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PRESS RELEASE

# Notice to Extraordinary General Meeting in Hansa Biopharma AB (publ)

## Lund, Sweden August 21, 2026, Hansa Biopharma AB (publ), Reg. No. 556734-5359 ("Hansa Biopharma"), with registered office in Lund, gives notice to Extraordinary General Meeting to be held on September 22, 2026 at 15.00 CEST at Hansa Biopharma's office on Scheelevägen 22, SE-223 63 Lund. Registration starts at 14.30 CEST.

***Right to participate in the Extraordinary General Meeting and notice of participation***

<u>Participation at the venue</u>

A shareholder who wishes to participate in the Extraordinary 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 September 14, 2026, and (ii) no later than September 16, 2026 give notice via e-mail to hansabiopharma@vinge.se or by post to Advokatfirman Vinge KB, Att: Joel Magnusson, 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 September 21, 2026.

<u>Participation by advance voting</u>

A shareholder who wishes to participate in the Extraordinary 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 September 14, 2026, and (ii) give notice no later than September 16, 2026, 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 at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation 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 *Extraordinary General Meeting 2026*. A completed and signed form may be submitted via e-mail to hansabiopharma@vinge.se or by post to Advokatfirman Vinge KB, Att: Joel Magnusson, Box 1703, SE-111 87 Stockholm, Sweden. The completed form shall be received by Hansa Biopharma not later than September 16, 2026. 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 *Extraordinary General Meeting 2026.* 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 Extraordinary 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 Extraordinary 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 September 14, 2026. 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 September 16, 2026 are taken into account when preparing the share register.

***Proposed agenda***

1. Opening of the Extraordinary 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. Resolution on the number of members of the Board of Directors.
8. Resolution on fees for the new members of the Board of Directors.
9. Election of new members of the Board of Directors
   (a) Shannon Campbell (new election); and
   (b) Gregory Perry (new election).
10. Proposal for the introduction of a long-term shareholder program Board RSU 2026:2 for the new members of the Board of Directors
    (a) Proposal for resolution on adoption of a long-term shareholder program Board RSU 2026:2 for the new members of the Board of Directors;
    (b) Proposal for resolution on transfer of own ordinary shares to participants in Board RSU 2026:2; and
    (c) Proposal for resolution on equity swap agreement with a third party.
11. Proposal regarding resolution to amend the articles of association.
12. Closing of the Extraordinary General Meeting.

## ***The Nomination Committee's proposals***

### ***The Nomination Committee's proposals for election of chair of the meeting, resolution on the number of members of the Board of Directors as well as election of new members of the Board of Directors (items 2, 7 and 9)***

The Nomination Committee, composed of Natalie Berner (representing Redmile Group LLC) elected chair of the Nomination Committee, Tara Raveendran (representing Polar Capital LLP) and Chris Mauney (representing NovaQuest Capital Management LLC), has submitted the following proposals for resolution:

- Mats Blom or the person instead appointed by the Board of Directors, is proposed to be elected chair of the Extraordinary General Meeting (item 2).
- The Board of Directors is proposed to consist of eight (8) directors and no deputy directors (item 7).

- New election of Shannon Campbell and Gregory Perry as members of the Board of Directors, for the time until the end of the next Annual General Meeting (items 9 (a) – (b)).

Information on the proposed new members of the Board of Directors

*Shannon Campbell*

*Born:* 1965

*Education:* B.S., Physical Therapy, 1987, Ithaca College, Ithaca, NY. Executive programs in leadership, strategy, and finance at the University of Michigan Ross School of Business, IMD, Harvard Business School, and Wharton

*Professional experience:* Shannon has more than 30 years of experience in the biopharmaceutical industry, with expertise in commercial strategy, product launches and in “start-up” environments.

