

Org.nr / Reg. No. 556734-5359

Protokoll fört vid årsstämma i
Hansa Biopharma AB (publ)
den 30 juni 2022.

*Minutes kept at the Annual
General Meeting in **Hansa
Biopharma AB (publ)** on 30
June 2022.*

1§ Val av ordförande vid stämman / Election of chair of the meeting

Utsågs advokat Dain Hård Nevonen från Advokatfirman Vinge till ordförande vid stämman, i enlighet med valberedningens förslag. Noterades att Amanda Knutsson, också advokat vid Advokatfirman Vinge, hade fått i uppdrag att föra protokollet vid stämman.

Dain Hård Nevonen, member of the Swedish Bar Association, from Advokatfirman Vinge was appointed chair of the meeting, in accordance with the nomination committee's proposal. It was noted that Amanda Knutsson, also a member of the Swedish Bar Association from Advokatfirman Vinge, had been instructed to keep the minutes.

Antecknades vidare att stämman hållits enligt 20 och 22 §§ lagen (2022:121) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor, dvs. att stämman hållits med deltagande enbart genom förhandsröstning

Further it was noted that the meeting has been held according to sections 20 and 22 in the Act on temporary exemptions in order to facilitate the conduction of general meetings (Sw. lag (2022:121) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor) meaning that the meeting has been held with participation through advance voting.

Kallelsen bifogas som Bilaga 1.

The notice is enclosed as Appendix 1.

Det förhandsröstningsformulär som använts för förhandsröstningen bifogas som Bilaga 2.

The advance voting form is enclosed as Appendix 2.

Sammanställning av det samlade resultatet av förhandsröster, på varje punkt som omfattas av förhandsröster, bifogas som Bilaga 3, vari framgår de uppgifter som anges i 26 § ovan angivna lag 2022:121.

A compilation of the overall result of the advance votes, at each agenda item that is covered by advance voting, is enclosed as Appendix 3, which include the information prescribed in section 26 in the abovementioned Act 2022:121.

2§ Val av en eller två justeringspersoner / Election of one or two persons to attest the minutes

Utsågs Jannis Kitsakis (AP4) att jämte ordföranden justera dagens protokoll.

Jannis Kitsakis (AP4) was appointed to, in addition to the chair, approve the minutes.

3§ Upprättande och godkännande av röstlängd / Preparation and approval of voting list

Godkändes bifogad förteckning, Bilaga 4, att gälla som röstlängd vid stämman.

The attached list, Appendix 4, was approved to serve as voting list for the meeting.

4§ Godkännande av dagordning / Approval of the agenda

Godkändes det förslag till dagordning som intagits i kallelsen till stämman.

The agenda presented in the notice convening the meeting was approved to serve as agenda for the meeting.

5§ Prövning av om stämman blivit behörigen sammankallad / *Determination as to whether the meeting has been duly convened*

Konstaterades att stämman var i behörig ordning sammankallad.

It was established that the meeting had been duly convened.

6§ Framläggande av årsredovisning och revisionsberättelse samt koncernredovisning och koncernrevisionsberättelse / *Presentation of the annual report and auditors' report and the consolidated financial statements and the auditors' report for the group*

Antecknades att årsredovisningen, revisionsberättelsen, koncernredovisningen och koncernrevisionsberättelsen för räkenskapsåret 2021 framlagts genom att handlingarna hållits tillgängliga på bolagets webbplats och på bolagets huvudkontor.

It was noted that the annual report, auditor's report, consolidated financial statements and the auditor's report for the group for the financial year 2021 had been presented by having been held available on the company's website and at the company's headquarters.

7(a)§ Beslut om fastställelse av resultaträkningen och balansräkningen samt av koncernresultaträkningen och koncernbalansräkningen / *Resolution regarding the adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet*

Fastställdes, vilket tillstyrkts av revisorn, de i årsredovisningen för 2021 intagna resultaträkningarna för bolaget och koncernen samt balansräkningarna per den 31 december 2021 för bolaget och koncernen.

It was resolved to adopt the income statement and the consolidated income statement for the financial year 2021 as well as the balance sheet and the consolidated balance sheet as of 31 December 2021, as set out in the annual report and supported by the auditor.

7(b)§ Beslut om disposition av bolagets resultat enligt den fastställda balansräkningen / *Resolution regarding allocation of the company's result according to the adopted balance sheet*

Beslöts i enlighet med styrelsens förslag, vilket tillstyrkts av revisorn, att bolagets resultat balanseras i ny räkning och att någon utdelning således ej lämnas.

It was resolved, in accordance with the Board of Directors' proposal and supported by the auditor, that there shall be no dividend and that the result of the company shall be carried forward.

7(c)§ Beslut om ansvarsfrihet för styrelseledamöterna och den verkställande direktören / *Resolution regarding discharge from liability for the members of the Board of Directors and the CEO*

Beviljades, vilket tillstyrkts av revisorn, de personer som varit styrelseledamöter respektive verkställande direktör ansvarsfrihet för förvaltningen av bolagets angelägenheter under räkenskapsåret 2021.

It was resolved to discharge the persons serving as members of the Board of Directors and CEO, respectively, from liability in respect of their management of the company's business during the financial year 2021, as supported by the auditor.

Noterades att berörda personer, i den mån de var upptagna i röstlängden, inte deltog i beslutet såvitt avsåg dem själva.

It was noted that the persons concerned, in so far as they were included in the voting list, did not participate in the resolution so far as they were concerned.

8§ Fastställande av antalet styrelseledamöter och revisorer / *Determination of the number of members of the Board of Directors and the number of auditors*

Beslöts, i enlighet med valberedningens förslag, att bolagets styrelse ska bestå av sex (6) ledamöter utan suppleanter.

It was resolved, in accordance with the nomination committee's proposal, that the company's Board of Directors shall consist of six (6) members with no deputies.

Beslöts, i enlighet med valberedningens förslag, att antalet revisorer ska vara ett revisionsbolag, utan revisorssuppleanter.

It was resolved, in accordance with the nomination committee's proposal, that the number of auditors shall be one registered accounting firm without deputy auditors.

9§ Fastställande av arvoden åt styrelsen och revisorn / *Determination of fees for members of the Board of Directors and auditors*

Beslöts, i enlighet med valberedningens förslag, att arvodet till styrelsen, intill slutet av nästa årsstämma, ska förbli oförändrat i förhållande till föregående år och utgå med 900 000 kronor till styrelseordförande och 300 000 kronor vardera till övriga styrelseledamöter. Beslöts vidare att till ordförande av revisionsutskottet ska arvode utgå med 150 000 kronor och 75 000 kronor vardera till övriga ledamöter av revisionsutskottet, 40 000 kronor till ordförande av ersättningsutskottet och 25 000 kronor vardera till övriga ledamöter av ersättningsutskottet, 25 000 kronor vardera till ledamöterna som ingår i det vetenskapliga utskottet samt med 20 000 USD till ordförande av U.S. utskottet.

It was resolved, in accordance with the nomination committee's proposal, that the fees to the Board of Directors, for the period until the end of the next Annual General Meeting, shall remain unchanged from the previous year and be SEK 900,000 to the chair of the Board and SEK 300,000 each to the other Board members. It was further resolved that the remuneration to the chair of the Audit Committee shall be SEK 150,000 and SEK 75,000 to each other member of the Audit Committee, SEK 40,000 to the chair of the Remuneration Committee and SEK 25,000 to each other member of the Remuneration Committee, SEK 25,000 to each member of the Scientific Committee and USD 20,000 to the chair of the U.S. Committee.

Beslöts, i enlighet med valberedningens förslag, att arvodet till revisorn ska utgå enligt godkänd räkning.

It was resolved, in accordance with the nomination committee's proposal, that the remuneration to the auditor shall be paid as per approved current account.

10§ Val av styrelseledamöter / *Election of the members of the Board of Directors*

Beslöts, i enlighet med valberedningens förslag, om omval av styrelseledamöterna Anders Gersel Pedersen, Andreas Eggert, Eva Nilsagård, Hilary Malone och Mats Blom samt nyval av Peter Nicklin till styrelseledamot, samtliga för tiden intill slutet av nästa årsstämma. Noterades att Ulf Wiinberg inte stod tillgänglig för omval.

It was resolved, in accordance with the nomination committee's proposal, to re-elect Anders Gersel Pedersen, Andreas Eggert, Eva Nilsagård, Hilary Malone and Mats Blom as members of the Board of Directors and election of Peter Nicklin as new member of the Board of Directors, all for the period until the end of the next Annual General Meeting. It was noted that Ulf Wiinberg did not stand for re-election.

11§ Val av styrelsens ordförande / *Election of the chair of the Board of Directors*

Beslöts, i enlighet med valberedningens förslag, om val av Peter Nicklin som styrelsens ordförande för tiden intill slutet av nästa årsstämma.

It was resolved, in accordance with the nomination committee's proposal, to elect Peter Nicklin as chair of the Board of Directors for the period until the end of the next Annual General Meeting.

12§ Val av revisorer / *Election of auditors*

Beslöts, i enlighet med valberedningens förslag, om omval av KPMG AB till bolagets revisor för tiden intill slutet av nästa årsstämma. Noterades att KPMG AB informerat bolaget om att Stefan Lundberg kommer att utses till huvudansvarig revisor.

It was resolved, in accordance with the nomination committee's proposal, to re-elect KPMG AB as auditor of the company for the period until the end of the next Annual General

Meeting. It was noted that KPMG AB had informed the company that Stefan Lundberg will be appointed as auditor-in-charge.

13§ Beslut om principer för utseende av valberedning / Resolution regarding principles for appointing the Nomination Committee

Beslöts, i enlighet med valberedningens förslag, om principer för utseende av valberedning inför årsstämman 2023 i enlighet med förslaget i kallelsen.

It was resolved, in accordance with the nomination committee's proposal, to approve the principles for the establishment of the nomination committee for the Annual General Meeting 2023, pursuant to the proposal in the convening notice.

14§ Framläggande av styrelsens ersättningsrapport för godkännande / Presentation of the Board of Directors' remuneration report for approval

Styrelsens ersättningsrapport godkändes. Det antecknades att ersättningsrapporten framlagts genom att den hållits tillgänglig på bolagets webbplats och på bolagets huvudkontor.

The Board of Director's remuneration report was approved. It was noted that the remuneration report had been presented by having been held available on the company's website and at the company's headquarters.

15§ Beslut om riktlinjer för ersättning till ledande befattningshavare / Resolution regarding guidelines for executive remuneration

Beslöts att anta riktlinjer för ersättning till ledande befattningshavare i enlighet med styrelsens förslag intaget i kallelsen, Bilaga 1.

It was resolved to adopt guidelines for executive remuneration in accordance with the Board of Directors' proposal included in the notice convening the Annual General Meeting, Appendix 1.

16§ Beslut om ändring av bolagsordningen / Resolution regarding the amendment of the articles of association

Beslöts att ändra bolagsordningen i enlighet med styrelsens förslag intaget i kallelsen, Bilaga 1. Antecknades att beslutet är villkorat av att U.S. Securities and Exchange Commission tillkännager att registreringsdokumentet Form F-1 avseende ett potentiellt erbjudande av amerikanska depåbevis i USA, vilka representerar stamaktier i Hansa Biopharma trätt i kraft. Antecknades vidare att beslutet biträdades av aktieägare med minst två tredjedelar av såväl de avgivna rösterna som av aktierna företrädde vid årsstämman.

It was resolved to amend the articles of association in accordance with the Board of Directors' proposal, included in the notice convening the Annual General Meeting, Appendix 1. It was noted that the resolution is conditional on the U.S. Securities and Exchange Commission declaring the registration statement on Form F-1 relating to a potential initial public offering of American Depositary Shares in the U.S. representing common shares in Hansa Biopharma effective. It was further noted that the resolution was supported by shareholders representing at least two thirds of the votes cast and the shares represented at the Annual General Meeting.

17§ Beslut om antagande av långsiktigt incitamentsprogram i form av prestationsbaserade aktierätter för anställda inom Hansa Biopharma / Resolution to adopt a long-term incentive program based on performance-based share rights for employees at Hansa Biopharma

Beslöts att anta Aktierättsprogrammet 2022 i enlighet med styrelsens förslag enligt punkten 17(a) i styrelsens förslag, Bilaga 5. Antecknades att beslutet biträdades av mer än hälften av de avgivna rösterna.

It was resolved to adopt the Share Rights Program 2022 in accordance with the Board of Directors' proposal pursuant to item 17(a), included in the Board of Director's proposal, Appendix 5. It was noted that the resolution was supported by more than half of the votes cast.

Beslöts, i enlighet med styrelsens förslag enligt punkten 17(b) intaget i Bilaga 5, att (i) bemyndiga styrelsen att besluta om emission av nya C-aktier, (ii) bemyndiga styrelsen att besluta om återköp av emitterade C-aktier och (iii) om överlåtelse av egna stamaktier till deltagare i programmen och i marknaden. Antecknades att beslutet biträdades av aktieägare med minst nio tiondelar av såväl de avgivna rösterna som de vid stämman företrädde aktierna.

It was resolved, in accordance with the Board of Directors' proposal according to item 17(b) included in Appendix 5, to (i) authorize the Board of Directors to issue new class C shares, (ii) authorize the Board of Directors to repurchase issued class C shares and (iii) to transfer own ordinary shares to participants in the programs and the market. It was noted that the resolution was supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the Annual General Meeting.

Noterades att förslaget till beslut enligt 17(c) om aktieswapavtal därmed inte behövde behandlas.

It was noted that the proposal for a resolution pursuant to 17(c) on equity swap arrangements thus did not have to be addressed.

