

Announcement from the 2023 Annual General Meeting of Toleranzia AB (publ)

The Annual General Meeting of Toleranzia AB (publ), 556877-2866, (the "Company") took place today, 7 June 2023. The meeting was conducted with physical participation and by postal voting in accordance with § 9 of the Articles of Association.

The Annual General Meeting decided on all proposed matters in accordance with the Board's previously published proposals. The following is a summary of the main decisions taken.

Adoption of the profit and loss account and balance sheet

The Annual General Meeting adopted the income statement and balance sheet as included in the annual report and consolidated financial statements for the financial year 2022.

Dispositions regarding the result

The Annual General Meeting decided, in accordance with the proposal of the Board of Directors, that all profits for the financial year 2022 be carried forward and that no dividend be paid for the financial year 2022.

Discharge

The Annual General Meeting decided to grant discharge to each of the members of the Board of Directors and the Chief Executive Officer for the management of the company in 2022.

Board of Directors and auditor

The Annual General Meeting decided, in accordance with the submitted proposals, that:

- the Board of Directors shall consist of six (6) ordinary board members and no (0) alternate board members,
- board fees shall be paid with SEK 140,000 per year, excluding social security contributions, to the chairman of the board and SEK 70,000, excluding social security contributions, to each of the ordinary board members,
- auditors' fees shall be paid according to current and approved accounts,
- elected board members may in special cases be remunerated for services within their respective areas of competence, which do not constitute board work. The Board of Directors shall have the right to instruct individual board members to perform consultancy services for the Company. A market-based fee shall be paid for these services, which shall be approved by the Board of Directors,
- re-elect Ann-Charlotte Rosendahl, Thomas Eldered, Maarten Kraan, Eva Lindgren, Jan Mattsson and Kristian Sandberg as ordinary members of the Board of Directors,

- re-elect Ann-Charlotte Rosendahl as Chairman of the Board of Directors,
- re-elect Ernst & Young AB as the Company's auditor, and
- all new and re-elections shall apply for the period until the next Annual General Meeting.

Composition of the nomination committee and instructions for the nomination committee

The annual general meeting decided, in accordance with the nomination committee's proposal, to adopt a nomination committee instruction meaning, among other things, that the nomination committee shall consist of representatives of the three largest shareholders in terms of votes as of September 30, 2023, and the chairman of the Board of Directors. In the event that any of the three largest shareholders waive their right to appoint a representative, the fourth largest shareholder shall be offered to appoint a representative and so on until the nomination committee consists of three members. The largest shareholder is appointed chairman of the nomination committee. The members of the nomination committee and the shareholders they represent shall be published on the Company's website as soon as possible and no later than four months before the next Annual General Meeting. The nomination committee's term of office runs until a new nomination committee has been appointed.

Amendment of the Articles of Association

The Annual General Meeting decided, in accordance with the Board's proposal, to amend the limits of the Articles of Association regarding share capital and number of shares. According to the new Articles of Association, the share capital shall be no less than SEK 13,789,403.875 and no more than SEK 55,157,615.50 and the number of shares shall be no less than 110,315,231 and no more than 441,260,924.

Authorisation for the Board of Directors to decide on the issue of shares, warrants or convertibles

The Annual General Meeting decided to authorise the Board of Directors to decide, on one or more occasions during the period until the next Annual General Meeting, to issue new shares, convertible bonds and/or warrants, with or without derogation from the shareholders' preferential rights, within the limits of the Articles of Association from time to time. Issues with a derogation from shareholders' preferential rights shall be limited to 20 per cent of the number of shares outstanding at any time. New issues decided on by virtue of the authorisation shall be made on market terms (meaning that a market discount may be granted) and the reason shall be to be able to broaden and strengthen the shareholder base with strategic shareholders, to raise or enable the raising of working capital, to increase the liquidity of the share, to carry out acquisitions or to raise or enable the raising of capital for acquisitions.

Authorisation to make minor adjustments

The Annual General Meeting decided, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors, the Chief Executive Officer, or the person otherwise appointed by the Board of Directors, to make such minor adjustments and clarifications to the resolutions adopted by the Annual General Meeting as are necessary for the registration of the resolutions.

For further information, please contact:

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About Toleranzia AB (publ)

Toleranzia AB (publ) develops drugs that harness the power of the immune system for the treatment of autoimmune orphan diseases. The drugs, which target the cause of the disease, can cure or significantly alleviate the disease and not, like current treatments, merely reduce the symptoms. They have the potential to be the first long-acting or curative therapies that act specifically on the underlying cause of the autoimmune orphan disease for which they are being developed. Toleranzia's shares are listed on the Nasdaq First North Growth Market and Mangold Fondkommission AB, 08-503 015 50, CA@mangold.se, is the company's Certified Adviser.

Attachments

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