

PRESS RELEASE

Notice to Annual General Meeting in Hansa Biopharma AB (publ)

Lund, Sweden May 26, 2025, Hansa Biopharma AB (publ), Reg. No. 556734-5359 ("Hansa Biopharma"), with registered office in Lund, gives notice to Annual General Meeting to be held on Wednesday June 25, 2025 at 14:30 CEST, Elite Hotel Ideon, Scheelevägen 27, SE-223 63 Lund. Registration starts at 14:00 CEST.

Right to participate in the Annual General Meeting and notice of participation

Participation in the Annual General Meeting at the venue

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on June 16, 2025, and (ii) no later than June 18, 2025 give notice via e-mail to hansabiopharma@vinge.se or by post to Advokatfirman Vinge KB, Att: Annie Fällström, Box 1703, SE-111 87 Stockholm, Sweden. When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants) as well as information about any proxy.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the company's website, www.hansabiopharma.com. If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the General Meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the company as set out above so that it is received no later than June 24, 2025.

Participation by advance voting

A shareholder who wishes to participate in the Annual General Meeting by advance voting must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on June 16, 2025, and (ii) give notice no later than June 18, 2025, by casting its advance vote in accordance with the instructions below so that the advance vote is received by Hansa Biopharma no later than on that day.

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation in the Annual General Meeting at the venue* above. This means that a notification by advance vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when advance voting. The advance voting form is available on Hansa Biopharma's website www.hansabiopharma.com, section *Our company*, subsection *Corporate Governance*, under *General Meeting 2025*. A completed and signed form may be submitted via e-mail to hansabiopharma@vinge.se or by post to Advokatfirman Vinge KB, Att: Annie Fällström, Box 1703, SE-111 87 Stockholm, Sweden. The completed form shall be received by Hansa Biopharma not later than June 18, 2025. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the advance voting form. A proxy form is available on Hansa Biopharma's website www.hansabiopharma.com, section *Our company*, subsection *Corporate Governance*, under *General Meeting 2025*. If the shareholder is a legal entity, a certificate of registration or equivalent

certificate of authority should be enclosed. If a shareholder has voted in advance and then attends the Annual General Meeting in person or through a proxy, the advance vote is still valid except to the extent the shareholder participates in a voting procedure at the General Meeting or otherwise withdraws its casted advance vote. If the shareholder chooses to participate in a voting at the General Meeting, the vote cast will replace the advance vote with regard to the relevant item on the agenda.

Nominee-registered shares

To be entitled to participate in the Annual General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on June 16, 2025. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than June 18, 2025 are taken into account when preparing the share register.

Proposed agenda

1. Opening of the Annual General Meeting.
2. Election of chair of the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to attest the minutes.
6. Determination as to whether the meeting has been duly convened.
7. Presentation of the annual report and the auditors' report and the consolidated financial statements and the auditors' report for the group.
8. Resolution:
 - (a) regarding the adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet;
 - (b) regarding allocation of the company's result according to the adopted balance sheet;
 - (c) regarding discharge from liability for the members of the Board of Directors and the CEO.
9. Determination of the
 - (a) number of members of the Board of Directors; and
 - (b) number of auditors.
10. Determination of fees for
 - (a) members of the Board of Directors; and
 - (b) auditors.
11. Election of the members of the Board of Directors
 - (a) Mats Blom (re-election);
 - (b) Anders Gersel Pedersen (re-election);
 - (c) Hilary Malone (re-election);
 - (d) Peter Nicklin (re-election);
 - (e) Eva Nilsagård (re-election);
 - (f) Florian Reinaud (re-election); and
 - (g) Jonas Wikström (re-election).
12. Election of the chair of the Board of Directors (Peter Nicklin, re-election).
13. Election of auditors.
14. Proposal regarding principles for appointing the Nomination Committee.
15. Presentation of the Board of Directors' remuneration report for approval.
16. Proposal for a long-term incentive program 2025.
 - (a) Proposal regarding the adoption of the Option and Warrant Program 2025.
 - (b) Proposal regarding issue and transfer of warrants to secure delivery of shares pursuant to the terms of the employee stock options.
 - (c) Proposal regarding issue and transfer warrants to participants at a price corresponding to the market value.
17. Proposal for resolution regarding transfer of own ordinary shares.
18. Proposal regarding resolution on authorization for the Board of Directors to resolve on new issue of ordinary shares and warrants and/or convertibles.

