

# Hansa Medical

## ***Report by the Board of Directors of Hansa Medical AB (publ), on the Remuneration Committee's evaluation of compensation to the Executive Management***

The Board of Directors of Hansa Medical AB (publ) ("Hansa Medical" or the "Company") has established a remuneration committee which consists of Ulf Wiinberg, chairman, Birgit Stattin Norinder and Hans Schikan. The remuneration committee has since July 28, 2017 held two meetings at which minutes have been kept and has had informal contacts in between when necessary.

The duties of the remuneration committee include, inter alia, to monitor and evaluate programs for variable remuneration to senior management and the application of the guidelines for remuneration to the CEO and other senior management adopted by the annual general meeting held on 23 May 2017 (the "AGM").

As set forth in Rule 10.3 of the Swedish Corporate Governance Code (the "Code"), the Board of Directors hereby gives the following report on the results of the evaluation by the remuneration committee. The report covers the period after the AGM.

The remuneration committee is of the opinion that the guidelines for remuneration to the Managing Director and other senior management adopted by the AGM have been applied in a correct manner, and that the guidelines have fulfilled their objectives and functioned well. Further, the remuneration committee considers the Company's remuneration structures and levels to be in the range of market practice and to be well-balanced.

Hansa Medical has two ongoing share-related incentive programs directed to senior management and other employees; "Share warrant programme 2015-2019", which was implemented in 2015, and "Long Term Incentive Programme 2016", which was implemented in 2018. The purpose of the programmes is to promote the Company's long-term interests by motivating and rewarding the Company's senior management and other co-workers in line with the interest of the shareholders. The Board of Directors has evaluated the suitability and appropriateness of the programs and found that they are fulfilling their purposes.

Lund in April 2018  
**Hansa Medical AB (publ)**  
*The Board of Directors*