

Hansa Medical

- NOTICE -
April 12, 2016

Notice of Annual General Meeting of Hansa Medical AB (publ)

The shareholders of Hansa Medical AB (publ) are summoned to attend the Annual General Meeting on May 11th, 2016, at 17.00 CET at the auditorium next to the company's premises, Scheelevägen 22, Lund, Sweden.

The shareholders of **Hansa Medical AB (publ)** are hereby summoned to attend the Annual General Meeting ("**AGM**") on May 11th, 2016, at 17.00 CET at the auditorium next to the company's premises, Scheelevägen 22, Lund, Sweden. Registration starts at 16.30 CET and will be possible until the meeting starts. Refreshments will be served after the meeting.

Right to participate

Those who have been recorded as shareholders in the share register kept by Euroclear Sweden AB as per May 4th, 2016, and who, no later than May 4th, 2016 at 12.00 CET, give notice to the company of their intent to participate at the AGM have a right to participate in the AGM. Notice to participate shall be given in writing to Hansa Medical AB, c/o Fredersen Advokatbyrå AB, Turning Torso, 211 15 Malmö, by e-mail to hansamedical@fredersen.se or by fax to +46-40-232003. The notice shall contain the shareholder's name, personal identity number or registration number and daytime telephone number and, where applicable, the number of advisors (maximum two). After giving notice of participation the shareholder will receive a confirmation. If no confirmation is received, notice has not been duly given.

A shareholder whose shares are registered under the name of a nominee must temporarily register his/her shares in his/her own name with Euroclear Sweden AB to be entitled to participate in the AGM. Such registration must be in effect no later than May 4th, 2016 and should be requested with the nominee well in advance.

Proxy

If a shareholder wishes to be represented by proxy, a power of attorney shall be issued to the proxy. The power of attorney is to be in writing, dated and duly signed by the shareholder. If the shareholder is a legal entity, a copy of the registration certificate or, if no such document exists, equivalent documentation shall be included with the notification. The documentation shall prove the right of the person that has signed the power of attorney to appoint proxy. To facilitate registration at the AGM, please provide the power of attorney in original as well as registration certificate and other documents of authority to Fredersen Advokatbyrå to the address above preferably before 12.00 CET on May 4th, 2016. If the power of attorney and other authorization documents have not been submitted in advance, the power of attorney in the original and other authorization documents must be presented at the AGM. Power of attorney forms are available at the company and on the company's website, www.hansamedical.com, and will be sent upon request to any shareholder who states their postal address.

Proposal of agenda

- 0 Opening of the meeting
- 1 Election of chairman of the meeting
- 2 Preparation and approval of the voting register
- 3 Approval of the agenda
- 4 Election of one or two persons to attest the minutes
- 5 Determination as to whether the meeting has been duly convened
- 6 Update of the CEO

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- 7 Presentation of the annual report and the Auditor's report as well as the group accounts and the Auditor's report for the group
- 8 Resolution
 - a) on adoption of the profit and loss account and the balance sheet as well as of the consolidated profit and loss account and the consolidated balance sheet
 - b) on allocation of the company's loss as set forth in the adopted balance sheet
 - c) on discharge from liability for the Board Members and the CEO
- 9 Resolution as to the number of Board Members, Auditors and Deputy Auditors
- 10 Resolution on the remuneration to the Board of Directors and Auditor
- 11 Election of Board Members, Chairman of the Board, Auditors and Deputy Auditors
- 12 Resolution on principles for the Nomination Committee
- 13 Resolution on guidelines for remuneration to senior management
- 14 Closing of the meeting

Resolution proposals

Dividend (item 8b)

The Board of Directors proposes that no dividend will be paid for the financial year 2015.

Election of Chairman of the Meeting, Board of Directors, Chairman of the Board and Auditor, decisions regarding Remuneration and Guidelines for the Nomination Committee (item 1, 9-12)

The Nomination Committee, composed by Anders Blom (Nexttobe AB), chairman, Fredrik Bogren (Farstorps Gård AB) and Astrid Samuelsson (Handelsbanken Fonder), proposes as follows:

- Chairman of the Meeting: Eddie Juhlin
- Number of Board Members: six members
- Number of Auditors: one registered accounting firm
- Remuneration: SEK 500,000 to the Chairman of the Board and SEK 110,000 each to the other Board Members except for Angelica Loskog. 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/her 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
- Remuneration to the Auditors: according to an approved account
- Board Members: re-election of Stina Gestrelus, Hans Schikan, Birgit Stattin Norinder and Per Olof Wallström and election of Angelica Loskog and Ulf Wiinberg; it is noted that Cindy Wong and Anders Blom have declined re-election
- Chairman of the Board: Ulf Wiinberg
- Auditor: re-election of KPMG AB
- That the following instruction shall apply for the Nomination Committee for the AGM 2016: The Nomination Committee shall consist of representatives for the three largest, in terms of votes, registered shareholders as per August 31st, 2016. Should such shareholder not wish to appoint a member, the largest shareholders, in terms of votes, thereafter shall be invited to appoint members of 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 AGM of 2017. The Nomination Committee shall appoint the member representing the largest shareholder as chairman, unless the Nomination Committee decides otherwise.

