

Toleranzia publishes prospectus in connection with rights issue of units

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Toleranzia AB ("Toleranzia" or the "Company") has prepared an EU growth prospectus (the "Prospectus") for the Company's upcoming issue of units consisting of shares and warrants with preferential rights for existing shareholders which the board of directors resolved on 18 August 2023 (the "Rights Issue"). The Prospectus was approved today, 28 August 2023, by the Swedish Financial Supervisory Authority.

The Prospectus has been prepared in connection with the upcoming Rights Issue and has today, 28 August 2023, been approved and registered by the Swedish Financial Supervisory Authority. The Prospectus, containing complete terms and conditions, will be available on the Company's website, www.toleranzia.se, on Nordic Issuing's website, www.nordic-issuing.se, and on the Swedish Financial Supervisory Authority's website, www.fi.se. Information on how to subscribe in the Rights Issue will be made available on the Company's website and on Nordic Issuing's website in connection with the beginning of the subscription period.

Preliminary timetable

23 August 2023	Last day of trading in Toleranzia's shares including the right to receive unit rights
24 August 2023	Last day of trading in Toleranzia's shares excluding the right to receive unit rights
25 August 2023	Record date for obtaining unit rights. Shareholders who are registered in the share register kept by Euroclear Sweden AB on this day, receive unit rights for participation in the Rights Issue.
30 August 2023 – 8 September 2023	Trading with unit rights on Nasdaq First North Growth Market

30 August 2023 – 13 September 2023	Subscription period for the Rights Issue
30 August 2023 – 2 October 2023	Trading with BTU on Nasdaq First North Growth Market
15 September 2023	Estimated date for announcement of the outcome of the Rights Issue

Advisers

Zonda Partners AB is the financial advisor and Eversheds Sutherland Advokatbyrå AB is the legal advisor to the Company in connection with the Rights Issue. Nordic Issuing acts as issuing agent in connection with the Rights Issue.

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.

IMPORTANT INFORMATION

THE PUBLICATION, RELEASE OR DISTRIBUTION OF THIS PRESS RELEASE MAY, IN CERTAIN JURISDICTIONS, BE SUBJECT TO LEGAL RESTRICTIONS AND PERSONS IN THE JURISDICTIONS IN WHICH THIS PRESS RELEASE HAS BEEN PUBLISHED OR DISTRIBUTED SHOULD INFORM THEMSELVES ABOUT AND OBSERVE SUCH LEGAL RESTRICTIONS. THE RECIPIENT OF THIS PRESS RELEASE IS RESPONSIBLE FOR USING THIS PRESS RELEASE AND THE INFORMATION CONTAINED HEREIN IN ACCORDANCE WITH THE APPLICABLE RULES IN EACH JURISDICTION. THIS PRESS RELEASE DOES NOT CONSTITUTE AN OFFER, OR A SOLICITATION OF AN OFFER, TO BUY OR SUBSCRIBE FOR ANY SECURITIES IN THE COMPANY IN ANY JURISDICTION, NEITHER FROM THE COMPANY NOR FROM ANYONE ELSE.

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IN THE UNITED KINGDOM, THIS DOCUMENT, AND ANY OTHER MATERIAL RELATING TO THE SECURITIES REFERRED TO HEREIN, IS ONLY BEING DISTRIBUTED AND DIRECTED TO, AND ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS DOCUMENT RELATES IS AVAILABLE ONLY TO, AND WILL BE ENGAGED IN ONLY WITH, "QUALIFIED INVESTORS" WHO ARE (I) PERSONS HAVING PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS WHO FALL WITHIN THE DEFINITION OF "INVESTMENT PROFESSIONALS" IN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 (THE "ORDER") OR (II) PERSONS OF HIGH NET WORTH REFERRED TO IN ARTICLE 49(2)(A) TO (D) OF THE ORDER (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS NOTICE RELATES IS AVAILABLE IN THE UNITED KINGDOM ONLY TO RELEVANT PERSONS AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS. PERSONS WHO ARE NOT RELEVANT PERSONS SHOULD NOT TAKE ANY ACTION BASED ON THIS ANNOUNCEMENT AND SHOULD NOT ACT OR RELY ON IT.