Most recently, she served as Executive Vice President and Chief Commercial Officer of Merus, where she led the global commercial organization and commercialization strategy through the company's acquisition by Genmab. Prior to Merus, Shannon held senior commercial leadership positions at Novartis and Bayer, where she was responsible for multi-billion-dollar oncology portfolios and commercial operations. Throughout her career, she has led the successful commercialization of over 30 specialty brands, including 15 launches in major global markets

*Other current significant assignments:* Board member of Black Diamond Therapeutics, Inc.. Board member of Zentalis Pharmaceuticals. Advisory Board member of Verix

*Holdings in Hansa Biopharma:* 0

*Independent in relation to the Company and its executive management:* Yes

*Independent in relation to major shareholders:* Yes

*Gregory Perry*

*Born:* 1960

*Education:* Amherst College – B.A., Economics & Political Science, General Electric – Financial Management Program; Corporate Audit Staff

*Professional experience:* Gregory has more than 30 years of experience in finance, capital markets, corporate governance, and strategic transactions across the biopharmaceutical and healthcare industries. Most recently, he served as Chief Financial Officer of Merus, where he led financing activities and supported the company’s strategic development through its acquisition by Genmab. Prior to Merus, Gregory served as Chief Financial Officer of several publicly listed biotechnology companies, including Finch Therapeutics, Novelion Therapeutics and ImmunoGen. Throughout his career, he has raised more than $1 billion in public and private financings and played key roles in numerous mergers, acquisitions, and corporate restructurings

*Other current significant assignments:* Board member and Chair of the Audit Committee at Oculis Holding AG

*Holdings in Hansa Biopharma:* 0

*Independent in relation to the Company and its executive management:* Yes

*Independent in relation to major shareholders:* Yes

## *Resolution on fees for the new members of the Board of Directors (item 8)*

The Nomination Committee proposes remuneration to the new members of the Board of Directors with three components; basic remuneration, work in committees and travel compensation as well as Restricted Share Units (“**RSUs**”). The Nomination Committee considers that it is desirable for the Board members to be shareholders in Hansa Biopharma in order to strengthen common interests in the company. The Nomination Committee therefore proposes that the Extraordinary General Meeting resolves on RSUs in accordance with item 10 below in addition to the cash remuneration. Remuneration for ordinary work of the new members of the Board of Directors is proposed to amount to SEK 400,000 in cash and SEK 200,000 in RSUs.

The resolution on remuneration in the form of RSUs in accordance with this item 8 is conditional on the Extraordinary General Meeting resolving on Board RSU 2026:2 in accordance with item 10 below. Should the majority requirement for item 10 not be met, the Nomination Committee proposes that the remuneration amounts stated above shall be paid in full in cash, whereby the Board members are requested to invest the amount attributable to RSUs (net of tax) in shares in the company by buying shares on the market.

The proposed remuneration for work within the committees of the Board of Directors shall be paid in accordance with the resolution from the Annual General Meeting 2026. The new members of the Board of Directors residing outside of Europe shall receive an amount of SEK 150,000 for travel compensation.

The proposed remuneration is in accordance with the remuneration resolved upon by the Annual General Meeting 2026 and refers to the remuneration for a mandate period from one Annual General Meeting until the next Annual General Meeting. The remuneration above is therefore proposed to be paid pro rata to each Board member based on the number of months each Board member serves from and including the Annual General Meeting 2026 until the Annual General Meeting 2027.

## *Proposal for the introduction of a long-term shareholder program Board RSU 2026:2 for the new members of the Board of Directors (item 10)*

The Nomination Committee proposes that the Extraordinary General Meeting resolves to implement an equity-based program consisting of RSUs for the new members of the Board of Directors of Hansa Biopharma ("**Board RSU 2026:2**") in accordance with items 10 (a) – (b) below. The resolutions under items 10 (a) – (b) below are proposed to be conditional upon each other. Should the majority requirement for item 10 (b) below not be met, the Nomination Committee proposes that Hansa Biopharma shall be able to enter into an equity swap agreement with a third party in accordance with item 10 (c) below, and the resolutions under items 10 (a) and 10 (c) shall then be conditional upon each other.

Board RSU 2026:2 is a program under which the participants will be granted RSUs that entitle to ordinary shares in Hansa Biopharma to be calculated in accordance with the principles stipulated below, however not more than 15,000 ordinary shares. As part of the implementation of Board RSU 2026:2, it is proposed that the Extraordinary General Meeting, in order to cover the delivery of shares to the participants, resolves that ordinary shares held by the company may be transferred to the participants in Board RSU 2026:2 in accordance with item 10 (b) below.

