

# Announcement from the 2022 Annual General Meeting of Toleranzia AB (publ)

**The Annual General Meeting of Toleranzia AB (publ), 556877-2866, (the "Company") took place today, 3 June 2022. The meeting was conducted with physical participation and by postal voting in accordance with § 9 of the Articles of Association.**

**The Annual General Meeting decided on all proposed matters in accordance with the Board's previously published proposals. The following is a summary of the main decisions taken.**

## **Adoption of the profit and loss account and balance sheet**

The Annual General Meeting adopted the income statement and balance sheet as included in the annual report and consolidated financial statements for the financial year 2021.

## **Dispositions regarding the result**

The Annual General Meeting decided, in accordance with the proposal of the Board of Directors, that all profits for the financial year 2021 be carried forward and that no dividend be paid for the financial year 2021.

## **Discharge**

The Annual General Meeting decided to grant discharge to each of the members of the Board of Directors and the Chief Executive Officer for the management of the Company in 2021.

## **Board and auditor**

The Annual General Meeting decided, in accordance with the proposals submitted:

- that the Board of Directors shall consist of seven (7) ordinary members with one (1) alternate and the Company shall have one (1) auditor,
- that a Board fee of SEK 90,000 per full year, excluding social security contributions, shall be paid to the Chairman of the Board, and SEK 45,000, excluding social security contributions, to each of the ordinary members of the Board,
- that the Board of Directors may, in special cases, be remunerated for services in their respective areas of expertise which do not constitute Board work and that the Board of Directors shall be entitled to instruct individual Directors to perform consultancy services for the Company for which a fee at market rates shall be paid and approved by the Board of Directors,
- that the auditor's fee shall be paid according to the current and approved invoice,
- to re-elect Thomas Eldered, Maarten Kraan, Eva Lindgren, Jan Mattsson, Ann-Charlotte Rosendahl, Kristian Sandberg and Anders Waas as ordinary members of the Board of Directors and Klementina Österberg as alternate member of the Board of Directors, and

- to appoint the registered auditing firm Ernst & Young AB as the Company's auditor for the period until the next Annual General Meeting.

### **Establishment of a Nomination Committee and adoption of terms of reference for the Nomination Committee**

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, to establish a Nomination Committee and to adopt a Nomination Committee Instruction which, inter alia, provides that the Nomination Committee shall consist of representatives of the three largest shareholders by voting rights as of 30 September 2022, or, in the event that one of the three 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 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 months before the next Annual General Meeting. The Nomination Committee shall appoint the Chairman of the Nomination Committee. The term of office of the Nomination Committee shall be until the new Nomination Committee is appointed.

### **Authorisation for the Board of Directors to decide on the issue of shares, warrants or convertibles**

The Annual General Meeting decided to authorise the Board of Directors to decide, on one or more occasions during the period until the next Annual General Meeting, to issue new shares, convertible bonds and/or warrants, with or without derogation from the shareholders' preferential rights, within the limits of the Articles of Association from time to time. Issues with a derogation from shareholders' preferential rights shall be limited to 20 per cent of the number of shares outstanding at any time. New issues decided on by virtue of the authorisation shall be made on market terms (meaning that a market discount may be granted) and the reason shall be to be able to broaden and strengthen the shareholder base with strategic shareholders, to raise or enable the raising of working capital, to increase the liquidity of the share, to carry out acquisitions or to raise or enable the raising of capital for acquisitions.

### **Authorisation to make minor adjustments**

The Annual General Meeting decided, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors, the Chief Executive Officer, or the person otherwise appointed by the Board of Directors, to make such minor adjustments and clarifications to the resolutions adopted by the Annual General Meeting as are necessary for the registration of the resolutions.

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

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### **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, merely reduce the symptoms. They*

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*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, is the Company's Certified Adviser.*

#### **Attachments**

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