- (a) Main proposal.
 - (b) Alternative proposal.
19. Closing of the Annual General Meeting.

The Nomination Committee's proposals

The Nomination Committee's proposals for election of chair of the meeting, members of the Board of Directors, chair of the Board of Directors, auditor and determination of fees (items 2 and 9-13)

The Nomination Committee, composed of Natalie Berner (representing Redmile Group) elected chair of the Nomination Committee, Anna Henricsson (representing Handelsbanken Fonder) and Amit Drach (representing Sphera Funds Management), has submitted the following proposals for resolution:

- Joel Magnusson, member of the Swedish Bar Association, from Advokatfirman Vinge or, in case of his impediment, the person instead appointed by the Board of Directors, is proposed to be elected chair of the Annual General Meeting (item 2).
- The Board of Directors is proposed to consist of seven (7) directors and no deputy directors (item 9 (a)).
- One registered accounting firm is proposed to be appointed auditor with no deputy auditors (item 9 (b)).
- Remuneration to the Board of Directors is proposed to remain unchanged and to amount to SEK 900,000 to the chair of the Board of Directors and SEK 300,000 each to the other members of the Board of Directors, however, that Florian Reinaud has declined to receive Board remuneration. The remuneration to the chair of the Audit Committee should be SEK 150,000 and SEK 75,000 to each other member in the Audit Committee, SEK 40,000 to the chair of the Remuneration Committee and SEK 25,000 to each other member in the Remuneration Committee, SEK 75,000 to the chair of the Scientific Committee and SEK 50,000 to each member in the Scientific Committee and USD 20,000 to the chair of the U.S. Committee and SEK 50,000 to the other member of the U.S. Committee (item 10 (a)). Each member in the U.S. Committee shall also receive SEK 100,000 for travel compensation (item 10 (a)).
- Audit fee is proposed to be in accordance with approved account (item 10 (b)).
- Re-election of the members of the Board of Directors Anders Gersel Pedersen, Eva Nilsagård, Hilary Malone, Mats Blom, Peter Nicklin, Florian Reinaud and Jonas Wikström, all for the time until the end of the next Annual General Meeting (items 11 (a) – (g)). Peter Nicklin is proposed to be re-elected as chair of the Board of Directors for the time until the end of the next Annual General Meeting (item 12).
- Re-election of the auditor KPMG AB. If re-elected, KPMG AB has informed that Stefan Lundberg will be the principal auditor for the period until the end of the next Annual General Meeting. The proposal is in accordance with the Audit Committee's recommendation (item 13).

Information regarding the individuals proposed by the nomination committee for re-election is available at the company's webpage, www.hansabiopharma.com.

The Nomination Committee's proposal for resolution regarding principles for appointing the Nomination Committee (item 14)

The Nomination Committee proposes that the Annual General Meeting resolves that the principles for appointing the Nomination Committee shall be left essentially unchanged from the previous year, which are those described below:

The Nomination Committee shall consist of representatives for the three largest, in terms of votes, registered shareholders per August 31, 2025. Should such shareholder not wish to appoint a member, the largest shareholder, in terms of votes, thereafter, shall be invited to appoint a member in the Nomination Committee until three members have been appointed. The names of the members of the Nomination Committee shall be made public no later than six months prior to the Annual General Meeting of 2026. The Nomination Committee shall appoint the member representing the largest shareholder as chair, unless the Nomination Committee decides otherwise. The term of office for the Nomination Committee shall be until a new Nomination Committee has taken office.

Should any of the members of the Nomination Committee, before the assignment of the Nomination Committee has been fulfilled, resign or no longer represent the shareholder who appointed that member, such a member shall be

replaced by a new member appointed by that shareholder. Should any shareholder not represented in the Nomination Committee be larger, in terms of votes, than any other shareholder represented in the Nomination Committee, the larger shareholder in terms of votes shall be entitled to appoint a member to the Nomination Committee, whereby the member representing the smallest, in terms of votes, shareholder shall leave the Nomination Committee. Unless there are special circumstances, no changes shall be made in the composition of the Nomination Committee if there are only marginal changes in the number of votes held or if the change occurs later than three months before the next Annual General Meeting.

