

# Notice of extraordinary general meeting of Flerie AB (publ)

**Shareholders in Flerie AB, reg. no. 559067-6820 ("Flerie" or the "Company"), are hereby invited to attend the Extraordinary General Meeting to be held on Monday, 29 December 2025, at 11:00 CET at the offices of Setterwalls Advokatbyrå at Sturegatan 10, 114 36 Stockholm. The Company will hold a further Extraordinary General Meeting on the same day at 10:00 a.m. The Board of Directors has resolved that shareholders may also exercise their voting rights by post prior to the Meeting.**

## **Right to participate**

### **Right to participate and notice of participation at the Meeting**

Shareholders who wish to attend the Meeting in person or through a proxy must:

- be entered as shareholders in the share register produced by Euroclear Sweden AB regarding the circumstances on the record date on Tuesday 16 December 2025, and
- notify the Company of their participation and any assistants no later than Monday 22 December 2025, so that the notification is received by the Company no later than on that day. Notification can be sent by post to Setterwalls Advokatbyrå AB, att: Sara Alfsdotter, Box 1050, 101 39 Stockholm, Sweden, or by email to [sara.alfsdotter@setterwalls.se](mailto:sara.alfsdotter@setterwalls.se).

The notification must state the full name, personal or organisation number, address, daytime telephone number and, where applicable, information about representatives, proxies and assistants. The number of assistants may not exceed two. To facilitate entry to the Meeting, the notification should, where applicable, be accompanied by powers of attorney, registration certificates and other documents of authority.

### **Right to participate and notice by postal voting**

Shareholders who wish to participate in the Meeting by postal vote must:

- be entered as shareholders in the share register produced by Euroclear Sweden AB regarding the circumstances on the record date on Tuesday 16 December 2025, and
- register with the Company no later than Monday 22 December 2025, by submitting their postal vote in accordance with the instructions below so that the postal voting form is received by the Company no later than on that day.

A special form must be used for postal voting. The postal voting form is available on the Company's website [www.flerie.com](http://www.flerie.com). Completed and signed postal voting forms can be sent by post to Setterwalls Advokatbyrå AB, att: Sara Alfsdotter, Box 1050, 101 39 Stockholm, Sweden, or by email to [sara.alfsdotter@setterwalls.se](mailto:sara.alfsdotter@setterwalls.se).

Shareholders may not provide special instructions or conditions in the postal vote. If this occurs, the entire postal vote will be invalid. Further instructions and conditions are provided in the postal voting form.

A shareholder who has voted by post may also attend the meeting venue, provided that a notification has been made in accordance with the instructions under the heading "Right to participate and notice of participation at the Meeting" as described above. This means that postal voting does not constitute a notification also to attend the Meeting at the meeting venue.

### **Nominee registered shares**

To be entitled to participate in the Meeting at the Meeting venue or by postal vote, a shareholder who has had their shares nominee-registered must, in addition to registering for the Meeting, have the shares registered in their own name so that the shareholder is included in the presentation of the share register on the record date on Tuesday 16 December 2025. Such re-registration may be temporary (so-called voting rights registration) and shall be requested with the nominee in accordance with the nominee's procedures and at such time in advance as determined by the nominee. Voting rights registration made by the nominee no later than Thursday 18 December 2025 will be taken into account in the presentation of the shareholders' register for the Meeting.

### **Proxy**

Shareholders participating at the meeting venue or by postal vote through a proxy must issue a written by the shareholder signed and dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of the registration certificate shall be attached or, if no such document exists, an equivalent document of authority. Power of attorney forms for shareholders who wish to participate in the Meeting or vote by post through a proxy are available on the Company's website, [www.flerie.com](http://www.flerie.com).

### **Proposed agenda**

1. Opening of the Meeting;
2. Election of Chairman of the Meeting;
3. Preparation and approval of the voting list;
4. Approval of the agenda;
5. Election of persons to verify the minutes;
6. Determination of whether the Meeting has been duly convened;
7. Resolution to carry out a related-party transaction under Chapter 16a of the Swedish Companies Act;
8. Closing of the Meeting.

### **The Board of Directors' proposals for resolutions**

The Company's Board of Directors has presented the following proposals for resolutions regarding items 2 and 7 in the proposed agenda.

#### **Item 2: Election of Chairman of the Meeting**

The Board of Directors proposes that Thomas Elderred, or in the event of his unavailability, any individual proposed by the Board of Directors to serve in his stead, be elected as Chairman of the Meeting.