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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 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 another shareholder represented in the Nomination Committee, the larger shareholder 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. The term of office for the Nomination Committee shall be until a new Nomination Committee has been appointed. If necessary, the company shall compensate reasonable costs, which the Nomination Committee has deemed necessary for the fulfilment of its assignment. The Nomination Committee shall be entitled to call in one or more additional members, who 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 Chairman of the Meeting, Board Members, Chairman of the Board, remunerations to the Board, auditors, remuneration to the auditors and the process of appointing a new Nomination Committee for the AGM of 2017. The Nomination Committee shall follow and fulfil the assignments set out in the Swedish Corporate Governance Code.

Angelica Loskog, born 1973, is Doctor of Philosophy (Faculty of Medicine) and adjunct professor at the Department of Immunology, Genetics and Pathology at Uppsala University. Loskog is scientific advisor to Nexttobe AB, CEO of Lokon Pharma AB, as well as chairman of Vivolux AB and Repos Pharma AB. She is independent of the company and its management but not to major shareholders of Hansa Medical. She owns no shares in the company.

Ulf Wiinberg, born 1958, has extensive experience in the pharmaceutical industry. Wiinberg has previously been CEO of H. Lundbeck A/S and has held senior positions at Wyeth. Wiinberg is a Board member of Alfa Laval AB and Nestle Health and Science and chairman of the Board of Avillion, and is nominated for the Board of directors of the Belgian pharmaceutical company UCB. He is independent of the company and its senior management and independent of major shareholders of Hansa Medical. He owns 75 000 shares in the company.

Resolution on guidelines for remuneration to senior management (item 13)

The guidelines proposed by the Board of Directors entail that senior management will be offered remuneration that is competitive and on market terms. The level of the remuneration for the individual manager shall be based on factors such as position, expertise, experience and performance. The remuneration consists of a fixed salary and pension benefits and, in addition, may consist of variable salary, severance compensation and non-monetary benefits. The variable salary shall be based on the achievement of quantitative and qualitative targets and should not exceed 50 % of the annual fixed salary. Salary during the notice of termination period and severance compensation shall be possible in a total maximum amount of 24 monthly salaries. It is proposed that the Board of Directors be authorized to deviate from the guidelines where special cause exists in an individual case.

Other information

When this notice to attend the AGM was issued, the total number of shares and votes in the company was 32 412 003. The company does not own any of its own shares.

Annual report, Auditor's report, the Auditor's report regarding the application of the guidelines considering remuneration to the senior management adopted by the AGM 2015, complete proposals and supporting documents will be available at the company and on the company's website www.hansamedical.com, during a period of not less than three weeks prior to the

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AGM. Copies of the documents will be sent upon request to any shareholder stating his/her postal address. Upon request by any shareholder, the Board of Directors and the CEO shall at the AGM provide information regarding any circumstance which may affect the assessment of a matter on the agenda and any circumstance which may affect the assessment of the company's or any subsidiary's financial position, provided that such information in the opinion of the Board of Directors and the CEO may be given without causing significant harm to the company, or any subsidiary. The duty to provide information shall apply also to the company's relationship to other group companies.

NOTE: This is an unofficial translation of the original notice, which is in Swedish. In case of discrepancies, the Swedish version shall prevail.

Lund, April 2016
Hansa Medical AB (publ)
The Board of Directors

About Hansa Medical AB

Hansa Medical is a biopharmaceutical company focusing on novel immunomodulatory enzymes. The lead project IdeS is an antibody-degrading enzyme in clinical development, with potential use in transplantation and rare autoimmune diseases. Additional projects focus on development of new antibody modulating enzymes, as well as HBP, a diagnostic biomarker for prediction of severe sepsis at emergency departments that is already introduced on the market. The company is based in Lund, Sweden. Hansa Medical's share (ticker: HMED) is listed on Nasdaq Stockholm's main market.

For further information, please contact:

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The information in this notice is disclosed pursuant to the Swedish Securities Markets Act and/or the Swedish Financial Instruments Trading Act. The information was released for public disclosure on April 12, 2016 at 8.30 CET.