The Nomination Committee shall be entitled to charge the company for costs of e.g. recruitment consultants and other consultants that are necessary for the Nomination Committee to be able to fulfil its assignment. Further, the Nomination Committee is authorized to co-opt additional members, if deemed appropriate, however, any such co-opted member shall not be entitled to vote. The members of the Nomination Committee shall not be entitled to any remuneration from the company for their work. The Nomination Committee shall present proposals for the chair of the meeting, board members, chair of the Board of Directors, remuneration to the board, auditors, remuneration to the auditors and the principles for the Nomination Committee before the Annual General Meeting 2026.

The Nomination Committee shall follow the assignments set out in the Swedish Corporate Governance Code.

The Board of Directors' proposals

Resolution regarding allocation of the company's result (item 8 (b))

The Board of Directors proposes that the distributable assets available at the Annual General Meeting's disposal shall be carried forward and that no dividend shall be paid.

Proposal for a long-term incentive program 2025 (item 16)

The Board of Directors proposes that the Annual General Meeting resolves to adopt a long-term incentive program for employees of the Hansa Biopharma group (the "**Option and Warrant Program 2025**") in accordance with item 16(a) below. The decision to adopt the Option and Warrant Program 2025 in accordance with item 16(a) shall further be conditional upon that the general meeting resolves on hedging measures in accordance with items 16(b) – 16(c). For a description of the outstanding incentive programs in Hansa Biopharma, please refer to the company's Annual Report for 2024, pages 59-65 in the English version. In addition to the described incentive programs, there are no other long-term incentive programs in Hansa Biopharma.

Proposal regarding the adoption of the Option and Warrant Program 2025 (item 16(a))

The Option and Warrant Program 2025 in brief

The Option and Warrant Program 2025 is in principle an employee stock option program, but with respect to the CEO, a combination of employee stock options and warrants (Sw. *teckningsoptioner*) and with respect to participants tax resident in Sweden, the possibility to acquire up to 50 percent of the allotted number in warrants at market value instead of receiving employee stock options. In total, the Option and Warrant Program 2025 is proposed to comprise a maximum of approximately 39 employees within the Hansa Biopharma group. The last day for allotment of employee stock options and acquisition of warrants (as applicable) under the Option and Warrant Program 2025 shall be the day before the Annual General Meeting for Hansa Biopharma 2026.

The background and rationale for the proposal

The purpose of the Option and Warrant Program 2025 is to create the conditions for attracting, motivating and retaining competent employees from an international talent pool to and within the Hansa Biopharma group and to increase the coherence between the employees', shareholders' and the company's objectives, as well as to increase the motivation to reach and exceed the company's financial and non-financial targets. The Option and Warrant Program 2025 has been designed so that the program includes both current and future senior executives from an international perspective.

By offering employee stock options that are based on the share price development, the participants are premiated for increased shareholder value. The Option and Warrant Program 2025 also rewards employees' continued loyalty and thus the long-term value growth of the company. In this regard, the Board of Directors considers that the Option and Warrant Program 2025 will have a positive effect on the future development of the Hansa Biopharma group and will consequently be beneficial for both the company and its shareholders, by including warrants for the CEO and the

possibility to acquire warrants for participants tax resident in Sweden, the program further allows for investments by participants as well as tax/cost effects related thereto that are deemed favorable to the company and the shareholders.

Terms and conditions for employee stock options

- The employee stock options will be allotted without any compensation paid by the participant and no later than the day before the Annual General Meeting 2026.
- Allotment requires that the receipt of employee stock options can take place legally and that, according to the Board of Director's assessment, it can be carried out with reasonable administrative and financial efforts.
- The employee stock options carry a vesting period of three (3) years (the "**Vesting Period**") from the date of each allotment. Provided that the participant is still employed, with certain exceptions, one third of the employee stock options shall vest on the first anniversary from the date of allotment and thereafter vesting takes place on a monthly basis, linear, during the remaining of the Vesting Period, whereby all employee stock options shall be vested on the third anniversary from the date of allotment. The employee stock options entitle the participant to acquire shares during a three (3) year period following the end of the Vesting Period.
- The participant must, with certain exceptions, be employed within the group when the participant acquires shares within the Option and Warrant Program 2025. For terminated employees, acquisition of shares must occur within three (3) months of termination of employment.
- Each allotted employee stock option entitles the participant to acquire one ordinary share in the company at an exercise price corresponding to 110 percent of the volume-weighted average share price during the five (5) trading days immediately preceding the respective allotment of the employee stock options (the "**Exercise Price**"). In the event that the Exercise Price, after the initial allotment, is not considered to be appropriate for stock options allotted in subsequent allocations under the program, the Exercise Price may be decided to be the same as for the initial allocation.
- The Option and Warrant Program 2025 shall be settled by using a net share-settlement method, as further described below.
- The employee stock options shall not constitute securities and may not be transferred or pledged.
- The Exercise Price for employee stock options, determined as set out above, shall be rounded to the nearest SEK 0.10, whereby SEK 0.05 shall be rounded downwards. The Exercise Price and the number of shares that each employee stock option entitles to subscription for shall be recalculated in the event of a share split, consolidation, new share issue and/or similar measures in accordance with market practice.
- In the event of a public take-over offer, asset sale, liquidation, merger or any other such transaction affecting the company, the employee stock options will vest in their entirety upon such transaction.

