

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 June 11, 2026

### 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 December 11, 2025. The Nomination Committee has consisted of Niels Ankerstjerne Sloth, appointed by Tj Biotech ApS, Thomas Ringberg representing himself, Mark Gandrup, 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.
- 1.2 Thomas Ringberg was initially a member of the Nomination Committee but was replaced in April 2026 by Jacob Eriksson, appointed by Hunter Capital. The change in the Nomination Committee was published through a press release on April 23, 2026.

### 2. The Nomination Committee's proposals for the annual general meeting 2026

- 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 Eric Ehrencrona 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 and Jeppe Ragnar Andersen are re-elected as board members. The nomination committee proposes that Anders Kronborg is re-elected as Chairman of the Board of Directors.

Information on the board members proposed for re-election can be found at the Company's website ([www.synactpharma.com](http://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 us 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 one meeting 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 on 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.
- 3.5 The proposed Board of Directors is, with regard to the Company's activity, stage of development and other conditions in general, considered 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 does 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 2027 and aim to improve to the levels expressed by the Swedish Corporate Governance Board.

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April 2026

SynAct Pharma AB (publ)

The Nomination Committee