

## Notice of extraordinary general meeting in SynAct Pharma AB

**The shareholders of SynAct Pharma AB, Reg. No. 559058-4826, are invited to attend the extraordinary general meeting to be held on Wednesday 20 March 2024, at 09.30 a.m. CET, at Setterwalls Advokatbyrå's offices at Sturegatan 10 in Stockholm, Sweden. Notice is given in accordance with chapter 7, section 13 paragraph 2 of the Swedish Companies Act (Sw. aktiebolagslagen (2005:551) at the request of shareholders who own more than ten per cent of the shares in the company.**

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

Shareholders wishing to attend the meeting must:

- be registered in the company's share register kept by Euroclear Sweden AB as of Tuesday 12 March 2024, and
- have notified their participation no later than Thursday 14 March 2024, by mail to SynAct Pharma AB, Medicon Village, Scheelevägen 2, SE-223 81 Lund, Sweden. Notice can also be given by e-mail [legal@synactpharma.com](mailto: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 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 Thursday 14 March 2024. 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](http://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. Determination of the number of members of the board.
  7. Election of board members and chairman of the board.
  8. Closing of the meeting.

**Proposed resolutions***Item 1: Election of chairman of the meeting*

The board of directors proposes that attorney Ola Grahn is elected as chairman of the meeting.

*Item 6-7: Determination of the number of members of the board, Election of board members and chairman of the board*

Below the proposals, including the description of the proposed board members, are presented as they have been presented to the company by the shareholders that have requested that the extraordinary general meeting is convened.

**Background**

TJ Biotech Invest ApS, Goodwind Holding GmbH, Thomas Ringberg and some other shareholders in the company where no individual shareholder holds more than 0.38 per cent (jointly the "**Larger Shareholders**") has requested that the board of directors, pursuant to Chapter 7, Section 13 of the Swedish Companies Act, convenes an extraordinary general meeting to resolve upon the proposed election of a new board of directors as proposed below.

The company's board of directors currently consists of six ordinary board members with no deputy board members. The Larger Shareholders propose that the general meeting resolves that the board of directors shall be composed of six ordinary board members with no deputy board members. The Larger Shareholders further propose that the general meeting resolves on election of Anders Kronborg, Sten Scheibye, Sten Sørensen and Jeppe Øvlesen as board members until the close of the annual general meeting 2024, and that Uli Hacksell, Terje Kalland, Kerstin Hasselgren, Thomas Jonassen, Marina Bozilenko and Thomas von Koch are removed as board members.

Finally, Anders Kronborg is proposed to be elected as chairman of the board of directors. A presentation of the proposed members of the board of directors follows below.

Presentation of proposed board members

**Anders Kronborg, born 1964**

Mr. Kronborg has extensive financial and leadership experience spanning more than 30 years. Mr. Kronborg is currently CEO at ResoTher Pharma as well as a board member at the Swedish Biotec company Aqilion, the Southafrican HearX and the London based intelligence company SecureValue. Mr. Kronborg holds a Master of Economics and spent close to 10 years in the Ministry of Finance – ending as head of department. From 1996-2007, Mr. Kronborg held different positions as CEO or CFO in different danish media companies. In 2007, he joined the Swedish investment company Kinnevik AB. From 2012-2015 he was COO for the entire group. Mr. Kronborg then moved to the Pharma Industry – from 2015-2022 he served as CFO and interim CEO at LEO Pharma – a Danish company with a turnover of more than SEK 10 billion – spending his time growing the company through several M&A activities.

