

Toleranzia announces outcome in rights issue

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Toleranzia AB ("**Toleranzia**" or the "**Company**") has completed the rights issue of units, consisting of shares and warrants of series TO4, which the board of directors decided on August 18, 2023, (the "**Rights Issue**"). The Rights Issue has been subscribed to a total of 78.6 percent, where approximately 74.6 percent was subscribed through use of unit rights and approximately 4.1 percent was subscribed for without use of unit rights.

Outcome in the Rights Issue

The subscription period in the Rights Issue ended on September 13, 2023. The final outcome shows that a total of 86,755,644 units have been subscribed for through the Rights Issue, corresponding to 78.6 percent of the Rights Issue. 82,282,075 units were subscribed through use of unit rights, corresponding to 74.6 percent of the Rights Issue. Furthermore, 4,473,569 units are subscribed for without use of unit rights, corresponding to 4.1 percent of the Rights Issue. Each unit consists of one (1) newly issued share and one (1) warrant of series TO4. In total, 86,755,644 new shares and 86,755,644 warrants of series TO4 were subscribed.

Through the Rights Issue, the Company will receive approximately SEK 43.4 million before issue costs, which amount to approximately SEK 1.6 million. Upon full exercise of all warrants of series TO4, the Company will be additionally provided with approximately SEK 43.4 million.

"I am pleased to note that Toleranzia now has the resources to continue the development of our drug candidate TOL2 to clinical trials. The most important milestones that we can achieve immediately are the completion of the GLP toxicology study and the clinical trial application. I would like to warmly thank all current and new shareholders for their confidence in the Company. With this new capital injection, we can create significant and long-term shareholder value" comments Charlotte Fribert, CEO of Toleranzia.

Allocation of units subscribed for without the support of unit rights

Allocation of units subscribed for without the support of unit rights has taken place in accordance with what is stated in the prospectus that the Company published on August 28, 2023, due to the Rights Issue (the "**Prospectus**"). Notification of such allocation is announced separately through settlement notes. Nominee-registered shareholders receive notification of allotment in accordance with instructions from the respective nominee.

Shares and share capital

Through the Rights Issue, the number of shares in the Company increases by 86,755,644 shares, from 110,315,231 shares to 197,070,875 shares and the share capital amounts increases to approximately SEK 24,633,859.38. If all warrants of series TO4 are fully exercised for subscription of new shares in the Company, the number of shares in the Company will increase with an additional 86,755,644 shares, from 197,070,875 shares to 283,826,519 shares, and the share capital will increase with an additional approximately SEK 10,844,455.50, from approximately SEK 24,633,859.38 to approximately SEK 35,478,314.88.

Warrants of series TO4

Every warrant of series TO4 gives the right to subscribe for one (1) new share in the Company. The subscription price for subscription of shares with the support of warrants of series TO4 amounts to SEK 0.50. The exercise period for subscription of shares with the support of the warrants of series TO4 will run from 7 October 2024, up to and including 21 October 2024. In the event of full exercise of all warrants of series TO4, the Company will be provided with additionally approximately SEK 43.4 million. Trading with the warrants of series TO4 is expected to take place in conjunction with conversion of BTU into shares and warrants.

Paid subscribed units ("BTU")

Trading with BTU (Paid Subscribed Unit) takes place on Nasdaq First North Growth Market until the conversion of BTU into shares and warrants after the Rights Issue has been registered with the Swedish Companies Registration Office. Registration with the Swedish Companies Registration Office is expected to take place during week 39, 2023.

Advisers

Zonda Partners AB is the financial advisor and Eversheds Sutherland Advokatbyrå AB is the legal advisor to the Company in connection with the Rights Issue. Nordic Issuing acts as issuing agent in connection with the Rights Issue.

This disclosure contains information that Toleranzia is obliged to make public pursuant to the EU Market Abuse Regulation (EU nr 596/2014). The information was submitted for publication, through the agency of the contact person, on [**] [**] CEST.

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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 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.

