

# Notice of Annual General Meeting of Toleranzia AB (publ)

**The shareholders of Toleranzia AB (publ), 556877-2866, ("Toleranzia" or the "Company"), are hereby invited to attend the Annual General Meeting on Wednesday, June 7, 2023 at 10.00 am at Biotech Center, Arvid Wallgrens backe 20 (floor 5), in Gothenburg, Sweden.**

## **PARTICIPATION AND NOTIFICATION, ETC.**

### **Eligibility and registration**

To be entitled to participate in the Annual General Meeting, shareholders must:

- be registered in the share register maintained by Euroclear Sweden AB no later than Monday, May 29, 2023 (for nominee-registered shares, see also "*Nominee-registered shares*" below),
- notify the Company of their intention to participate in the Annual General Meeting no later than Monday 30 May 2022, in writing to Toleranzia AB, Arvid Wallgrens backe 20, 413 46 Gothenburg, Sweden, or by email to [notice@toleranzia.com](mailto:notice@toleranzia.com) or by submitting a postal vote in accordance with the instructions under "*Information on postal voting*" below.

The notification must state the full name, personal or corporate identity number, shareholding, address and telephone number, and, where applicable, the name of representatives or assistants (no more than two). The notification shall, where applicable, be accompanied by powers of attorney, certificates of registration and other authorization documents.

Information provided at registration will be processed and used only for the purpose of the Annual General Meeting. See below for further information on the processing of personal data.

### **Nominee-registered shares**

Shareholders who have their shares registered with a bank or other nominee must, in order to be entitled to participate in the Annual General Meeting, temporarily re-register their shares in their own name with Euroclear Sweden AB. Such re-registration, so-called voting rights registration, must be completed no later than Wednesday, May 31, 2023, which means that shareholders who wish to re-register their shares must inform their nominees well in advance of the said date.

### **Proxy etc.**

If a shareholder intends to be represented by a proxy, a power of attorney must be issued for the proxy. The power of attorney shall be in writing, dated and signed by the shareholder. If the shareholder is a legal entity, a copy of a valid certificate of registration or, if no such document exists, a corresponding authorization document must be attached to the notification. In order to facilitate registration at the meeting, the original power of attorney and certificate of registration should be received by the Company at the above address no later than Wednesday 31 May 2023. If the power of attorney and other authorization documents are not sent in advance, the original

power of attorney and other authorization documents must be presented at the Meeting. Proxy forms are available on the Company's website [www.toleranzia.se](http://www.toleranzia.se) and will be sent to shareholders who contact the Company and state their address.

### Information on postal voting

Pursuant to § 9 of the articles of association, the company has decided that the shareholders shall be able to exercise their voting rights in advance by so-called postal voting. A special form shall be used for postal voting. The postal voting form will be available on the Company's website [www.toleranzia.com](http://www.toleranzia.com). The postal voting form is valid as registration for the Annual General Meeting. The completed form must be received by Toleranzia no later than Wednesday, May 31, 2023.

The completed form should be sent to the address: Toleranzia AB, Arvid Wallgrens backe 20, 413 46 Göteborg. Completed forms may also be submitted electronically and should then be sent to [notice@toleranzia.com](mailto:notice@toleranzia.com). If the shareholder is a legal entity, a registration certificate or other authorization document must be attached to the form. The same applies if the shareholder votes by post through a proxy. The shareholder may not attach special instructions or conditions to the postal vote. If this is done, the postal vote is invalid in its entirety. Further instructions and conditions are set out in the postal voting form.

If a shareholder votes by post through a proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. The proxy form will be available on the Company's website [www.toleranzia.com](http://www.toleranzia.com).

### Draft 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. Establishment and approval of the voting list
5. Approval of the agenda
6. Examination of whether the meeting has been duly convened
7. Presentation of the annual accounts and audit report
8. Decision on:
  - a) approval of the profit and loss account and balance sheet;
  - b) allocation of the Company's profit or loss in accordance with the adopted balance sheet;
  - c) discharge of the members of the Board of Directors and the CEO from liability.
9. Determination of the number of directors and deputy directors
10. Determination of the remuneration of the members of the Board of Directors and the auditor
11. Election of Board members, deputy Board members and auditor
12. Decision on the composition of the Nomination Committee and instructions for the Nomination Committee
13. Decision to amend the Articles of Association
14. Decision on authorizing the Board of Directors to issue shares, warrants or convertibles
  - a) With preferential rights for shareholders;
  - b) With derogation from shareholders' preferential rights
15. Decision authorizing the adoption of minor adjustments to the decisions

16. Closing of the meeting

### **Nomination committee of the year**

The Nomination Committee for the Annual General Meeting 2023 consists of Carl-Johan Spak (appointed by Flerie Invest AB), Klementina Österberg (appointed by GU Ventures AB) and Sören Christensen (appointed by S&B Christensen AB). Carl-Johan Spak was appointed by the Nomination Committee as Chairperson of the Nomination Committee.

