

# Notice

Lund, SWEDEN – March 31, 2009

## **Notice of the Annual General Meeting of Hansa Medical AB (publ)**

**The shareholders of Hansa Medical AB (publ) are hereby notified of the Annual General Meeting on Wednesday, April 29, 2009 at 6:00 p.m. at Malmö Börshus, Skeppsbron 2, Malmö. The doors will open at 5:30 p.m. and the company invites all shareholders to enjoy some light refreshments after the Meeting.**

### **RIGHT TO PARTICIPATE**

Shareholders who wish to participate in the Annual General Meeting must be listed in the shareholders' register of Euroclear Sweden AB (formerly VPC AB) as of April 23, 2009 and notify the company of their intent to participate in the Meeting not later than 12:00 noon on April 23, 2009.

Shareholders whose shares are registered in the name of a nominee must temporarily register the shares in their own name with Euroclear Sweden to be entitled to participate in the Meeting. Such registration must be completed not later than April 23, 2009, which means that shareholders must notify the nominee of their intention to do so in ample time before this date.

### **NOTIFICATION OF PARTICIPATION**

Notifications may be submitted in writing to Hansa Medical AB (publ), P.O. Box 785, SE-220 07 Lund, Sweden, by e-mail to [sofia.jarnum@hansamedical.com](mailto:sofia.jarnum@hansamedical.com), by telephone at +46 46 16 56 72 or by fax at +46 46 12 77 75. Notifications must include the name, address, personal identity number or corporate registration number, number of shares and daytime telephone number of the shareholder. Shareholders who wish to be represented by a proxy must include a power of attorney and any other authorization documents when notifying the company.

### **PROPOSED AGENDA**

1. Opening of the Meeting
2. Election of the Chairman of the Meeting
3. Preparation and approval of voting list
4. Approval of agenda
5. Election of one or two minutes-checkers
6. Determination that the Meeting has been duly convened
7. Statement by the CEO
8. Presentation of the Annual Report, Auditors' Report, consolidated financial statements and Auditors' Report on the consolidated financial statements
9. Resolution on the adoption of the income statement, balance sheet, consolidated income statement and consolidated balance sheet
10. Resolution on the disposition of the company's profit in accordance with the adopted balance sheet
11. Resolution on the discharge of the Board of Directors and CEO from liability
12. Determination of the number of Board members and deputies
13. Determination of the fees to be paid to the Board of Directors and auditors
14. Election of Board members
15. Election of the Chairman of the Board
16. Amendment of the Articles of Association
17. Authorization of the Board to make decisions regarding new issues of not more than 10,000,000 shares
18. Authorization of the CEO to make any formal adjustments to the resolutions in accordance with Items 16 and 17 that prove necessary in conjunction with registration and implementation thereof
19. Closing of the Meeting

## MOTIONS

### ***Dividend (Item 10)***

The Board moves that no dividend be paid for the 2008 financial year.

### ***Election of Board members and the Chairman of the Board and determination of fees (Items 12-15)***

Motions concerning the election of Board members and the Chairman of the Board and the determination on fees will be presented not later than two weeks prior to the Meeting.

### ***Amendment of the Articles of Association (Item 16)***

The Board moves that the Annual General Meeting resolve to amend the Articles of Association in accordance with the following. The company's registered office shall be changed from Malmö to Lund. The limits for the company's share capital shall be changed from not less than SEK 10,000,000 and not more than SEK 40,000,000 to not less than SEK 19,000,000 kronor and not more than SEK 76,000,000. The limits for the number of shares shall be changed from not fewer than 2,000,000 and not more than 8,000,000 to not fewer than 3,800,000 and not more than 15,200,000. The provision pertaining to the locations where General Meetings of Shareholders may be held shall be changed so that such meetings may be held in Lund or Stockholm instead of Malmö or Stockholm.

### ***Authorization of the Board to make decisions regarding new share issues of not more than 10,000,000 shares (Item 17)***

A motion has been submitted to authorize the Board for the period until the next Annual General Meeting to make decisions to increase the company's share capital by not more than SEK 50,000,000 through new issues of not more than 10,000,000 shares. The Board shall be entitled to make decisions concerning cash issues, non-cash issues or offset issues. Issues may occur with or without deviations from the shareholders' preferential rights. In the event of a deviation, the reason for the deviation must be to broaden the company's ownership structure or to raise development capital. The issue price shall be set at the market price prevailing on the date of each emission decision.

Resolutions in accordance with Items 16 and 17 are only valid if they are approved by shareholders corresponding to not less than two thirds of the voting rights and shares represented at the Meeting.

The company's financial statements, Auditors' Report and complete motions will be available from the company and on the company's website not later than two weeks prior to the Annual General Meeting. Copies of these documents will be sent to shareholders who so request and provide a mailing address.

For more information, please contact:

### **Bo Håkansson, Chairman of the Board**

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Lund, March 2009  
**Hansa Medical AB (publ)**  
*The Board of Directors*