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## Flerie and Toleranzia have agreed on a merger plan to take Toleranzia private

**Today, on 25 March 2025, Flerie AB (publ) ("Flerie") and Toleranzia AB (publ) ("Toleranzia") (together the "Companies") jointly announce that the Board of Directors of Flerie and the Board of Directors of Toleranzia have adopted a plan to join forces through a statutory merger between the Companies in accordance with the Swedish Companies Act (Sw. Aktiebolagslagen) (the "Merger"). The Merger will be implemented by Toleranzia being absorbed by Flerie ("New Flerie"). Following the completion of the Merger, Toleranzia's operations will be assigned to a new subsidiary of Flerie's wholly owned subsidiary, Flerie Invest AB ("New Toleranzia"). The Merger is conditional upon, inter alia, approvals at extraordinary general meetings in both Companies. The Merger consideration for Toleranzia's shareholder values Toleranzia at approximately SEK 136 million, representing a premium of approximately 50 percent per share compared to Toleranzia's average volume-weighted price on Nasdaq First North Growth Market over the last ten trading days.**

Today, on 25 March 2025, Flerie's and Toleranzia's Board of Directors (jointly the "**Boards**") adopted, a joint merger plan (the "**Merger Plan**"), according to which Flerie and Toleranzia have agreed on the Merger.<sup>[1]</sup> The Merger Plan is published and made available on the respective Companies' website, [www.flerie.com](http://www.flerie.com) and [www.toleranzia.com](http://www.toleranzia.com).

*"Our portfolio company, Toleranzia, continues to make significant progress in the development of its drug candidate, TOL2, which has the potential to revolutionise the treatment of myasthenia gravis. Flerie believes that Toleranzia and its development project would have better prospects for success in an unlisted environment. This approach allows us to attract specialist investors who typically do not invest in the public market, while current shareholders in Toleranzia retain a liquid share in Flerie."* says Ted Fjällman, CEO of Flerie.

*"Flerie, in its role as an active majority owner, has already significantly contributed to Toleranzia's positive development. We are approaching our first clinical trial in patients, and with the right financial conditions, there is great potential to create substantial value in the coming years. Thanks to Flerie's extensive investor network, a merger could open up more opportunities for long-term financing of the company on attractive terms. The proposed merger would strengthen the prospects for Toleranzia's pharmaceutical projects while allowing our shareholders to benefit from the value growth in Flerie's diverse investment portfolio."* says Charlotte Friberg, CEO of Toleranzia.

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## Background to and reasons for the Merger

In February 2025, the European Medicines Agency (EMA) in Sweden and Germany approved the clinical trial application for Toleranzia's lead investigational drug, TOL2. The clinical trial will be a double-blind, randomised, placebo-controlled, first-in-human (FIH) Phase I/IIa trial in patients with generalised myasthenia gravis receiving single or multiple doses of increasing amounts of TOL2 to assess safety, tolerability, and preliminary efficacy of the investigational drug. However, in order to finance the Phase I/IIa trial, additional capital contribution into Toleranzia will be needed. Per the day of this announcement, Flerie holds approximately 66.30 percent of the shares in Toleranzia through its wholly owned subsidiary Flerie Invest AB and has since making its first investment in Toleranzia in 2021 contributed a large part of Toleranzia's financing.

The purpose of the Merger is to provide conditions necessary for the continued financing of Toleranzia's operations. Through the Merger, Flerie can ensure a long-term ownership, contribute with its experience and financial resources at the same time as working to broaden Toleranzia's ownership in the private setting, which Flerie deems necessary to secure financing until the company shows positive cash flows.

Flerie has an extensive network of investors specialising in investments in private companies. This resource represents a synergy in the context of the Merger, as Flerie is regularly in contact with these investors regarding investments in Flerie's other private portfolio companies. By leveraging Flerie's already established network, Toleranzia will be able to reach out to a broader investor base, strengthening Toleranzia's position and promoting growth opportunities for the company.

