
NOTICE OF ANNUAL GENERAL MEETING IN HANSA MEDICAL AB (PUBL)

Shareholders in **Hansa Medical AB (publ)** are hereby given notice of the Annual General Meeting on Thursday, 12 May 2011, 6.00 pm (18.00), to be held in the lecture theatre at the company's premises on Scheelevägen 22 in Lund. Doors open at 5.30 pm (17.30). Light refreshments will be provided following the meeting.

Right to participation

The right to participate in the Annual General Meeting of shareholders is extended to those who are both entered in the share register, administered by Euroclear Sweden AB, as per 6 May 2011, and who have registered their intention to participate in the Annual General Meeting no later than 12 pm (12.00) on 6 May 2011.

In order that shareholders who have their shares registered with an authorised nominee shall have the right to participate in the Annual General Meeting, such shareholders must temporarily re-register their shares in their own names. Such re-registration must be accomplished with Euroclear Sweden AB no later than 6 May 2011. This implies that the shareholders must inform the nominees of such re-registration in good time prior to this date.

Registration of participation

Registration of participation in the Annual General Meeting can be submitted in writing to the address Hansa Medical AB, Box 785, 220 07 Lund, via e-mail to the address arsstamma@hansamedical.com, per telephone at the number +46(0)46-165670 or per fax at the number +46(0)46-127775. The shareholder's name, address, personal identity number/corporate identity number, number of shares held and daytime telephone number must be provided upon registration. If applicable, the number of assistants (maximum of two) must also be provided. Shareholders who are intending to be represented by a proxy must attach a dated, written power of attorney and other authorisation documents to their registration. The originals of these authorisation documents must be produced upon request at the Annual General Meeting.

Proposed agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of voting list
4. Approval of proposed agenda
5. Election of one or two persons to verify the minute
6. Confirmation that the meeting has been properly convened
7. CEO's statement
8. Presentation of the submitted annual report and auditor's report, as well as the consolidated financial statements and auditor's report for the consolidated accounts
9. Resolution regarding adoption of the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet
10. Resolution regarding the appropriation of the company's profit according to the adopted balance sheet
11. Resolution regarding the discharge from liability of the members of the Board of Directors and the CEO
12. Resolution regarding the establishment of fees for the members of the Board of Directors and of audit fees
13. Election of members of the Board of Directors
14. Election of Chairman of the Board of Directors
15. Election of auditor
16. Resolution regarding share issue
17. Resolution regarding changes to the Articles of Association
18. Close of Annual General Meeting

Proposed Resolutions

Dividend (point 10)

The Board of Directors proposes that no dividend is distributed for the financial year 2010.

Election of members of the Board of Directors, Chairman of the Board of Directors and auditor and the establishment of fees (points 12-15)

The re-election of the members of the Board of Directors Bo Håkansson, Per Belfrage, Stina Gestrelus and Paula Zeilon is proposed, as well as the election of Per Olof Wallström. The re-election of Bo Håkansson as the Chairman of the Board of Directors is proposed. In addition, the re-election of Ann Theander as auditor for the period until the conclusion of the next Annual General Meeting is proposed. The total fees for the Board of Directors for the period until the conclusion of the next Annual General Meeting are proposed to amount to SEK 400,000, of which SEK 100,000 comprises remuneration to the Chairman of the Board of Directors and SEK 75,000 comprises remuneration to each of the ordinary members. The auditor's fee for the period until the conclusion of the next Annual General Meeting is proposed to be paid on an approved on-account basis.

Per Olof Wallström has extensive experience from the international pharmaceutical and biotechnology industry. Wallström has held executive positions within Merck, Astra, Pharmacia and Bristol-Myers Squibb and has been the CEO of Q-Med AB, Melacure Therapeutics AB and Karo Bio AB. Wallström is currently a member of the Board of Directors in Camurus AB, Aggal Invest AB and MediPlast AB and is the founder of, and currently active in, Arosia Communications AB. Wallström is a registered pharmacist.

Resolution regarding share issue (point 16)


The Board of Directors proposes that the Annual General Meeting resolves that the company's share capital shall increase by a maximum of SEK 28,973,880 through a share issue of a maximum of 5,794,776 shares, with preferential right given to shareholders according, primarily, to the following conditions. One owned share on the record day, 19 May 2011, gives the right to three subscription rights. Four subscription rights give the right to the subscription of one new share at the subscription price of SEK 5 per share. Four owned shares give the right to the subscription of three new shares. Shares which are not distributed according to preferential right shall be distributed between individuals subscribing for shares without preferential right, whereby distribution will be carried out, in the first instance, to individuals subscribing for shares with support of preferential right, and, in the second instance, to others subscribing for shares without preferential right. The subscription period will be 26 May until 14 June 2011. The Board of Directors reserves the right to extend the subscription period. Subscription for shares with the support of preferential rights shall take place through payment. Subscription for shares without the support of preferential rights shall take place through the subscription list, whereby payment must be made within three working days from notification of distribution.

Changes to the Articles of Association (point 17)

The Board of Directors proposes that the Annual General Meeting resolves that § 8, second paragraph of the Articles of Association be amended as follows.

Current wording: Notice of the Annual General Meeting shall be given through the Swedish Official Gazette and in Dagens Industri. Shareholders wishing to participate in the negotiations at the Annual General Meeting shall be entered in a print-out of the share register made five working days before the Annual General Meeting and register their intention to participate in the Annual General Meeting no later than 12 pm (12.00) on the day stated in the Notice of the Annual General Meeting. This day must not be a Sunday, any other public holiday, Saturday, Midsummer's Eve, Christmas Eve, New Year's Eve or a day falling earlier than five working days prior to the general meeting.

Proposed wording: Notice of the Annual General Meeting shall be given through the Swedish Official Gazette and on the company's website. An announcement of the notice shall be made in Dagens Industri. Shareholders wishing to participate in the Annual General Meeting shall be entered in a print-out of the share register made five working days before the Annual General Meeting and register their intention to participate in the Annual General Meeting no later than 12 pm (12.00) on the day stated in the Notice of the



Annual General Meeting, including disclosure of the number of assistants. This day must not be a Sunday, any other public holiday, Saturday, Midsummer's Eve, Christmas Eve, New Year's Eve or a day falling earlier than five working days prior to the general meeting.

A condition for the resolution regarding point 17 is that, for this resolution to be applicable, a minimum of both two thirds of the number of votes cast and the number of shares represented at the Annual General Meeting must support the resolution.

Accounting documents, the auditor's report and complete supporting documentation for the resolutions in general will be available from the company and on the company's website no later than two weeks before the Annual General Meeting. These documents will be sent on request to any shareholder providing a postal address.

Lund, April 2011
Hansa Medical AB (publ)
The Board of Directors