### **Proposals for decision, in brief**

#### **Election of the Chairperson of the meeting (item 2)**

The Nomination Committee proposes that the Chairperson of the Board of Directors, Ann-Charlotte Rosendahl, is appointed Chairperson of the Annual General Meeting.

#### **Election of one or two persons to approve the minutes (item 3)**

The Board of Directors proposes that Jan Mattsson, or if he is prevented from doing so, the person or persons designated by the Board of Directors, be appointed to approve the minutes of the meeting. The verifying person's assignment also includes checking the voting list and that received postal votes are correctly reflected in the voting list.

#### **Establishment and approval of the voting list (item 4)**

The voting list proposed for approval is the voting list that will be drawn up on the basis of the shareholder's share register and the notifications and postal votes received, as verified and approved by the person responsible for certification.

#### **Allocation of the Company's profit or loss in accordance with the adopted balance sheet (item 8b)**

The Board of Directors proposes to the Annual General Meeting to allocate the Company's loss in accordance with the Board of Directors in the Annual Report. The Board of Directors further proposes that no dividend be paid for the financial year 2022.

#### **Discharge of the members of the Board of Directors and the CEO from liability (item 8c)**

The auditor recommends that the Annual General Meeting grants discharge from liability for the financial year 2022.

Discharge from liability for the financial year 2022 is decided by individual decisions for each member of the Board of Directors and the CEO, respectively, in the following order:

- i) Ann-Charlotte Rosendahl (Board member)
- ii) Thomas Eldered (Board member)
- iii) Maarten Kraan (Board member)
- iv) Eva Lindgren (Board member)
- v) Jan Mattsson (Board member)
- vi) Kristian Sandberg (Board member)
- vii) Anders Waas (Board member)
- viii) Charlotte Friberg (CEO)

### **Determination of the number of directors and deputy directors (item 9)**

The Nomination Committee proposes that the Board of Directors during the coming mandate period has six (6) members elected by the Annual General Meeting and no (0) deputies.

### **Determination of the remuneration of the members of the Board of Directors and the auditor (item 10)**

The Nomination Committee proposes:

- that a fee of SEK 140,000 per year, excluding social security contributions, shall be paid to the Chairperson of the Board of Directors and SEK 70,000 per year, excluding social security contributions, to each ordinary member of the Board of Directors.
- that the auditor's fee is paid according to current principles, i.e. according to current and approved accounts.

The Board of Directors proposes:

- that members of the Board of Directors elected by the Annual General Meeting may in special cases be remunerated for services in their respective fields of expertise, 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. These services shall be remunerated at market rates, which shall be approved by the Board of Directors.

### **Election of Board members, deputy Board members and auditor (item 11)**

The Nomination Committee proposes:

- that Ann-Charlotte Rosendahl, Thomas Eldered, Maarten Kraan, Eva Lindgren, Jan Mattsson and Kristian Sandberg are re-elected as ordinary members of the Board of Directors.
- that Ann-Charlotte Rosendahl is elected as Chairperson of the Board of Directors.
- that Ernst & Young AB is re-elected as the Company's auditor.
- that all elections and re-elections shall be for the period until the next Annual General Meeting.

### **Decision on the composition of the Nomination Committee and instructions for the Nomination Committee (item 12)**

The Nomination Committee proposes the composition and instructions for the Nomination Committee as follows:

The Nomination Committee shall consist of representatives of the three (3) largest shareholders in terms of votes as of September 30, 2023, and the Chairperson of the Board of Directors. In case any of the three (3) largest shareholders waives its 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 Nomination Committee shall submit the following resolution proposals for the 2024 Annual

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General Meeting:

- (a) Proposal for the Chairperson of the Annual General Meeting
- (b) Proposal for the Board of Directors
- (c) Proposal for Chairperson of the Board of Directors
- (d) Proposal for the remuneration of the members of the Board of Directors and the Chairperson respectively
- (e) Proposal for remuneration for any committee work
- (f) Proposals for auditors
- (g) Proposal for the remuneration of the Company's auditors
- (h) Proposal for the composition of the Nomination Committee

The Chairperson of the Board of Directors of the Company is responsible for contacting the largest shareholders and managing the formation of the Nomination Committee. The Chairperson of the Board of Directors of the Company is also responsible for convening the Nomination Committee, once all members have been appointed, for their first meeting. The largest shareholder is appointed as Chairperson 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 (4) months before the next Annual General Meeting.

The Nomination Committee's term of office runs until a new Nomination Committee is appointed. The Company is responsible for the costs associated with the work of the Nomination Committee. The members of the Nomination Committee are not entitled to any remuneration from the Company.