### ***Proposal for resolution on adoption of a long-term shareholder program Board RSU 2026:2 for the new members of the Board of Directors (item 10 (a))***

*The rationale for the proposal*

The Nomination Committee considers that it is desirable for Board members to be shareholders in the company in order to strengthen common interests. Furthermore, an equity-based program is a central part of a competitive remuneration in order to attract, retain and motivate internationally competent members of the Board of Directors, especially given the planned US launch of Imlifidase in the first quarter 2027, subject to FDA approval being granted. In the opinion of the Nomination Committee, an RSU program is an appropriate form of share ownership creation. Board RSU 2026:2 is an effective solution to increase and strengthen the participants' dedication to Hansa Biopharma's operations and improve loyalty towards the company. Board RSU 2026:2 will be beneficial to both the shareholders and the company. By having annual board equity programs, an individual board member can over time build a more meaningful equity position that will further incentivize long-term behavior and also honor members that have served and intend to serve the company for many years. The Nomination Committee requests the Board members to keep their received shares at least as long as the Board member is part of the Board of Directors, with the exception of financing tax as a consequence of Board RSU 2026:2.

*Conditions for RSUs*

The following conditions shall apply for the RSUs:

- The RSUs shall be granted to the participants based on a share of the participants' board remuneration in accordance with what follows from item 8 and also the below, as soon as practicable after the Extraordinary

General Meeting (the “**Grant Date**”).

- The RSUs shall vest at the earlier of the day before (i) the Annual General Meeting 2027 and (ii) 1 July 2027 (the “**Vesting Date**”), provided that the participant is still a Board member of Hansa Biopharma on said date. Thus, the vesting period is shorter than three years. The Nomination Committee considers that such shorter time period is appropriate since the Board of Directors’ term is at the longest from an Annual General Meeting to the next Annual General Meeting.
- The earliest point in time at which vested RSUs may be exercised shall be the day falling immediately after the Vesting Date. The latest point in time at which vested RSUs may be exercised shall be the earlier of (i) 90 days after the last day of service as a Board member, or (ii) five years after the Vesting Date.
- Each vested RSU entitles the holder to receive one ordinary share in Hansa Biopharma free of charge.
- The number of RSUs will be re-calculated in the event that changes occur in Hansa Biopharma’s equity capital structure, such as a bonus issue, merger, rights issue, share split or reverse share split, reduction of the share capital or similar measures.
- The RSUs are non-transferable and may not be pledged.
- The RSUs can be granted by the parent company as well as any other company within the group.
- In the event of a public take-over offer, asset sale, liquidation, merger or any other such transaction affecting Hansa Biopharma, the RSUs will vest in their entirety upon such transaction.
- The RSUs shall otherwise be subject to the terms set forth in the separate agreements with the participants and the detailed terms for Board RSU 2026:2.

*Allocation*

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 RSUs granted to each participant are consequently to be seen as an investment of part of the fixed remuneration for ordinary board work in accordance with what follows from the Nomination Committee’s proposal in item 8.

Under Board RSU 2026:2, RSUs shall be awarded based on a value of SEK 200,000 to each of the new Board members, however, to be reduced pro rata to each Board member based on the number of months each Board member serves from and including the Annual General Meeting 2026 until the Annual General Meeting 2027.

In any event, Board RSU 2026:2 will comprise a total number of RSUs which, if all RSUs are vested in accordance with the vesting conditions above, entitle to not more than 15,000 ordinary shares in Hansa Biopharma.

*Preparation of the proposal*

Board RSU 2026:2 has been initiated by the Nomination Committee and has been structured based on an evaluation of the current remuneration structure and market practice for comparable European (including Swedish) listed companies.

*Dilution*

Assuming a share price at the time of allocation of RSUs of approximately SEK 40, Board RSU 2026:2 will comprise not more than 15,000 shares in total, which corresponds to a dilution of approximately 0.007 percent on a fully diluted basis (which shall include 4,190,805 shares that the warrants that were issued in connection with entering into a US convertible note financing entitle to).

If all outstanding previously approved incentive programs in the company are included in the calculation, the maximum dilution amounts to approximately 10 percent on a fully diluted basis (which shall include 4,190,805 shares that the warrants that were issued in connection with entering into a US convertible note financing entitle to). Certain of the company’s previous approved incentive programs, as well as the Option and Warrant Program 2026, contain net share-settlement which, together with employee turnover, could result in significantly lower dilution.

For a description of the outstanding incentive programs in Hansa Biopharma, please refer to the company’s Annual Report for 2025, pages 57-63 in the English version. In addition to these incentive programs, there are no other long-term incentive programs in Hansa Biopharma.