## Item 7. Resolution to carry out a related-party transaction under Chapter 16a of the Swedish Companies Act

The Board of Directors proposes that the general meeting resolves to approve a transfer of Flerie's investments in investment funds (the Limited Partnership segment) to T&M Participation AB, reg. no. 556856-6623. The transfer of the Limited Partnership segment is a related-party transaction covered by Chapter 16a of the Swedish Companies Act.

The Limited Partnership segment represents approximately 3 per cent of Flerie's total net asset value.

### Transaction summary:

- The transfer of the Limited Partnership segment will be made at fair value as of 31 December 2025. As of 30 November 2025, the value of the Limited Partnership segment amounts to approximately SEK 109 million, which is based on the funds' valuations as of Q3 2025 and on exchange rates as of 30 November 2025. A summary of the Limited Partnership segment is set out below. Valuations as of 31 December 2025 are expected to be received from the funds during the first quarter of 2026. The Board proposes that the transaction be carried out based on the value in the NAV report as of 30 November 2025, after which a final settlement will be made in the first quarter 2026 when the final valuations as of 31 December 2025 have been received from each fund manager.
- The sale will be carried out in connection with the Extraordinary General Meeting, which means that Flerie will receive approximately SEK 109 million in cash and that the Company's outstanding commitments towards the funds will be reduced by approximately SEK 150 million.
- The purchaser is T&M Participation AB, which is owned by Thomas Eldered, Chairman of the Board of Flerie.

The Limited Partnership segment consists of the following holdings:

[SEK million]	Invested capital	Fair value 30 Nov 2025	Remaining commitments
3B Future Health Fund	87	74	44
HealthCap	25	20	86
Alder Fund III	13	15	17
<b>Totalt</b>	<b>125</b>	<b>109</b>	<b>148</b>

The Board of Directors of Flerie assesses that the terms for the transfer of the fund interests within the Limited Partnership segment are on market terms and reasonable from a financial perspective for Flerie and entail a strengthening of the Company's liquidity and a reduction of financial commitments. By divesting the fund holdings, capital is released for further investments in the Product Development and Commercial Growth segments, which are Flerie's core operations.

In connection with the above proposal, the Board of the Company has prepared a report on the transaction, which will be made available no later than three weeks before the general meeting as set out below.

For a valid resolution, the resolution must be supported by shareholders representing more than half of the votes cast at the meeting; however, the shares and votes that are, directly or indirectly, held by Thomas Eldered will not be taken into account when the general meeting resolves on the transfer of the Limited Partnership segment. Thomas Eldered has not participated in the preparation of the proposal. As of 31 October 2025, Thomas Eldered controlled approximately 76 per cent of the shares and votes in Flerie.

### **Number of shares and votes in the company**

As of 5 December 2025, there are a total of 77,455,962 shares in the Company, all of which are ordinary shares, representing the same number of votes. There are no shares issued of series C. The Company does not own any of its own shares.

### **Shareholders' right to request information**

Pursuant to Chapter 7, Section 32 of the Swedish Companies Act, the Board of Directors and the CEO shall, if requested by any shareholder and if the Board of Directors considers that it can be done without significant harm to the Company, provide information at the Meeting regarding matters that may affect the assessment of an item on the agenda. The duty to provide information also covers the Company's relationship with other group companies, the consolidated financial statements, and such matters concerning subsidiaries as referred to in the preceding sentence.

### **Documents**

Documents in accordance with the Swedish Companies Act will be available at the Company's offices no later than three weeks before the Meeting and sent free of charge to shareholders who so request and provide their postal address. The documents will also be available on the Company's website, [www.flerie.com](http://www.flerie.com), no later than this date. All of the above documents will be presented at the Meeting.

### **Processing of personal data**

For information on how your personal data is processed, see

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

-----  
Stockholm, December 2025

Flerie AB

The Board of Directors

### **For more information:**

Ted Fjällman, CEO

Email: [ir@flerie.com](mailto:ir@flerie.com)

### **Flerie in brief**

Flerie is an active long-term life science investor, with a broad and diversified portfolio of innovative companies based on pioneering science. We invest in product development and commercial growth opportunities globally alongside other leading investors, focusing predominantly on private companies that are otherwise difficult to access. Flerie's active ownership model, broad network and resources support and accelerate the development of the portfolio projects, creating value for shareholders. Flerie AB's ordinary share is listed on Nasdaq Stockholm with the ticker FLERIE. For further information please visit [www.flerie.com](http://www.flerie.com)

### **Attachments**

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