.7 above and if, in the company's opinion, application of the recalculation formulas established for such measure, taking into account the technical framework of such measure or other reasons, could not be made or would result in the warrant holders receiving, in relation to the shareholders, economic compensation that is not reasonable, the company shall make the recalculation of the subscription price and the number of shares to which each warrant confers right to subscribe for in such a manner as the company determines is appropriate to ensure that the recalculation gives a reasonable result.

8.10 Rounding off

In the recalculation of the subscription price and the number of shares that each warrant confers right to subscribe for in accordance with this Clause 8, the subscription price shall be rounded off to the nearest ten öre (SEK 0.10) where any SEK 0.05 shall be rounded upwards, and the number of shares shall be rounded off upwards to two decimals.

8.11 Compulsory acquisition

If shares in the company become subject to compulsory acquisition proceedings, the right to subscribe and to have subscription effected is regulated by the provisions of Chap. 22 of the Companies Act.

8.12 Merger

If (i) the shareholders' meeting resolves to approve a merger plan pursuant to which the company shall dissolve into another company or (ii) the board of directors of the company resolves that the company shall dissolve into its parent company, the warrant holders shall receive at least equivalent rights in the absorbing company as in the company (the absorbed company), provided the warrant holders are not entitled to have their warrants redeemed pursuant to the merger plan.

8.13 De-merger

If the shareholders' meeting resolves to approve a de-merger plan pursuant to which the company shall be divided through transfer of certain or all of the company's assets and liabilities to one or several other companies, the warrant holders shall receive at least equivalent rights in the transferee company or companies, as the case may be, as in the company (the transferor company), provided the warrant holders are not entitled to have their warrants redeemed pursuant to the de-merger plan.

8.14 Winding-up

If it is resolved that the company shall be wound-up, no subscription may thereafter be made or effected. The right to subscribe and the obligation to effect subscription ceases with the winding-up resolution, regardless of the grounds for the resolution and whether the same shall have gained legal force.

If the winding-up is not carried through, subscription may again be made and effected in accordance with these terms and conditions.

No later than 30 calendar days prior to the shareholders' meeting to consider a voluntary winding-up pursuant to Chap. 25 Sec. 1 of the Companies Act, the warrant holders shall be notified of the contemplated winding-up. The notice shall contain a reminder of that no subscription may be made or effected after that the shareholders' meeting having resolved that the company shall be wound-up and also a reminder of that the subscription period is brought forward in accordance with the first paragraph below.

Notwithstanding the provisions in Clause 4 above concerning subscription period, the warrant holders have the right to subscribe and to have subscriptions effected from the date of the above-mentioned notice, provided that such subscription can be effected to such extent that shares issued pursuant to the subscription can be recorded as interim shares in the company's share ledger no later than the day before the shareholders' meeting to consider the winding-up.

8.15 Bankruptcy

If a court of law declares the company bankrupt, no subscription may thereafter be made or effected. The right to subscribe and the obligation to effect subscription ceases with the bankruptcy order, regardless of the grounds for the order and whether the same shall have gained legal force.

If the bankruptcy order is revoked, subscription may again be made and effected in accordance with these terms and conditions.

9. Notices

Notices concerning the warrants shall be sent by e-mail or regular mail to each warrant holder and any other rights holder registered under it's for the company's last known e-mail address and mailing address.

Warrant holders are required to register their name and valid e-mail address and mailing address to the company.

10. Variation

The company shall be entitled to vary these terms and conditions to the extent required by legislation, decisions of courts of law or authorities, or if it otherwise, in the opinion of the company, is deemed necessary or expedient for practical reasons and provided that the rights of the warrant holders are in no way prejudiced.

11. Confidentiality

The company may not without necessary authorisation disclose information regarding the warrant holders to any third party.

12. Limitation of liability

With respect to the actions incumbent on the company, the company shall be not held liable for damage arising as a result of Swedish or foreign legislation, any action of a Swedish or foreign authority, acts of war, strikes, blockades, boycotts, lockouts, or similar circumstances. The exemption in respect of strikes, blockades, boycotts and lockouts applies also in cases where the company, itself takes or is the subject of such measure or conflict.

Nor shall the company be liable for damage arising in other cases if the company, as appropriate, has exercised normal caution. In addition, under no circumstances shall the company or the bank be held liable for any indirect damage.

If the company is hindered from taking any measure due to a circumstance referred to in the first paragraph, the taking of such measure may be postponed until such hinder no longer exists.

13. Language

In the event of any discrepancy between the English and Swedish language versions of these terms and conditions, the Swedish language version shall prevail.

14. Dispute resolution and applicable law

Any dispute, controversy or claim arising out of or in connection with these terms and conditions, or any legal issues relating thereto, shall be settled by the ordinary courts of Sweden with the District Court of Lund (*Sw. Lunds tingsrätt*) as the court of first instance.

These terms and conditions and thereto related legal issues shall be governed by and construed in accordance with Swedish law.