*Scope and costs of the program*

Board RSU 2026:2 will be accounted for in accordance with "IFRS 2 – Share-based payments". IFRS 2 stipulates that the RSUs shall be expensed as personnel costs over the vesting period. Personnel costs in accordance with IFRS 2 do not affect the company's cash flow. Social security costs will be expensed in the income statement according to UFR 7 during the vesting period.

Assuming a share price at the time of allocation of RSUs of approximately SEK 40, an increase in the share price of 50 percent and that the RSUs are exercised the day after the Vesting Date, the personnel cost for Board RSU 2026:2 according to IFRS 2 is estimated to approximately SEK 0.45 million before tax. The social security costs are estimated to a total of approximately SEK 0.14 million, based on the above assumptions and social security costs of 31.42 percent. The total cost for Board RSU 2026:2, including costs according to IFRS 2 and social security costs, is therefore estimated to approximately SEK 0.59 million.

*Delivery of shares under Board RSU 2026:2*

As of the date of this notice, the company holds 2,029,269 own ordinary shares. These shares are sufficient to cover delivery of shares under Board RSU 2026:2. In order to ensure the delivery of ordinary shares under Board RSU 2026:2, the Nomination Committee proposes that the Extraordinary General Meeting resolves that the ordinary shares held by the company may be transferred to the participants in Board RSU 2026:2 in accordance with item 10 (b) below. Should the majority requirement for resolution pursuant to item 10 (b) not be met, the program may be hedged by a resolution in accordance with the Nomination Committee's proposal in accordance with item 10 (c) below.

***Proposal for resolution on transfer of own ordinary shares to participants in Board RSU 2026:2 (item 10 (b))***

The Nomination Committee proposes that the Extraordinary General Meeting resolves that ordinary shares held by the company may be transferred free of charge to participants in Board RSU 2026:2. The Nomination Committee proposes that the Extraordinary General Meeting resolves that no more than 15,000 ordinary shares may be transferred to participants in accordance with the terms of Board RSU 2026:2. The number of shares that can be transferred is subject to recalculation as a result of an in-between bonus issue, share split, rights issue and/or similar events.

***Proposal for resolution on equity swap agreement with a third party (item 10 (c))***

Should the majority requirement for the resolutions under item 10 (b) above not be met, the Nomination Committee proposes that the Extraordinary General Meeting resolves that Board RSU 2026:2 shall instead be hedged so that Hansa Biopharma can enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer ordinary shares of Hansa Biopharma to the participants.

***Proposal regarding resolution to amend the articles of association (item 11)***

The Board of Directors proposes that the Extraordinary General Meeting resolves to amend the articles of association by introduction of a new section, § 14, with the wording set out below.

**§ 14**

Without any infringement on Swedish forum provisions and without applying Chapter 7, Section 54 of the Swedish Companies Act (2005:551), the United States District Court for the Southern District of New York shall be the sole and exclusive forum for resolving any complaint filed in the United States asserting a cause of action arising under the U.S. Securities Act of 1933, as amended, unless the Company consents in writing to the selection of an alternative forum.

## Majority requirements

Resolution in accordance with item 10 (b) above requires approval of at least nine tenths (9/10) of both the votes cast and the shares represented at the Extraordinary General Meeting. Resolution in accordance with item 11 above requires approval of at least two thirds (2/3) of the shares represented and votes cast at the Extraordinary 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 Extraordinary General Meeting as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden.

### *Shareholders' right to request information*

The Board of Directors and the CEO shall, if requested by a shareholder and if the Board of Directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of a matter on the agenda.

### *Shares and votes*

At the time this notice was issued, the total number of shares in the company amounts to 101,763,222, of which all are ordinary shares, and the total number of votes in the company amounts to 101,763,222. The company holds 2,029,269 shares and corresponding number of votes which may not be represented or voted for at the Extraordinary General Meeting.

### *Documents*

Relevant documents pursuant to the Swedish Companies Act and the proposals and motivated statement from the Nomination Committee will be available to the shareholders at the company's office at Scheelevägen 22, SE-223 63 Lund, Sweden, and on the company's website www.hansabiopharma.com, no later than September 1, 2026, 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 website 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.

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*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, August 2026
**Hansa Biopharma AB (publ)**
*The Board of Directors*

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**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](www.hansabiopharma.com) and follow us on [LinkedIn](LinkedIn).