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The General Meetings of Flerie and Toleranzia respectively have approved the merger plan and the General Meeting in Flerie has resolved on issuance of the merger consideration

On 25 March 2025, Flerie AB (publ) ("Flerie") and Toleranzia AB (publ) ("Toleranzia") jointly announced that the Board of Directors of Flerie and the Board of Directors of Toleranzia had adopted a merger plan to join forces through a statutory merger between the companies in accordance with the Swedish Companies Act (Sw. *Aktiebolagslagen*) (the "Merger").

The Merger is, among other things, conditional upon the approval of the merger plan by the General Meetings of each respective company, as well as the approval by the shareholders of Flerie of the issuance of the ordinary shares constituting the merger consideration. Both Toleranzia's Extraordinary General Meeting, held on 7 May 2025, and Flerie's Annual General Meeting, held today, 14 May 2025, have now approved the merger plan. Furthermore, Flerie's Annual General meeting has resolved to issue the merger consideration to the shareholders of Toleranzia in accordance with the merger plan. This condition has thus been fulfilled.

The Merger is expected to be registered by the Swedish Companies Registration Office (Sw. *Bolagsverket*) during the third quarter of 2025, resulting in the dissolution of Toleranzia, whereby all assets and liabilities of Toleranzia will be transferred to Flerie. The distribution of the merger consideration will take place following the registration of the merger by the Swedish Companies Registration Office.

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About Flerie

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.

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.

Attachments

[The General Meetings of Flerie and Toleranzia respectively have approved the merger plan and the General Meeting in Flerie has resolved on issuance of the merger consideration](#)