Antecknades att styrelsens yttrande enligt 19 kap. 22 § aktiebolagslagen framlagts genom att yttrandet hållits tillgängligt på bolagets webbplats och på bolagets huvudkontor.

It was noted that the Board of Directors' statement under Chapter 19, Section 22 of the Swedish Companies Act had been presented by having been held available on the company's website and at the company's headquarters.

18§ Beslut om antagande av ett långsiktigt incitamentsprogram i form av personaloptioner för anställda inom Hansa Biopharma / Resolution to adopt a long-term incentive program based on employee stock options for employees at Hansa Biopharma

Beslöts att anta Optionsprogrammet 2022 i enlighet med styrelsens förslag enligt punkten 18(a) i styrelsens förslag, Bilaga 5. Antecknades att beslutet biträdades av mer än hälften av de avgivna rösterna.

It was resolved to adopt the Option Program 2022 in accordance with the Board of Directors' proposal according to item 18(a) included in Appendix 5. It was noted that the resolution was supported by more than half of the votes cast.

Beslöts, i enlighet med styrelsens förslag enligt punkten 18(b) i styrelsens förslag, Bilaga 5, att (i) bemyndiga styrelsen att besluta om emission av nya C-aktier, (ii) bemyndiga styrelsen att besluta om återköp av emitterade C-aktier och (iii) om överlåtelse av egna stamaktier till deltagare i programmen och i marknaden. Antecknades att beslutet biträdades av aktieägare med minst nio tiondelar av såväl de avgivna rösterna som de vid stämman företrädde aktierna.

It was resolved, in accordance with the Board of Directors' proposal according to item 18(b) included in Appendix 5, to (i) authorize the Board of Directors to issue new class C shares, (ii) authorize the Board of Directors to repurchase issued class C shares and (iii) to transfer own ordinary shares to participants in the programs and the market. It was noted that the resolution was supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the Annual General Meeting.

Noterades att förslaget till beslut enligt 18(c) om aktieswapavtal därmed inte behövde behandlas.

It was noted that the proposal for a resolution pursuant to 18(c) on equity swap arrangements thus did not have to be addressed.

Antecknades att styrelsens yttrande enligt 19 kap. 22 § aktiebolagslagen framlagts genom att yttrandet hållits tillgängligt på bolagets webbplats och på bolagets huvudkontor.

It was noted that the Board of Directors' statement under Chapter 19, Section 22 of the Swedish Companies Act had been presented by having been held available on the company's website and at the company's headquarters.

19§ Beslut om bemyndigande för styrelsen att besluta om nyemission av stamaktier, teckningsoptioner och/eller konvertibler / *Resolution on authorization for the Board of Directors to resolve on new issue of ordinary shares and warrants and/or convertibles*

Beslöts att bemyndiga styrelsen att besluta om nyemission av stamaktier, teckningsoptioner och/eller konvertibler i enlighet med styrelsens förslag enligt punkten 19(a) intaget i kallelsen, Bilaga 1. Antecknades att beslutet biträdades av aktieägare representerande minst två tredjedelar av såväl de avgivna rösterna som de vid stämman företrädde aktierna.

It was resolved to authorize the Board of Directors to resolve on new issue of ordinary shares and warrants and/or convertibles in accordance with the Board of Directors' proposal included in item 19(a) in the notice convening the Annual General Meeting, Appendix 1. It was noted that the resolution was supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the Annual General Meeting.

Noterades att förslaget till beslut enligt 19(b) om alternativt förslag till bemyndigande därmed inte behövde behandlas.

It was noted that the proposal for a resolution pursuant to 19(b) on an alternative proposal for an authorization thus did not have to be addressed.

Signatursida följer / *Signature page follows*

Vid protokollet / *Minutes taken by*

Justeras / *Approved*

Amanda Knutsson

Dain Hård Nevenon

Jannis Kitsakis

PRESS RELEASE

Hansa Biopharma: Notice to Annual General Meeting

Lund, Sweden May 30, 2022, Hansa Biopharma AB (publ), Reg. No. 556734-5359 ("Hansa Biopharma"), with registered office in Lund, gives notice to Annual General Meeting on Thursday June 30, 2022.

The Annual General Meeting in Hansa Biopharma will be conducted by advance voting only, without physical presence of shareholders, proxies and third parties. Hansa Biopharma welcomes all shareholders to exercise their voting rights at this Annual General Meeting through advance voting on the basis of temporary statutory rules, according to the procedure set out below. Information on the resolutions passed at the Annual General Meeting will be published on June 30, 2022, as soon as the result of the voting has been finally confirmed.

Notification of participation

Shareholders who wish to participate in the Annual General Meeting must (i) be included in the share register maintained by Euroclear Sweden AB as of June 21, 2022 and (ii) notify its intention to participate in the Annual General Meeting no later than June 29, 2022 by casting their advance vote in accordance with the instructions under the heading *Advance voting* below, so that the advance voting form is received by Hansa Biopharma no later than that day.

To be entitled to participate in the Annual General Meeting, in addition to providing notification of participation, a shareholder whose shares are held in the name of a nominee must register its shares in its own name so that the shareholder is recorded in the share register as at June 21, 2022. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and such time in advance as the nominee determines. Voting right registrations completed not later than the second banking day after June 21, 2022 are taken into account when preparing the register of shareholders.

Advance voting

The shareholders may exercise their voting rights at the general meeting only by voting in advance, so called postal voting in accordance with Section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on Hansa Biopharma's webpage, www.hansabiopharma.com, section *This is Hansa*, subsection *Corporate Governance*, under *General Meeting 2022*. The advance voting form is considered as the notification of participation.

The completed voting form must be received by Hansa Biopharma no later than Wednesday June 29, 2022. The form may be submitted via e-mail to hansabiopharma@vinge.se or by post to Advokatfirman Vinge KB, Att: Anders Sundin Lundberg, Box 1703, SE-111 87 Stockholm, Sweden. If the shareholder votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

Proposed agenda

1. Election of chair of the meeting.
2. Election of one or two persons to attest the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Determination as to whether the meeting has been duly convened.

6. Presentation of the annual report and the auditors' report and the consolidated financial statements and the auditors' report for the group.
7. Resolution:
 - (a) regarding the adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet;
 - (b) regarding allocation of the company's result according to the adopted balance sheet;
 - (c) regarding discharge from liability for the members of the Board of Directors and the CEO.
8. Determination of the
 - (a) number of members of the Board of Directors; and
 - (b) number of auditors.
9. Determination of fees for
 - (a) members of the Board of Directors; and
 - (b) auditors.
10. Election of the members of the Board of Directors
 - (a) Anders Gersel Pedersen (re-election);
 - (b) Andreas Eggert (re-election);
 - (c) Eva Nilsagård (re-election);
 - (d) Hilary Malone (re-election);
 - (e) Mats Blom (re-election); and
 - (f) Peter Nicklin (new election).
11. Election of the chair of the Board of Directors.
12. Election of auditors.
13. Proposal regarding principles for appointing the Nomination Committee.
14. Presentation of the Board of Directors' remuneration report for approval.
15. Proposal regarding guidelines for executive remuneration.
16. Proposal regarding the amendment of the articles of association.
17. Proposal to adopt a long-term incentive program based on performance-based share rights for employees at Hansa Biopharma.
 - (a) Proposal to adopt the Share Rights Program 2022.
 - (b) Proposal regarding authorization for the Board of Directors to issue new class C shares, authorization to repurchase issued class C shares, transfer of own ordinary shares to participants in the programs and the market.
 - (c) Proposal on equity swap arrangements with third parties.
18. Proposal to adopt a long-term incentive program based on employee stock options for employees at Hansa Biopharma.
 - (a) Proposal regarding the adoption of Option Program 2022.
 - (b) Proposal regarding authorization for the Board of Directors to issue new class C shares, authorization to repurchase issued class C shares, transfer own ordinary shares to participants in the programs and the market.
 - (c) Proposal on equity swap arrangements with third parties.
19. Proposal regarding resolution on authorization for the Board of Directors to resolve on new issue of ordinary shares and warrants and/or convertibles.
 - (a) Main proposal.
 - (b) Alternative proposal.

The Nomination Committee's proposals

The Nomination Committee's proposals for election of chair to the meeting, members of the Board of Directors, chair of the Board of Directors, auditor and determination of fees (items 1 and 8-12)

The Nomination Committee, composed of Laura Feinleib (temporary replacement for Natalie Berner and representing Redmile Group), Lotta Sjöberg (representing Handelsbanken Fonder), and Jannis Kitsakis (representing AP4), has submitted the following proposals for resolution:

- Dain Hård Nevonen, member of the Swedish Bar Association, from Advokatfirman Vinge or, in case of his impediment, the person instead appointed by the Board of Directors, is proposed to be elected chair of the Annual General Meeting (item 1).
- The Board of Directors is proposed to consist of six (6) directors and no deputy directors (item 8 (a)).
- One registered accounting firm is proposed to be appointed auditor with no deputy auditors (item 8 (b)).
- Remuneration to the Board of Directors is proposed to remain unchanged and to amount to SEK 900,000 to the chair of the Board of Directors and SEK 300,000 each to the other members of the Board of Directors. The remuneration to the chair of the Audit Committee should be SEK 150,000 and SEK 75,000 to each other member in the Audit Committee, SEK 40,000 to the chair of the Remuneration Committee and SEK 25,000 to each other member in the Remuneration Committee, SEK 25,000 to each member in the Scientific Committee and USD 20,000 to the chair of the U.S. Committee (item 9 (a)).
- Audit fee is proposed to be in accordance with approved account (item 9 (b)).
- Re-election of members of the Board of Directors Anders Gersel Pedersen, Andreas Eggert, Eva Nilsagård, Hilary Malone and Mats Blom and election of Peter Nicklin as a new member of the Board of Directors, all for the time until the end of the next Annual General Meeting (items 10 (a) – (g)). Ulf Wiinberg is not standing for re-election. Peter Nicklin is proposed to be elected as chair of the Board of Directors for the time until the end of the next Annual General Meeting (item 11).
- Re-election of the auditor KPMG AB. If re-elected, KPMG AB has informed that Stefan Lundberg will be the principal auditor for the period until the end of the next Annual General Meeting. The proposal is in accordance with the Audit Committee's recommendation (item 12).

Information on the proposed new member of the Board of Directors

Peter Nicklin

Peter Nicklin (born 1963, German and British citizen) is currently chairman of the boards of Versantis AG, Sciensus Ltd (previously Healthcare at Home), and Tunstall Group Ltd. Peter has significant experience in leading global teams in large and mid-size companies within life-science. He was recently CEO at Amann Girrbach leading the business through its successful ownership change and has held global senior / executive positions at Baxter, Bayer Healthcare, Novartis Pharma and Bristol Myers Squibb. Peter has also been advisor to several medtech and bio-pharma companies based both in the U.S. and the EU. Peter is qualified as a Chartered Accountant and holds a bachelor's degree in finance from the University of Lancaster. Whilst having spent significant time working across the globe, Peter now lives in Europe.

Peter is independent of Hansa Biopharma and its senior management and is independent of major shareholders of Hansa Biopharma. Peter does not hold shares in Hansa Biopharma.

Information regarding the individuals proposed by the nomination committee for re-election is available at the company's webpage, www.hansabiopharma.com.

The Nomination Committee's proposal for resolution regarding principles for appointing the Nomination Committee (item 13)

The Nomination Committee proposes that the Annual General Meeting resolves that the principles for appointing the Nomination Committee shall be left essentially unchanged from the previous year, which are those described below:

The Nomination Committee shall consist of representatives for the three largest, in terms of votes, registered shareholders per August 31, 2022. Should such shareholder not wish to appoint a member, the largest shareholder, in terms of votes, thereafter shall be invited to appoint a member in the Nomination Committee until three members have been appointed. The names of the members of the Nomination Committee shall be made public no later than six months prior to the Annual General Meeting of 2023. The Nomination Committee shall appoint the member representing the largest shareholder as chair, unless the Nomination Committee decides otherwise. The term of office for the Nomination Committee shall be until a new Nomination Committee has taken office.

Should any of the members of the Nomination Committee, before the assignment of the Nomination Committee has been fulfilled, resign or no longer represent the shareholder who appointed that member, such a member be replaced by a new member appointed by that shareholder. Should any shareholder not represented in the Nomination Committee be larger, in terms of votes, than any other shareholder represented in the Nomination Committee, the larger shareholder

in terms of votes shall be entitled to appoint a member to the Nomination Committee, whereby the member representing the smallest, in terms of votes, shareholder shall leave the Nomination Committee. Unless there are special circumstances, no changes shall be made in the composition of the Nomination Committee if there are only marginal changes in the number of votes held or if the change occurs later than three months before the next Annual General Meeting.

The Nomination Committee shall be entitled to charge the company for costs of e.g. recruitment consultants and other consultants that are necessary for the Nomination Committee to be able to fulfil its assignment. Further, the Nomination Committee is authorized to co-opt additional members, if deemed appropriate, however, any such co-opted member shall not be entitled to vote. The members of the Nomination Committee shall not be entitled to any remuneration from the company for their work. The Nomination Committee shall present proposals for the chair of the meeting, board members, chair of the Board of Directors, remuneration to the board, auditors, remuneration to the auditors and the principles for the Nomination Committee before the Annual General Meeting 2023.

The Nomination Committee shall follow the assignments set out in the Swedish Corporate Governance Code.

The Board of Directors' proposals

Election of one or two persons to attest the minutes (item 2)

Jannis Kitsakis (AP4), or if he is prevented, the person instead appointed by the Board of Directors is proposed to be elected to approve the minutes of the Annual General Meeting together with the Chair. The task of approving the minutes of the Annual General Meeting also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the Annual General Meeting.