If a member of the Nomination Committee resigns voluntarily before the end of his/her term of office, the shareholder who appointed the resigning member shall appoint a successor, provided that the shareholder is still one of the three largest shareholders in the Company in terms of votes.

These instructions for the Nomination Committee shall apply until the Annual General Meeting of the Company decides otherwise.

#### **Decision to amend the Articles of Association (paragraph 13)**

The Board of Directors proposes that the Annual General Meeting resolves to amend the Company's Articles of Association as follows:

##### ***Current wording***

**§4** The share capital shall be no less than SEK 6,793,200 and no more than SEK 27,172,800.

**§5** The number of shares shall be not less than 54,345,600 and not more than 217,382,400.

##### ***Proposed wording***

**§4** The share capital shall be no less than SEK 13,789,403,875 and no more than SEK 55,157,615,50.

**§5** The number of shares shall be not less than 110,315,231 and not more than 441,260,924.

The Board of Directors, or the person appointed by the Board of Directors, shall be entitled to

make such minor adjustments to the resolution of the meeting as may be necessary in connection with the registration of the resolution.

A resolution under this paragraph shall be valid only if supported by shareholders holding at least two thirds of the votes cast and of the shares represented at the meeting.

**Decision on authorizing the Board of Directors to issue shares, warrants or convertibles (item 14)**

**a) *With preferential rights for shareholders***

**b) *With derogation from the shareholders' preferential rights***

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to decide on new issues of shares, warrants or convertibles in accordance with the conditions set out in items a) and/or b) below. The resolutions in a) and b) shall be made as two separate resolutions.

**a)**

The Annual General Meeting authorizes the Board of Directors to resolve, on one or more occasions before the next Annual General Meeting, to issue new shares, warrants or convertibles with preferential rights for the shareholders. Payment may be made in cash, by set-off, in kind or otherwise on the terms referred to in Chapter 2, Section 5, of the Swedish Companies Act, aktiebolagslagen. The total number of shares that may be issued, or, in the case of an issue of convertibles or warrants, be added after conversion or exercise, by virtue of the authorization in this item a) shall not be limited in any other way than that which follows from the limits on the share capital and the number of shares applicable at the time in the Articles of Association.

**b)**

The Annual General Meeting authorizes the Board of Directors to resolve on one or more occasions before the next Annual General Meeting, with derogation from the shareholders' preferential rights, to issue new shares, warrants or convertibles. Payment may be made in cash, by set-off, in kind or otherwise on terms referred to in Chapter 2, Section 5, of the Swedish Companies Act, aktiebolagslagen. The total number of shares that may be issued, or, in case of an issue of convertibles or warrants, issued after conversion or exercise, by virtue of the authorization in this item b) shall be limited to 20 percent of the number of outstanding shares at any given time. A new issue resolved on by virtue of the authorization shall be made on market terms (meaning that a market-based issue discount may be granted) and the reason shall be to be able to broaden and strengthen the shareholder base with strategic shareholders, raise or enable the raising of working capital, increase the liquidity of the share, carry out acquisitions or raise or enable the raising of capital for acquisitions.

A resolution under this paragraph shall be valid only if supported by shareholders holding at least two thirds of the votes cast and of the shares represented at the meeting.

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

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors, the CEO or the person otherwise appointed by the Board of Directors, to make such

minor adjustments and clarifications of the resolutions adopted at the Annual General Meeting to the extent necessary for registration of the resolutions.

## **OTHER INFORMATION**

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

At the time of this notice, the number of outstanding shares and votes in the Company amounts to 110,315,231. The Company holds no own shares.

### **Meeting documents**

The annual report and the auditor's report for the Company will be available at the Company's office, Arvid Wallgrens backe 20, in Gothenburg, Sweden, and on the Company's website ([www.toleranzia.com](http://www.toleranzia.com)) no later than three weeks before the Annual General Meeting and will be sent to shareholders who so request and provide their postal address.

### **Information**

Shareholders present at the Annual General Meeting are entitled to request information in accordance with Chapter 7, Section 32, of the Swedish Companies Act (2005:551) regarding circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the Company's financial situation. 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. At the Annual General Meeting, shareholders have the right to ask the Company questions about the matters and proposals to be addressed at the Annual General Meeting.

### **Processing of personal data**

For information on how your personal data is processed, please refer to the privacy policy available on Euroclear's website, <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

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Gothenburg May 2023  
Toleranzia AB (publ)  
Board of Directors

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

Charlotte Fribert - CEO  
Phone: +46 763 19 98 98  
E-mail: [charlotte.fribert@toleranzia.com](mailto:charlotte.fribert@toleranzia.com)

### **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, only reduce the

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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](mailto:CA@mangold.se), is the company's Certified Adviser.

## Attachments

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[Notice of Annual General Meeting of Toleranzia AB \(publ\)](#)