

PRESS RELEASE



Bulletin from the Annual General Meeting in Hansa Biopharma AB (publ)

The following resolutions were passed at the Annual General Meeting of Hansa Biopharma AB (publ) (the “Company”) on June 23, 2020.

Lund June 23, 2020.

Resolution regarding the adoption of the income statement and the balance sheet as well as consolidated income statement and consolidated balance sheet, appropriation of result and discharge from liability.

The Annual General Meeting resolved to adopt the income statement and balance sheet, consolidated income statement and balance sheet for 2019. Furthermore, it was resolved that the Company’s results shall be carried forward and thus no dividend will be distributed. The Annual General Meeting also resolved to discharge the members of the Board of Directors and Chief Executive Officer from liability.

The number of members of the Board of Directors and auditors, election of the Board of Directors and auditor and remuneration to the Board of Directors and the auditor

The Annual General Meeting resolved that the members of the Board of Directors shall be six with no deputy members.

The Annual General Meeting resolved that Ulf Wiinberg, Birgit Stattin Norinder Anders Gersel Pedersen, Andreas Eggert, Eva Nilsagård and Mats Blom are re-elected as members of the Board of Directors for the period until the end of the next Annual General Meeting. The Shareholders’ Meeting further resolved to re-elect Ulf Wiinberg as Chairman of the Board of Directors for the period until the end of the next Annual General Meeting.

The Annual General Meeting resolved to re-elect KPMG AB as auditor, with Jonas Nihlberg as the auditor in charge, for the period until the end of the next Annual General Meeting.

The Annual General Meeting resolved that the fees for the Board of Directors, for the period until the end of the next annual general meeting, shall remain unchanged from the previous year and shall be SEK 900,000 to the Chairman of the Board and SEK 300,000 each to the other Board members. It was further resolved that the remuneration to the chairman of the Audit Committee should be SEK 75,000 and SEK 40,000 to each other member in the Audit Committee, SEK 40,000 to the chairman of the Remuneration Committee and SEK 25,000 to each other member in the Remuneration Committee, and SEK 25,000 to each board member in the Scientific Committee. It was further resolved that the remuneration to the auditor shall be paid as per approved current account.

Resolution regarding principles for the appointment of the nomination committee

The Annual General Meeting resolved to adopt the proposed principles for appointment of the nomination committee.

Resolution on guidelines for remuneration to members of management

The Annual General Meeting resolved to adopt the proposed guidelines for executive remuneration.

The information was submitted for publication, through the contact person set out below, at 4:30p.m. (CET) on June 23, 2020.

Contact information

Klaus Sindahl
Head of Investor Relations
Hansa Biopharma
M: +46 (0) 709-298 269
E: klaus.sindahl@hansabiopharma.com

About Hansa Biopharma

Hansa Biopharma is leveraging its proprietary enzyme technology platform to develop immunomodulatory treatments for enabling transplantations and rare immunoglobulin G (IgG)-mediated autoimmune conditions, transplant rejection and cancer.

The Company’s lead product candidate, Imlifidase, is an antibodycleaving enzyme being developed to enable kidney transplantation in highly sensitized patients and may be further developed for use in other organ and tissue transplantation as well as acute autoimmune indications. Imlifidase is currently under review for a potential marketing authorization by the European Medicines Agency (EMA).

Hansa’s research and development program is advancing the Company’s enzyme technology to develop the next generation of IgG-cleaving enzymes with potentially lower immunogenicity, suitable for repeat dosing in relapsing autoimmune diseases and oncology. Hansa Biopharma is based in Lund, Sweden and also has operations in other European countries and in the U.S.

Hansa Biopharma
Scheelevägen 22
SE- 223 63 Lund, Sweden
Phone: +46 46 16 56 70
www.hansabiopharma.com

Nasdaq OMX Stockholm
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ISIN: SE 0002148817

Resolution on the amendment of the articles of association

The Annual General Meeting resolved to adopt the proposed amendments of the articles of association.

Resolution to adopt a long-term incentive program based on performance-based share rights for employees at Hansa Biopharma

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to adopt a long-term incentive program based on performance-based share rights for employees of the Hansa Biopharma group ("**Share Rights Program 2020**"), whereby not more than 36 individuals within the Hansa Biopharma group may participate. The participants will receive performance based share rights which, subject to certain conditions being met, give the right to receive ordinary shares in the Company. A maximum of 505,096 share awards may be allotted to participants under the program. The Annual General Meeting further resolved, in accordance with the Board of Directors' proposal, to allow the Company to enter into equity swap arrangements with third parties on market terms to ensure delivery of shares under the Share Rights Program 2020, where the third party in its own name will be able to acquire and transfer ordinary shares in Hansa Biopharma to the participants.

Resolution to adopt a long-term incentive program based on employee stock options for employees in Hansa Biopharma

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to adopt a long-term incentive program for employees in Hansa Biopharma ("**Option Program 2020**"), whereby not more than 15 individuals within the Hansa Biopharma group may participate. The Option Program 2020 consists of employee stock options that have a vesting period of 3 years, after which the holder is entitled to exercise the options for ordinary shares during a period of one month. A maximum of 506,280 employee stock options may be allotted to participants under the program. The Annual General Meeting further resolved, in accordance with the Board of Directors' proposal, to allow the Company to enter into equity swap arrangements with third parties on market terms to ensure delivery of shares under the Option Program 2020, where the third party in its own name will be able to acquire and transfer ordinary shares in Hansa Biopharma to the participants.

Resolution to authorize the board to resolve on issue of ordinary shares and warrants and/or convertibles

The Annual General Meeting further resolved, in accordance with the Board of Directors' proposal, to authorise the board, for the period up to the next Annual General Meeting, to adopt decisions, whether on one or several occasions and whether with or without pre-emptive rights for the shareholders, to issue new ordinary shares, and warrants and/or convertibles. The number of shares issued, or number of shares created in connection with conversion of warrants and/or convertibles may not correspond to a dilution of more than 10 per cent of the total number of shares outstanding after full exercise of the hereby proposed authorization. It should also be possible to make such an issue resolution stipulating payment in cash, in kind, the right to offset debt or other conditions. The purpose of the authorization is to increase the financial flexibility of the company and the acting scope of the board of directors as well as to potentially broaden the shareholder base.