Resolution regarding allocation of the company's result (item 7(b))

The Board of Directors proposes that the distributable assets available at the Annual General Meeting's disposal shall be carried forward and that no dividend shall be paid.

Proposal regarding guidelines for executive remuneration (item 15)

The Board of Directors proposes that the Annual General Meeting resolves to adopt guidelines for executive remuneration in accordance with the following.

The senior executives, the CEO and members of the executive committee, fall within the provisions of this policy. To the extent a board member conducts work for the Company, in addition to the board work, consulting fees and other compensation for such work may be paid. The policy is forward looking, i.e. applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the policy by the Annual General Meeting in 2022.

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel, consequently, it is necessary that the company offers market competitive remuneration.

For information regarding Hansa Biopharma's strategic priorities, please visit <https://hansabiopharma.com/this-is-hansa/our-commitment/>

For information regarding Hansa Biopharma's equity story, please visit <https://investors.hansabiopharma.com/English/our-equity-story/default.aspx>

Long-term (share-based) incentive programs have been implemented in the company. Such programs have been resolved by the general meeting and are therefore excluded from these guidelines. The program includes, among others, the CEO and other senior executives in the company. The performance criteria used to assess the outcome of the plans are distinctly linked to the business strategy and thereby to the company's long-term value creation, including its sustainability.

For more information regarding these incentive programs, including the criteria which the outcome depends on, please see <https://hansabiopharma.com/this-is-hansa/corporate-governance/>.

This policy enables the company to offer senior executives a competitive remuneration. The remuneration shall be on market terms and may consist of the following components: fixed base salary, variable cash remuneration (including STI), pension benefits and other benefits. The components, their purpose and link to the company's business strategy are described below.

The decision-making process to determine, review and implement the policy

The Board of Directors has established a Committee within the Board (the Remuneration Committee), with the tasks of preparing, within the Board of Directors, the policy for remuneration for senior executives. The Board of Directors shall propose a revised policy at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for senior executives, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. The members of the Remuneration Committee are independent of the company and its executive management.

Unless otherwise stated herein, the Board of Directors shall resolve on matters regarding remuneration and employment provisions for all other senior executives. The CEO may decide upon Variable Cash Remuneration, including STI, for the other senior executives. The Remuneration Committee and the CEO, as applicable, shall continuously report to the Board of Directors. The CEO and the other senior executives shall not be present when their respective remuneration terms are decided.

Additionally, the general meeting may – irrespective of this policy – resolve on, among other things, share-related or share price-related remuneration.

Fixed Base Salary

Purpose and link to strategy	Supports the attraction and retention of the best talent. Ensures competitiveness while controlling fixed costs to maximise efficiency.
Operational Details	<ul style="list-style-type: none">• Normally reviewed annually and increases will usually be effective from 1 April or following a change in responsibilities.• The Remuneration Committee will consider, among other things, the following parameters when reviewing fixed base salary:<ul style="list-style-type: none">- Economic and salary conditions and trends.- The individual's performance and responsibilities.- Base salaries and total remuneration at other companies that operate in the same markets, typically benchmarked against similar roles.

Variable Cash Remuneration

A portion of the total remuneration for the senior executives are linked to business performance so that total remuneration will increase or decrease in line with performance, thus promoting the company's business strategy and long-term interests (see "Annual Short-Term Incentive (STI)" below).

For retention or recruitment purposes or extraordinary performance beyond the individual's ordinary tasks the Remuneration Committee, based on proposal of CEO, may, on an individual basis, decide on an additional variable cash remuneration. Such remuneration may not exceed an annual amount corresponding to 30 percent of the total fixed annual cash salary and may not be paid more than once each year per individual.

Annual Short-Term Incentive (STI)

Purpose and link to strategy	To incentivise and create focus on the delivery of corporate objectives and strategic criteria.
Operational Details	<ul style="list-style-type: none"> • The performance criteria, weighting and targets for the corporate objectives are to be proposed by the Remuneration Committee annually, evaluated and approved by the Board of Directors. Stretched targets shall be set by reference to the company's operating plan and historical and projected performance. • The performance criteria, weighting and targets for the individual objectives are to be proposed, evaluated and approved annually by the CEO as manager for members of the executive committee or, if it is not the CEO, then the respective manager for such members of the executive committee, and for the CEO the Remuneration Committee. • The outcome of criteria for awarding STI is to be measured over a period of one year and depend on the degree of fulfilment of predetermined targets. • The Board of Directors shall have the possibility, under applicable law or contractual provisions, subject to the restrictions that may apply under law or contract, to reclaim in whole or in part STI paid on incorrect grounds (claw-back).
Opportunity Levels	<p>The maximum opportunity for STI can amount up to max 75 percent of fixed base salary.</p> <p>The Remuneration Committee shall have the possibility to review the opportunity levels in order to ensure market competitiveness.</p>
Performance criteria	<p>The STI plan awards shall be based on corporate objectives and individual objectives and be linked to predetermined and measurable criteria.</p> <p>The criteria shall be designed so as to contribute to the company's business strategy and long-term interests.</p> <p>For financial objectives, the evaluation shall be based on the latest financial information made public by the company.</p>
Pension Benefits	
Purpose and link to strategy	Provide competitive and cost-effective pension benefits.
Operational Details	<p>Pension benefits shall be defined contribution (premium defined) unless the individual concerned is subject to defined benefit pension under mandatory collective agreement provisions.</p> <ul style="list-style-type: none"> • Variable cash remuneration shall not qualify for pension benefits unless the executive officer is part of mandatory collective agreed provisions where this is stipulated. • Early retirement may be offered selectively and only after a special decision by the Remuneration Committee, with a defined contribution early retirement scheme. • For executive officers governed by rules other than Swedish, pension benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of this policy.
Opportunity Levels	<ul style="list-style-type: none"> • The pension premiums for defined contribution pension shall amount to not more than 30 percent of the fixed base salary.
Other Benefits	
Purpose and link to strategy	Provide competitive and cost-effective benefits.

Operational Details

- Other benefits may include but is not limited to life insurance, survivor benefit, accidental death and disability insurance, medical insurance/cover (Sw.: *sjukvårdsförsäkring*), and a company car or car allowance.
- For executive officers governed by rules other than Swedish, benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of this policy.
- Executive officers who are international assignees (for example expatriates) to or from Sweden may receive additional remuneration and other benefits to the extent reasonable in light of the special circumstances associated with the international assignment arrangement, taking into account, to the extent possible, the overall purpose of this policy.

Opportunity Levels

Other benefits may amount to not more than 10 percent of the fixed annual cash salary and shall be set at a level which the Remuneration Committee considers to:

- provide the relevant level of benefit depending on role and the individual circumstances,
- be in line with comparable roles in companies with similar size and complexity in the relevant market, and
- be appropriate compared to the benefits offered to the wider workforce in the relevant market.

Termination of employment

Details

- If notice of termination of employment is made by the company:
 - The notice period may not exceed six months.
 - Fixed cash salary during the period of notice and severance pay may together not exceed an amount equivalent to the fixed cash salary for 18 months for the CEO, i.e. 6 + 12 months.
 - Fixed cash salary during the period of notice and severance pay may together not exceed an amount equivalent to the fixed cash salary for 6 months, and in exceptional cases, 12 months for the other senior executives.
- When termination is made by the senior executive the period of notice may not exceed six months. No severance pay will be paid.
- Repatriation – If the senior executive is an international assignee the company may reimburse reasonable cost for the repatriation of good leavers, taking into account, to the extent possible, the overall purpose of this policy.

For senior executives governed by rules other than Swedish, payments in connection with termination may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of this policy.

Salary and employment conditions for employees

In the preparation of the Board of Directors' proposal for this remuneration policy, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time.

Derogation from the policy

The Board of Directors may temporarily resolve to derogate from the policy, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the policy.

Description of material changes to the guidelines and how the views of shareholders' have been taken into consideration

In order to drive the business outcomes through a tailored employee incentive program that balances individual achievement and organisational contribution it is proposed that the performance criteria for the "Annual Short-Term Incentive ("STI") shall include both corporate and individual objectives. Furthermore, it is proposed that the performance criteria, weighting and targets for the individual objectives under the STI are to be proposed, evaluated and approved annually by the CEO as manager for members of the executive committee or, if it is not the CEO, then the respective manager for such members of the executive committee, and for the CEO the Remuneration Committee. The proposed adjustments have been reflected in these guidelines which will be subject to the shareholders' approval at the annual general meeting 2022.

During 2021, neither the Remuneration Committee nor the Board of Directors received any comments or questions from the shareholders on the remuneration guidelines adopted at the annual general meeting 2021.

Proposal regarding the amendment of the articles of association (item 16)

The Board of Directors proposes that the Annual General Meeting resolves that a new § 14, with the wording set out below, is included in the Articles of Association, subject to the U.S. Securities and Exchange Commission declaring the registration statement on Form F-1 relating to a potential initial public offering of American Depositary Shares in the U.S. representing common shares in Hansa Biopharma effective. The proposal entails, subject to the mentioned condition being fulfilled, that the Articles of Association will set out the forum for resolving certain U.S. securities related complaints.

§ 14

Without any infringement on Swedish forum provisions and without applying Chapter 7, Section 54 of the Swedish Companies Act (2005:551), the federal district courts of the United States of America shall be the sole and exclusive forum for resolving any complaint asserting a cause of action arising under the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder, unless the Company consents in writing to the selection of an alternative forum.

Proposal for a long-term incentive program 2022 (item 17 - 18)

The Board of Directors proposes that the Annual General Meeting resolves to adopt a long-term incentive program for employees at Hansa Biopharma ("LTIP 2022"). LTIP 2022 includes two elements; one performance-based share rights program (item 17), and one employee stock option program (item 18). LTIP 2022 is generally structured in line with the previously adopted and outstanding incentive programs approved by the annual general meetings held 2018, 2019, 2020 and 2021 (the "Outstanding Incentive Programs"). For a description of the Outstanding Incentive Programs, please refer to the company's Annual Report for 2021, pages 95-100 (Eng. version), and the company's webpage, www.hansabiopharma.com. In addition to the described incentive programs, there are no other long-term incentive programs in Hansa Biopharma.

Proposal to adopt a long-term incentive program based on performance-based share rights for employees at Hansa Biopharma (item 17)

The Board of Directors proposes that the Annual General Meeting resolves to adopt a long-term incentive program based on performance-based share rights for employees of the Hansa Biopharma group, within the framework of LTIP

2022, (the “**Share Rights Program 2022**”) in accordance with item 17(a). The decision to adopt the Share Rights Program 2022 in accordance with item 17(a) shall further be conditional upon that the general meeting resolves on hedging measures in accordance with item 17(b) or, if the majority required for resolution in accordance with item 17(b) is not met, in accordance with the proposal according to item 17(c) below.

Proposal to adopt the Share Rights Program 2022 (item 17(a))

The program in brief

The Share Rights Program 2022 is proposed to include the CEO, the broader leadership team and other key employees, meaning that a maximum of 45 individuals within the Hansa Biopharma group will be able to participate. Participants will be given the opportunity to receive ordinary shares free of charge within the framework of the Share Rights Program 2022, so-called “**Performance Shares**”, in accordance with the terms and conditions set out below.

Within the framework of the Share Rights Program 2022, the company may allot participants rights to Performance Shares which means that, subject to certain conditions being met, the right to receive a Performance Share free of charge (“**Share Rights**”).

The background and rationale for the proposal

The purpose of the Share Rights Program 2022 is to create the conditions for motivating and retaining competent employees within the Hansa Biopharma group and to increase the coherence between the employees’, shareholders’ and the company’s objectives, as well as to increase the motivation to reach and exceed the company’s financial and non-financial targets. The Share Rights Program 2022 has been designed so that the program includes both current and future senior executives and other key employees.

By offering Share Rights that are based on a combination of both, share price development and strategic goals, the participants are premised for increased shareholder value/value-creating measures. The Share Rights Program 2022 also rewards employees’ continued loyalty and thus the long-term value growth of the company. Further, the Board of Directors considers that the Share Rights Program 2022 will have a positive effect on the future development of the Hansa Biopharma group and will consequently be beneficial for both the company and its shareholders.

Terms and conditions

A Share Right may be exercised provided that the participant, with certain exceptions, from the start date of the Share Rights Program 2022 for each participant, up until and including the date three (3) years thereafter (the “**Vesting Period**”), is still employed by the Hansa Biopharma group. The last date for the start of the Share Rights Program 2022 shall be the day before the Annual General Meeting of Hansa Biopharma in 2023.

In addition to the requirement for the participant’s continued employment according to the above, the final number of Performance Shares that each participant is entitled to receive shall also be conditional upon the following performance conditions being met during the Vesting Period (together, the “**Performance Conditions**”):

- (i) 22 per cent of the Performance Shares in the event the U.S. FDA has approved imlifidase in the U.S. in any indication (“**Performance Condition 1**”),
- (ii) 11 per cent of the Performance Shares in the event that imlifidase has been approved, or a Marketing Authorization Application/Biologics License Application has been submitted, in any jurisdiction in an indication outside kidney transplant (“**Performance Condition 2**”),
- (iii) 11 per cent of the Performance Shares in the event that more than 80 per cent of the targeted transplantation centers in Europe had repeat business, i.e. used Idefix more than once (“**Performance Condition 3**”), and
- (iv) 56 per cent of the Performance Shares related to the total shareholder return (the return to shareholders through an increased share price and reinvestments of any dividends during the Vesting Period) on the company’s ordinary shares (“**Performance Condition 4**”).

