

## **The Nomination Committee of Hansa Biopharma AB's reasoned statement to the Annual General Meeting 2026**

The nomination committee's task is to prepare and present, for the Annual General Meeting, proposals for the number of board members to be elected at the meeting, the election of the chairman and other members of the board, fees and any remuneration for committee work, election of chairman of the meeting, election of auditor and audit fees, and proposal for rules for the appointment of the Nomination Committee for the Annual General Meeting 2027.

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 evaluates board member candidates for the upcoming mandate period but also considers future competence needs. In its appraisal of qualifications and performance of the individual members of the board, the nomination committee takes the competence and experience of each individual member into account and the individual member's contribution to the work in the board as well as in the committees. The nomination committee has further informed itself of the results from the board work evaluation as well as the work of the board and work of its individual members. The nomination committee believes that it is of great importance that the composition of the board of directors is resolved so it 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. The nomination committee has continued to strive for an equal gender distribution, and two out of six (2/6) of the proposed members of the board, to be elected by the Annual General Meeting, are women. The Nomination Committee has applied section 4.1 of the Swedish Code of Corporate Governance as diversity policy.

The nomination committee has assessed whether the proposed board members are to be considered independent of the larger shareholders and/or the company's management. The nomination committee has determined that all proposed members of the board are deemed to be independent of the company and its executive management. Furthermore, all proposed members of the board are deemed to be independent in relation to the company's major shareholders, except Natalie Berner who is deemed to be dependent of the major shareholder Redmile Group. The proposal therefore fulfils the requirements of the Swedish Code of Corporate Governance regarding board members' independence in relation to the company, the company's management and larger shareholders.

Detailed information regarding the proposed board members and auditors is available on the company's website, [www.hansabiopharma.com](http://www.hansabiopharma.com).

### ***Board composition***

Re-election of the members of the board of directors Peter Nicklin, Mats Blom, Jonas Wikström, Natalie Berner, Elisabeth Björk, and Michael Bologna all for the time until the end of the next Annual General Meeting, noting that Eva Nilsagård and Hilary Malone will not stand for re-election. In light of that the nomination committee believes that the board of directors should long-term consist of eight board members and that Eva Nilsagård and Hilary Malone do not stand for re-election, the nomination committee intends to initiate a recruitment process to be completed during the year, whereby new board members would be elected at an extraordinary general meeting.

***Re-election of KPMG AB as auditor***

Furthermore, the nomination committee has received the audit committee's recommendation to the board of directors regarding the election of auditor. The nomination committee proposes, in accordance with the audit committee's recommendation, re-election of the audit firm KPMG AB with Stefan Lundberg as the principal auditor for the period until the end of the next Annual General Meeting.

***Description of the nomination committee's work before the Annual General Meeting 2026***

The nomination committee of Hansa Biopharma was constituted in accordance with the principles adopted by the Annual General Meeting on June 25, 2025 and composed of Natalie Berner (Redmile Group) elected chair of the Nomination Committee, Tara Raveendran (Polar Capital LLP) and Chris Mauney (NovaQuest Capital Management LLC).

The members of the nomination committee have established that there are no conflicts of interest in respect of the work in the nomination committee. The nomination committee has held three meetings, for which minutes have been kept, ahead of issuance of the notice for the annual general meeting 2026. In addition, there has been continuous contact between the members.

The nomination committee has reviewed all matters that the nomination committee is to review according to the Swedish Code of Corporate Governance, including the board of directors' competence and ability in relation to Hansa Biopharma's operations and development, the size of the board of directors, the composition of the board of directors with respect to the board members' experience, gender and background, the fees to the members of the board of directors, proposals for election of auditor and auditor fees, as well as how the nomination committee for the annual general meeting 2027 shall be appointed.

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