

Report from the Extraordinary General Meeting of SynAct Pharma AB

An Extraordinary General Meeting in SynAct Pharma AB (publ) was held today, 27 November 2025, at MAQS Advokatbyrå's premises at Stureplan 19 in Stockholm. Chairperson of the General Meeting was Matilda Karlsson from MAQS Advokatbyrå.

The following main resolution was resolved upon at the Extraordinary General Meeting.

Resolution regarding employee share option program, directed issue of warrants and approval of transfer of warrants

The General Meeting resolved, in accordance with the Board of Directors' proposal, on an employee share option program and on a directed issue of warrants and approval of transfer of warrants.

Under the programme, a maximum of 1,250,000 options will be offered to up to five persons from management and other employees. The allotted employee options will vest 1/3 as of the day that falls 12, 24 and 36 months after the date of allotment. The option holders shall be able to exercise the allotted and vested options during the period starting 4 years after the date of allotment and ending on 1 January 2030. Each option entitles the holder to acquire one (1) new share in the Company at an exercise price amounting to 175 per cent of the volume-weighted average share price of the Company's share on Nasdaq Stockholm during ten (10) trading days immediately prior to the day when the participant is allotted options (however, the exercise price cannot be less than the quota value of the share). The employee options shall be allotted without consideration, shall not constitute securities and shall not be transferable or able to pledge.

In order to enable the Company's delivery of shares under the employee share option programme, the General Meeting further resolved to issue a maximum of 1,250,000 warrants to the Company or a subsidiary in the Group. The warrants shall thereafter be transferable to the participants without consideration in connection with the exercise of employee options. The purpose of the employee share option programme is to secure a long-term commitment for the management and employees of the Company through a compensation system which is linked to the Company's future value growth. Upon full exercise of all warrants in the employee share option programme, the share capital will increase with SEK 156,250 and a total of 1,250,000 new shares will be issued, which corresponds to a dilution of approximately 2.34 per cent of the Company's share capital and votes.

Resolution regarding authorization for the Board of Directors to resolve on acquisition and transfer of own shares

The General Meeting resolved, in accordance with the Board of Directors' proposal, to authorize the Board of Directors to resolve on acquisition and transfer of own shares. The repurchase of own shares may only take place on Nasdaq Stockholm. The authorisation may be exercised on one or more occasions prior to the 2026 Annual General Meeting. The total acquisition value of the shares shall not exceed SEK 10 million. Acquisition of own shares may be carried out only to the extent that the Company, after each acquisition of shares, will hold a maximum of ten (10) percent of the total number of shares in the Company. Repurchase of the Company's own shares on Nasdaq Stockholm may only be made at a price within the interval between the highest purchase price and the lowest selling price applicable at any given time. Payment for the shares shall be made in cash.

Furthermore, the Meeting resolved, in accordance with the Board's proposal, to authorise the Board to decide on the transfer of own shares. Transfers may be made on Nasdaq Stockholm or otherwise with deviation from the shareholders' preferential rights. The authorisation may be exercised on one or more occasions before the 2026 Annual General Meeting. The maximum number of shares that may be transferred is the number of shares held by the Company at the time of the Board's resolution on the transfer. Transfers of shares on Nasdaq Stockholm may only be made at a price within the applicable interval between the highest purchase price and the lowest selling price and against cash payment. In the case of transfers outside Nasdaq Stockholm, the price shall be determined so that the transfer is implemented on market terms and conditions. Payment for transferred shares outside Nasdaq Stockholm may be made in cash, in kind or by set-off of claims.

The purpose of the authorisation and the deviation from the shareholders' preferential rights is to give the Board of Directors increased flexibility and the possibility to adapt and improve the Company's capital structure and thereby increase value for the shareholders, as well as to give the Board of Directors increased flexibility in connection with any future company or business transactions.

All decisions were resolved upon unanimously and in accordance with the Board of Director's proposal. The Board of Directors' complete proposals are available on the company's website, www.synactpharma.com.

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 further information: <https://synactpharma.com/>.

Attachments

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