

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.

Remuneration report 2024

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 2024. The report also provides information on remuneration to the CEO. The report has been prepared in accordance with the Swedish Companies Act and the *Re- munerat ion 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 42-43 in the annual report 2024. Information on the Remuneration Committee’s work during 2024 is presented in the corporate governance report on pages 71-72 in the annual report 2024.

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 42-43 in the annual report 2024.

Key developments during 2024

The CEO summarizes the company’s overall performance in his statement on page 3 in the annual report 2024 and in the directors’ report on pages 21-30.

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 2021 are found on pages 28-29 in the annual report 2024. During 2024, the company has complied with the applicable remuneration guidelines. 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.synactpharma.com/en/governance/general-meetings/. No remuneration has been reclaimed.

*Table 1 – Total remuneration of the CEO in 2024 (kSEK)**

Name of director (position)	1 Fixed remuneration		2 Variable remuneration		3 Extraordinary items ²	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	1,355	-	-	-	-	281	1,636	100/0
Torbjørn Bjerke (CEO ³)	2,600	-	-	-	3,600	780	6,980	100/0

* The table reports remuneration earned in 2024. 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.

² Extraordinary items include a severance pay of SEK 3,600 thousand to Torbjørn Bjerke.

³ Fixed remuneration and pension to CEO includes Jeppe Øvlesen for the period after the AGM 2024 (31 May) and Torbjørn Bjerke for the period before.

Share-based remuneration

The company implemented two share-based incentive programs during 2024. The previous programs were cancelled, upon the approval of the participants.

The AGM on 31 May 2024, it was resolved to establish an employee option program (ESOP24) for five senior executives, including the CEO, and one other employee of the company, where a total of 2,271,301 employee options were allotted free of charge to the participants. At the same AGM, it was resolved to establish an option program to the Board of Directors (BSOP24), where a total of 825,927 options were allotted free of charge. Allotment is based on length of employment from the day of initial allotment. Both these programs are described in note 10 (share-based payments), page 44 in the annual report 2024.

Application of performance criteria

CEO has a variable remuneration based on performance criteria related to finance and development progress. The Board has evaluated the performance related to the performance criteria objectives and has resolved that the CEO will receive kSEK 482 as variable remuneration related to performance 2024.

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 2024	RFY 2023	RFY 2022	RFY 2021
CEO remuneration	8,616	8,941	3,655	1,942
Group operating profit	-89,980	-224,496	-105,705	-76,699
Average remuneration on a full-time equivalent basis of employees ¹ of the SynAct Group	1,065	798	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 2024

The Board of Directors of SynAct Pharma AB (publ)