

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

**The shareholders of Toleranzia AB (publ), 556877-2866, ("Toleranzia" or the "Company"), are hereby invited to the Annual General Meeting on Thursday 5 June 2025 at 10.00 a.m. at Biotech Center, Arvid Wallgrens backe 20 (floor 5), in Gothenburg.**

PARTICIPATION AND NOTIFICATION ETC.

## **Eligibility and registration**

To be entitled to attend the Annual General Meeting, shareholders must

- be registered in the share register maintained by Euroclear Sweden AB no later than Tuesday, May 27, 2025 (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 Friday, May 30, 2025, by email to [notice@toleranzia.com](mailto:notice@toleranzia.com) or in writing to Toleranzia AB, Biotech Center, Arvid Wallgrens backe 20, 413 46 Gothenburg 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, information about a representative or assistant (maximum two). The notification shall, where applicable, be accompanied by powers of attorney, registration certificates and other authorization documents.

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

## **Nominee-registered shares**

Shareholders whose shares are registered in the name of a nominee, through a bank or other nominee, must temporarily re-register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the Annual General Meeting. Such re-registration, so-called voting rights registration, must be completed no later than Friday, May 30, 2025, which means that shareholders who wish to re-register their shares must notify their nominees well in advance of this date.

## **Proxy etc.**

If a shareholder intends to be represented by a proxy, a power of attorney shall 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 registration certificate or, if such a document does not exist, an equivalent authorization document shall be attached to the notification. In order to facilitate registration at the meeting, the original power of attorney and registration certificate should be received by the Company at the above address no later than Friday, May 30, 2025. If the power of attorney and other authorization documents have not been submitted 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.com](http://www.toleranzia.com) 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 notification to attend the meeting. The completed form must be received by Toleranzia no later than Friday, May 30, 2025.

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

If shareholders vote by 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).

### Proposal for the agenda

1. Opening of the meeting
2. Election of the Chairperson of the Annual General 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 was duly convened
7. Presentation of the annual accounts and audit report
8. Decision on:
  - a) adoption 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 from liability of the members of the Board of Directors and the CEO.
9. Determination of the number of members and deputy members of the Board of 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. Decisions on the composition of the Nomination Committee and instructions for the Nomination Committee
13. Decision to amend the Articles of Association
14. Decision on authorization for the Board of Directors to issue shares, warrants or convertibles
  - a) With preferential rights for shareholders;

- b) With deviation from the shareholders' preferential rights
- 15. Decision authorizing the adoption of minor adjustments to the decisions
- 16. Other issues
- 17. Closing of the meeting

#### **This year's nomination committee**

The Nomination Committee for the 2025 Annual General Meeting consists of Carl-Johan Spak (appointed by Flerie Invest AB), Sören Christensen (appointed by S&B Christensen AB), Lars Ulin (appointed by Navcap AB), and Ann-Charlotte Rosendahl (Chairperson of the Board). Carl-Johan Spak was appointed Chairperson of the Nomination Committee by the Nomination Committee.

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

##### **Election of the Chairperson of the Annual General Meeting (item 2)**

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

##### **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 shareholders' register and the notifications and postal votes received, verified and approved by the person responsible for verifying the minutes.

##### **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's proposal in the annual report. The Board of Directors further proposes that no dividend be paid for the financial year 2024.

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

The auditor recommends that the Annual General Meeting grant discharge for the financial year 2024.

Discharge from liability for the financial year 2024 is decided individually for each member of the Board of Directors and the CEO in the following order:

- i) Ann-Charlotte Rosendahl (Member of the Board)
- ii) Thomas Eldered (Member of the Board)
- iii) Maarten Kraan (Member of the Board)
- iv) Eva Lindgren (Member of the Board)
- v) Jan Mattsson (Member of the Board)
- vi) Kristian Sandberg (Member of the Board)
- vii) Charlotte Friberg (CEO)

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### **Determination of the number of members and deputy members of the Board of Directors (item 9)**

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

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

The Nomination Committee proposes (the Chairperson of the Board of Directors of the Company has not participated in the decision on the proposal regarding the remuneration of the members of the Board of Directors)

- that the remuneration of the Board of Directors shall be SEK 200,000 per full year, excluding social security contributions, to the Chairperson of the Board and SEK 100,000 per full year, excluding social security contributions, to each ordinary Board member.
- that the auditor's fee be paid according to the current principles, i.e. according to current and approved invoices.

