

Notice of extraordinary general meeting of Toleranzia AB (publ)

The shareholders of Toleranzia AB (publ), org.nr 556877-2866 ("Toleranzia" or the "Company"), are hereby convened to an extraordinary general meeting on 16 September 2021 to be held by postal voting only.

INFORMATION RELATING TO COVID-19

Toleranzia protects the health of its shareholders and employees and wants to contribute to limiting the spread of Covid-19. In view of the current situation, the board of directors has decided, based on temporary legal provisions, that the meeting shall be held without physical presence by shareholders exercising their right to vote by postal voting. It will therefore not be possible to attend the meeting in person or by proxy. Information on the decisions taken at the meeting will be made public by means of a press release on the same day as the meeting, once the results of the voting have been finalised.

RIGHT TO PARTICIPATE AND REGISTRATION

Shareholders who wish to attend the meeting must

- be entered in the share register maintained by Euroclear Sweden AB no later than 8 September 2021,
- notify their participation by casting their advance vote in accordance with the instructions below under "Postal Voting" so that the postal voting form and, where applicable, proxies, registration certificates and other equivalent documents of authority are received by the Company by 15 September 2021 at the latest.

Nominee-registered shares

Shareholders who have had their shares nominee-registered through a bank or investment institution must have their shares registered in their own name in order to be entitled to attend the meeting. Such registration must be effected so that the shareholder is entered in the share register maintained by Euroclear AB no later than 8 September 2021. The registration may be temporary (so-called voting rights registration) and request for such registration shall be made to the nominee in accordance with the nominee's routines in such time in advance as decided by the nominee. Effected registrations of voting rights (registered with Euroclear Sweden AB) no later than 10 September 2021 will be considered in the preparation of the share register.

INFORMATION ON POSTAL VOTING

Postal voting

Shareholders may exercise their voting rights at the meeting only by voting in advance, so-called postal voting, in accordance with Section 22 of the Swedish Act (2020:198) on temporary exemptions to facilitate the conduct of general meetings in companies and other associations.

A special form shall be used for postal voting, which will be available on the Company's website, www.toleranzia.se, three (3) weeks before the meeting at the latest. The postal voting form will

also serve as registration for the meeting. The completed form should be sent by post to Toleranzia AB, Arvid Wallgrens backe 20, 413 46 Gothenburg, Sweden, or by e-mail to notice@toleranzia.com. If the shareholder is a legal entity, the form must be accompanied by a certificate of registration or other document of authority. The same applies if the shareholder casts his/her postal vote by proxy, see below under "Postal vote by proxy". The completed form and, where applicable, proxies, registration certificates and other corresponding documents of authority must be received by Toleranzia no later than 15 September 2021.

A postal vote may be withdrawn until 15 September 2021 by e-mail or post to the above addresses. If two or more forms with the same date are submitted, only the form received last will be considered. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid.

The shareholders may request in the postal voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of postal voting. Such general meeting shall take place if the meeting so resolves or if shareholders with at least one tenth of all shares in the Company so requests.

Further instructions and conditions can be found in the postal voting form.

Postal voting by proxy

A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If the shareholder postal votes by proxy, the power of attorney shall be enclosed to the form. If issued by a legal entity, the power of attorney shall also be accompanied by registration certificate or, if not applicable, equivalent documents of authority. Power of attorney forms for those shareholders wishing to postal vote by proxy will be available on the Company's website, www.toleranzia.se, three (3) weeks before the meeting at the latest.

PROPOSED AGENDA

The Board of Directors' proposed agenda:

1. Opening of the meeting
2. Appointment of the chairman of the meeting
3. Appointment of the person 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 directed share issue
8. Election of a new board member
9. Closing of the meeting

PROPOSALS FOR RESOLUTIONS

Item 2 – Appointment of the chairman of the meeting

The board of directors proposes that the meeting appoints Anders Milton as Chairman of the meeting or, if unable to attend the meeting, any such other person that the board of directors designates.

Item 3 – Appointment of the person to approve the minutes

The board of directors proposes Anders Waas as the person to approve the minutes together with the chairman, or, if he/she is unable to do so, such other person as the board of directors may designate. The persons verifying the minutes shall also control the voting list and that received postal votes are correctly reflected in the minutes.

Item 4 – Preparation and approval of the voting list

The voting list proposed for approval is the voting list prepared by the Company, based on the Company's share register obtained from Euroclear Sweden AB and received postal votes which have been verified and approved by the person to approve the minutes.

Item 7 – Resolution on directed share issue

The board of directors proposes that the meeting resolves on a issue with deviation from the shareholders preferential rights of 31,818,183 shares, entailing an increase in the Company's share capital by SEK 3,977,272.875. The resolution shall otherwise be subject to the following conditions.