## Summary of the transaction

- New ordinary shares in Flerie will be issued to Toleranzia's shareholders in relation to their existing shareholding in Toleranzia with the exchange rate 88:1, i.e. 88 shares in Toleranzia entitles the holder to receive one (1) new ordinary share in Flerie.
- Based on the average volume-weighted price during the last ten trading days for Flerie's share on Nasdaq Stockholm, the offer values Toleranzia at approximately SEK 0,502 per share, which means a premium of approximately 50 percent compared to Toleranzia's average volume-weighted price during the last ten trading days and a premium of approximately 50 percent compared to the closing price of SEK 0,333 per share in Toleranzia on 25 March 2025, the last trading day before the announcement of the Merger.
- The Merger requires, among other things, approvals at extraordinary general meetings of the Companies.
- A merger document is expected to be published in the beginning of April.

## Board of Directors and senior executives

Upon Completion (as defined below) of the Merger, the current board members of Flerie, Thomas Elderred, Cecilia Edström, Anders Ekblom and Jenni Nordborg, are expected to be board members of New Flerie. The current CEO of Flerie, Ted Fjällman, is expected to be the CEO of New Flerie. Flerie's Vice President and CFO, Cecilia Stureborg von Schéele, is expected to be deputy CEO and CFO of New Flerie. Mark Quick, Partner at Flerie, is expected to be Partner at New Flerie.

Following the Completion of the Merger, Toleranzia's operations will be assigned to New Toleranzia, a new subsidiary to Flerie's wholly owned subsidiary, Flerie Invest AB.

Apart from the above, there are currently no decisions on significant changes to Flerie's nor Toleranzia's employees or to their current organisation and operations, including the terms of employment and the locations where the Companies conduct their operations.

### **Merging entities**

The Boards consider that the Merger of Flerie and Toleranzia should be implemented as a statutory merger of the Companies in accordance with the Swedish Companies Act, giving shareholders of both Companies the opportunity to approve the Merger at an extraordinary general meeting in each company. Furthermore, the Boards propose that the Merger shall be implemented with Flerie as the absorbing company and Toleranzia as the absorbed company. All 270,962,006 shares in Toleranzia shall be included in the Merger.

### **Merger Consideration etc.**

Flerie shall pay merger consideration to Toleranzia's shareholders as set out below. When calculating the merger consideration, the Boards have taken into account the average volume-weighted prices of the Companies on Nasdaq First North Growth Market during the last ten days of trading (during the period 11 March 2025 - 24 March 2025).

In addition to the average volume-weighted prices of the Companies, the Boards have also considered several valuation methods in the assessment of Toleranzia, such as risk-adjusted discounted cash flow valuation, relative valuation with comparable companies, historical stock prices and trading volumes, as well as bid premiums. Regarding Flerie, portfolio development, NAV development, and analyst estimates have also been taken into account.

88 shares in Toleranzia entitles the holder to receive one (1) new ordinary share in Flerie (the "**Merger Consideration**"), i.e. new ordinary shares in Flerie will be issued to Toleranzia's shareholders in relation to their existing shareholdings in Toleranzia at an exchange rate of 88:1. Assuming that the number of outstanding shares in the Companies at the time of Completion is the same as on the date of this announcement, the total number of new issued ordinary shares in Flerie will amount to 1,037,649 and the shareholders of Toleranzia will receive an economic ownership of approximately 1.3 percent in the New Flerie (based on 78,066,406 outstanding shares in Flerie and 270,962,006 outstanding shares in Toleranzia as of the date of this announcement). The shares in Toleranzia owned by Flerie's subsidiary Flerie Invest AB will not entitle to any Merger Consideration.

Thus, based on the average volume-weighted price during the last ten days of trading in Flerie's share, Toleranzia's share is, within the framework of the offer, valued at approximately SEK 0.502 per share, meaning a premium of approximately 50 percent compared to the average volume-weighted price during the last ten days of trading, and a premium of approximately 50 percent compared to the closing price in Toleranzia of SEK 0.333 on 24 March 2025, the day before the announcement of the Merger.

## Fractions

Only whole ordinary shares in Flerie will be paid to shareholders in Toleranzia as a Merger Consideration. Flerie and Toleranzia will therefore retain a securities institution (the "**Securities Institution**") to aggregate all fractions of Toleranzia's shares which do not entitle the holder to a whole new Flerie ordinary share ("**Fractions**") and the total number of ordinary shares in Flerie corresponding to such Fractions will then be sold by the Securities Institution on Nasdaq Stockholm. The sale will be made as soon as possible after the registration of the Merger with the Swedish Companies Registration Office (Sw. *Bolagsverket*) (the "**Completion**"). The proceeds for the sale of Fractions will be settled by the Securities Institution and then paid to those entitled to it in proportion to the value of the Fractions held immediately prior to the sale. This payment shall be made as soon as practicable possible after such sale of Fractions.

