

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.

The Nomination Committee's proposals and reasoned statement for the annual general meeting in SynAct Pharma AB on May 27, 2025

1. Background

1.1 In accordance with the guidelines adopted by the annual general meeting in SynAct Pharma AB ("**SynAct**" or the "**Company**") on May 21, 2021, a Nomination Committee has been appointed and announced through a press release on November 28, 2024. The Nomination Committee has consisted of Niels Ankerstjerne Sloth, appointed by Tj Biotech ApS, Thomas Ringberg representing himself, Jeppe Ragnar Andersen, appointed by Sanos ApS, and the Chairman of the board of directors Anders Kronborg. Niels Ankerstjerne Sloth has been appointed as Chairman of the Nomination Committee.

2. The Nomination Committee's proposals for the annual general meeting 2025

2.1 In summary, the Nomination Committee submits the following proposals for resolutions:

Item 2: Election of Chairman of the meeting

The Nomination Committee proposes to the annual general meeting that attorney Anna Berntorp is elected as Chairman of the annual general meeting.

Item 10: Determination of the number of members of the board of directors and the number of auditors and deputy auditors

The Nomination Committee proposes that the board of directors be composed of four board members with no 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 11: Determination of remuneration for the board of directors and the auditors

The Nomination Committee proposes that board remuneration shall be paid with SEK 300,000 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 50,000 to the Chairman of the Audit Committee (unchanged since previous year), with SEK 25,000 to each of the other members of the Audit Committee (unchanged since previous year), with SEK 25,000 to the Chairman of the Remuneration Committee (unchanged since previous year), with SEK 15,000 to each of the other members of the Remuneration Committee (unchanged since previous year).

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 12: Election of the board of directors and Chairman of the board of directors as well as auditor

The Nomination Committee proposes that Anders Kronborg, Sten Scheibye, Sten R Sørensen are re-elected as board members, that Jeppe Ragnar Andersen is newly elected as new board member. The nomination committee proposes that Anders Kronborg is re-elected as Chairman of the Board of Directors.

Information on the new Board member is presented in exhibit 1 and 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.

3. The Nomination Committee's reasoned statement

- 3.1 The Nomination Committee has held two meetings and has also had additional contacts. The Nomination Committee has applied the instruction for the Nomination Committee which was adopted by the annual general meeting on May 21, 2021.
- 3.2 The Company's shareholders have been informed on the Company website, that it has been possible to submit proposals to the Nomination Committee. No such proposals have been submitted.
- 3.3 Following the constitution of the Nomination Committee, the Nomination Committee has oriented itself with regard to how the work in the board of directors has been conducted, as well as how it works with due regard to the Company's strategy and future challenges. In addition to reviewing the outcome of the yearly evaluation performed by the board of directors, the Nomination Committee has also received information from the Chairman of the board of directors.
- 3.4 The Nomination Committee has made the assessment that the board of directors has been well functioning and that the board members collectively generally possess the competences and qualifications required to meet the Company's short-term needs. According to the Nomination Committee's assessment, continuity is also of great importance to the Company. In the view hereof, the Nomination Committee has proposed re-election of all board members who are available for re-election. The Nomination Committee has also identified a need to strengthen the board composition with additional competence within clinical research execution. In view hereof, the Nomination Committee proposes that Jeppe Ragnar Andersen is elected as new board member replacing Jeppe Øvlesen.
- 3.5 The proposed board of directors is, with regard to the Company's activity, stage of development and other conditions in general, considered as an adequate board composition in relation to the qualifications, experience and background of the proposed board members. The Nomination Committee has specifically considered the demand that the board of directors shall be characterized by diversity and width. The proposed board composition is also adequate in order to meet the needs, which the Company is facing and will be facing in relation to the Company's activities.
- 3.6 The Nomination Committee also considers that the proposed composition of the

board of directors do not fulfill the requirements of the Swedish Code of Corporate Governance regarding the independence of the members of the board of directors. According to the Nomination Committee, Sten Scheibye is to be considered independent in relation to the Company, its senior management, and major shareholders. Anders Kronborg, Sten R Sörensen and Jeppe Ragnar Andersen are not considered to be independent in relation to the Company, its senior management or major shareholders.

- 3.7 According to the Swedish Code of Corporate Governance, an even gender balance of the board of directors shall be strived for. The Nomination Committee has resolved to apply Rule 4.1 of the Swedish Code of Corporate Governance as its diversity policy, which states that the composition of the board shall be characterized by diversity and breadth with respect to qualifications, experience, and background of the board members, and that an even gender balance shall be strived for. The Nomination Committee has considered the question regarding an even gender balance and the Nomination Committee can conclude that the proposed composition of the board of directors will consist of two women and four men. In the Nomination Committee's opinion, this gender distribution is not consistent with the requirement of an equal gender balance and the Nomination Committee's ambition is that the gender balance shall improve to the AGM 2026, and aim to improve to the levels expressed by the Swedish Corporate Governance Board.

April 2025

SynAct Pharma AB (publ)

The Nomination Committee

Exhibit 1

Jeppé Ragnar Andersen, born 1980, has extensive financial and leadership experience spanning around 20 years. Jeppé is currently the Group CEO of Sanos Group A/S, a global multi-niche CRO with full service clinical capabilities.

Jeppé has a Master of Science in Pharmacy from Copenhagen University and a Master of Business Administration from Quantic School of Business and Technology, Washington, US, and extensive experience in management of clinical trials and associated companies.

Shareholding in SynAct: Jeppé Ragnar Andersen owns 500 shares privately. He owns 1.3% per cent of the shares in Sanos Group which owns NBCD A/S, which is the largest shareholder in SynAct Pharma AB, owning 5,302,732 shares, equaling 10.82% of the shareholding in SynAct Pharma AB.

Other ongoing assignments: Board member in Ousia Pharma ApS (DK) and Arctic Therapeutics (IS) and CEO of NBCD A/S (part of Sanos Group).

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

Independent in relation to major shareholders: No