Terms and conditions for warrants

The company shall be able to transfer warrants to participants at a price corresponding to the market value of the warrants (i.e. the warrant premium) at the time of the offer. Warrants may only be transferred to participants who have entered into a repurchase agreement with the company. The warrants are transferred to participants, current or new, on one or several occasions until the day before the Annual General Meeting 2026.

The warrants can be exercised for subscription of shares during the period from and including July 1, 2028 up to and including June 30, 2029. Each warrant entitles the holder to subscribe for one new ordinary share in the company at a subscription price corresponding to 130 percent of the volume weighted average share price during the five (5) trading days immediately prior to the initial transfer of the warrants to participants, however, as a minimum, the quota value of the share.

The issued warrants may, with deviation from the shareholders' preferential rights, be subscribed without any compensation paid by Hansa Biopharma after which the warrants shall be transferred to the participants. The transfer of the warrants shall be made at a price corresponding to the market value of the warrants (the warrant premium) at the time of the initial transfer, calculated according to the Black & Scholes valuation model. The valuation of the warrants shall be made by an appraiser or audit firm.

The full terms and conditions for the warrants have been resolved by the Board of Directors and are available to the

shareholders in accordance with the below.

Preparation of the Option and Warrant Program 2025, design and administration

The Board of Directors, or a special committee set up by the Board of Directors, shall be responsible for preparing the detailed design and administration of the terms and conditions of the Option and Warrant Program 2025, in accordance with the presented terms and guidelines including provisions on recalculation in the event of an in-between bonus issue, share split, rights issue and/or similar measures. In connection therewith, the Board of Directors shall be entitled to make adjustments to meet specific foreign regulations or market conditions. The Board of Directors shall also be entitled to make other adjustments if significant changes occur in the Hansa Biopharma group or in its environment that would result in that the adopted terms for the Option and Warrant Program 2025 no longer fulfils their objectives or the rationale for the proposal.

In connection with the transfer of warrants to the participants, the company shall reserve the right to repurchase the warrants if the participant's employment or assignment within the group ceases or if the participant in turn wishes to transfer the warrants before the warrants can be exercised according to the terms and conditions that apply to the warrants.

Allocation of employee stock options and warrants

The right to receive employee stock options shall accrue to the CEO, executive committee members and other senior executives and key employees, current and future, within the limits outlined in the table below. The figure for executive committee members and other senior executives and key employees outlined in the table below refers to the maximum total number of employee stock options and warrants per person. For each warrant acquired by a participant tax resident in Sweden, the number of employee stock options that may be allotted shall be reduced on a one-to-one basis (maximum ratio 50/50 between warrants and employee stock options).

Category	Maximum number of persons (approx.)	Maximum number of employee stock options per person and in total within the category	Maximum number of warrants that may be acquired per person and in total within the category
CEO ¹⁾	1	1,855,000	1,855,000
Executive committee members	7	2,226,000	1,113,000
Other senior executives and key employees	31	2,123,000	1,061,500

1) For the CEO, the number of employee stock options and warrants refers to the amounts to be allotted and acquired.

In total, no more than 8,059,000 employee stock options and warrants may be allotted/sold.

Board members shall not be eligible to participate in the Option and Warrant Program 2025.