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INFORMATION TO DISTRIBUTORS

IN ORDER TO FULFIL THE PRODUCT STEWARDSHIP REQUIREMENTS CONTAINED IN: (A) DIRECTIVE 2014/65/EU OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL ON MARKETS IN FINANCIAL INSTRUMENTS, AS CONSOLIDATED, ("MIFID II"); (B) ARTICLES 9 AND 10 OF COMMISSION DELEGATED DIRECTIVE (EU) 2017/593, WHICH COMPLEMENTS MIFID II; AND (C) NATIONAL IMPLEMENTING MEASURES (TOGETHER, THE "MIFID II PRODUCT GOVERNANCE REQUIREMENTS") AND TO DISCLAIM ANY EXTRA-CONTRACTUAL, INTRA-CONTRACTUAL OR OTHER LIABILITY TO WHICH ANY "MANUFACTURER" (WITHIN THE MEANING OF THE MIFID II PRODUCT GOVERNANCE REQUIREMENTS) MAY OTHERWISE BE SUBJECT, THE OFFERED SHARES HAVE BEEN SUBJECT TO A PRODUCT APPROVAL PROCESS, WHICH HAS DETERMINED THAT THESE SECURITIES ARE: (I) SUITABLE FOR A TARGET MARKET CONSISTING OF RETAIL INVESTORS AND INVESTORS WHO FULFIL THE CRITERIA FOR PROFESSIONAL CLIENTS AND ELIGIBLE COUNTERPARTIES, AS DEFINED IN MIFID II; AND (II) SUITABLE FOR DISTRIBUTION THROUGH ALL DISTRIBUTION CHANNELS PERMITTED UNDER MIFID II (THE "TARGET MARKET ASSESSMENT"). NOTWITHSTANDING THE TARGET MARKET ASSESSMENT, DISTRIBUTORS SHOULD NOTE THAT: THE PRICE OF THE COMPANY'S SHARES OR WARRANTS

MAY FALL AND INVESTORS MAY LOSE ALL OR PART OF THEIR INVESTMENT; THAT THE COMPANY'S SHARES AND WARRANTS DO NOT CARRY ANY GUARANTEE OF RETURN OR CAPITAL PROTECTION; AND THAT AN INVESTMENT IN THE COMPANY'S SHARES OR WARRANTS IS SUITABLE ONLY FOR INVESTORS WHO DO NOT REQUIRE A GUARANTEED RETURN OR CAPITAL PROTECTION AND WHO (ALONE OR WITH THE ASSISTANCE OF AN APPROPRIATE FINANCIAL OR OTHER ADVISER) ARE CAPABLE OF EVALUATING THE MERITS AND RISKS OF SUCH AN INVESTMENT AND WHO HAVE SUFFICIENT RESOURCES TO BEAR ANY LOSSES THAT MAY RESULT FROM SUCH AN INVESTMENT. THE TARGET MARKET ASSESSMENT IS WITHOUT PREJUDICE TO ANY OTHER REQUIREMENTS RELATING TO CONTRACTUAL, LEGAL OR REGULATORY RESTRICTIONS ON SALES IN CONNECTION WITH THE RIGHTS ISSUE.

FOR THE AVOIDANCE OF DOUBT, THE TARGET MARKET ASSESSMENT DOES NOT CONSTITUTE (A) AN ASSESSMENT OF SUITABILITY OR APPROPRIATENESS FOR THE PURPOSES OF MIFID II OR (B) A RECOMMENDATION TO ANY INVESTOR OR GROUP OF INVESTORS TO INVEST IN, OR PURCHASE, OR TAKE ANY OTHER ACTION WHATSOEVER WITH RESPECT TO THE SHARES OR WARRANTS OF THE COMPANY.

EACH DISTRIBUTOR IS RESPONSIBLE FOR CARRYING OUT ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE COMPANY'S SHARES AND FOR DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

This information is information that Toleranzia is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2023-09-15 09:30 CEST.

Attachments

[Toleranzia announces outcome in rights issue](#)