

## PRESS RELEASE

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

**Lund, Sweden, June 1, 2026.** Hansa Biopharma AB (publ), “Hansa” (Nasdaq Stockholm: HNSA), has today on June 1, 2026 held its Annual General Meeting. The Annual General Meeting was held by physical presence of shareholders and with the option for shareholders to exercise their voting rights by advance voting (postal voting). The Annual General Meeting of Hansa passed the following resolutions.

### **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 2025. 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 Officers 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 on re-election of Natalie Berner, Elisabeth Björk, Mats Blom, Michael Bologna, Peter Nicklin and Jonas Wikström as members of the Board of Directors for the period until the end of the next Annual General Meeting. The Annual General Meeting further resolved to re-elect Peter Nicklin as chair 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 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 be SEK 900,000 in cash and SEK 450,000 in Restricted Share Units (“RSUs”) to the chair of the Board and SEK 400,000 in cash and SEK 200,000 in RSUs each to the other Board members. It was further resolved that 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 50,000 to the chair of the Remuneration Committee and SEK 25,000 to each other member in the Remuneration Committee. Each Board member residing outside of Europe shall also receive SEK 150,000 for travel compensation. It was further resolved that the remuneration to the auditor shall be paid as per approved current account. Natalie Berner and Michael Bologna have declined to receive Board remuneration.

### **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.

### **Approval of the Board of Directors' remuneration report**

The Annual General Meeting approved the Board of Directors' remuneration report.

### **Resolution regarding guidelines for executive remuneration**

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

### **Resolution to adopt a long-term shareholder program Board RSU 2026 for members of the Board of Directors**

The Annual General Meeting resolved, in accordance with the Nomination Committee's proposal, to introduce a long-term shareholder program for members of the Board of Directors ("**Board RSU 2026**"). Board RSU 2026 is a program under which the participants will be granted RSUs that entitle to not more than 55,000 ordinary shares in Hansa. The number of RSUs that shall be granted to each participant shall equal the below amount for the respective participant divided by the volume weighted average price of Hansa Biopharma's ordinary share on Nasdaq Stockholm for the five (5) trading days preceding the grant date. The number of RSUs shall correspond to a certain amount (SEK 450,000 to the chair and SEK 200,000 to each of the other members of the Board of Directors, however, that Natalie Berner and Michael Bologna have declined to receive RSUs). The RSUs shall vest after approximately one year (corresponding to one year of service as a Board member), corresponding to the earlier of the day before (i) the Annual General Meeting 2027 and (ii) 1 July 2027, provided that the participant is still a Board member of Hansa on said date. Each vested RSU entitles the holder to receive one ordinary share in the company free of charge. It was further resolved, in accordance with the Nomination Committee's proposal, on the transfer of own ordinary shares to deliver shares under Board RSU 2026.

### **Resolution to adopt a long-term incentive program 2026**

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to adopt a long-term incentive program for employees of the Hansa group (the "**Option and Warrant Program 2026**"). The Option and Warrant Program 2026 is in principle an employee stock option program, but with respect to participants tax resident in Sweden, the possibility to acquire up to 50 percent of the allotted number of employee stock options in warrants at market value instead of receiving employee stock options. In total, no more than 3,700,000 employee stock options and warrants may be allotted/sold under the Option and Warrant Program 2026. The Annual General Meeting further resolved, in accordance with the Board of Directors' proposal, to issue not more than 3,700,000 warrants to secure the delivery of shares and secure social contributions pursuant to the terms of the employee stock options. The Annual General Meeting also resolved, in accordance with the Board of Directors' proposal, to issue not more than 1,850,000 warrants for subscription of ordinary shares.

### **Resolution to authorize the Board of Directors to resolve on issue of ordinary shares, warrants and/or convertibles**

The Annual General Meeting further resolved, in accordance with the Board of Directors' proposal, 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, 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 (where the denominator for the calculation shall include 4,190,805

shares that the warrants that were issued in connection with entering into a US convertible note financing entitle to) at the Annual General Meeting's resolution on the authorization, after full exercise of the authorization. In the current position of the company, it is of high importance 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 for 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 or in connection with the listing of the shares on a U.S. stock exchange.

### **Resolution regarding transfer of treasury shares under a USD 30 million convertible note financing**

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, that up to 2,029,269 ordinary shares currently held by the company may be transferred to the holders of convertible notes issued under the U.S. convertible note purchase agreement entered into by Hansa on March 20, 2026 with certain funds managed by Athyrium Capital Management, comprising USD 30 million aggregate principal amount of unsecured convertible senior notes, in accordance with the terms of the financing agreement.

*More information about the resolutions is available in the notice and the complete proposals which are available on the company's website, [www.hansabiopharma.com](http://www.hansabiopharma.com).*

*The information was submitted for publication, through the agency of the contact person set out below, at 5:00 PM CEST on June 1, 2026.*

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#### **Contacts for more information:**

Evan Ballantyne, Chief Financial Officer  
IR@hansabiopharma.com

Kerstin Falck Lagercrantz, VP Global Corporate Affairs  
media@hansabiopharma.com

#### **Notes to editors**

##### **About Hansa Biopharma**

Hansa Biopharma AB is a pioneering commercial-stage biopharmaceutical company developing and commercializing novel immunomodulatory therapies to transform care for patients with acute or complex immune disorders. Hansa's proprietary IgG-cleaving enzyme technology platform addresses serious unmet medical needs in transplantation, gene therapy and autoimmune diseases. 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 next-generation IgG-cleaving molecule that will be developed for Guillain-Barré Syndrome (GBS). 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](http://www.hansabiopharma.com) and follow us on [LinkedIn](#).

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