The above distribution of the number of Performance Shares is based on a valuation of each instrument and corresponds to a value-based distribution of approximately 24 per cent to Performance Condition 1, 12 per cent to Performance Condition 2, 12 per cent to Performance Condition 3 and 52 per cent to Performance Condition 4, respectively. This entails that participants will be entitled to 22 per cent of the Performance Shares if Performance Condition 1 is achieved, 11 per cent of the Performance Shares if Performance Condition 2 is achieved and 11 per cent of the Performance Shares if Performance Condition 3 is achieved. In addition, participants will under Performance Condition 4 be entitled to 56 per cent of the Performance Shares if the total shareholder return for the company's ordinary share during the Vesting Period reaches or exceeds 75 per cent. If the total shareholder return during the Vesting Period is less than 25 per cent, no allotment of Performance Shares will be made under Performance Condition 4. In between the percentages, allotment will be made linearly. The baseline for assessing the total shareholder return under Performance Condition 4 should be the volume weighted average share price during the 30 trading days immediately preceding the respective allotment of the Share Rights, (the "**TSR Baseline**"). In the event that the Performance Conditions, after the initial allotment, are not considered to be relevant incentives for Share Rights allotted in subsequent allocations under the program, these Performance Conditions may be replaced by other strategic goals for the company and further that the TSR Baseline may be the same as for the initial allocation.

The Share Rights shall, in addition to what is set out above, be governed by the following terms and conditions:

- Share Rights are allotted free of charge no later than the day before the Annual General Meeting 2023.
- Share Rights vest during the Vesting Period.
- Share Rights may not be transferred or pledged.
- Each Share Right entitles the participant to receive one Performance Share free of charge after the end of the Vesting Period (with certain exceptions where the Vesting Period may be accelerated) if the participant, with certain exceptions, is still employed by the Hansa Biopharma group by the end of the Vesting Period.
- In order to align the interests of the participant and the shareholders', the company will also compensate the participants for dividends paid by increasing the number of Performance Shares that each Share Right entitle to after the Vesting Period.

Preparation of the program, design and administration

The Board of Directors, or a special committee set up by the board, shall be responsible for preparing the detailed design and administration of the terms and conditions of the Share Rights Program 2022, in accordance with the presented terms and guidelines including provisions on recalculation in the event of an in-between bonus issue, share split, rights issue and/or similar measures. In connection therewith, the Board of Directors shall be entitled to make adjustments to meet specific foreign regulations or market conditions. The Board of Directors shall also be entitled to make other adjustments if significant changes occur in the Hansa Biopharma group or in its environment that would result in that the adopted terms for the Share Rights Program 2022 no longer fulfils their objectives or the rationale for the proposal including, inter alia, that adjustments may be decided with respect to the terms and conditions for measuring performance, and the basis for such calculation.

Allotment of Share Rights

The participants are divided into different categories and, in accordance with the above, the Share Rights under the Share Rights Program 2022 may be allotted to the following participants in the different categories:

Category	Maximum number of persons	Maximum number of Share Rights	Maximum number of Share Rights per person in the category
CEO	1	80,000	80,000
Others	44	544,615	50,000

In total, no more than 624,615 Share Rights may be allotted.

Delivery of Performance Shares and hedging arrangements

The Board of Directors has considered different methods for transfer of ordinary shares under the Share Rights Program 2022 in order to implement the program in a cost-effective and flexible manner and to limit dilution. The Board of Directors has found and therefore propose the structure including class C shares that have been implemented for the Outstanding Incentive Programs is the best option. The Board of Directors therefore proposes that the Annual General Meeting resolves in accordance with item 17(b) below, to authorize the Board of Directors to resolve to issue and repurchase class C shares which, after reclassification to ordinary shares, may be transferred to participants and be sold to cover social costs. If the majority required for resolution in accordance with item 17(b) is not met, the Share Rights Program 2022 shall instead be hedged through a resolution to conclude an equity swap-agreement, in accordance with the Board of Director's proposal under item 17(c) below.

Scope and costs for the Share Rights Program 2022

The Share Rights Program 2022 will be reported in accordance with IFRS 2, which means that the Share Rights will be expensed as non-cash personnel costs over the Vesting Period. The costs for the Share Rights Program 2022 is estimated to amount to SEK 21.8 million, excluding social contributions, accounted in accordance with IFRS 2 based on the following assumptions: (i) that 624,615 Share Rights are allotted, (ii) that the volume-weighted average share price at the beginning of the Share Rights Program 2022 is SEK 56 per ordinary share, (iii) that the performance conditions are fully met, and (iv) an estimated annual turnover of personnel of 5 per cent. Based on the same assumptions as above, and subject to social contributions of approximately 30 per cent and a share price increase of 75 per cent from the start of the Share Rights Program 2022 until the participants are allotted shares, the costs for social contributions are estimated to amount to SEK 15.7 million. The total cost in accordance with IFRS 2 for the Share Rights Program 2022, including social security costs, is therefore estimated at SEK 12.5 million per year over the Vesting Period, based on the same assumptions as above.

Dilution and effects on key ratios

Upon maximum allotment of Share Rights and provided that (i) the hedging arrangements in accordance with item 17(b) below are adopted, it is estimated that not more than 624,615 ordinary shares will be allotted to participants under the Share Rights Program 2022, and that 187,385 ordinary shares will be used to secure social contributions arising as a result of the Share Rights Program 2022 from already existing C-shares, the incremental dilution effect would amount to approximately 1.3 per cent of the total number of ordinary shares in the company.

Given the above assumptions regarding scope and costs, and under the assumption that the Share Rights Program 2022 was introduced in 2020, it is estimated that the key figure earnings per share for full year 2021 would have decreased from SEK -12.33 to approximately SEK -12.61.

The preparation of the proposal

The Share Rights Program 2022 has been prepared by the company's Board of Directors and its Remuneration Committee in consultation with external advisors. The Share Rights Program 2022 has been discussed by the Board of Directors at meetings held in May 2022.

Proposal regarding authorization for the Board of Directors to issue new class C shares, authorization to repurchase issued class C shares, transfer own ordinary shares to participants in the programs and the market (item 17(b))

The resolutions under this item 17(b) regarding authorization for the Board of Directors to issue new class C shares, authorization to repurchase issued class C shares, transfer own ordinary shares to participants in the Share Rights Program 2022, the Option Program 2022 (as proposed and defined under item 18) and the Outstanding Incentive Programs as well as in the market are proposed to be passed as one resolution.

Authorization for the Board of Directors to issue class C shares

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, during the period until the Annual General Meeting 2023, on one or more occasions, to increase the company's share capital by not more than SEK 624,615 by the issue of not more than 624,615 class C shares, each with a quota value of SEK

one (1). With deviation from the shareholders' pre-emption rights, the participating bank shall be entitled to subscribe for the new class C shares at a subscription price corresponding to the quota value of the shares. The purpose of the authorization and the reason for the deviation from the shareholders' pre-emption rights in connection with the issue of shares is to ensure delivery of shares to employees under the Share Rights Program 2022, the Option Program 2022 and/or the Outstanding Incentive Programs, as well as to secure potential social contributions arising as a result of the Share Rights Program 2022, the Option Program 2022 and/or the Outstanding Incentive Programs.

Authorization for the Board of Directors to repurchase class C shares

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, during the period until the Annual General Meeting 2023, on one or more occasions, to repurchase class C shares. The repurchase may only be effected through an offer directed to all holders of class C shares and shall comprise all outstanding class C shares. Repurchases shall be effected at a purchase price corresponding to the quota value of the share. Payment for the acquired class C shares shall be made in cash. The purpose of the proposed repurchase authorization is to ensure delivery of shares to participants in the Share Rights Program 2022, the Option Program 2022 and/or the Outstanding Incentive Programs in accordance with the adopted terms and conditions and in order to secure possible social contributions arising as a result of the Share Rights Program 2022, the Option Program 2022 and/or the Outstanding Incentive Programs.

Resolution to transfer own ordinary shares

The Board of Directors proposes that the Annual General Meeting resolves that the class C shares that the company purchases by virtue of the authorization to repurchase its own class C shares in accordance with the proposal under this item 17(b) and class C shares issued pursuant to the proposal in item 18(b) as well as the class C shares currently held by the Company, following reclassification into ordinary shares, amounting to a total maximum of 2,712,678 ordinary shares (for avoidance of doubt, in total under the resolution to transfer own ordinary shares pursuant to this proposal and the proposal under item 18(b)), may be transferred free of charge to participants in the Share Rights Program 2022, the Option Program 2022, if approved, and/or to participants in the Outstanding Incentive Programs, in accordance with the approved terms and conditions, as well as be transferred on Nasdaq Stockholm, including through a financial intermediary, at a price within the registered price range at the relevant time, to cover any social contributions in accordance with the terms and conditions of the Share Rights Program 2022, the Option Program 2022, if approved, and/or to participants in the Outstanding Incentive Programs. The number of shares to be transferred is subject to recalculation in the event of a bonus issue, split, rights issue and/or other similar events.

Proposal on equity swap arrangements with third parties (item 17(c))

In the event that the required majority for item 17(b) above cannot be achieved, the Board of Directors proposes that the Annual General Meeting resolves to hedge the Share Rights Program 2022 by allowing Hansa Biopharma to enter into equity swap arrangements with third parties on market terms, where the third party in its own name will be able to acquire and transfer ordinary shares in Hansa Biopharma to the participants.

Proposal to adopt a long-term incentive program based on employee stock options for employees at Hansa Biopharma (item 18)

The Board of Directors proposes that the Annual General Meeting resolves to adopt a long-term incentive program for employees of the Hansa Biopharma group, within the framework of LTIP 2022, ("**Option Program 2022**") in accordance with items 18(a) below. The decision to adopt the Option Program 2022 in accordance with item 18(a) shall further be conditional upon that the general meeting resolves on hedging measures in accordance with item 18(b) or, if the majority required for resolution in accordance with item 18(b) is not met, in accordance with the proposal according to item 18(c) below.

Proposal regarding the adoption of Option Program 2022 (item 18(a))

The program in brief

The Option Program 2022 consist of employee stock options that can be allotted to the CEO, other senior executives and key employees, limited to a total maximum of 15 employees within the Hansa Biopharma group. The employee stock options have a vesting period of three (3) years (the “**Vesting Period**”), after which the holder is entitled to exercise the options for ordinary shares during a period of three (3) years in accordance with the terms and conditions set out below. The last day for allotment under the Option Program 2022 shall be the day before the Annual General Meeting for Hansa Biopharma 2023.

The background and rationale for the proposal

The purpose of the Option Program 2022 is to create the conditions for motivating and retaining competent employees within the Hansa Biopharma group and to increase the coherence between the employees', shareholders' and the company's objectives, as well as to increase the motivation to reach and exceed the company's financial and non-financial targets. The Option Program 2022 has been designed so that the program includes both current and future senior executives.

By offering options that are based on the share price development, the participants are premiered for increased shareholder value. The Option Program 2022 also rewards employees' continued loyalty and thus the long-term value growth of the company. Further, the Board of Directors considers that the Option Program 2022 will have a positive effect on the future development of the Hansa Biopharma group and will consequently be beneficial for both the company and its shareholders.

Terms and conditions

The company may allot employee stock options to the CEO, other senior executives and key employees. Each option entitles the participant to acquire one share in Hansa Biopharma in accordance with the following terms and conditions:

- The employee stock options will be allotted free of charge.
- Allotment requires that an acquisition of employee stock options can take place legally and that, according to the Board of Director's assessment, it can be carried out with reasonable administrative and financial efforts. The last day for allotment of employee stock options shall be the day before the Annual General Meeting 2023.
- The employee stock options carry a Vesting Period of three (3) years from the time when allotment to the participants has taken place. The employee stock options entitle, after vesting in accordance with the terms and conditions including, with certain exceptions, that the participant is still employed throughout the Vesting Period, the participant to subscribe for shares during a three (3) year period following vesting.
- The participant must, with certain exceptions, be employed within the group when the participant acquires shares on the basis of the Option Program 2022. For terminated employees acquisition of shares must occur within three (3) months of notice of termination.
- Each employee stock option that is transferred entitles the participant to acquire one share in the company at an exercise price corresponding to 125 per cent of the volume-weighted average share price during the 30 trading days immediately preceding the respective allotment of the employee stock options (the “**Exercise Price**”). In the event that the Exercise Price, after the initial allotment, is not considered to be appropriate for stock options allotted in subsequent allocations under the program, the Exercise Price may be decided to be the same as for the initial allocation.
- The Option Program 2022 shall be settled by using a net share-settlement method, as further described below.
- The employee stock options shall not constitute securities and may not be transferred or pledged.
- The exercise price for employee stock options, determined as set out above, shall be rounded to the nearest SEK 0.10, whereby SEK 0.05 shall be rounded downwards. The exercise price and the number of shares that each employee stock option entitles to subscription for shall be recalculated in the event of a split, consolidation, new share issue and/or similar measures in accordance with market practice.

Preparation of the program, design and administration

The Board of Directors, or a special committee set up by the Board of Directors, shall be responsible for preparing the detailed design and administration of the terms and conditions of the Option Program 2022, in accordance with the

presented terms and guidelines including provisions on recalculation in the event of an in-between bonus issue, share split, rights issue and/or similar measures. In connection therewith, the Board of Directors shall be entitled to make adjustments to meet specific foreign regulations or market conditions. The Board of Directors shall also be entitled to make other adjustments if significant changes occur in the Hansa Biopharma group or in its environment that would result in that the adopted terms for the Option Program 2022 no longer fulfils their objectives or the rationale for the proposal.

