

N.B. The English text is an in-house translation.

## **The board of directors' of Hansa Medical AB (publ) proposed resolution for approval of the board of directors resolution on a directed issue of ordinary shares**

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The board of directors of Hansa Medical AB (publ), Reg. No. 556734-5359, proposes that the general meeting approves the board of directors' resolution to increase the company's share capital with not more than SEK 2,752,526 by way of a directed issue of not more than 2,752,526 new ordinary shares. The following terms and conditions shall apply.

1. The right to subscribe for the new ordinary shares in the directed issue shall, with deviation from the shareholders' pre-emption rights, be granted to a limited number of institutional investors which have been identified by way of a so called accelerated bookbuilding procedure.

The reason for the deviation from the shareholders' pre-emption rights is that the company shall, in a timely manner, be able to secure the capital need for the company's operations, as well as to broaden the ownership structure of the company with institutional investors.

2. The subscription price per ordinary share shall be SEK 198. The basis for the subscription price has been determined through a so-called accelerated bookbuilding procedure.
3. Subscription for the newly issued ordinary shares shall take place no later than on 30 November 2017. Subscription shall be made on a separate subscription list. The board shall be entitled to extend the subscription period.
4. Payment for the subscribed ordinary shares shall be made no later than on 4 December 2017. The board shall be entitled to delay the date of payment.
5. The new ordinary shares shall entitle to dividends from and including the first record day for dividends following the registration of the new issue.
6. The issue is conditional upon approval by an extraordinary general meeting by no later than 5 January 2018 and upon registration of the issue with the Swedish Companies Registration Office (Sw. *Bolagsverket*) by no later than 9 January 2018.

The board of directors, or any person appointed by the board of directors, shall have the right to make any adjustments or amendments of the above resolutions which may be required in connection with the registration of such resolutions and to take any other measure deemed necessary for the execution of the resolutions.

A resolution in accordance with the board's proposal is only valid if it has been approved by at least two thirds (2/3) of the shares and votes represented at the general meeting.

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The board has also presented documents as set out in Chapter 13, Section 6 of the Swedish Companies Act.