

The Nomination Committee of Hansa Biopharma AB (publ)'s reasoned statement to the Extraordinary General Meeting 2025

The Nomination Committee's task is to prepare and present, for the Annual General Meeting, proposals regarding, among other things, the Board of Directors. The Nomination Committee would, however, already at this stage like to propose that the Board of Directors shall consist of eight members and the election of three new Board members. Current members of the Board Anders Gersel-Pedersen and Florian Reinaud have informed the Nomination Committee that they will resign from their Board positions in connection with the Extraordinary General Meeting. The Nomination Committee has concluded that the Board of Directors should consist of eight Board members and proposes Natalie Berner, Elisabeth Björk, and Michael Bologna as new Board members, at the Extraordinary General Meeting to be held on September 2, 2025.

When the Nomination Committee contemplates the composition of the Board of Directors, it considers, among other things, the experience and competence needed in the Board and its Committees, and at the same time puts value of diversity in age, gender and cultural/geographic background. The Nomination Committee also assesses the appropriateness of the number of members of the Board and whether the members of the Board can devote the necessary time required to fulfil their tasks as members of the Board of Hansa Biopharma. The Nomination Committee primarily searches for potential Board member candidates for the upcoming mandate period but also considers future competence needs.

The Nomination Committee believes that it is of great importance that the composition of the Board of Directors includes members who, in terms of experience and competence, complement each other in a way to make it possible for the Board to contribute to a positive development of Hansa Biopharma AB. The Nomination Committee has continued to strive for an equal gender distribution, and if the Extraordinary General Meeting resolves in accordance with the Nomination Committee's proposal, four out of eight (4/8) of the members of the Board of Directors are women.

Current members of the Board Anders Gersel-Pedersen and Florian Reinaud resign from their Board positions. Elisabeth Björk, Natalie Berner and Michael Bologna proposed as new members of the Board

After 7 years on the Board of Directors, the current Board member, Anders Gersel-Pedersen, has informed the Nomination Committee that he is retiring from the Board. Florian Reinaud has also informed that he is retiring from the Board. Both resignations will take place in connection with the Extraordinary General Meeting.

The Nomination Committee has in its search for successors, concluded that Elisabeth Björk has extensive and relevant experience both as a clinician and in the life science industry to be able to greatly contribute to the Board of Directors. The Nomination Committee has also concluded that Natalie Berner, with a deep knowledge of both the industry and the company, and Michael Bologna, who has spent numerous years working in the pharmaceutical industry followed by 25 years in biopharma investment, are well suited to assume the roles as members of the Board.

A presentation of Elisabeth Björk, Natalie Berner and Michael Bologna is enclosed in Annex A. All members of the Board are deemed to be independent of the company and its executive management. Natalie Berner is deemed to be dependent in relation to the company's major shareholders and the other newly proposed Board members are deemed to be independent in relation to the company's major shareholders. It is noted that Natalie Berner refrained from voting on her own candidacy.

Board fees

At the Annual General Meeting 2025, it was resolved that remuneration to the Board of Directors shall be paid with:

- 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, however that Florian Reinaud has declined to receive Board remuneration,

- SEK 150,000 to the chair of the Audit Committee 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 75,000 to the chair of the Scientific Committee and SEK 50,000 to each member in the Scientific Committee,
- USD 20,000 to the chair of the U.S. Committee and SEK 50,000 to the other member of the U.S. Committee, and
- SEK 100,000 to each member in the U.S. Committee for travel compensation.

The Nomination Committee proposes that the Board fees shall remain unchanged and paid pro rata to each Board member based on the number of months each Board member serves from and including the Annual General Meeting 2025 until the Annual General Meeting 2026. Natalie Berner and Michael Bologna have informed that they decline to receive Board remuneration.

Description of the Nomination Committee's work before the Extraordinary General Meeting 2025

The Nomination Committee of Hansa Biopharma was constituted in accordance with the principles adopted by the Annual General Meeting on June 27, 2024 and composed Natalie Berner (Redmile Group) elected chair of the Nomination Committee, Anna Henricsson (Handelsbanken Fonder) and Amit Drach (Sphera Funds Management).

All members of the Nomination Committee are independent of the company and its executive management. Natalie Berner is dependent of the company's major shareholder Redmile Group and the other members of the Nomination Committee are independent of the company's major shareholders. The Nomination Committee started its work by going through the duties of the Nomination Committee under the Swedish Corporate Governance Code (the "Code") and the Instruction for the Nomination Committee resolved by the Annual General Meeting in 2024.

Prior to making the above-mentioned proposals to the Extraordinary General Meeting, the Nomination Committee has discussed the number of members of the Board and the composition of the Board of Directors and assessed the competence and experience required of Hansa Biopharma's members of the Board. Additionally, the Nomination Committee has evaluated the need for an increased diversity of the Board of Directors in terms of age, gender and cultural/geographic background. The Nomination Committee has, in this regard, applied section 4.1 of the Code as diversity policy.

Elisabeth Björk

Born: 1961

Education: MD, Karolinska Institute and Ph.D. in Endocrinology, Uppsala University

Professional experience: Elisabeth is an endocrinologist by training and an associate professor of medicine at Uppsala University, Sweden. Elisabeth Björk has been the Senior Vice President, Late-stage Development, Cardiovascular, Renal and Metabolism (CVRM), BioPharmaceuticals R&D at AstraZeneca leading the global development of medicines within this area since 2012. Throughout her career at AstraZeneca, she has gained broad drug development experience covering clinical development phase I-IV, large outcomes programs, major global filings and health authority interactions (FDA, EMA, Japan) and commercial strategy/implementation

Other current significant assignments: Board member of Pharvaris N.V., Agiana Pharma AS, Rocket Pharmaceuticals, Inc., Chalmers University of Technology, Vicore Pharma Holding AB and Betula Consulting AB

Holdings in Hansa Biopharma: 20,000

Independent in relation to the company and its management: Yes

Independent in relation to major shareholders: Yes

Natalie Berner

Born: 1990

Education: BA, Brown University

Professional experience: Natalie brings extensive experience in the healthcare sector to the Board. She is a Partner and Managing Director focusing on Therapeutics at Redmile, which she joined in 2016. Prior to Redmile, Natalie was a Research Associate at the New York University School of Medicine. Natalie received a BA in Community Health from Brown University and a Certificate in Premedical Sciences from Columbia University

Other current significant assignments: Board member of BioInvent International AB, Redx Pharma Ltd and Sensorion SA

Holdings in Hansa Biopharma: 0

Independent in relation to the company and its management: Yes

Independent in relation to major shareholders: No

Michael Bologna

Born: 1971

Education: BSN, University of Michigan and MBA, Duke University

Professional experience: Mike Bologna, Chief Investment Officer at NovaQuest Capital Management. He is a member of the investment committees of the NovaQuest Pharma Opportunities Funds and NovaQuest Animal Health Fund I. As CIO of NovaQuest, he is responsible for the day-to-day investment activities of the firm including oversight of the investment team, Due Diligence and Alliance Management. He joined the NovaQuest business unit at IQVIA (formerly Quintiles) in 2007. Prior to joining NovaQuest, Mr. Bologna served in a variety of roles with EMD Pharmaceuticals (U.S. subsidiary of Merck KGaA) and Eli Lilly and Company. He worked in corporate development, market research, and commercial new product planning.

Other current significant assignments: Board member of Mycovia Pharmaceuticals. Significant Governance positions at Sebela, Nevakar, Cerevel/Abbvie, Lupin and Dermavant

Holdings in Hansa Biopharma: 0

Independent in relation to the company and its management: Yes

Independent in relation to major shareholders: Yes