*Independent in relation to the company and the company management: Yes*

*Independent in relation to the major shareholders: Yes*

*Shareholding in SynAct Pharma AB: 0*

**Sten Scheibye, born 1951**

Mr. Scheibye has a long career in pharma and med-tech, where he has been active for over 30 years. He has held positions such as medical sales rep, medical registration officer dealing with FDA as well as EU authorities. Later he moved into other commercial roles and senior leadership positions. For 13 years Mr. Scheibye was CEO of the Danish, listed company Coloplast. During his tenure, Coloplast 6-doubled turnover and 8-doubled share performance. Later Mr. Scheibye has focused on board positions where he has held numerous in private as well as public entities. Mr. Scheibye has served as chairman of Novo Nordisk A/S where he had a seat on the board for 10 years until he became chairman of the Novo Nordisk Foundation. Mr. Scheibye has a PhD in organic chemistry from Aarhus University and a B.Com. from Copenhagen Business School.

*Independent in relation to the company and the company management: Yes*

*Independent in relation to the major shareholders: Yes*

*Shareholding in SynAct Pharma AB: 0*

**Sten Sørensen, born 1959**

Mr. Sørensen has extensive leadership experience in the pharmaceutical and biotech industries spanning over 30 years. Mr. Sørensen is currently CEO of the clinical stage biotech company Cereno Scientific, a company which he joined as a board member 2014 and assumed the CEO role in 2015 when the company was still an early project project stage. Under Mr. Sørensen's leadership, the company has been propelled into a promising three candidate drug pipeline, all potentially ground breaking therapies in rare and common cardiovascular diseases with high unmet needs. Cereno is listed at NFGM with a current MCAp of approx. SEK 1 billion. Before Cereno, Mr. Sørensen has held senior positions in major pharma including Head of International

Marketing Operations for SEK 10 billion pharma portfolio at Monsanto (GD Searle, Chicago, US) and Global Marketing Director for the SEK 4 billion portfolio of Secondary Prevention Products, Cardiovasculars at AstraZeneca (Gbg, Sweden). Mr. Sørensen has during his career at Monsanto and AstraZeneca initiated two groundbreaking preventive survival studies in heart failure. Mr. Sørensen is Chairman of SARomics Biostructure since 2013. Mr. Sørensen holds a bachelor's degree in chemistry from Lund University.

*Independent in relation to the company and the company management: Yes*

*Independent in relation to the major shareholders: Yes*

*Shareholding in SynAct Pharma AB: 0*

### **Jeppe Øvlesen, born 1962**

Mr. Øvlesen is an experienced biotech executive and has been involved as founder/CEO /Chairman/board member in a string of successful companies including Action Pharma, CLC Bio, Cetrea, ChemoMetec, Perfusion Tech, Resother Pharma, Cercare Medical, PNN Medical, Cereno Scientific and TXP Pharma. Mr. Øvlesen was CEO of Synact Pharma from 2015-2023 taking the company public at Spotlight and later at Nasdaq (Stockholm). Mr. Øvlesen holds an MBA from University of Hartford, United States.

*Independent in relation to the company and the company management: No*

*Independent in relation to the major shareholders: Yes*

*Shareholding in SynAct Pharma AB: 323,636*

### **Information at the meeting**

The shareholders' are reminded of their right to request information at the meeting pursuant chapter 7, section 32 paragraph 1 of the Swedish Companies Act (Sw. aktiebolagslagen (2005: 551)).

### **Number of shares and votes in the company**

As of the date of this notice to attend the meeting, the total number of shares and votes in the company amounts to 35,570,980. 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>.

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Lund in February 2024

**SynAct Pharma AB (publ)**

The Board of Directors

**For further information, please contact:**

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**About SynAct Pharma AB**

SynAct Pharma AB (Nasdaq Stockholm: SYNACT) is a clinical stage biotechnology company focused on the resolution of inflammation through the selective activation of the melanocortin system. The company has a broad portfolio of oral and injectable selective melanocortin agonists aimed at inducing anti-inflammatory and inflammation resolution activity to help patients achieve immune balance and overcome their inflammation. For more information: [www.synactpharma.com](http://www.synactpharma.com).

**Attachments**

[Notice of extraordinary general meeting in SynAct Pharma AB](#)