## Settlement of the Merger Consideration

Those entitled to receive Merger Consideration will be the shareholders listed in the share register of Toleranzia on the date of the Swedish Companies Registration Office registration of the Merger. However, the Board of Directors has the right to postpone this day, should it be required as a result of the practical administration. Such a postponement will be communicated as soon as such a decision has been made.

Unless otherwise stated below the Merger Consideration will be settled after the Swedish Companies Registration Office has registered the Merger, by Euroclear Sweden registering the number of Flerie shares in the securities account of each duly entitled party. Meanwhile the shareholding in Toleranzia of such parties shall be deregistered from the same account. The consideration will thus be distributed automatically and no measures will be required by shareholders in Toleranzia in relation thereto. The new shares in Flerie, issued as Merger Consideration, shall carry full shareholder rights as from the date of their registration with the Swedish Companies Registration Office.

The proceeds from the sale of Fractions, as described above, will be settled by the Securities Institution. This settlement shall be made as soon as practicable possible after the sale of the Fractions.

If the shares in Toleranzia are pledged on the date of account of the Merger Consideration, settlement shall be made to the pledge holder. If the shares in Toleranzia are registered with a nominee, settlement shall be made to the nominee.

Registration of the Merger is expected to take place during the third quarter of 2025.

## Share issue

The issue of ordinary shares in Flerie as Merger Consideration shall be approved by Flerie's shareholders at an extraordinary general meeting which will resolve on the Merger Plan.

The ordinary shares issued in Flerie to the shareholders in Toleranzia as Merger Consideration shall carry rights to dividends for the first time on the record date that occurs following Completion. The shareholders of Toleranzia will be entitled to a dividends in Flerie in accordance with the provisions of Flerie's Articles of Association.

Any shares in Toleranzia held by or on behalf of Toleranzia will be cancelled in accordance with the provisions in the Swedish Companies Act.

The total number of ordinary shares that will be issued to Toleranzia's shareholders as Merger Consideration will be based on the number of Toleranzia shares outstanding at the time of the Completion, excluding any shares in Toleranzia held by or on behalf of Toleranzia and the shares in Toleranzia held by Flerie's subsidiary Flerie Invest AB. Assuming that the number of shares outstanding as per the day of this publication is the same at Completion, the total number of new issued ordinary shares in Flerie will amount to 1,037,649. Thus, at the time of the Completion, there will be a total of 79,104,055 outstanding shares in New Flerie.

### Ownership Structure

The table below illustrates the ownership of New Flerie should the Merger have been implemented based on shareholder information from Euroclear Sweden AB as per 31 January 2024.

| Shareholder                              | Number of shares and votes | Ownership percentage |
|--|----------------------------|----------------------|
| Thomas Eldered                           | 58,888,047                 | 74.4%                |
| The Fourth Swedish National Pension Fund | 5,463,853                  | 6.9%                 |
| Cajelo Invest Ltd                        | 1,976,285                  | 2.5%                 |
| Handelsbanken Fonder                     | 996,629                    | 1.3%                 |
| Ted Fjällman                             | 972,106                    | 1.2%                 |
| Other                                    | 10,807,135                 | 13.7%                |
| <b>Total:</b>                            | <b>79,104,055</b>          | <b>100%</b>          |

### The Merger benefits

In addition to the synergies described above, the Merger is expected to create value for the shareholders of New Flerie through saved costs attributable to Toleranzia's delisting from First North Growth Market.

No integration of the operations will otherwise take place.

### **The effects of the Merger on Flerie's performance and position**

The Merger is expected to have a very limited impact on Flerie's performance and financial position, both in the short term and over a longer period.