FORWARD-LOOKING STATEMENTS

TO THE EXTENT THAT THIS PRESS RELEASE CONTAINS FORWARD-LOOKING STATEMENTS, SUCH STATEMENTS DO NOT REPRESENT FACTS AND ARE CHARACTERISED BY WORDS SUCH AS "WILL", "EXPECT", "BELIEVE", "ESTIMATE", "INTEND", "INTEND", "ASSUME" AND SIMILAR EXPRESSIONS. SUCH STATEMENTS EXPRESS TOLERANZIA'S INTENTIONS, OPINIONS OR

CURRENT EXPECTATIONS OR ASSUMPTIONS. SUCH FORWARD-LOOKING STATEMENTS ARE BASED ON CURRENT PLANS, ESTIMATES AND PROJECTIONS WHICH TOLERANZIA HAS MADE TO THE BEST OF ITS ABILITY BUT WHICH TOLERANZIA DOES NOT CLAIM WILL BE ACCURATE IN THE FUTURE. FORWARD-LOOKING STATEMENTS INVOLVE RISKS AND UNCERTAINTIES THAT ARE DIFFICULT TO PREDICT AND GENERALLY CANNOT BE INFLUENCED BY TOLERANZIA. IT SHOULD BE KEPT IN MIND THAT ACTUAL EVENTS OR OUTCOMES MAY DIFFER MATERIALLY FROM WHAT IS CONTEMPLATED OR EXPRESSED IN SUCH FORWARD-LOOKING STATEMENTS.

INFORMATION TO DISTRIBUTORS

IN ORDER TO FULFIL THE PRODUCT STEWARDSHIP REQUIREMENTS CONTAINED IN: (A) DIRECTIVE 2014/65/EU OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL ON MARKETS IN FINANCIAL INSTRUMENTS, AS CONSOLIDATED, ("MIFID II"); (B) ARTICLES 9 AND 10 OF COMMISSION DELEGATED DIRECTIVE (EU) 2017/593, WHICH COMPLEMENTS MIFID II; AND (C) NATIONAL IMPLEMENTING MEASURES (TOGETHER, THE "MIFID II PRODUCT GOVERNANCE REQUIREMENTS") AND TO DISCLAIM ANY EXTRA-CONTRACTUAL, INTRA-CONTRACTUAL OR OTHER LIABILITY TO WHICH ANY "MANUFACTURER" (WITHIN THE MEANING OF THE MIFID II PRODUCT GOVERNANCE REQUIREMENTS) MAY OTHERWISE BE SUBJECT, THE OFFERED SHARES HAVE BEEN SUBJECT TO A PRODUCT APPROVAL PROCESS, WHICH HAS DETERMINED THAT THESE SECURITIES ARE: (I) SUITABLE FOR A TARGET MARKET CONSISTING OF RETAIL INVESTORS AND INVESTORS WHO FULFIL THE CRITERIA FOR PROFESSIONAL CLIENTS AND ELIGIBLE COUNTERPARTIES, AS DEFINED IN MIFID II; AND (II) SUITABLE FOR DISTRIBUTION THROUGH ALL DISTRIBUTION CHANNELS PERMITTED UNDER MIFID II (THE "TARGET MARKET ASSESSMENT"). NOTWITHSTANDING THE TARGET MARKET ASSESSMENT, DISTRIBUTORS SHOULD NOTE THAT: THE PRICE OF THE COMPANY'S SHARES OR WARRANTS MAY FALL AND INVESTORS MAY LOSE ALL OR PART OF THEIR INVESTMENT; THAT THE COMPANY'S SHARES AND WARRANTS DO NOT CARRY ANY GUARANTEE OF RETURN OR CAPITAL PROTECTION; AND THAT AN INVESTMENT IN THE COMPANY'S SHARES OR WARRANTS IS SUITABLE ONLY FOR INVESTORS WHO DO NOT REQUIRE A GUARANTEED RETURN OR CAPITAL PROTECTION AND WHO (ALONE OR WITH THE ASSISTANCE OF AN APPROPRIATE FINANCIAL OR OTHER ADVISER) ARE CAPABLE OF EVALUATING THE MERITS AND RISKS OF SUCH AN INVESTMENT AND WHO HAVE SUFFICIENT RESOURCES TO BEAR ANY LOSSES THAT MAY RESULT FROM SUCH AN INVESTMENT. THE TARGET MARKET ASSESSMENT IS WITHOUT PREJUDICE TO ANY OTHER REQUIREMENTS RELATING TO CONTRACTUAL, LEGAL OR REGULATORY RESTRICTIONS ON SALES IN CONNECTION WITH THE RIGHTS ISSUE.

FOR THE AVOIDANCE OF DOUBT, THE TARGET MARKET ASSESSMENT DOES NOT CONSTITUTE (A) AN ASSESSMENT OF SUITABILITY OR APPROPRIATENESS FOR THE PURPOSES OF MIFID II OR (B) A RECOMMENDATION TO ANY INVESTOR OR GROUP OF INVESTORS TO INVEST IN, OR PURCHASE, OR TAKE ANY OTHER ACTION WHATSOEVER WITH RESPECT TO THE SHARES OR WARRANTS OF THE COMPANY.

EACH DISTRIBUTOR IS RESPONSIBLE FOR CARRYING OUT ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE COMPANY'S SHARES AND FOR DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

This information is information that Toleranzia is obliged to make public pursuant to the Financial Instruments Trading Act. The information was submitted for publication at 2023-08-28 16:50 CEST.

Attachments

[Toleranzia publishes prospectus in connection with rights issue of units](#)