1. The right to subscribe for new shares in the share issue shall, with deviation from the shareholders' preferential rights, be vested in Flerie Invest AB, org.nr. 556856-6615 and Nordic Tender Aktiebolag, org.nr 556363-3170. The reasons for the deviation from the shareholders' preferential rights are to provide the Company with strategically important shareholders and to carry out a capital raising in a timely and cost-effective manner.
2. The shares shall be subscribed for at a price of SEK 1.32 per share, which provides issuing proceeds of up to approximately SEK 42 million. The subscription price amounts to the volume weighted average price (VWAP) in the Company's shares on Nasdaq First North Growth Market during the period 27 July 2021 until 9 August 2021 and is deemed to reflect current market conditions and demand.
3. The share premium shall be transferred to the unrestricted premium reserve.
4. Subscription of shares shall be made on a separate subscription list. Subscription shall take place on the same day as the issue is resolved upon. The board of directors shall however be entitled to extend the subscription period.
5. Payment shall be made within three (3) banking days from the date of the issue resolution. The board of directors shall however be entitled to extend the payment period.
6. The new shares shall for the first time entitle to dividend on the record date for dividend that occurs closest after the share issue has been registered with the Swedish Companies Registration Office and entered into the share register maintained by Euroclear Sweden AB.
7. The Board of Directors or a person appointed by the Board of Directors shall be authorized to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office and Euroclear.

The resolution proposed under this item must be approved by shareholders representing not less than nine tenths (9/10) of the votes cast and shares represented at the meeting.

Item 8 – Election of a new board member

The board of directors proposes that the board of directors shall compose of eight (8) ordinary board members and one (1) deputy board member and that Thomas Eldered is elected as new board member. If the meeting resolves in accordance with the proposal the board of directors will, after the election, be composed as follows: Anders Milton (chairman), Thomas Eldered, Maarten Kraan, Eva Lindgren, Jan Mattsson, Ann-charlotte Rosendahl, Kristian Sandberg, Anders Waas och Klementina Östberg (deputy board member).

Thomas Eldered

Thomas Eldered (b. 1960) holds a Master's degree in Industrial Engineering and is co-founder of Recipharm AB, where he served as CEO from 2008 to 2021. He is currently chairman of the board of Amarna Therapeutics BV and Prokarium Ltd, and a member of the Board of Buzzard Pharmaceuticals AB, Chromafora AB, Flerie Invest AB, Flerie Participation AB, Kahr Medical Ltd, Nanologica AB, Provell Pharmaceutical LLC, Recipharm AB and Sixera Pharma AB, among others.

OTHER

Shareholders' right to receive information

Shareholders have the right to request information from the Board of Directors and the CEO in accordance with Chapter 7 Section 32 of the Swedish Companies Act regarding conditions that may affect the assessment of a matter on the agenda and conditions that may affect the assessment of the Company's financial situation. The Board of Directors and the CEO shall disclose such information if the Board of Directors considers that this can be done without significant damage to the Company. The disclosure obligation also applies to the Company's relationship with another group company, the group accounts and such matters as mentioned above with regard to subsidiaries.

Requests for such information shall be submitted in writing to the Company no later than ten (10) days before the meeting, i.e. no later than 6 September 2021, to the Company's address Toleranzia AB (publ), Arvid Wallgrens backe 20, 413 46 Gothenburg, Sweden or by e-mail to notice@toleranzia.com. The information is provided by the Company by keeping it available at the Company at the above address and at the Company's website www.toleranzia.se no later than five (5) days prior to the meeting, i.e. 11 September 2021. The information is also sent to shareholders who have requested it and who have provided their address.

Processing of personal data

For information on how your personal data is processed in connection with the meeting, see the privacy policy on Euroclear AB's website, www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf.

Documents

The notice to the meeting includes the Board's complete proposals. Postal voting forms, powers of attorneys and other documents pursuant to the Swedish Companies Act are available at the Company three (3) weeks before the meeting at the latest. The aforementioned documents will be sent free of charge to shareholders who so request and provide their postal address. The documents are also available on the Company's website www.toleranzia.se.

Number of shares and votes

At the time of issuance of this notice, the total number of shares and votes in the Company amounts to 54,346,041. The Company does not hold any of its own shares.

For further information, please contact:

Charlotte Fribert - CEO, Toleranzia
Telephone: +46 763 19 98 98
Email: charlotte.fribert@toleranzia.com

About Toleranzia AB (publ)

Toleranzia AB (556877-2866) is a Swedish biotechnology company listed on Nasdaq First North Growth Market. The company 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 alleviate or cure 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 main focus is the autoimmune nerve and muscle disease myasthenia gravis (MG), for which it is developing the drug candidate TOL2. In addition, Toleranzia is working on the autoimmune blood vessel disease ANCA-vasculitis, for which it is developing the drug candidate TOL3. Both diseases are so-called orphan diseases and both have a high unmet medical need and market potential. Toleranzia was founded by researchers at the University of Gothenburg. The company is based at the Biotech Center in Gothenburg. For further information, please visit: www.toleranzia.com.

Gothenburg in August 2021

Toleranzia AB (publ)

The board of directors

Attachments

[Notice of extraordinary general meeting of Toleranzia AB \(publ\)](#)