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Bulletin from the Annual General Meeting in Hansa Biopharma AB (publ)

The following resolutions were passed at the Annual General Meeting of Hansa Biopharma AB (publ) (the “Company”) on 22 May 2019.

Resolution regarding the adoption of the income statement and the balance sheet as well as consolidated income statement and consolidated balance sheet, appropriation of result and discharge from liability

The Annual General Meeting resolved to adopt the income statement and balance sheet, consolidated income statement and balance sheet for 2018. Furthermore, it was resolved that the Company’s results shall be carried forward and thus no dividend will be distributed. The Annual General Meeting also resolved to discharge the members of the Board of Directors and Chief Executive Officer from liability.

The number of members of the Board of Directors and auditors, election of the Board of Directors and auditor and remuneration to the Board of Directors and the auditor

The Annual General Meeting resolved that the members of the Board of Directors shall be six with no deputy members.

The Annual General Meeting resolved that Ulf Wiinberg, Birgit Stattin Norinder Anders Gersel Pedersen and Andreas Eggert are re-elected as members of the Board of Directors and that Eva Nilsagård and Mats Blom would be elected as new members of the Board of Directors, for the period until the end of the next Annual General Meeting. The Shareholders’ Meeting further resolved to re-elect Ulf Wiinberg as Chairman of the Board of Directors for the period until the end of the next Annual General Meeting.

The Annual General Meeting resolved to re-elect KPMG AB as auditor, with Jonas Nihlberg as the auditor in charge, for the period until the end of the next Annual General Meeting.

The Annual General Meeting resolved that the fees for the Board of Directors, for the period until the end of the next annual general meeting, shall be SEK 900,000 to the Chairman of the Board and SEK 300,000 each to the other Board members. It was further resolved that the remuneration to the chairman of the Audit Committee should be SEK 75,000 and SEK 40,000 to each other member in the Audit Committee, SEK 40,000 to the chairman of the Remuneration Committee and SEK 25,000 to each other member in the Remuneration Committee, and SEK 25,000 to each board member in the Scientific Committee.

It was further resolved that the remuneration to the auditor shall be paid as per approved current account.

Resolution regarding principles for the appointment of the nomination committee

The Annual General Meeting resolved to adopt the proposed principles for appointment of the nomination committee.

Resolution on guidelines for remuneration to members of management

The Annual General Meeting resolved to adopt the proposed guidelines for remuneration to members of management.

Resolution to adopt a long term incentive programme based on performance based share rights for employees in Hansa Biopharma

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to adopt a long term incentive programme for employees in Hansa Biopharma ("LTIP 2019"), whereby not more than 45 individuals within the Hansa Biopharma group may participate. The participants in LTIP 2019 will receive so called performance based share awards free of charge which, provided that certain conditions are met, may give the right to receive ordinary shares in the Company. A maximum of 550,669 share awards may be allotted to participants under the programme. The Annual General Meeting further resolved, in accordance with the Board of Directors' proposal, to adopt certain hedging arrangements to ensure delivery of shares based on share awards to participants at the end of LTIP 2019, as well as to cover any social charges arising as a result of the programme. The hedging arrangements include a share issue authorisation for the Board of Directors to issue not more than 715,910 Class C shares, of which 165,211 may be issued to cover social security contributions, an authorisation for the Board of Directors to repurchase the issued Class C shares and a resolution to transfer the re-purchased shares, after a conversion to ordinary shares, to participants of the programme and in the market in order to cover the cash flow effects of social contributions.

Resolution to adopt a long term incentive programme based on warrants and employee stock options for employees in Hansa Biopharma

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to adopt a long term incentive programme for employees in Hansa Biopharma ("Option Programme 2019"), whereby not more than 16 individuals within the Hansa Biopharma group may participate. The Option Programme 2019 comprises two series. Series 1 consists of warrants that can be exercised after approximately 3 years, after which the holder is entitled to exercise the warrants to subscribe for ordinary shares during a period of one month. Series 2 consist of employee stock options that have a vesting period of 3 years, after which the holder is entitled to exercise the options for ordinary shares during a period of one month. A maximum of 384,812 warrants may be allotted to participants under the programme. The Annual General Meeting further resolved, in accordance with the Board of Directors' proposal, to issue not more than 53,841 warrants to cover the cash flow effects of social security contributions.

Resolution to authorise the board to resolve on issue of shares

The Annual General Meeting further resolved, in accordance with the Board of Directors' proposal, to authorise the board, for the period up to the next annual general meeting, to adopt decisions, whether on one or several occasions and whether with or without pre-emptive rights for the shareholders, to issue new ordinary shares; provided however that such issues, in aggregate, must not exceed ten percent of the total number of outstanding ordinary shares in the company as of the date of the Annual General Meeting. It should also be possible to make such an issue resolution stipulating in-kind payment, the right to offset debt or other conditions. The purpose of the authorisation is to increase the financial flexibility of the company and the acting scope of the board of directors as well as to potentially broaden the shareholder base.

For further information, please contact:

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About Hansa Biopharma

Hansa Biopharma AB (Nasdaq Stockholm: HNSA) is harnessing its proprietary immunomodulatory enzyme technology platform to develop treatments for rare immunoglobulin G (IgG)-mediated autoimmune conditions, transplant rejection and cancer. The Company's lead product, IDEFIRIX (imlifidase), is a unique antibody-degrading enzyme in late-stage clinical development to enable kidney transplantation in highly sensitized patients, with additional clinical studies in acute autoimmune indications. Hansa's research and development program is advancing the next generation of the Company's technology to develop novel IgG-cleaving enzymes with lower immunogenicity, suitable for repeat dosing in relapsing autoimmune diseases and oncology. Hansa Biopharma is based in Lund, Sweden.