### **Undertakings prior to the Merger**

Toleranzia undertakes, during the period from the approval of the Merger Plan by the company's extraordinary general meeting to the Completion, to take all necessary measures necessary to carry out the Merger on the terms set out herein, to continue to carry on its operations in the ordinary course of business and shall not, without the prior written consent of the other party, take any of the following actions:

- (a) declare or pay any dividend or other distribution to shareholders, except that the Toleranzia may pay dividends as per Chapter 18 Section 11 of the Swedish Companies Act;
- (b) issue shares or other securities,
- (c) resolve on a share split or similar measures;
- (d) acquire, divest or agree to acquire or divest, significant shareholdings, operations or assets;
- (e) enter into or amend material agreements or other agreements or incur any material additional indebtedness, other than in the ordinary course of operating its business,
- (f) take other measures that are aimed to affect the relative value of the Merger Consideration in relation to the value of the shares in Toleranzia, or
- (g) amend the Articles of Association or any other constitutional documents.

The above restrictions do not apply to Flerie.

### **Fairness Opinion**

The Boards are of the opinion that the Merger is beneficial to the Companies and the shareholders.

The Board of Directors of Toleranzia considers the Merger Consideration to be fair from a financial point of view for Toleranzia's shareholders and this view is supported by a so-called fairness opinion from BDO Mälardalen AB which Toleranzia obtained in accordance with IV.3 of the Stock Market Self-Regulation Committee's (Sw. *Aktiemarknadens självregleringskommittés*) Takeover Rules for certain trading platforms ("**The Takeover Rules**"), stating that, based on and subject to the assumptions and limitations set forth therein, the Merger Consideration to be obtained in the Merger by shareholders in Toleranzia is fair from a financial point of view, for such shareholders.

### **Holders of securities with special rights in the Companies**

There are no outstanding warrants, convertibles or other securities providing the holder with special rights in Toleranzia.

### **Terms of the Merger**

The Completion is conditional upon:

1. that Flerie's shareholders, at an extraordinary general meeting in Flerie, approve the Merger Plan and resolve upon the issue of the ordinary shares that constitute the Merger Consideration;
2. that Toleranzia's shareholders, at an extraordinary general meeting in Toleranzia, approve the Merger Plan;
3. that Nasdaq Stockholm has admitted the ordinary shares that constitute the Merger Consideration to trading on Nasdaq Stockholm;
4. that all permits and approvals of the relevant authorities that are necessary for the Merger have been obtained on terms containing no remedies, conditions or undertakings which in the opinion of the Boards, acting in good faith, would have a material adverse effect on the business, competitive or financial position of New Flerie following Completion, including the obtaining of a decision from the Swedish Inspectorate for Strategic Products (Sw. *Inspektionen för strategiska produkter*) ("**ISP**") to leave Flerie's notification under the Swedish Screening of Foreign Direct Investments Act (Sw. *lagen (2023:560) om granskning av utländska direktinvesteringar*) (the "**FDI Act**") without action or to approve the Merger after review.
5. that the Merger is not in whole or in part made impossible or materially impeded as a result of legislation, court rulings, decisions by public authorities anything similar;
6. that Toleranzia has not breached their undertakings set out in the section "*Undertakings prior to the Merger*" before the day when the Merger is registered with the Swedish Companies Registration Office in any such a way that would result in a material adverse effect on the Merger or New Flerie; and
7. that no change, matter or event or series of changes, matters or events has occurred that has had or could reasonably be expected to have a material adverse effect on the financial position or operation, including sales, results, liquidity, equity ratio, equity or assets of Toleranzia or Flerie or New Flerie, and as a result of which the other party cannot reasonably be expected to complete the Merger

If the conditions set out in this section have not been satisfied and Completion has not taken place on or before 31 August 2025, the Merger will not be implemented and the Merger Plan shall cease to have any further effect, however that the Merger will only be discontinued and the Merger Plan shall only cease to have any further effect, to the extent permitted by applicable law, if the nonsatisfaction is of material importance to the Merger or New Flerie. The Boards reserve the right to jointly waive, in whole or in part, one, several or all of the conditions above.

The Boards shall, subject to applicable law, be entitled to jointly decide to postpone the last date for fulfilment of the conditions from 31 August 2025 to a later date.