Allocation of employee stock options

The right to receive employee stock options shall accrue to the CEO, senior executives and key employees, current and future, within the limits outlined in below table:

Category	Maximum number of persons	Maximum number of employee stock options	Maximum number of employee stock options per person within the category
CEO	1	120,000	120,000
Other senior executives and key employees	14	332,307	70,000

In total, not more than 452,307 employee stock options may be allotted.

Board members shall not be eligible to participate in the Option Program 2022.

Net share-settlement method for Option Program 2022

The Option Program 2022 shall be settled by using a net share-settlement method ("**Net share-settlement**"). The Net share-settlement entails that stock options are settled by delivering a number of shares corresponding to the Stock Option Value (as defined below) to the participants free of charge without any payment of the exercise price. The number of shares to be delivered is calculated by deducting the exercise price of the exercised options from the prevailing share price of the Hansa Biopharma common shares on the stock market at the time of exercise ("**Market Price**") (the "**Stock Option Value**") and dividing the Stock Option Value with the Market Price.

Illustrative example of Net share-settlement

A participant in Option Program 2022 holds 100 stock options with Market Price of the common shares of SEK 75 and Exercise Price of SEK 50. The difference between the Market Price and the Exercise Price is SEK 25 per option ("**Stock Option Value**"). Instead of the participant paying the Exercise Price (number of stock options (100) multiplied by the Exercise Price (SEK 50)) and the company delivering 100 shares worth 75 SEK each (Market Price), the company would use Net-settlement by delivering shares in an amount corresponding to the Stock Option Value divided with the Market Price $((25 \cdot 100) / 75)$ – i.e. the company would deliver 33.33 shares meaning 33 shares and SEK 25 in cash.

Scope and costs for the Option Program 2022

The Option Program 2022 will be reported in accordance with IFRS 2, which means that the option rights will be expensed as non-cash personnel costs over the Vesting Period. Costs related to the employee stock options are estimated to amount to SEK 7.2 million, excluding social contributions, accounted in accordance with IFRS 2 based on the following assumptions: (i) that 452,307 employee stock options are allotted, (ii) that the volume-weighted average share price, at the beginning of the Option Program 2022, is SEK 56 per ordinary share, and (iii) an estimated annual turnover of personnel of 5 per cent. Based on the same assumptions as above, and subject to social contributions of 30 per cent, and a share price increase of 75 per cent from the start of the Option Program 2022 until the employee stock options are exercised, the costs for social contributions are estimated to amount to SEK 3.3 million. The total cost in accordance with IFRS 2, including social security costs, is therefore estimated at SEK 3.5 million per year over the Vesting Period, based on the same assumptions as above.

Dilution and effects on key ratios

Upon maximum allotment of employee stock options and provided that (i) the hedging arrangements in accordance with item 18(b) below are adopted, it is estimated that not more than 226,154 ordinary shares will be allotted to participants under the Option Program 2022 using the Net-share-settlement, and that 67,846 ordinary shares will be used to secure social contributions arising as a result of the Option Program 2022 from already existing C-shares, which would entail an incremental dilution effect of approximately 0.5 per cent of the total number of ordinary shares in the company.

Given the above assumptions regarding scope and costs, and that Option Program 2022 was introduced in 2020 instead, it is estimated that the key figure earnings per share for full year 2021 would have decreased from SEK -12.33 to approximately SEK -12.41.

The preparation of the proposal

Option Program 2022 has been prepared by the company's Board of Directors and its Remuneration Committee in consultation with external advisors. Option Program 2022 has been discussed by the Board of Directors at meetings held in May 2022.

Proposal regarding authorization for the Board of Directors to issue new class C shares, authorization to repurchase issued class C shares, transfer own ordinary shares to participants in the programs and the market (item 18(b))

The resolutions under this item 18(b) regarding authorization for the Board of Directors to issue new class C shares, authorization to repurchase issued class C shares, transfer own ordinary shares to participants in the Option Program 2022, the Share Rights Program 2022 and the Outstanding Incentive Programs as well as in the market are proposed to be passed as one resolution.

Authorization for the Board of Directors to issue class C shares

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, during the period until the Annual General Meeting 2023, on one or more occasions, to increase the company's share capital by not more than SEK 226,154 by the issue of not more than 226,154 class C shares, each with a quota value of SEK one (1). With deviation from the shareholders' pre-emption rights, the participating bank shall be entitled to subscribe for the new class C shares at a subscription price corresponding to the quota value of the shares. The purpose of the authorization and the reason for the deviation from the shareholders' pre-emption rights in connection with the issue of shares is to ensure delivery of shares to employees under the Option Program 2022, the Share Rights Program 2022 and/or the Outstanding Incentive Programs, as well as to secure potential social contributions arising as a result of the Option Program 2022, the Share Rights Program 2022 and/or the Outstanding Incentive Programs.

Authorization for the Board of Directors to repurchase class C shares

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, during the period until the Annual General Meeting 2023, on one or more occasions, to repurchase class C shares. The repurchase may only be effected through an offer directed to all holders of class C shares and shall comprise all outstanding class C shares. Repurchases shall be effected at a purchase price corresponding to the quota value of the share. Payment for the acquired class C shares shall be made in cash. The purpose of the proposed repurchase authorization is to ensure delivery of shares to participants in the Option Program 2022, the Share Rights Program 2022 and/or the Outstanding Incentive Programs in accordance with the adopted terms and conditions and in order to secure possible social contributions arising as a result of the Option Program 2022, the Share Rights Program 2022 and/or the Outstanding Incentive Programs.

Resolution to transfer own ordinary shares

The Board of Directors proposes that the Annual General Meeting resolves that the class C shares that the company purchases by virtue of the authorization to repurchase its own class C shares in accordance with the proposal under this item 18(b) and class C shares issued pursuant to the proposal in item 17(b) as well as the class C shares currently

held by the Company, following reclassification into ordinary shares, amounting to a total maximum of 2,712,678 ordinary shares (for avoidance of doubt, in total under the resolution to transfer own ordinary shares pursuant to this proposal and the proposal under item 17(b)), may be transferred free of charge to participants in the Option Program 2022, the Share Rights Program 2022, if approved, and/or to participants in the Outstanding Incentive Programs, in accordance with the approved terms and conditions, as well as be transferred on Nasdaq Stockholm, including through a financial intermediary, at a price within the registered price range at the relevant time, to cover any social contributions in accordance with the terms and conditions of the Option Program 2022, the Share Rights Program 2022, if approved, and/or to participants in the Outstanding Incentive Programs. The number of shares to be transferred is subject to recalculation in the event of a bonus issue, split, rights issue and/or other similar events.

Proposal on equity swap arrangements with third parties (item 18(c))

In the event that the required majority for item 18(b) above cannot be achieved, the Board of Directors proposes that the Annual General Meeting resolves to hedge the Option Program 2022 by allowing Hansa Biopharma to enter into equity swap arrangements with third parties on market terms, where the third party in its own name will be able to acquire and transfer ordinary shares in Hansa Biopharma to the participants.

Proposal regarding resolution on authorization for the Board of Directors to resolve on new issue of ordinary shares and warrants and/or convertibles (item 19)

Main proposal (item 19(a))

Hansa Biopharma is currently launching its lead asset, imlifidase for enabling kidney transplants in highly sensitized patients, in Europe and continues implementing efforts to potentially enable future regulatory approval and market access for this indication in other important markets while pursuing multiple pipeline building projects within transplantation, autoimmune diseases and gene therapy based on its validated technology platform. In this situation, it is important for the Company's ability to build and maximize shareholder value to have, and it is the purpose of the proposed authorization to provide, sufficient financial flexibility and a broad acting scope to the board of directors, in particular to match significant commercial and pipeline growth acceleration opportunities with the available financing mandate, provide flexibility to quickly respond to strategic opportunities such as partnerships or collaborations or to expand the shareholder constituency in certain investor markets or in connection with the listing of the shares on a U.S. stock exchange.

The Board of Directors proposes that the Annual General Meeting renews its previous authorization, which has not been used due to overall stock market conditions and to protect existing shareholders' interests, and resolves to authorize the Board of Directors to, until the next Annual General Meeting, on one or more occasions, decide upon issuances of new ordinary shares, issuance of warrants and/or convertibles. New issues of ordinary shares and issues of warrants and/or convertibles may occur with or without preferential rights for shareholders of the Company and may be made either in cash and/or by way of set-off or contribution in kind or otherwise on specific terms. The number of shares issued, or number of shares created in connection with exercise of warrants or conversion of convertibles, may not correspond to a dilution of more than 20 per cent of the total number of shares outstanding at the Annual General Meeting's resolution on the proposed authorization, after full exercise of the hereby proposed authorization.

Alternative proposal (item 19(b))

If the proposal in item 19(a) above does not get the required supportive votes from the Annual General Meeting to be passed, the Board of Directors proposes that it is given an authorization to issue new shares, warrants and/or convertibles corresponding to a dilution of not more than 10 per cent, on the same terms and conditions as stated above in item 19(a).

Majority requirements

Resolutions in accordance with items 16 and 19 above requires approval of at least two thirds (2/3) of the shares represented and votes cast at the Annual General Meeting. Resolutions in accordance with items 17(b) and 18(b) above requires approval of at least nine tenths (9/10) of both the votes cast and the shares represented at the Annual General Meeting.

Authorization

The CEO, or such person that the CEO may appoint, shall be authorized to make the minor adjustments in the resolutions adopted by the Annual General Meeting as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden.

Shareholders' right to request information

Shareholders are reminded of their right to request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*). A request for such information shall be made in writing to Hansa Biopharma AB (publ), att: Annual General Meeting, Box 785, SE-220 07 Lund, Sweden or via email to ir@hansabiopharma.com, no later than on June 20, 2022. Information relating to such requests will be made available at Hansa Biopharma AB (publ), Scheelevägen 22, SE-223 63 Lund, Sweden and on www.hansabiopharma.com no later than on June 25, 2022. The information will also be sent, within the same period of time, to shareholders who so request and state their address.

Shares and votes

At the time this notice was issued, the total number of shares in the company amounts to 46,335,361, of which 44,473,452 ordinary shares and 1,861,909 class C shares. All class C shares are held in treasury. The total number of votes in the company amounts to 44,659,642.9 of which the company holds 186,190.9 votes which may not be represented or voted for at the Annual General Meeting.

Documents

The annual report, the auditor's report, the remuneration report and other supporting documents for the Annual General Meeting, the proposal and motivated statement from the Nomination Committee as well as the statement from the auditor pursuant to Chapter 8 Section 54 of the Swedish Companies Act will be available to the shareholders at the company's office at Scheelevägen 22, SE-223 63 Lund, Sweden, and on the company's webpage www.hansabiopharma.com, no later than June 9, 2022, and will be sent to shareholders who so request and state their postal address.

Proxy forms for shareholders who would like to vote in advance through proxy are available at www.hansabiopharma.com.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's webpage www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

This is an in-house translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

Lund, May 2022
Hansa Biopharma AB (publ)
The Board of Directors

About Hansa Biopharma

Hansa Biopharma is a pioneering commercial-stage biopharmaceutical company on a mission to develop and commercialize innovative, lifesaving and life altering treatments for patients with rare immunological conditions. Hansa has developed a first-in-class immunoglobulin G (IgG) antibody cleaving enzyme therapy, which has been shown to enable kidney transplantation in highly sensitized patients. Hansa has a rich and expanding research and development program, based on the Company's proprietary IgG-cleaving enzyme technology platform, to address serious unmet medical needs in transplantation, autoimmune diseases, gene therapy and cancer. Hansa Biopharma is based in Lund, Sweden and has operations in Europe and the U.S. The Company is listed on Nasdaq Stockholm under the ticker HNSA. Find out more at <https://hansabiopharma.com>.

--ENDS--

For more information:

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NOTIFICATION OF ATTENDANCE AND FORM FOR ADVANCE VOTING

by postal voting in accordance with Section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations

To be submitted to Hansa Biopharma AB (publ) no later than June 29, 2022.

The shareholder below is hereby notifying the company of its participation and exercising the voting right for all of the shareholder's shares in Hansa Biopharma AB (publ), Reg. No. 556734-5359 at the Annual General Meeting on June 30, 2022. The voting right is exercised in accordance with the below marked voting options.

Name of the shareholder	Personal identity number/registration number
Telephone number	E-mail

Assurance (if the undersigned is a legal representative of a shareholder who is a legal entity): I, the undersigned, am a board member, the CEO or a signatory of the shareholder and solemnly declare that I am authorised to submit this advance vote on behalf of the shareholder and that the contents of the advance vote correspond to the shareholder's decisions

Assurance (if the undersigned represents the shareholder by proxy): I, the undersigned, solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked

Place and date
Signature
Clarification of signature

Instructions to vote in advance:

- Complete the shareholder information above
- Select the preferred voting options below
- Print, sign and send the form in original to Advokatfirman Vinge KB, Att: Anders Sundin Lundberg, Box 1703, 111 87 Stockholm, Sweden. A completed and signed form may also be submitted electronically and shall, in that case, be sent to hansabiopharma@vinge.se.
- If the shareholder votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form
- Please note that a shareholder whose shares have been registered in the name of a bank or securities institute must re-register its shares in its own name to vote. Instructions for this is included in the notice convening the meeting

A shareholder cannot give any other instructions than selecting one of the options specified at each point in the form. If a shareholder wishes to abstain from voting in relation to a matter, kindly refrain from selecting an option. A vote is invalid if the shareholder has provided the form with

specific instructions or conditions or if pre-printed text is amended or supplemented. One form per shareholder will be considered. If more than one form is submitted, the form with the latest date will be considered. The form latest received by the company will be considered if two forms are dated at the same date. An incomplete or wrongfully completed form may be discarded without being considered.