In order to further increase alignment between the long-term interests of the participants and the company's shareholders, a requirement for participation in the Option and Warrant Program 2025 shall be that a participant who is the CEO or a member of the executive committee undertakes to retain all ordinary shares received as a result of the exercise of the employee stock options under Option and Warrant Program 2025 (except for such ordinary shares that are sold to cover for tax due to the exercise of the employee stock options as well as other customary exceptions) during the term of the employment and to such extent that the participant at all times hold shares corresponding to at least three times the annual base salary.

Net share-settlement

The Option and Warrant Program 2025 shall be settled by using a net share-settlement method ("**Net share-settlement**"). The Net share-settlement for employee stock options entails that stock options are settled by delivering a number of shares corresponding to the Stock Option Value (as defined below) to the participants without any payment of the Exercise Price. The number of shares to be delivered is calculated by deducting the Exercise Price of the

exercised options from the prevailing share price of the Hansa Biopharma ordinary shares on the stock market at the time of exercise (“**Market Price**”) (the “**Stock Option Value**”) and dividing the Stock Option Value with the Market Price. The warrants are also subject to a net strike mechanism as further set-out in the full terms and conditions of the warrants.

Illustrative example of Net share-settlement within the Option and Warrant Program 2025

A participant in the Option and Warrant Program 2025 holds 100 stock options with Market Price of the ordinary shares of SEK 50 and Exercise Price of SEK 25. The difference between the Market Price and the Exercise Price is SEK 25 per option (“**Stock Option Value**”). Instead of the participant paying the Exercise Price (number of stock options (100) multiplied by the Exercise Price (SEK 25)) and the company delivering 100 shares worth SEK 50 each (Market Price), the company would use Net-settlement by delivering shares in an amount corresponding to the Stock Option Value divided with the Market Price $((25 \times 100) / 50)$ – i.e. the company would deliver 50 shares. In this example, the number of delivered shares are therefore reduced by 50 percent.

Scope and costs for the Option and Warrant Program 2025

The Option and Warrant Program 2025 will be reported in accordance with IFRS 2 as regards employee stock options, which means that the option rights will be expensed as non-cash personnel costs over the Vesting Period. Costs related to the employee stock options are estimated to amount to SEK 74.6 million, excluding social contributions, accounted in accordance with IFRS 2 based on the following assumptions: (i) that 6,204,000 employee stock options are allotted, (ii) that the volume-weighted average share price, at the beginning of the Option and Warrant Program 2025, is SEK 24.2 per ordinary share, (iii) an estimated turnover of personnel of 5 percent during the Vesting Period, and (iv) that no participant tax resident in Sweden, except the CEO, acquires any warrants (i.e. maximum allocation of employee stock options). Based on the same assumptions as above, and subject to social contributions of 28.5 percent on average, and a share price increase of 50 percent from the start of the Option and Warrant Program 2025 until the employee stock options are exercised, the costs for social contributions are estimated to amount to SEK 16.3 million. The total cost in accordance with IFRS 2 for the Option and Warrant Program 2025, including social security costs, is therefore estimated at SEK 30.3 million per year over the three (3) year Vesting Period, based on the same assumptions as above.

The preliminary market value of a warrant amounts to SEK 10.94 per warrant, calculated in accordance with the Black & Scholes valuation model, assuming an underlying share price of SEK 24.2, an exercise price of SEK 31.46 per share, a risk-free interest of 2.1 percent and a volatility of 67 percent. Since the warrants are acquired at market value, no social contributions are paid.

Dilution and effects on key ratios

Upon maximum allotment of employee stock options and provided that the hedging arrangements in accordance with items 16(b) – (c) below are adopted, it is estimated that not more than 6,204,000 ordinary shares will be allotted to participants under the Option and Warrant Program 2025, and that approximately 448,000 ordinary shares will be used to secure social contributions arising as a result of the Option and Warrant Program 2025. Additionally, and based on the assumption that no participant tax resident in Sweden, except the CEO, acquires any warrants (i.e. maximum allocation of employee stock options), 1,855,000 warrants will be acquired by participants. Consequently, the incremental dilution effect would amount to approximately 11.88 percent on a fully diluted basis and based on the number of outstanding shares excluding Hansa Biopharma’s current authorization to issue approximately 17 million shares. Assuming the company utilizes the existing share issue authorization (approximately 17 million shares), dilution will decrease to 9.50 percent.

