

# Notice of Extraordinary General Meeting in Toleranzia AB

**The shareholders of Toleranzia AB, reg. no. 556877-2866, ("Toleranzia" or the "Company"), are hereby invited to the Extraordinary General Meeting on 7 May 2025 at 10.30 a.m. at Biotech Center, Arvid Wallgrens backe 20 (floor 5), in Gothenburg**

## PARTICIPATION AND NOTIFICATION ETC

### Right to participation and registration

To be entitled to attend the meeting, shareholders must

- be entered in the share register maintained by Euroclear Sweden AB on 28 April 2025 (for nominee registered shares, see also "*Nominee registered shares*" below),
- notify the Company of their intention to attend the meeting no later than 30 April 2025, in writing to Toleranzia AB, Arvid Wallgrens backe 20, 413 46 Göteborg or by email to [notice@toleranzia.com](mailto:notice@toleranzia.com)

The notification shall state the full name, personal or corporate identity number, shareholding, address and telephone number, and, where applicable, information about a proxy or assistant (maximum two). The notification shall, where applicable, be accompanied by powers of attorney, registration certificates and other authorisation documents.

Data provided at the time of registration will be processed and used only for the purpose of the meeting. See below for further information on the processing of personal data.

### Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee, through a bank or other nominee, must temporarily re-register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the meeting. Such re-registration, so-called voting rights registration, must be completed no later than 30 April 2025, which means that shareholders who wish to re-register their shares must notify their nominees well in advance of this date.

### Proxy etc.

If a shareholder intends to be represented by a proxy, a power of attorney must be issued for the proxy. The authorisation must be in writing, dated and signed by the shareholder. If the shareholder is a legal entity, a copy of a valid registration certificate or, if such a document does not exist, a corresponding authorisation document shall be attached to the notification. In order to facilitate registration at the meeting, the original power of attorney and registration certificate should be received by the Company at the above address no later than 30 April 2025. If the power of attorney and other authorisation documents have not been submitted in advance, the original power of attorney and other authorisation documents must be presented at the meeting. A proxy form is available on the Company's website [www.toleranzia.com](http://www.toleranzia.com) and will be sent to shareholders who contact the Company and state their address.

## Proposal for the agenda

1. Opening of the meeting
2. Election of the chairperson of the meeting
3. Election of one or two persons to approve the minutes
4. Preparation and approval of the voting list
5. Approval of the agenda
6. Determination of whether the meeting has been duly convened
7. Resolution on the approval of merger plan
8. Resolution authorising the adoption of minor adjustments to the decisions
9. Closing of the meeting

## RESOLUTION PROPOSALS

### Item 7 - Decision on the approval of the merger plan

The boards of directors of Toleranzia and Flerie AB, reg. no. 559067-6820 ("**Flerie**") adopted on 25 March 2025 a merger plan (the "**Merger Plan**") to implement a merger of Toleranzia and Flerie through a merger under Swedish company law (the "**Merger**"). The Merger Plan was registered with the Swedish Companies Registration Office on 31 March 2025 and the registration was announced in Post- och Inrikes Tidningar on 2 April 2025. The board of directors of Toleranzia proposes, in connection with the proposed Merger, that the general meeting resolves to approve the Merger Plan.

According to the Merger Plan, the Merger shall be effected by way of absorption with Flerie as the acquiring company and Toleranzia as the transferring company. The implementation of the Merger is subject to approval of the Merger Plan by the general meeting of Toleranzia and fulfilment of the other conditions in the Merger Plan. As merger consideration, shareholders in Toleranzia will receive ordinary shares in Flerie in proportion to their existing shareholding in Toleranzia with the ratio 88:1, i.e. 88 shares in Toleranzia entitle the holder to receive one (1) new ordinary share in Flerie. Upon completion of the Merger, the business of Toleranzia will be contributed to a new subsidiary of Flerie's wholly owned subsidiary Flerie Invest AB.

Subject to the fulfilment of the conditions for the Merger, Toleranzia will be dissolved and its assets and liabilities will be transferred to Flerie through the registration of the Merger by the Swedish Companies Registration Office, which is expected to take place during the third quarter of 2025. Recognition of the merger consideration will take place after the registration of the Merger by the Swedish Companies Registration Office

*A valid resolution under this proposal requires the support of shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the General Meeting.*

### **Decision authorising the adoption of minor adjustments to decisions (item 15)**

The Board of Directors proposes that the Meeting authorises the Board of Directors, the Managing Director or the person otherwise appointed by the Board of Directors to make such minor adjustments and clarifications to the resolutions adopted at the Meeting as are necessary for the registration of the resolutions.

### **OTHER INFORMATION**

#### **Number of shares and votes**

The number of outstanding shares and votes in the Company at the time of this notice amounts to 270,962,006. The Company holds no own shares.

#### **Annual general meeting documents**

The merger plan and the merger document are available at the Company's offices, Arvid Wallgrens backe 20, in Gothenburg and on the Company's website ([www.toleranzia.com](http://www.toleranzia.com)) and will be sent to shareholders who so request and provide their postal address.

#### **Information**

Shareholders present at the meeting have the right to request information in accordance with Chapter 7, Section 32, paragraph 1 of the Swedish Companies Act (2005:551) regarding circumstances that may affect the assessment of an item on the agenda. The Board of Directors and the CEO shall provide such information if the Board of Directors considers that it can be done without significant harm to the Company.

#### **Processing of personal data**

For information on how your personal data is processed, please refer to the privacy policy available on the Euroclear website, [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

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Gothenburg in April 2025  
Toleranzia AB  
The Board of Directors

#### **Attachments**

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