The form, together with any enclosed authorisation documentation, shall be provided to Hansa Biopharma no later than June 29, 2022. An advance vote can be withdrawn up to and including June 29, 2022 by contacting hansabiopharma@vinge.se.

For complete proposals for the items on the agenda, kindly refer to the notice convening the meeting and the proposals on Hansa Biopharma's webpage.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's webpage www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Annual General Meeting in Hansa Biopharma on June 30, 2022

The options below comprise the proposals submitted by the Board of Directors and the Nomination Committee which are included in the notice convening the Annual General Meeting.

1. Election of chair of the meeting Yes <input type="checkbox"/> No <input type="checkbox"/>
2. Election of one or two persons to attest the minutes. Jannis Kitsakis (AP4) Yes <input type="checkbox"/> No <input type="checkbox"/>
3. Preparation and approval of the voting list Yes <input type="checkbox"/> No <input type="checkbox"/>
4. Approval of the agenda Yes <input type="checkbox"/> No <input type="checkbox"/>
5. Determination as to whether the meeting has been duly convened Yes <input type="checkbox"/> No <input type="checkbox"/>
7(a) Resolution regarding the adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet Yes <input type="checkbox"/> No <input type="checkbox"/>
7(b) Resolution regarding allocation of the company's result according to the adopted balance sheet Yes <input type="checkbox"/> No <input type="checkbox"/>
7(c) Resolution regarding discharge from liability for the members of the Board of Directors and the CEO
7(c)(i) Ulf Wiinberg, chair of the Board of Directors Yes <input type="checkbox"/> No <input type="checkbox"/>
7(c)(ii) Anders Gersel Pedersen, member of the Board of Directors Yes <input type="checkbox"/> No <input type="checkbox"/>
7(c)(iii) Andreas Eggert, member of the Board of Directors Yes <input type="checkbox"/> No <input type="checkbox"/>
7(c)(iv) Birgit Stattin Norinder, member of the Board of Directors Yes <input type="checkbox"/> No <input type="checkbox"/>
7(c)(v) Eva Nilsagård, member of the Board of Directors Yes <input type="checkbox"/> No <input type="checkbox"/>
7(c)(vi) Hilary Malone, member of the Board of Directors Yes <input type="checkbox"/> No <input type="checkbox"/>
7(c)(vii) Mats Blom, member of the Board of Directors Yes <input type="checkbox"/> No <input type="checkbox"/>
7(c)(viii) Søren Tulstrup, CEO Yes <input type="checkbox"/> No <input type="checkbox"/>

8(a) Determination of the number of members of the Board of Directors Yes <input type="checkbox"/> No <input type="checkbox"/>
8(b) Determination of the number of auditors Yes <input type="checkbox"/> No <input type="checkbox"/>
9(a) Determination of fees for members of the Board of Directors Yes <input type="checkbox"/> No <input type="checkbox"/>
9(b) Determination of fees for auditors Yes <input type="checkbox"/> No <input type="checkbox"/>
10. Election of the members of the Board of Directors
10(a) Anders Gersel Pedersen (re-election) Yes <input type="checkbox"/> No <input type="checkbox"/>
10(b) Andreas Eggert (re-election) Yes <input type="checkbox"/> No <input type="checkbox"/>
10(c) Eva Nilsagård (re-election) Yes <input type="checkbox"/> No <input type="checkbox"/>
10(d) Hilary Malone (re-election) Yes <input type="checkbox"/> No <input type="checkbox"/>
10(e) Mats Blom (re-election) Yes <input type="checkbox"/> No <input type="checkbox"/>
10(f) Peter Nicklin (new election) Yes <input type="checkbox"/> No <input type="checkbox"/>
11. Election of the chair of the Board of Directors Peter Nicklin Yes <input type="checkbox"/> No <input type="checkbox"/>
12. Election of auditors Yes <input type="checkbox"/> No <input type="checkbox"/>
13. Proposal regarding principles for appointing the Nomination Committee Yes <input type="checkbox"/> No <input type="checkbox"/>
14. Presentation of the Board of Directors' remuneration report for approval Yes <input type="checkbox"/> No <input type="checkbox"/>
15. Proposal regarding guidelines for executive remuneration Yes <input type="checkbox"/> No <input type="checkbox"/>
16. Proposal regarding the amendment of the articles of association Yes <input type="checkbox"/> No <input type="checkbox"/>

17. Proposal to adopt a long-term incentive program based on performance-based share rights for employees at Hansa Biopharma
17(a). Proposal to adopt the Share Rights Program 2022 Yes <input type="checkbox"/> No <input type="checkbox"/>
17(b). Proposal regarding authorization for the Board of Directors to issue new class C shares, authorization to repurchase issued class C, to transfer of own ordinary shares to participants in the programs and the market Yes <input type="checkbox"/> No <input type="checkbox"/>
17(c). Proposal on equity swap arrangements with third parties Yes <input type="checkbox"/> No <input type="checkbox"/>
18. Proposal to adopt a long-term incentive program based on employee stock options for employees at Hansa Biopharma
18(a). Proposal regarding the adoption of Option Program 2022 Yes <input type="checkbox"/> No <input type="checkbox"/>
18(b). Proposal regarding authorization for the Board of Directors to issue new class C shares, authorization to repurchase issued class C shares, transfer own ordinary shares to participants in the programs and the market Yes <input type="checkbox"/> No <input type="checkbox"/>
18(c). Proposal on equity swap arrangements with third parties Yes <input type="checkbox"/> No <input type="checkbox"/>
19. Proposal regarding resolution on authorization for the Board of Directors to resolve on new issue of ordinary shares and warrants and/or convertibles
19(a). Main proposal Yes <input type="checkbox"/> No <input type="checkbox"/>
19(b). Alternative proposal Yes <input type="checkbox"/> No <input type="checkbox"/>

<p>The shareholder wishes that the resolutions under one or several items in the form above be deferred to a continued general meeting (Completed only if the shareholder has such a wish)</p> <p>Item/items (use numbering):</p>
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Bilaga 3 / Appendix 3

Redovisning av resultatet av förhandsröster avseende varje punkt på dagordningen i enlighet med 26 § lagen (2022:121) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor
Record of the advance votes cast on each item on the agenda in accordance with section 26 in the Act on temporary exemptions in order to facilitate the conduction of general meetings
(Sw. lagen (2022:121) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor)

Punkt på dagordningen / Item on the agenda		Antal röster / Number of votes			Antal aktier / Number of shares			Procent av företrädda aktier / Per cent of the represented shares			Procent av angivna röster / Per cent of the number of votes			Procent av aktiekapitalet / Per cent of the share capital		
För / For	Emot / Against	Absente / Absent		För / For	Emot / Against	Absente / Absent		För / For	Emot / Against	Absente / Absent		För / For	Emot / Against	Absente / Absent		
1. Val av ordförande vid bolagsstämman / Election of the chair of the Annual General Meeting	16 430 170	0	17 661		16 430 170	0	17 661	99,89%	0,00%	0,11%	100,00%	0,00%	35,42%	0,00%	0,11%	
2.1 Val av en eller två jämningspersoner / Election of one or two persons to attest the minutes – Järrens Hållplats	16 430 170	0	17 661		16 430 170	0	17 661	99,89%	0,00%	0,11%	100,00%	0,00%	35,42%	0,00%	0,11%	
3. Upprättande och godkännande av röstlängd / Preparation and approval of the voting list	16 430 170	0	17 661		16 430 170	0	17 661	99,89%	0,00%	0,11%	100,00%	0,00%	35,42%	0,00%	0,11%	
4. Godkännande av dagordningen / Approval of the agenda	16 430 170	0	17 661		16 430 170	0	17 661	99,89%	0,00%	0,11%	100,00%	0,00%	35,42%	0,00%	0,11%	
5. Följande av om tillståndet för bolagets samverkansstöd / Determination as to whether the Annual General Meeting has been duly convened	16 430 170	0	17 661		16 430 170	0	17 661	99,89%	0,00%	0,11%	100,00%	0,00%	35,42%	0,00%	0,11%	
7(a) Beslut om fastställande av resultatredovisning och balansräkning samt koncernresultatredovisning och koncernbalansräkning / Resolutions on approval of the income statement and the balance sheet, and the consolidated income statement and the consolidated balance sheet	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
7(b) Beslut om disposition av bolagets resultat enligt den fastställda balansräkningen / Resolution regarding allocation of the company's result according to the approved balance sheet	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
7(c) Beslut om ansvarshet för styrelseledamöterna och den verkställande direktören / Resolution regarding discharge from liability for the members of the Board of Directors and the CEO – Ulf Wenberg (styrelseledamöterna / chair)	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
7(c)(i) Beslut om ansvarshet för styrelseledamöterna och den verkställande direktören / Resolution regarding discharge from liability for the members of the Board of Directors and the CEO – Anders Göran Pedersen	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
7(c)(ii) Beslut om ansvarshet för styrelseledamöterna och den verkställande direktören / Resolution regarding discharge from liability for the members of the Board of Directors and the CEO – Andreas Egger	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
7(c)(iii) Beslut om ansvarshet för styrelseledamöterna och den verkställande direktören / Resolution regarding discharge from liability for the members of the Board of Directors and the CEO – Birgit Martinsson	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
7(c)(iv) Beslut om ansvarshet för styrelseledamöterna och den verkställande direktören / Resolution regarding discharge from liability for the members of the Board of Directors and the CEO – Eva Nilsgård	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
7(c)(v) Beslut om ansvarshet för styrelseledamöterna och den verkställande direktören / Resolution regarding discharge from liability for the members of the Board of Directors and the CEO – Henry Malen	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
7(c)(vi) Beslut om ansvarshet för styrelseledamöterna och den verkställande direktören / Resolution regarding discharge from liability for the members of the Board of Directors and the CEO – Matti Rönkä	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
7(c)(vii) Beslut om ansvarshet för styrelseledamöterna och den verkställande direktören / Resolution regarding discharge from liability for the members of the Board of Directors and the CEO – Sami Tuoma (CEO)	15 827 831	600 000	0		15 827 831	600 000	0	96,35%	3,65%	0,00%	96,35%	3,65%	34,16%	1,29%	0,00%	
8(a) Fastställande av antalet styrelseledamöter / Determination of the number of members of the Board of Directors	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
8(b) Fastställande av antalet revisorer / Determination of the number of auditors	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
9(a) Fastställande av andelen St styrelsen / Determination of fees for members of the Board of Directors	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
9(b) Fastställande av andelen St revisorerna / Determination of fees for members for auditors	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
10(a) Val av styrelseledamöter och revisor / Election of board members and chair of the Board of Directors – Anders Göran Pedersen (re-election)	14 422 099	2 005 732	0		14 422 099	2 005 732	0	87,70%	12,21%	0,00%	87,79%	12,21%	31,13%	4,33%	0,00%	
10(b) Val av styrelseledamöter och revisor / Election of board members and chair of the Board of Directors – Andreas Egger (re-election)	15 827 831	600 000	0		15 827 831	600 000	0	96,35%	3,65%	0,00%	96,35%	3,65%	34,16%	1,29%	0,00%	
10(c) Val av styrelseledamöter och revisor / Election of board members and chair of the Board of Directors – Eva Nilsgård (re-election)	11 537 361	4 890 470	0		11 537 361	4 890 470	0	70,23%	29,77%	0,00%	70,23%	29,77%	24,90%	10,55%	0,00%	
10(d) Val av styrelseledamöter och revisor / Election of board members and chair of the Board of Directors – Henry Malen (re-election)	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
10(e) Val av styrelseledamöter och revisor / Election of board members and chair of the Board of Directors – Matti Rönkä (re-election)	15 827 831	600 000	0		15 827 831	600 000	0	96,35%	3,65%	0,00%	96,35%	3,65%	34,16%	1,29%	0,00%	
10(f) Val av styrelseledamöter och revisor / Election of board members and chair of the Board of Directors – Peter Nicolin (re-election)	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
11. Val av styrelseledamöter och revisor / Election of board members and chair of the Board of Directors – Peter Nicolin (re-election)	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
12. Val av revisorer / Election of auditors	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
13. Följande av om principen för utvärdering av utvärdering / Proposal regarding principles for appraising the Nomination Committee	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
14. Framtagande av styrelsens ersättningsprogram för godkännande / Presentation of the Board of Directors' remuneration report for approval	16 430 170	17 661	0		16 430 170	17 661	0	99,89%	0,11%	0,00%	99,89%	0,11%	35,42%	0,04%	0,00%	
15. Föreläggande till riksdagen för ersättning för ledande befattningshavare / Proposal regarding guidelines for executive remuneration	15 830 170	617 661	0		15 830 170	617 661	0	96,34%	3,76%	0,00%	96,34%	3,76%	34,12%	1,33%	0,00%	
16. Föreläggande till riksdagen om ändring av bolagsordningen / Proposal regarding the amendment of the articles of association	16 427 831	0	0		16 427 831	0	0	100,00%	0,00%	0,00%	100,00%	0,00%	35,45%	0,00%	0,00%	
17(a) Föreläggande om antagande av ett långsiktigt incitamentsprogram i form av prestationsbaserade aktierätter för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
17(b) Föreläggande om antagande av ett långsiktigt incitamentsprogram i form av prestationsbaserade aktierätter för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
17(c) Föreläggande om antagande av ett långsiktigt incitamentsprogram i form av prestationsbaserade aktierätter för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
18(a) Föreläggande om antagande av ett långsiktigt incitamentsprogram i form av personaloptioner för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
18(b) Föreläggande om antagande av ett långsiktigt incitamentsprogram i form av personaloptioner för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
18(c) Föreläggande om antagande av ett långsiktigt incitamentsprogram i form av personaloptioner för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
19(a) Föreläggande till beslut om antagande av ett långsiktigt incitamentsprogram i form av personaloptioner för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
19(b) Föreläggande till beslut om antagande av ett långsiktigt incitamentsprogram i form av personaloptioner för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
19(c) Föreläggande till beslut om antagande av ett långsiktigt incitamentsprogram i form av personaloptioner för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
20(a) Föreläggande till beslut om antagande av ett långsiktigt incitamentsprogram i form av personaloptioner för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
20(b) Föreläggande till beslut om antagande av ett långsiktigt incitamentsprogram i form av personaloptioner för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
20(c) Föreläggande till beslut om antagande av ett långsiktigt incitamentsprogram i form av personaloptioner för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
21(a) Föreläggande till beslut om antagande av ett långsiktigt incitamentsprogram i form av personaloptioner för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
21(b) Föreläggande till beslut om antagande av ett långsiktigt incitamentsprogram i form av personaloptioner för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
21(c) Föreläggande till beslut om antagande av ett långsiktigt incitamentsprogram i form av personaloptioner för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
22(a) Föreläggande till beslut om antagande av ett långsiktigt incitamentsprogram i form av personaloptioner för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
22(b) Föreläggande till beslut om antagande av ett långsiktigt incitamentsprogram i form av personaloptioner för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
22(c) Föreläggande till beslut om antagande av ett långsiktigt incitamentsprogram i form av personaloptioner för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	15 794 615	633 216	0		15 794 615	633 216	0	96,15%	3,85%	0,00%	96,15%	3,85%	34,09%	1,37%	0,00%	
23. Föreläggande till riksdagen om antagande av ett långsiktigt incitamentsprogram i form av personaloptioner för anställda inom Hansa Biopharma – Föreläggande till beslut om antagande av Aktierättssystemet 2022 / Proposal to adopt a long-term incentive program based on performance-based share rights for employees of Hansa Biopharma – Proposal to adopt the Share Rights Program 2022	13 329 921	3 194 910	0		13 329 921	3 194 910	0	80,55%	19,45%	0,00%	80,55%	19,45%	28,56%	6,90%	0,00%	
Totalt antal företrädda aktier / Total number of represented shares																
16 427 831																
Totalt antal angivna röster / Total number of reported votes																
16 427 831																
Totalt antal angivna aktier / Total number of shares																
40 315 345																
Totalt antal angivna röster / Total number of votes																
44 762 643																