If all outstanding previously approved incentive programs in the company are included in the calculation, including the Option and Warrant Program 2025, the maximum dilution amounts to approximately 15.53 percent excluding Hansa Biopharma’s current authorization to issue approximately 17 million shares. Assuming the company utilizes the existing share issue authorization (approximately 17 million shares), dilution will decrease to 12.42 percent. The company expects the dilution to be less as a result of the Net share-settlement and employee turnover. The Board of Directors’ fundamental position regarding allotment according to the Option and Warrant Program 2025 is that the number of allotted employee stock options and transferred warrants, including at any given time previously approved incentive programs in the company, shall not exceed a dilution corresponding to 10 percent on a fully diluted basis, in connection with each resolved allotment and transfer under the Option and Warrant Program 2025.

Given the above assumptions regarding scope and costs, and under the assumption that the Option and Warrant Program 2025 was introduced in 2023, it is estimated that the key figure earnings per share for full year 2024 would

have decreased from SEK -12.85 to approximately SEK -10.85.

The preparation of the proposal

The Option and Warrant Program 2025 has been prepared by the company's Board of Directors and its Remuneration Committee in consultation with external advisors. The Option and Warrant Program 2025 has been discussed by the Board of Directors at meetings held in April and May 2025.

Delivery of warrants and shares pursuant to the Option and Warrant Program 2025

In order to ensure delivery of warrants and shares in accordance with the Option and Warrant Program 2025, the Board of Directors proposes that the Annual General Meeting resolves on the issue and transfer of warrants in accordance with items 16(b) and 16(c) below.

Proposal regarding issue and transfer of warrants to secure delivery of shares pursuant to the terms of the employee stock options (item 16(b))

The Board of Directors proposes that the company shall issue not more than 6,652,000 warrants to secure the delivery of shares and social contributions pursuant to the terms of the employee stock options, of which the company's share capital may be increased by a maximum of SEK 6,652,000.

The right to subscribe for warrants shall only vest with Hansa Biopharma, with the right and obligation to dispose of the warrants as described above with regard to transfer to participants in the Option and Warrant Program 2025 or, alternatively, a financial intermediary, upon exercise of the warrants. Each warrant entitles the holder to subscribe for one (1) ordinary share. The warrants shall be issued without any compensation paid by Hansa Biopharma. There can be no over-allotment. Subscription of warrants shall be made on the subscription list until August 15, 2025. The Board of Directors has the right to extend the subscription period.

Proposal regarding issue and transfer warrants to participants at a price corresponding to the market value (item 16(c))

The Board of Directors proposes that the company shall issue not more than 4,029,500 warrants for subscription of ordinary shares, whereby the company's share capital may be increased by not more than SEK 4,029,500.

The right to subscribe for warrants shall only vest with Hansa Biopharma, with the right and obligation to dispose of the warrants as described above, primarily with regard to transfer to participants in the Option and Warrant Program 2025. Each warrant entitles the holder to subscribe for one (1) ordinary share. The warrants shall be issued without any compensation paid by Hansa Biopharma. There can be no over-allotment. Subscription of warrants shall be made on a subscription list until August 15, 2025. The Board of Directors has the right to extend the subscription period.

Proposal for resolution regarding transfer of own ordinary shares (item 17)

The company's Share Rights Program 2023 and Option Program 2023 adopted by the Annual General Meeting 2023 and Share Rights Program 2024 and Option Program 2024 adopted by the Annual General Meeting 2024 (together, the "Incentive Programs 2023-2024") are currently hedged with the possibility for the company to enter into equity swap arrangements with third parties on market terms. The Board of Directors has identified a structure that allows for the transfer of ordinary shares held in treasury as the most cost-effective and flexible alternative to secure delivery of shares under the Incentive Programs 2023-2024. This avoids the necessity to acquire shares in cash.

The Board of Directors proposes that the Annual General Meeting resolves that 2,204,667 ordinary shares currently held by the company may be transferred to participants in the Incentive Programs 2023-2024 without any compensation paid by the participant and in accordance with the approved terms and conditions for each program, as well as be transferred on Nasdaq Stockholm, including through a financial intermediary, at a price within the registered price range at the relevant time, to cover any social contributions in accordance with the terms and conditions of the Incentive Programs 2023-2024. The number of shares to be transferred is subject to recalculation in the event of a bonus issue, share split, rights issue and/or other similar events.

