

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

The Board of Directors of Hansa Biopharma AB (publ) ("**Hansa Biopharma**" or the "**Company**") has established a remuneration committee which consists of Birgit Stattin Norinder, chairman, Ulf Wiinberg, and Anders Gersel Pedersen. The Remuneration Committee has since the last Annual General Meeting held on May 22, 2019 held four 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 May 22, 2019 (the "**AGM**").

As set forth in Rule 10.3 of the Swedish Corporate Governance Code (the "**Code**") that is to be applied from January 1, 2020 until December 31, 2020, 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 CEO 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 Biopharma has two ongoing share-related incentive programs directed to senior management and other employees; "Long Term Incentive Program 2018", which was implemented in 2018 and "Long Term Incentive Program 2019", which was implemented in 2019. The purpose of the programs 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 May 2020
Hansa Biopharma AB (publ)
The Board of Directors