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The Board of Directors' proposal for a long-term incentive program 2022 (item 17 - 18)

The Board of Directors proposes that the Annual General Meeting resolves to adopt a long-term incentive program for employees at Hansa Biopharma ("**LTIP 2022**"). LTIP 2022 includes two elements; one performance-based share rights program (item 17), and one employee stock option program (item 18). LTIP 2022 is generally structured in line with the previously adopted and outstanding incentive programs approved by the annual general meetings held 2018, 2019, 2020 and 2021 (the "**Outstanding Incentive Programs**"). For a description of the Outstanding Incentive Programs, please refer to the company's Annual Report for 2021, pages 95-100 (Eng. version). In addition to the described incentive programs, there are no other long-term incentive programs in Hansa Biopharma.

Proposal to adopt a long-term incentive program based on performance-based share rights for employees at Hansa Biopharma (item 17)

The Board of Directors proposes that the Annual General Meeting resolves to adopt a long-term incentive program based on performance-based share rights for employees of the Hansa Biopharma group, within the framework of LTIP 2022, (the "**Share Rights Program 2022**") in accordance with item 17(a). The decision to adopt the Share Rights Program 2022 in accordance with item 17(a) shall further be conditional upon that the general meeting resolves on hedging measures in accordance with item 17(b) or, if the majority required for resolution in accordance with item 17(b) is not met, in accordance with the proposal according to item 17(c) below.

Proposal to adopt the Share Rights Program 2022 (item 17(a))

The program in brief

The Share Rights Program 2022 is proposed to include the CEO, the broader leadership team and other key employees, meaning that a maximum of 45 individuals within the Hansa Biopharma group will be able to participate. Participants will be given the opportunity to receive ordinary shares free of charge within the framework of the Share Rights Program 2022, so-called "**Performance Shares**", in accordance with the terms and conditions set out below.

Within the framework of the Share Rights Program 2022, the company may allot participants rights to Performance Shares which means that, subject to certain conditions being met, the right to receive a Performance Share free of charge ("**Share Rights**").

The background and rationale for the proposal

The purpose of the Share Rights Program 2022 is to create the conditions for motivating and retaining competent employees within the Hansa Biopharma group and to increase the coherence between the employees', shareholders' and the company's objectives, as well as to increase the motivation to reach and exceed the company's financial and non-financial targets. The Share Rights Program 2022 has been designed so that the program includes both current and future senior executives and other key employees.

By offering Share Rights that are based on a combination of both, share price development and strategic goals, the participants are premised for increased shareholder value/value-creating measures. The Share Rights Program 2022 also rewards employees' continued loyalty and thus the long-term value growth of the company. Further, the Board of Directors considers that the Share Rights Program 2022 will have a positive effect on the future development of the Hansa Biopharma group and will consequently be beneficial for both the company and its shareholders.

Terms and conditions

A Share Right may be exercised provided that the participant, with certain exceptions, from the start date of the Share Rights Program 2022 for each participant, up until and including the date three (3) years thereafter (the "**Vesting Period**"), is still employed by the Hansa Biopharma group. The last date for the start of the Share Rights Program 2022 shall be the day before the Annual General Meeting of Hansa Biopharma in 2023.

In addition to the requirement for the participant's continued employment according to the above, the final number of Performance Shares that each participant is entitled to receive shall also be conditional upon the following performance conditions being met during the Vesting Period (together, the "**Performance Conditions**"):

- (i) 22 per cent of the Performance Shares in the event the U.S. FDA has approved imlifidase in the U.S. in any indication ("**Performance Condition 1**"),
- (ii) 11 per cent of the Performance Shares in the event that imlifidase has been approved, or a Marketing Authorization Application/Biologics License Application has been submitted, in any jurisdiction in an indication outside kidney transplant ("**Performance Condition 2**"),
- (iii) 11 per cent of the Performance Shares in the event that more than 80 per cent of the targeted transplantation centers in Europe had repeat business, i.e. used Idefirix more than once ("**Performance Condition 3**"), and
- (iv) 56 per cent of the Performance Shares related to the total shareholder return (the return to shareholders through an increased share price and reinvestments of any dividends during the Vesting Period) on the company's ordinary shares ("**Performance Condition 4**").

The above distribution of the number of Performance Shares is based on a valuation of each instrument and corresponds to a value-based distribution of approximately 24 per cent to Performance Condition 1, 12 per cent to Performance Condition 2, 12 per cent to Performance Condition 3 and 52 per cent to Performance Condition 4, respectively. This entails that participants will be entitled to 22 per cent of the Performance Shares if Performance Condition 1 is achieved, 11 per cent of the Performance Shares if Performance Condition 2 is achieved and 11 per cent of the Performance Shares if Performance Condition 3 is achieved. In addition, participants will under Performance Condition 4 be entitled to 56 per cent of the Performance Shares if the total shareholder return for the company's ordinary share during the Vesting Period reaches or exceeds 75 per cent. If the total shareholder return during the Vesting Period is less than 25 per cent, no allotment of Performance Shares will be made under Performance Condition 4. In between the percentages, allotment will be made linearly. The baseline for assessing the total shareholder return under Performance Condition 4 should be the volume weighted average share price during the 30 trading days immediately preceding the respective allotment of the Share Rights, (the "**TSR Baseline**"). In the event that the Performance Conditions, after the initial allotment, are not considered to be relevant incentives for Share Rights allotted in subsequent allocations under the program, these Performance Conditions may be replaced by other strategic goals for the company and further that the TSR Baseline may be the same as for the initial allocation.

The Share Rights shall, in addition to what is set out above, be governed by the following terms and conditions:

- Share Rights are allotted free of charge no later than the day before the Annual General Meeting 2023.
- Share Rights vest during the Vesting Period.
- Share Rights may not be transferred or pledged.
- Each Share Right entitles the participant to receive one Performance Share free of charge after the end of the Vesting Period (with certain exceptions where the Vesting Period may be accelerated) if the participant, with certain exceptions, is still employed by the Hansa Biopharma group by the end of the Vesting Period.
- In order to align the interests of the participant and the shareholders', the company will also compensate the participants for dividends paid by increasing the number of Performance Shares that each Share Right entitle to after the Vesting Period.

Preparation of the program, design and administration

The Board of Directors, or a special committee set up by the board, shall be responsible for preparing the detailed design and administration of the terms and conditions of the Share Rights Program 2022, in accordance with the presented terms and guidelines including provisions on recalculation in the event of an in-between bonus issue, share split, rights issue and/or similar measures. In connection therewith, the Board of Directors shall be entitled to make adjustments to meet specific foreign regulations or market conditions. The Board of Directors shall also be entitled to make other adjustments if significant changes occur in the Hansa Biopharma group or in its environment that would result in that the adopted terms for the Share Rights Program 2022 no longer fulfils their objectives or the rationale for the proposal including, inter alia, that adjustments may be decided with respect to the terms and conditions for measuring performance, and the basis for such calculation.

Allotment of Share Rights

The participants are divided into different categories and, in accordance with the above, the Share Rights under the Share Rights Program 2022 may be allotted to the following participants in the different categories:

Category	Maximum number of persons	Maximum number of Share Rights	Maximum number of Share Rights per person in the category
CEO	1	80,000	80,000
Others	44	544,615	50,000

In total, no more than 624,615 Share Rights may be allotted.

Delivery of Performance Shares and hedging arrangements

The Board of Directors has considered different methods for transfer of ordinary shares under the Share Rights Program 2022 in order to implement the program in a cost-effective and flexible manner and to limit dilution. The Board of Directors has found and therefore propose the structure including class C shares that have been implemented for the Outstanding Incentive Programs is the best option. The Board of Directors therefore proposes that the Annual General Meeting resolves in accordance with item 17(b) below, to authorize the Board of Directors to resolve to issue and repurchase class C shares which, after reclassification to ordinary shares, may be transferred to participants and be sold to cover social costs. If the majority required for resolution in accordance with item 17(b) is not met, the Share Rights Program 2022 shall instead be hedged through a resolution to conclude an equity swap-agreement, in accordance with the Board of Director's proposal under item 17(c) below.

Scope and costs for the Share Rights Program 2022

The Share Rights Program 2022 will be reported in accordance with IFRS 2, which means that the Share Rights will be expensed as non-cash personnel costs over the Vesting Period. The costs for the Share Rights Program 2022 is estimated to amount to SEK 21.8 million, excluding social contributions, accounted in accordance with IFRS 2 based on the following assumptions: (i) that 624,615 Share Rights are allotted, (ii) that the volume-weighted average share price at the beginning of the Share Rights Program 2022 is SEK 56 per ordinary share, (iii) that the performance conditions are fully met, and (iv) an estimated annual turnover of personnel of 5 per cent. Based on the same assumptions as above, and subject to social contributions of approximately 30 per cent and a share price increase of 75 per cent from the start of the Share Rights Program 2022 until the participants are allotted shares, the costs for social contributions are estimated to amount to SEK 15.7 million. The total cost in accordance with IFRS 2 for the Share Rights Program 2022, including social security costs, is therefore estimated at SEK 12.5 million per year over the Vesting Period, based on the same assumptions as above.

Dilution and effects on key ratios

Upon maximum allotment of Share Rights and provided that (i) the hedging arrangements in accordance with item 17(b) below are adopted, it is estimated that not more than 624,615 ordinary shares will be allotted to participants under the Share Rights Program 2022, and that 187,385 ordinary shares will be used to secure social contributions arising as a result of the Share Rights Program 2022

from already existing C-shares, the incremental dilution effect would amount to approximately 1.3 per cent of the total number of ordinary shares in the company.

Given the above assumptions regarding scope and costs, and under the assumption that the Share Rights Program 2022 was introduced in 2020, it is estimated that the key figure earnings per share for full year 2021 would have decreased from SEK -12.33 to approximately SEK -12.61.

The preparation of the proposal

The Share Rights Program 2022 has been prepared by the company's Board of Directors and its Remuneration Committee in consultation with external advisors. The Share Rights Program 2022 has been discussed by the Board of Directors at meetings held in May 2022.

Proposal regarding authorization for the Board of Directors to issue new class C shares, authorization to repurchase issued class C shares, transfer own ordinary shares to participants in the programs and the market (item 17(b))

The resolutions under this item 17(b) regarding authorization for the Board of Directors to issue new class C shares, authorization to repurchase issued class C shares and resolution to transfer own ordinary shares to participants in the Share Rights Program 2022, the Option Program 2022 (as proposed and defined under item 18) and the Outstanding Incentive Programs as well as in the market are proposed to be passed as one resolution.

Authorization for the Board of Directors to issue class C shares

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, during the period until the Annual General Meeting 2023, on one or more occasions, to increase the company's share capital by not more than SEK 624,615 by the issue of not more than 624,615 class C shares, each with a quota value of SEK one (1). With deviation from the shareholders' pre-emption rights, the participating bank shall be entitled to subscribe for the new class C shares at a subscription price corresponding to the quota value of the shares. The purpose of the authorization and the reason for the deviation from the shareholders' pre-emption rights in connection with the issue of shares is to ensure delivery of shares to employees under the Share Rights Program 2022, the Option Program 2022 and/or the Outstanding Incentive Programs, as well as to secure potential social contributions arising as a result of the Share Rights Program 2022, the Option Program 2022 and/or the Outstanding Incentive Programs.

