

Hansa Medical

- PRESS RELEASE -
June 3, 2015

N.B. the English version below is an office translation. In case of any discrepancy between the Swedish and the English version, the Swedish version shall prevail.

Resolutions adopted at the annual general meeting of Hansa Medical AB (publ)

The following resolutions, among others, were adopted by the annual general meeting of Hansa Medical AB (publ) held on 2 June 2015.

Dividend

The annual general meeting resolved that no dividend will be paid for the financial year 2014.

Discharge from liability

The annual general meeting granted the directors and CEO discharge from liability in respect of the 2014 financial year.

Board of directors and auditor

The annual general meeting resolved to re-elect Birgit Stattin Norinder, Anders Blom, Stina Gestrellius, Per Olof Wallström and Cindy Wong as Board members and to elect Hans Schikan as Board member. Birgit Stattin Norinder was re-elected as chairman of the Board. The annual general meeting resolved to elect KPMG AB in Malmö as the company's auditor. Dan Kjellqvist, the Company's former auditor, will be auditor-in-charge.

Hans GCP Schikan, born 1958. Pharmacist, Utrecht University.

Other appointments: Supervisory Board member of Prosensa, The Netherlands. Board member of Swedish Orphan Biovitrum AB (publ) and Top Team Dutch Top Sector Life Sciences & Health. Member of the Biotechnology Industry Organization's Emerging Companies Section Governing Board. Member of the Advisory Board of BioScience Park Leiden.

Previous appointments: CEO of Prosensa. Chairman of Dutch Association of the Innovative Pharmaceutical Industry, Nefarma. Various senior management positions within previous Organon and Genzyme. Board member of Top Institute Pharma.

The annual general meeting resolved on remuneration to the Board as follows. Remuneration to the Board members: SEK 300,000 to the Chairman of the Board and SEK 100,000 each to the other Board Members except for Anders Blom. Remuneration to the Board committees: SEK 40,000 to the chairman and SEK 30,000 each to the other Board Members in the audit committee, SEK 40,000 to the chairman and SEK 25,000 each to the other Board Members in the Remuneration Committee and SEK 25,000 each to the Board Members in the Scientific Committee. A Board Member may, if it is in accordance with current tax legislation and provided that it is cost neutral for the company, be given the possibility to invoice the remuneration from his own company, provided that the company is registered for corporate tax (sw. F-skatt). Social contributions fees and VAT will be added to such remuneration invoiced by Board Member within a business operation. The annual general meeting furthermore resolved on remuneration to the auditor according to an authorized account.

Resolution on issue of share warrants and approval of transfer of share warrants

The annual general meeting resolved on issue of share warrants and approval of transfer of share warrants as follows.

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The company shall issue a maximum of 400,000 share warrants. The right to subscribe for the share warrants shall, with deviation from the shareholders' preferential right, be allotted to Cartela R&D AB (the "Subsidiary"), a wholly owned subsidiary of the company. Subscription must be completed no later than 15 June 2015.

The share warrants will be issued without consideration. The Subsidiary shall transfer the share warrants according to what is stated below. Each share warrant entitles its holder to subscribe for one new share in the company. Subscription of shares in accordance with the terms and conditions of the share warrants may be made as from 15 June 2018 up to and including 15 June 2019.

The subscription price (strike price) will correspond to the market price of an ordinary share at the time of the issuance with an annual increase of 7 percent. This means that the strike price after 3 years will be 122.5 percent of the current market price of a share, and after 4 years it will be 131.1 percent. The starting point shall be the volume-weighted share price during 10 trading days immediately prior to the issuance of the warrants.

The increase in the company's share capital upon full exercise of the share warrants will amount to SEK 400,000, and corresponds to a dilution of approximately 1.2 percent of the total number of shares and the total number of votes in the company.

The reason for deviation from the shareholders' preferential right is to implement this incentive program and that the concerned person shall be rewarded for and work for a value increase of the company's share.

The Subsidiary shall transfer the share warrants on the following terms and conditions:

The share warrants shall be offered from the Subsidiary to following three categories of persons employed by the company (including new employees):

Category A: CEO. Maximum number of warrants per person: 150,000. Maximum number of warrants to category: 150,000.

Category B: Management (maximum 5 persons). Maximum number of warrants per person: 40,000. Maximum number of warrants to category: 150,000.

Category C: Other employees (maximum 14 persons). Maximum number of warrants per person: 10,000. Maximum number of warrants to category: 130,000.

The share warrants shall be transferred on market terms at a price (premium) established on the basis of a market value calculated by an independent valuation institute using the Black & Scholes valuation model. The value for one warrant has been calculated to SEK 8,40 based on a share price of SEK 36,04.

For all participants except for the CEO, the company will make a one-time cash bonus of up to 60 percent of the premium. The total cost for these bonus payments, based on the preliminarily calculated value of the option is maximum SEK 3.0 million, including costs for social security contributions.

No other costs in addition to the administrative costs and the one-time cash bonus are expected to occur in relation to the warrant program.

The warrants shall be subject to other customary terms, including a right to repurchase at market value if the participant's employment in the company is terminated.

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Resolution on authorization of the Board of Directors to issue new shares, warrants or convertible instruments

The annual general meeting resolved that the Board of Directors shall be authorized to issue new shares, warrants or convertible instruments on one or more occasions prior to the next AGM, with or without regard to shareholders' pre-emption rights. The payment of issued shares may be in cash, by non-cash consideration, by set-off or otherwise subject to terms and conditions stated in The Swedish Companies Act, chapter 2 section 5, second paragraph, points 1-3 and 5. The number of shares, warrants or convertible instruments to be issued pursuant to the authorization shall be limited to 10 per cent of the shares from time to time outstanding. If the Board of Directors decides on an issue without regard to shareholders' pre-emption rights, the reason for deviation from the shareholders' pre-emption rights shall be for the purpose of expanding the circle of owners, acquire or render possible the acquisition of working capital, increase liquidity in the share, carry out corporate acquisitions, or acquire or render possible the acquisition of capital for corporate acquisitions. In conjunction with resolutions regarding share issues with a deviation from the shareholders' pre-emption rights, the subscription price shall be on market terms at the time of the adoption of the issue resolution.

In addition, the annual general meeting also adopted resolutions regarding instructions for the nomination committee as well as guidelines regarding compensation to senior executives.

About Hansa Medical AB

Hansa Medical is a biopharmaceutical company focused on novel immunomodulatory enzymes. Lead project IdeS is an antibody-degrading enzyme in clinical development, with potential use in transplantation and rare autoimmune diseases. Other projects include HBP (a market introduced diagnostic marker for severe sepsis) and EndoS (an antibody-modulating bacterial enzyme in pre-clinical development). The company is based in Lund, Sweden. Hansa Medical's share (HMED) is listed on Nasdaq First North in Stockholm with Remium Nordic AB as Certified Adviser.

For further information, please contact:

Hansa Medical AB
Göran Arvidson, CEO
Mobile: +46 70-390 85 30
E-mail: goran.arvidson@hansamedical.com

www.hansamedical.com

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