### **Approval from authorities**

The completion of the Merger is conditional upon, inter alia, all regulatory approvals and clearances from authorities necessary for the Merger having been obtained on terms that do not include and qualifications, conditions or undertakings that, in the opinion of the Boards of Directors, in good faith, would have a material adverse effect on the business, competitive position or financial condition of New Flerie following Completion, including the receipt of a decision from the ISP to leave Flerie's notification under the FDI Act unaddressed or to approve the Merger following review.

Flerie has initiated the work on the filings relevant for the clearances to the ISP under the FDI Act.

### **Shareholding between Flerie and Toleranzia**

As per the day of the Merger, Flerie controls, through its wholly owned subsidiary Flerie Invest AB, 179,648,810 shares in Toleranzia, which corresponds to approximately 66.30 percent of the votes and shares in the company.

Toleranzia does not own or control any shares in Flerie, or other financial instruments, which give Toleranzia financial exposure equal to a holding in Flerie.

### **Financing**

The Completion is not dependent on any financing as the Merger Consideration exclusively consist of new ordinary shares in Flerie.

### **Due diligence and exchange of insider information**

In connection with the preparations for the offer, Flerie has conducted a very limited due diligence investigation regarding the impact of the Merger on Toleranzia's operations. No information has been provided that has not previously been published and which could constitute insider information in relation to Flerie and Toleranzia respectively.

### **Indicative timetable and publication of merger documents**

The merger document is expected to be finalised and published in the beginning of April 2025. The preliminary timetable for the Merger is as follows.

|                    |   |
|--------------------|---|
| 25 March 2025      | The Merger Plan is published and made available to the Companies shareholders |
| 4 April 2025       | Publication of the merger document  |
| 7 May 2025         | Extraordinary general meetings in Flerie and Toleranzia                       |
| Third quarter 2025 | The Swedish Companies Registration Office registers the Merger                |

All dates are preliminary and may be subject to change.

### **Scheduled time for Toleranzia's dissolution**

As the Swedish Companies Registration Office registers the Merger, Toleranzia will be dissolved and its assets and liabilities will be taken over by Flerie. This is expected to occur no earlier than the third quarter of 2025. The Companies will announce the date on which the Swedish Companies Registration Office is expected to register the Merger.



The final day of trading in Toleranzia's shares is expected to be the trading day that falls two trading days prior to the registration of the Merger by the Swedish Companies Registration Office and the first day of trading in the newly issued shares in Flerie is expected to fall two trading days after the day of registration of the Merger.

### **Fees etc. in relation to the Merger**

No special fees or benefits, as defined in the Swedish Companies Act, will be paid to any of Flerie's or Toleranzia's board members or CEOs in connection with the Merger. Aside from what is set out below, no such fees or benefits will be paid to the Company's auditors.

Fees to the auditors in Flerie and Toleranzia shall be paid for, inter alia, their opinion on the Merger Plan and other work performed by the auditors in connection with the Merger.

### **Certain related party issues etc.**

Thomas Eldered is a member of the Board of Directors of both Flerie and Toleranzia and has therefore not participated in the handling of matters related to the Merger or the preparation of the Merger Plan within the board of directors in Toleranzia.

These circumstances also entail that Section IV of the Takeover Rules is applicable to the Merger. This means that, according to point IV.3 of the Takeover Rules, Toleranzia is obliged to obtain and disclose valuation statements (a so-called fairness opinion) regarding the company from independent experts.

### **Applicable law and disputes**

The Merger shall be governed and construed in accordance with Swedish law. Through the undertaking that follow from Toleranzia's listing on Nasdaq First North Growth Market, the Merger and the Companies are subject to the Takeover Rules, the Swedish Securities Council decisions and advice on the interpretation and application of the Takeover rules (and, where applicable, the Swedish Securities Council's previous statements and advice on interpretation and application of the Industry and Commerce Stock Exchange Committee's (Sw. *Näringslivets börskommitté*) Rules Concerning Public Offers for the Acquisition of Shares that were previously applied), and the penalties that the Nasdaq First North Growth Market can impose for violations of the Takeover rules. Disputes concerning, or arising out of or in connection with, the Merger shall be exclusively settled by Swedish courts, and the Stockholm District Court (Sw. *Stockholms tingsrätt*) shall be the court of first instance.

