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The merger between Flerie and Toleranzia has been completed

The Swedish Companies Registration Office (Sw. *Bolagsverket*) has today registered the merger between Flerie AB (publ) ("Flerie") and Toleranzia AB (publ) ("Toleranzia"). The merger between Flerie and Toleranzia is thus completed.

With the registration, the merger has obtained final legal effect, and all assets and liabilities of Toleranzia have been transferred to Flerie. The merged company retains the name Flerie AB (publ) and will continue to be headquartered in Stockholm. In connection with the registration, Toleranzia's operations have been transferred to a new subsidiary of Flerie's wholly-owned subsidiary, Flerie Invest AB.

In conjunction with the registration of the merger, the Swedish Companies Registration Office has today registered the issuance of 3,079,102 new ordinary shares in Flerie as merger consideration. As a result of the issue, Flerie's share capital has increased by SEK 6,158,204. Consequently, Flerie now has a total share capital of SEK 154,911,924, divided into 77,455,962 shares, all of which are ordinary shares.

The shareholders listed in Toleranzia's share ledger as of the record date 20 August 2025 will receive merger consideration. For every eighty-eight (88) shares held in Toleranzia, shareholders will receive one (1) newly issued ordinary share in Flerie. No actions will be required from Toleranzia's shareholders in order to receive the merger consideration. Shares in Toleranzia owned by Flerie Invest AB will not entitle the holder to any merger consideration.

Toleranzia's shareholders are expected to receive these new shares, i.e. the merger consideration, on or about 22 August 2025. Trading in Flerie's shares will continue as usual and will not be affected by the merger process.

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The information was submitted for publication, through the agency of the contact person above, on 19 August 2025, at 14:00 (CEST).

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 merger between Flerie and Toleranzia has been completed](#)