The Board proposes:

- in special cases, members of the Board of Directors elected by the General Meeting may be remunerated for services in their respective fields of competence, which do not constitute Board work. The Board of Directors shall have the right to instruct individual members to perform consultancy services for the Company. Such services shall be remunerated at market rates, which shall be approved by the Board.

### **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 be re-elected as ordinary members of the Company's Board of Directors.
- that Ann-Charlotte Rosendahl be re-elected as the Company's Chairperson of the Board.
- that Ernst & Young AB be re-elected as the Company's auditor.
- that all re-elections and new elections shall be valid 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 of and instructions for the Nomination Committee as follows:

The Nomination Committee shall consist of representatives of the three (3) largest shareholders in terms of voting rights as of September 30, 2025, and the Chairperson of the Board of Directors. In the event that any of the three (3) largest shareholders waives its right to appoint a representative, the fourth largest shareholder shall be offered the chance to appoint a representative and so on until the Nomination Committee consists of three members.

The Nomination Committee shall propose the following resolutions to the 2026 Annual General Meeting:

- a) Proposal for the Chairperson of the meeting
- b) Proposal for the Board of Directors
- c) Proposal for the Chairperson of the Board
- d) Proposed fees for the members of the Board of Directors and the Chairperson
- e) Proposal for remuneration for any committee work
- f) Proposal 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 Company is responsible for contacting the major shareholders and managing the formation of the Nomination Committee. The Chairperson of the Company is also responsible for convening the Nomination Committee, once all members have been appointed, for its 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 announced 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 costs in connection 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 voluntarily resigns before the end of his or her term of office, the shareholder who appointed the resigning member shall appoint a new representative.

These instructions for the nomination committee shall apply until the general meeting of the Company decides otherwise.

#### **Decision to amend the articles of association (item 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 amount to not less than SEK 24,633,859,375 and not more than SEK 98,535,437,50.

**§5** The number of shares shall be not less than 197,070,875 and not more than 788,283,500.

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

**§4** The share capital shall amount to not less than SEK 33,870,250,75 and not more than SEK 135,481,003,00.

**§5** The number of shares shall be not less than 270,962,006 and not more than 1,083,848,024.

The Board of Directors, or the person appointed by it, shall be entitled to make such minor adjustments to the decisions of the General Meeting as may be necessary in connection with the registration of the decision.

A resolution under this paragraph shall be valid only if it is supported by shareholders holding not less than two-thirds of the votes cast and of the shares represented at the meeting.

**Resolution on authorization for the Board of Directors to issue shares, warrants or convertibles (item 14)**

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

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

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

***a)***

The Annual General Meeting authorizes the Board of Directors to decide, on one or more occasions before the next Annual General Meeting, on a new issue of 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 set out in Chapter 2, Section 5 of the Swedish Companies Act, aktiebolagslagen. The total number of shares that may be issued, or, in the event of an issue of convertible bonds 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 what follows from the limits for the share capital and the number of shares in the Articles of Association applicable from time to time.

***b)***

The Annual General Meeting authorizes the Board of Directors, on one or more occasions before the next Annual General Meeting, with deviation from the shareholders' preferential rights, to decide on a new issue of shares, warrants or convertibles. 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 event of an issue of convertible bonds or warrants, be added after conversion or exercise, by virtue of the authorization in this item b) shall be limited to 20 per cent of the number of shares outstanding at any given time. New share issues resolved upon by virtue of the authorization shall be made on market terms (by which is meant that a market-based issue discount may be granted) and the reason shall be to be able to broaden and strengthen the ownership base with strategic shareholders, raise or enable the raising of working capital, increase the liquidity of the share, carry out corporate acquisitions or raise or enable the raising of capital for corporate acquisitions.

A resolution under this paragraph shall be valid only if it is supported by shareholders holding not less than 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 to the resolutions adopted at the Annual General Meeting as are necessary for the registration of the resolutions.

#### **OTHER INFORMATION**

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

The number of outstanding shares and votes in the Company at the time of this notice amounts to 270,962,006. The Company holds no own shares.

##### **Annual general 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.se](http://www.toleranzia.se)) no later than three weeks prior to the Annual General Meeting and will be sent to shareholders who so request and state their postal address.

##### **Information**

Shareholders present at the Annual General Meeting have the right 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. Shareholders have the right to ask the Company questions at the Annual General Meeting 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 the Euroclear website, <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

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Gothenburg May 2025  
Toleranzia AB (publ)  
The Board of Directors

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

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

### **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](mailto:ca@skmg.se), is the company's Certified Adviser.

### **Attachments**

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