Proposal regarding resolution on authorization for the Board of Directors to resolve on new issue of ordinary shares and warrants and/or convertibles (item 18)

Main proposal (item 18(a))

Hansa Biopharma is currently launching its lead asset, imlifidase for enabling kidney transplants in highly sensitized patients, in Europe and continues its efforts to potentially enable future regulatory approval and market access for this indication in other important markets including the U.S. while pursuing multiple pipeline building projects within transplantation, autoimmune diseases and gene therapy based on its validated technology platform. In this situation, it is important for the company's ability to build and maximize shareholder value to have, and it is the purpose of the proposed authorization to provide, sufficient financial flexibility and a broad acting scope to the Board of Directors, in particular to match significant commercial and pipeline growth acceleration opportunities with the available financing mandate, provide flexibility to quickly respond to strategic opportunities such as partnerships or collaborations or to expand the shareholder constituency in certain investor markets.

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, until the next Annual General Meeting, on one or more occasions, decide upon issuances of new ordinary shares, issuance of warrants and/or convertibles. New issues of ordinary shares and issues of warrants and/or convertibles may occur with or without preferential rights for shareholders of the company and may be made either in cash and/or by way of set-off or contribution in kind or otherwise on specific terms. The number of shares issued, or number of shares created in connection with exercise of warrants or conversion of convertibles, may not correspond to a dilution of more than 20 per cent of the total number of shares at the Annual General Meeting's resolution on the proposed authorization, after full exercise of the hereby proposed authorization.

Alternative proposal (item 18(b))

If the proposal in item 18(a) above does not get the required supportive votes from the Annual General Meeting to be passed, the Board of Directors proposes that it is given an authorization to issue new shares, warrants and/or convertibles corresponding to a dilution of not more than 10 per cent, on the same terms and conditions as stated above in item 18(a).

Majority requirements

Resolutions in accordance with items 16(b), 16(c) and 17 above require approval of at least nine tenths (9/10) of both the votes cast and the shares represented at the Annual General Meeting. Resolution in accordance with item 18 requires approval of at least two thirds (2/3) of the shares represented and votes cast at the Annual General Meeting.

Authorization

The CEO, or such person that the CEO may appoint, shall be authorized to make the minor adjustments in the resolutions adopted by the Annual General Meeting as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden.

Shareholders' right to request information

Shareholders are reminded of their right to obtain information from the Board of Directors and the CEO in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*).

Shares and votes

At the time this notice was issued, the total number of shares in the company amounts to 67,814,241, of which all are ordinary shares. 2,204,667 ordinary shares are held in treasury. The total number of votes in the company amounts to 67,814,241 of which the company holds 2,204,667 shares and corresponding number of votes which may not be represented or voted for at the Annual General Meeting.

Documents

The annual report, the auditor's report, the remuneration report and other supporting documents for the Annual General Meeting, the proposal and motivated statement from the Nomination Committee as well as the statement from the auditor pursuant to Chapter 8 Section 54 of the Swedish Companies Act will be available to the shareholders at the company's office at Scheelevägen 22, SE-223 63 Lund, Sweden, and on the company's webpage

www.hansabiopharma.com, no later than June 4, 2025, and will be sent to shareholders who so request and state their postal address.

Proxy forms for shareholders who would like to vote in advance through proxy are available at www.hansabiopharma.com.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's webpage www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf. If you have questions regarding our processing of your personal data, you can contact us by emailing dataprotection@hansabiopharma.com.

This is an in-house translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

Lund, May 2025
Hansa Biopharma AB (publ)
The Board of Directors

--- ENDS ---

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Notes to editors

About Hansa Biopharma

Hansa Biopharma AB is a pioneering commercial-stage biopharmaceutical company on a mission to develop and commercialize innovative, lifesaving and life-altering treatments for patients with rare immunological conditions. The company has a rich and expanding research and development program based on its proprietary IgG-cleaving enzyme technology platform, to address serious unmet medical needs in autoimmune diseases, gene therapy and transplantation. The company's portfolio includes imlifidase, a first-in-class immunoglobulin G (IgG) antibody-cleaving enzyme therapy, which has been shown to enable kidney transplantation in highly sensitized patients and HNSA-5487, a second-generation IgG cleaving molecule with redosing potential. Hansa Biopharma is based in Lund, Sweden, and has operations in Europe and the U.S. The company is listed on Nasdaq Stockholm under the ticker HNSA. Find out more at www.hansabiopharma.com and follow us on [LinkedIn](#).

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