### **Advisors**

Flerie has retained Setterwalls Advokatbyrå AB as legal advisor. Toleranzia has engaged Eversheds Sutherland Advokatbyrå AB as legal advisor and has engaged BDO Mälardalen AB to provide a valuation statement (so called fairness opinion) regarding the Merger.

### **For further information, please contact:**

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*This is information that Flerie AB (publ) and Toleranzia AB (publ) are required to disclose in accordance with the EU Market Abuse Regulation. The information was submitted for publication, by the agency of the contact persons above, on 25 March 2025, at 10:30.*

### **About Flerie**

Flerie is an active long-term life science investor, with a broad and diversified portfolio of innovative companies based on pioneering science. We invest in product development and commercial growth opportunities globally alongside other leading investors, focusing predominantly on private companies that are otherwise difficult to access. Flerie's active ownership model, broad network and resources support and accelerate the development of the portfolio projects, creating value for shareholders. Flerie AB's ordinary share is listed on Nasdaq Stockholm with the ticker FLERIE. For further information please visit [www.flerie.com](http://www.flerie.com).

### **About Toleranzia**

Toleranzia develops drugs that use the immune system's own intrinsic power to treat autoimmune orphan diseases. The drugs, which target the cause of the disease, can cure or greatly alleviate the disease and not, like current treatments, only reduce the symptoms. They have the potential to become the first long-acting or curative treatments that act specifically on the underlying cause of the autoimmune orphan disease they are developed for. Toleranzia's share is listed on Nasdaq First North Growth Market, and Svensk Kapitalmarknadsgranskning AB, +46 (0)8 913 008, [ca@skmg.se](mailto:ca@skmg.se), is the company's Certified Adviser.

### **Important Information**

*In the information below, "this press release" refers to this document, its content or part thereof, oral presentations, question papers and written or oral material discussed or distributed in connection therewith. This press release is not a notice to attend an extraordinary general meeting or a merger document. This press release is also not an offer to sell, or a solicitation or invitation to submit an offer to buy, acquire or subscribe for, securities, or an incentive to make any investment, and there will be no sale of securities in jurisdictions where such an offer, request or sale would be prohibited without registration or qualification under such jurisdiction's securities law. Decisions regarding the proposed legal Merger between Flerie and Toleranzia shall be made solely on the basis of information stated in the actual notices to attend Flerie's and Toleranzia's extraordinary general meetings, as applicable, and the merger document relating to the Merger, and to independent analyses of the information therein. You should read the merger document, which will be available before the extraordinary general meetings which will decide on the issues set forth herein, to obtain more complete information on the Merger. You should also do an independent analysis of the information contained therein and the merger document before making an investment decision.*

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*This press release contains forward-looking information. Forward-looking information is inherently associated with known and unknown risks, uncertainties, assumptions and other factors, as it relates to circumstances and depends on circumstances that occur in the future, whether within or outside the respective Companies or New Flerie's control. Such factors may cause actual results, performance and actual development to deviate significantly from what is expressed or implied in the forward-looking information. Although each company's management believes that their expectations stated in the forward-looking information are reasonable based on such information that is available to them, no guarantee is given that such forward-looking information will prove to be accurate. Undue weight should not be given to forward-looking information. The forward-looking information applies only to the day of this press release and neither Flerie nor Toleranzia undertake any obligation to update the forward-looking information beyond what is required pursuant to applicable law. Flerie's and Toleranzia's past performance does not guarantee, and does not represent, the future performance of New Flerie. Furthermore, Flerie, Toleranzia and their respective subsidiaries, senior executives, employees and agents undertake no obligation to review, update or confirm expectations or estimates, or revise forward-looking information to reflect events that occur, or circumstances that arise, in relation to the content of the press release. Furthermore, it is not certain that the Merger will be carried out in the manner and within the time frame described in this press release or at all.*

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[\[1\]](#) Thomas Elderred is a member of the board of both Flerie and Toleranzia and is consequently deemed to have a conflict of interest. Therefore, he has not participated in the Board of Directors in Toleranzia's handling of, or decisions regarding, the Merger. For further details, see the section "Certain closely related party matters".

*This information is information that Toleranzia is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2025-03-25 10:30 CET.*

## Attachments

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[Flerie and Toleranzia have agreed on a merger plan to take Toleranzia private](#)