

THIS ANNOUNCEMENT SHOULD NOT BE DISTRIBUTED, WHETHER DIRECTLY OR INDIRECTLY, IN OR INTO AUSTRALIA, CANADA, JAPAN, NEW ZEELAND, SOUTH AFRICA OR THE UNITED STATES OF AMERICA. THIS ANNOUNCEMENT SHOULD ALSO NOT BE DISTRIBUTED IN OR INTO ANY OTHER JURISDICTION WHERE SUCH DISTRIBUTION REQUIRES ANY OTHER DOCUMENTATION, REGISTRATION, OR MEASURES BEYOND WHAT IS GOVERNED BY SWEDISH LAW.

Flerie publishes merger document

On 25 March 2025, Flerie AB (publ) ("Flerie") announced that the Boards of Directors of Flerie and Toleranzia AB (publ) ("Toleranzia") jointly have adopted a merger plan to join forces through a merger in which Toleranzia will be absorbed by Flerie (the "Merger"). Following the completion of the Merger, Toleranzia's operations will be contributed to a new subsidiary of Flerie's wholly owned subsidiary, Flerie Invest AB. An Annual General Meeting in Flerie to approve the merger plan and the issue of the merger consideration will be held in Flerie on 14 May 2025. An Extraordinary General Meeting in Toleranzia to approve the merger plan will be held on 7 May 2025.

Today, Flerie publishes a merger document regarding the Merger with Toleranzia in accordance with the Stock Market Self-Regulation Committee's (Sw. *Aktiemarknadens självregleringskommittés*) Takeover Rules for certain trading platforms. The merger document is published and made available on the respective websites of Flerie and Toleranzia, www.flerie.com and www.toleranzia.se. The merger document has not been reviewed or approved by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*).

Furthermore, the indicative timeline for the Merger is updated to reflect that the approval of the merger plan and the issuance of the merger consideration will take place at Flerie's Annual General Meeting on 14 May 2025. Toleranzia's Extraordinary General Meeting for the approval of the merger plan will be held on 7 May 2025.

Advisors

Flerie has retained Setterwalls Advokatbyrå AB as legal advisor. Toleranzia has engaged Eversheds Sutherland Advokatbyrå AB as legal advisor and has engaged BDO Mälardalen AB to provide a valuation statement (so called fairness opinion) regarding the Merger.

För mer information, vänligen kontakta:

Ted Fjällman, CEO of Flerie

E-post: ir@flerie.com

Telefon: +46 (0)76 600 89 26

The information was submitted for publication, by the agency of the contact persons above, on 4 April 2025, at 16:30 CEST.

Important Information

In the information below, "this press release" refers to this document, its content or part thereof, oral presentations, question papers and written or oral material discussed or distributed in connection therewith. This press release is not a notice to attend an extraordinary general meeting or a merger document. This press release is also not an offer to sell, or a solicitation or invitation to submit an offer to buy, acquire or subscribe for, securities, or an incentive to make any investment, and there will be no sale of securities in jurisdictions where such an offer, request or sale would be prohibited without registration or qualification under such jurisdiction's securities law. Decisions regarding the proposed legal Merger between Flerie and Toleranzia shall be made solely on the basis of information stated in the actual notices to attend Flerie's and Toleranzia's extraordinary general meetings, as applicable, and the merger document relating to the Merger, and to independent analyses of the information therein. You should read the merger document, which will be available before the extraordinary general meetings which will decide on the issues set forth herein, to obtain more complete information on the Merger. You should also do an independent analysis of the information contained therein and the merger document before making an investment decision.

This press release contains forward-looking information. Forward-looking information is inherently associated with known and unknown risks, uncertainties, assumptions and other factors, as it relates to circumstances and depends on circumstances that occur in the future, whether within or outside the respective Companies or the merged company's control. Such factors may cause actual results, performance and actual development to deviate significantly from what is expressed or implied in the forward-looking information. Although each company's management believes that their expectations stated in the forward-looking information are reasonable based on such information that is available to them, no guarantee is given that such forward-looking information will prove to be accurate. Undue weight should not be given to forward-looking information. The forward-looking information applies only to the day of this press release and neither Flerie nor Toleranzia undertake any obligation to update the forward-looking information beyond what is required pursuant to applicable law. Flerie's and Toleranzia's past performance does not guarantee, and does not represent, the future performance of the merged company. Furthermore, Flerie, Toleranzia and their respective subsidiaries, senior executives, employees and agents undertake no obligation to review, update or confirm expectations or estimates, or revise forward-looking information to reflect events that occur, or circumstances that arise, in relation to the content of the press release. Furthermore, it is not certain that the Merger will be carried out in the manner and within the time frame described in this press release or at all.

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

Attachments

[Flerie publishes merger document](#)