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Flerie's Board of Directors decides on a directed new share issue of SEK 76 million and proposes a bonus issue and termination of the share redemption programme after this year's redemption period

The Board of Directors of Flerie AB (publ) ("Flerie" or the "Company") has decided on a directed new share issue of SEK 76 million to the Fourth Swedish National Pension Fund, Cajelo Invest, and Christian von Koenigsegg at a subscription price corresponding to today's closing price. The Board of Directors simultaneously proposes that the Annual General Meeting resolve on a bonus issue and that the Company's share redemption programme be implemented for the last time in 2026 and subsequently discontinued. The Company's principal owners, T&M Förvaltning AB and T&M Participation AB, have undertaken to, without compensation, have all shares allocated to them within the framework of the bonus issue cancelled. This would result in the other shareholders' ownership in the Company increasing by approximately 16 per cent.¹

The directed new issue

The Board of Directors has, with the support of the issue authorisation granted by the Annual General Meeting on 14 May 2025, decided on a directed new issue of 2,187,051 newly issued ordinary shares at an offer price of SEK 34.75 per share (the "**Directed New Issue**"). The Company thereby receives SEK 76 million before deduction of transaction costs, which are estimated to amount to approximately SEK 75,000. The subscription price corresponds to the closing price of the Company's ordinary share on Nasdaq Stockholm on 24 February 2026. The Fourth Swedish National Pension Fund, Cajelo Invest, and Christian von Koenigsegg participated in the Directed New Issue. As the subscription price in the Directed New Issue corresponds to the closing price of the ordinary share on 24 February 2026, the Board of Directors considers that it reflects current market conditions and demand. Through the Directed New Issue, the Company's share capital will increase by SEK 4,374,102, from SEK 154,911,924 to SEK 159,286,026, through the new issue of 2,187,051 ordinary shares, which means that the total number of shares will increase from 77,455,962 to 79,643,013 shares, all of which are ordinary shares. The Directed New Issue will result in a dilution of approximately 2.7 per cent of the capital and votes for existing shareholders, based on the total number of shares and votes in the Company after the Directed New Issue. The net proceeds from the Directed New Issue is intended to be used to accelerate the development of the existing portfolio companies. In connection with the Directed New Issue, the Company's Board of Directors has made an overall assessment and carefully considered the possibility of raising capital through a new issue with preferential rights for the Company's shareholders. The

Board of Directors considers that the reasons for deviating from the shareholders' preferential rights are (i) that a rights issue would take significantly longer to implement and entail a higher risk of a negative effect on the share price, particularly in light of the current volatile and challenging market conditions, and (ii) that a directed new share issue can be implemented at a significantly lower cost and with less complexity than a rights issue. Taking the above into consideration, the Board of Directors has assessed that a directed issue of ordinary shares with deviation from the shareholders' preferential rights is the most advantageous alternative for the Company to carry out the capital raise.

Bonus issue and termination of the share redemption programme

The Board of Directors further proposes that the Annual General Meeting resolve on a bonus issue with the issue of new ordinary shares. The bonus issue is proposed to be carried out at a ratio of 1:7, which means that each shareholder for every seven (7) existing ordinary shares receives one (1) new ordinary share free of charge. The bonus issue is carried out by transferring funds from non-restricted equity to share capital. The company's principal owners, T&M Förvaltning AB and T&M Participation AB, which together own approximately 76 per cent of all ordinary shares, have in connection herewith undertaken to, without compensation, return all ordinary shares allocated to them within the framework of the bonus issue to Flerie for cancellation. Other shareholders will thereby, following the implementation of the bonus issue, increase their ownership in the Company by approximately 16 per cent.² The bonus issue both increases liquidity in the Flerie share and compensates shareholders for the proposed termination of the share redemption programme. The decision on the bonus issue is conditional upon the Annual General Meeting simultaneously deciding to terminate the share redemption programme in accordance with the Board's proposal. The share redemption programme was introduced by a resolution at an Extraordinary General Meeting on 10 June 2024 and is governed by Sections 7–10 of the Company's Articles of Association. The programme entitles shareholders to, during an annually determined conversion period, request conversion of ordinary shares into series C shares, which are thereafter redeemed at a redemption price corresponding to the net asset value per share. The Board of Directors proposes that the redemption programme be carried out for the last time in 2026, by supplementing the provisions of Sections 7–10 of the Articles of Association with provisions stipulating that they will no longer apply after the calendar year 2026. Provided that the Annual General Meeting resolves to discontinue the programme, the Board of Directors thereafter intends to propose at the Annual General Meeting 2027 that Sections 7–10 be repealed in their entirety, as the programme will at that time be fully wound up and the provisions will no longer serve any purpose.

The Board's proposal to terminate the share redemption programme is based on an overall assessment of the Company's long-term capital structure and strategic interests. The Board considers that the Company's capital should primarily be allocated to investments in the existing portfolio rather than to the payment of redemption proceeds to shareholders. Furthermore, the share redemption programme is also not considered to have fulfilled its purpose of minimising the discount to net asset value on the Company's shares, which means that the programme over time will lead to a reduction in the liquidity of the share and a reduction in the number of shareholders in the Company. In light of the above, the Board of Directors considers that it is in the interests of all shareholders to discontinue the share redemption programme. A decision to amend or repeal the provisions of Sections 7–10 of the Articles of Association requires the support of shareholders representing at least nine-tenths of both the votes cast and the shares represented at the general meeting. The shareholders T&M Förvaltning AB, T&M Participation AB, the Fourth Swedish National Pension Fund, Cajelo Invest, Christian von Koenigsegg, the management team and board of directors, who represent approximately 90 per cent of the votes in the Company, have

undertaken to vote in favour of the proposal to terminate the share redemption programme at the Annual General Meeting on 26 March 2026 as well as not to utilise the share redemption programme in 2026. The Company will separately convene an Annual General Meeting on 26 March 2026. More information regarding the bonus issue and the termination of the share redemption programme will be provided in the notice.

For further information, please contact:

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This information is inside information that Flerie AB is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, at 23:35 CET on 24 February 2026.

About Flerie

Flerie is an active and long-term investor in Life Science, with a broad and diversified portfolio of innovative companies with groundbreaking technologies. We invest globally in companies in product development and commercial growth, together with other leading investors, focusing on hard-to-reach private companies. Flerie's active ownership model, broad network and resources are used to support and accelerate the development of the companies' projects, creating value for shareholders. Flerie AB's ordinary shares are listed on Nasdaq Stockholm under the ticker FLERIE. For further information, see www.flerie.com.

¹ Calculated on the basis of shares in the Company following the Directed New Issue, full utilisation of the share redemption programme in 2026, and the shares to be issued to the shareholders of Lipum AB pursuant to the merger as communicated by the Company in separate press releases available on the Company's website.

² Calculated on the basis of shares in the Company following the Directed New Issue, full utilisation of the share redemption programme in 2026, and the shares to be issued to the shareholders of Lipum AB pursuant to the merger as communicated by the Company in separate press releases available on the Company's website.

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This information is information that Flerie AB 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 2026-02-24 23:35 CET.

Attachments

[Flerie's Board of Directors decides on a directed new share issue of SEK 76 million and proposes a bonus issue and termination of the share redemption programme after this year's redemption period](#)