Authorization for the Board of Directors to repurchase class C shares

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, during the period until the Annual General Meeting 2023, on one or more occasions, to repurchase class C shares. The repurchase may only be effected through an offer directed to all holders of class C shares and shall comprise all outstanding class C shares. Repurchases shall be effected at a purchase price corresponding to the quota value of the share. Payment for the acquired class C shares shall be made in cash. The purpose of the proposed repurchase authorization is to ensure delivery of shares to participants in the Share Rights Program 2022, the Option Program 2022 and/or the Outstanding Incentive Programs in accordance with the adopted terms and conditions and in order to secure possible social contributions arising as a result of the Share Rights Program 2022, the Option Program 2022 and/or the Outstanding Incentive Programs.

Resolution to transfer own ordinary shares

The Board of Directors proposes that the Annual General Meeting resolves that the class C shares that the company purchases by virtue of the authorization to repurchase its own class C shares in accordance with the proposal under this item 17(b) and class C shares issued pursuant to the proposal in item 18(b) as well as the class C shares currently held by the Company, following reclassification into ordinary shares, amounting to a total maximum of 2,712,678 ordinary shares (in total under the resolution to transfer own ordinary shares pursuant to this proposal and the proposal under item 18(b)), may be transferred free of charge to participants in the Share Rights Program 2022, the Option Program 2022, if approved, and/or to participants in the Outstanding Incentive Programs, in accordance with the approved terms and conditions, as well as be transferred on Nasdaq Stockholm, including through a financial intermediary, at a price within the registered price range at the relevant time, to cover any

social contributions in accordance with the terms and conditions of the Share Rights Program 2022, the Option Program 2022, if approved, and/or the Outstanding Incentive Programs. The number of shares to be transferred is subject to recalculation in the event of a bonus issue, split, rights issue and/or other similar events.

Proposal on equity swap arrangements with third parties (item 17(c))

In the event that the required majority for item 17(b) above cannot be achieved, the Board of Directors proposes that the Annual General Meeting resolves to hedge the Share Rights Program 2022 by allowing Hansa Biopharma to enter into equity swap arrangements with third parties on market terms, where the third party in its own name will be able to acquire and transfer ordinary shares in Hansa Biopharma to the participants.

Proposal to adopt a long-term incentive program based on employee stock options for employees at Hansa Biopharma (item 18)

The Board of Directors proposes that the Annual General Meeting resolves to adopt a long-term incentive program for employees of the Hansa Biopharma group, within the framework of LTIP 2022, (“**Option Program 2022**”) in accordance with items 18(a) below. The decision to adopt the Option Program 2022 in accordance with item 18(a) shall further be conditional upon that the general meeting resolves on hedging measures in accordance with item 18(b) or, if the majority required for resolution in accordance with item 18(b) is not met, in accordance with the proposal according to item 18(c) below.

Proposal regarding the adoption of Option Program 2022 (item 18(a))

The program in brief

The Option Program 2022 consist of employee stock options that can be allotted to the CEO, other senior executives and key employees, limited to a total maximum of 15 employees within the Hansa Biopharma group. The employee stock options have a vesting period of three (3) years (the “**Vesting Period**”), after which the holder is entitled to exercise the options for ordinary shares during a period of three (3) years in accordance with the terms and conditions set out below. The last day for allotment under the Option Program 2022 shall be the day before the Annual General Meeting for Hansa Biopharma 2023.

The background and rationale for the proposal

The purpose of the Option Program 2022 is to create the conditions for motivating and retaining competent employees within the Hansa Biopharma group and to increase the coherence between the employees’, shareholders’ and the company’s objectives, as well as to increase the motivation to reach and exceed the company’s financial and non-financial targets. The Option Program 2022 has been designed so that the program includes both current and future senior executives.

By offering options that are based on the share price development, the participants are premiated for increased shareholder value. The Option Program 2022 also rewards employees’ continued loyalty and thus the long-term value growth of the company. Further, the Board of Directors considers that the Option Program 2022 will have a positive effect on the future development of the Hansa Biopharma group and will consequently be beneficial for both the company and its shareholders.

Terms and conditions

The company may allot employee stock options to the CEO, other senior executives and key employees. Each option entitles the participant to acquire one share in Hansa Biopharma in accordance with the following terms and conditions:

- The employee stock options will be allotted free of charge.
- Allotment requires that an acquisition of employee stock options can take place legally and that, according to the Board of Director’s assessment, it can be carried out with reasonable administrative and financial efforts. The last day for allotment of employee stock options shall be the day before the Annual General Meeting 2023.

- The employee stock options carry a Vesting Period of three (3) years from the time when allotment to the participants has taken place. The employee stock options entitle, after vesting in accordance with the terms and conditions including, with certain exceptions, that the participant is still employed throughout the Vesting Period, the participant to subscribe for shares during a three (3) year period following vesting.
- The participant must, with certain exceptions, be employed within the group when the participant acquires shares on the basis of the Option Program 2022. For terminated employees acquisition of shares must occur within three (3) months of notice of termination.
- Each employee stock option that is transferred entitles the participant to acquire one share in the company at an exercise price corresponding to 125 per cent of the volume-weighted average share price during the 30 trading days immediately preceding the respective allotment of the employee stock options (the “**Exercise Price**”). In the event that the Exercise Price, after the initial allotment, is not considered to be appropriate for stock options allotted in subsequent allocations under the program, the Exercise Price may be decided to be the same as for the initial allocation.
- The Option Program 2022 shall be settled by using a net share-settlement method, as further described below.
- The employee stock options shall not constitute securities and may not be transferred or pledged.
- The exercise price for employee stock options, determined as set out above, shall be rounded to the nearest SEK 0.10, whereby SEK 0.05 shall be rounded downwards. The exercise price and the number of shares that each employee stock option entitles to subscription for shall be recalculated in the event of a split, consolidation, new share issue and/or similar measures in accordance with market practice.

Preparation of the program, design and administration

The Board of Directors, or a special committee set up by the Board of Directors, shall be responsible for preparing the detailed design and administration of the terms and conditions of the Option Program 2022, in accordance with the presented terms and guidelines including provisions on recalculation in the event of an in-between bonus issue, share split, rights issue and/or similar measures. In connection therewith, the Board of Directors shall be entitled to make adjustments to meet specific foreign regulations or market conditions. The Board of Directors shall also be entitled to make other adjustments if significant changes occur in the Hansa Biopharma group or in its environment that would result in that the adopted terms for the Option Program 2022 no longer fulfils their objectives or the rationale for the proposal.

Allocation of employee stock options

The right to receive employee stock options shall accrue to the CEO, senior executives and key employees, current and future, within the limits outlined in below table:

Category	Maximum number of persons	Maximum number of employee stock options	Maximum number of employee stock options per person within the category
CEO	1	120,000	120,000
Other senior executives and key employees	14	332,307	70,000

In total, not more than 452,307 employee stock options may be allotted.

Board members shall not be eligible to participate in the Option Program 2022.

Net share-settlement method for Option Program 2022

The Option Program 2022 shall be settled by using a net share-settlement method (“**Net share-**

settlement"). The Net share-settlement entails that stock options are settled by delivering a number of shares corresponding to the Stock Option Value (as defined below) to the participants free of charge without any payment of the exercise price. The number of shares to be delivered is calculated by deducting the exercise price of the exercised options from the prevailing share price of the Hansa Biopharma common shares on the stock market at the time of exercise ("**Market Price**") (the "**Stock Option Value**") and dividing the Stock Option Value with the Market Price.

Illustrative example of Net share-settlement

A participant in Option Program 2022 holds 100 stock options with Market Price of the common shares of SEK 75 and Exercise Price of SEK 50. The difference between the Market Price and the Exercise Price is SEK 25 per option ("**Stock Option Value**"). Instead of the participant paying the Exercise Price (number of stock options (100) multiplied by the Exercise Price (SEK 50)) and the company delivering 100 shares worth 75 SEK each (Market Price), the company would use Net-settlement by delivering shares in an amount corresponding to the Stock Option Value divided with the Market Price $((25 \times 100) / 75)$ – i.e. the company would deliver 33.33 shares meaning 33 shares and SEK 25 in cash.

Scope and costs for the Option Program 2022

The Option Program 2022 will be reported in accordance with IFRS 2, which means that the option rights will be expensed as non-cash personnel costs over the Vesting Period. Costs related to the employee stock options are estimated to amount to SEK 7.2 million, excluding social contributions, accounted in accordance with IFRS 2 based on the following assumptions: (i) that 452,307 employee stock options are allotted, (ii) that the volume-weighted average share price, at the beginning of the Option Program 2022, is SEK 56 per ordinary share, and (iii) an estimated annual turnover of personnel of 5 per cent. Based on the same assumptions as above, and subject to social contributions of 30 per cent, and a share price increase of 75 per cent from the start of the Option Program 2022 until the employee stock options are exercised, the costs for social contributions are estimated to amount to SEK 3.3 million. The total cost in accordance with IFRS 2, including social security costs, is therefore estimated at SEK 3.5 million per year over the Vesting Period, based on the same assumptions as above.

Dilution and effects on key ratios

Upon maximum allotment of employee stock options and provided that (i) the hedging arrangements in accordance with item 18(b) below are adopted, it is estimated that not more than 226,154 ordinary shares will be allotted to participants under the Option Program 2022 using the Net-share-settlement, and that 67,846 ordinary shares will be used to secure social contributions arising as a result of the Option Program 2022 from already existing C-shares, which would entail an incremental dilution effect of approximately 0.5 per cent of the total number of ordinary shares in the company.

Given the above assumptions regarding scope and costs, and that Option Program 2022 was introduced in 2020 instead, it is estimated that the key figure earnings per share for full year 2021 would have decreased from SEK -12.33 to approximately SEK -12.41.

The preparation of the proposal

Option Program 2022 has been prepared by the company's Board of Directors and its Remuneration Committee in consultation with external advisors. Option Program 2022 has been discussed by the Board of Directors at meetings held in May 2022.

Proposal regarding authorization for the Board of Directors to issue new class C shares, authorization to repurchase issued class C shares, transfer own ordinary shares to participants in the programs and the market (item 18(b))

The resolutions under this item 18(b) regarding authorization for the Board of Directors to issue new class C shares, authorization to repurchase issued class C shares and resolution to transfer own ordinary shares to participants in the Option Program 2022, the Share Rights Program 2022 and the Outstanding Incentive Programs as well as in the market are proposed to be passed as one resolution.

Authorization for the Board of Directors to issue class C shares

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, during the period until the Annual General Meeting 2023, on one or more occasions, to increase the company's share capital by not more than SEK 226,154 by the issue of not more than 226,154 class C shares, each with a quota value of SEK one (1). With deviation from the shareholders' pre-emption rights, the participating bank shall be entitled to subscribe for the new class C shares at a subscription price corresponding to the quota value of the shares. The purpose of the authorization and the reason for the deviation from the shareholders' pre-emption rights in connection with the issue of shares is to ensure delivery of shares to employees under the Option Program 2022, the Share Rights Program 2022 and/or the Outstanding Incentive Programs, as well as to secure potential social contributions arising as a result of the Option Program 2022, the Share Rights Program 2022 and/or the Outstanding Incentive Programs.

Authorization for the Board of Directors to repurchase class C shares

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, during the period until the Annual General Meeting 2023, on one or more occasions, to repurchase class C shares. The repurchase may only be effected through an offer directed to all holders of class C shares and shall comprise all outstanding class C shares. Repurchases shall be effected at a purchase price corresponding to the quota value of the share. Payment for the acquired class C shares shall be made in cash. The purpose of the proposed repurchase authorization is to ensure delivery of shares to participants in the Option Program 2022, the Share Rights Program 2022 and/or the Outstanding Incentive Programs in accordance with the adopted terms and conditions and in order to secure possible social contributions arising as a result of the Option Program 2022, the Share Rights Program 2022 and/or the Outstanding Incentive Programs.

Resolution to transfer own ordinary shares

The Board of Directors proposes that the Annual General Meeting resolves that the class C shares that the company purchases by virtue of the authorization to repurchase its own class C shares in accordance with the proposal under this item 18(b) and class C shares issued pursuant to the proposal in item 17(b) as well as the class C shares currently held by the Company, following reclassification into ordinary shares, amounting to a total maximum of 2,712,678 ordinary shares (in total under the resolution to transfer own ordinary shares pursuant to this proposal and the proposal under item 17(b)), may be transferred free of charge to participants in the Option Program 2022, the Share Rights Program 2022, if approved, and/or to participants in the Outstanding Incentive Programs, in accordance with the approved terms and conditions, as well as be transferred on Nasdaq Stockholm, including through a financial intermediary, at a price within the registered price range at the relevant time, to cover any social contributions in accordance with the terms and conditions of the Option Program 2022, the Share Rights Program 2022, if approved, and/or the Outstanding Incentive Programs. The number of shares to be transferred is subject to recalculation in the event of a bonus issue, split, rights issue and/or other similar events.

Proposal on equity swap arrangements with third parties (item 18(c))

In the event that the required majority for item 18(b) above cannot be achieved, the Board of Directors proposes that the Annual General Meeting resolves to hedge the Option Program 2022 by allowing Hansa Biopharma to enter into equity swap arrangements with third parties on market terms, where the third party in its own name will be able to acquire and transfer ordinary shares in Hansa Biopharma to the participants.