

Bulletin from extraordinary general meeting in Toleranzia AB

The extraordinary general meeting in Toleranzia AB, reg. no. 556877-2866 ("Toleranzia"), was held today on 7 May 2025. The meeting resolved, with the required majority, in accordance with the proposed resolutions. Below is a summary of the main resolutions that were passed.

Approval of merger plan

The meeting resolved to approve the merger plan adopted by the boards of directors of Toleranzia and Flerie AB, reg. no. 559067-6820 ("**Flerie**"), on 25 March 2025 (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.

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. 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.

Authorisation for the board of directors to undertake minor adjustments of the resolutions

The meeting resolved to authorise the board of directors, the CEO, or the person appointed by the board to make minor adjustments and clarifications to the resolutions made at the meeting to the extent necessary for the registration of the resolutions.

For further information, please contact:

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About Toleranzia AB (publ)

Toleranzia AB (publ) develops medicines that harness the power of the immune system to treat rare autoimmune diseases. The drugs, which target the cause of the disease, can cure or significantly alleviate the disease and not, like current treatments, just reduce symptoms. They have the potential to be the first long-acting or curative treatments that act specifically on the underlying cause of the autoimmune orphan disease for which they are being developed. Toleranzia's shares are listed on Nasdaq First North Growth Market and Svensk Kapitalmarknadsgranskning AB, +46 (0)8 913 008, ca@skmg.se, is the company's Certified Adviser.

Attachments

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