The Nomination Committee of Hansa Biopharma AB (publ)'s reasoned statement to the Extraordinary General Meeting 2026

The Nomination Committee's task is to prepare and present, for the Annual General Meeting, proposals regarding, among other things, the Board of Directors. However, in connection with the Annual General Meeting 2026, the Nomination Committee announced that, since it considered that the Board of Directors should in the long term consist of eight members and since the former Board members Eva Nilsagård and Hilary Malone were not available for re-election, the Nomination Committee intended to initiate a recruitment process to be completed during the year, whereby new Board members would be elected at an Extraordinary General Meeting.

As a result of this process, the Nomination Committee proposes to the Extraordinary General Meeting that the Board of Directors shall consist of eight members and the election of Shannon Campbell and Gregory Perry as new members of the Board of Directors. Furthermore, the Nomination Committee proposes that the Extraordinary General Meeting resolves on fees for the new members of the Board of Directors and the implementation of an equity-based long-term shareholder program consisting of Restricted Share Units ("**RSUs**") for the new members of the Board of Directors ("**Board RSU 2026:2**").

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 on 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. 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, three out of eight (3/8) of the members of the Board of Directors will be women.

Shannon Campbell and Gregory Perry proposed as new members of the Board of Directors

The Nomination Committee proposes that the Board of Directors shall consist of eight (8) directors and no deputy directors, and new election of Shannon Campbell and Gregory Perry as members of the Board of Directors for the time until the end of the next Annual General Meeting.

The Nomination Committee has in its recruitment process for new Board members, as announced in connection with the Annual General Meeting 2026, concluded that Shannon Campbell 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 Gregory Perry, with a deep knowledge of both the industry and Hansa Biopharma, is well suited to assume the role as a member of the Board of Directors.

A presentation of Shannon Campbell and Gregory Perry is enclosed in Annex A.

Proposals on fees and the implementation of an equity-based long-term shareholder program consisting of RSUs for the new members of the Board of Directors

The Nomination Committee proposes remuneration to the new members of the Board of Directors with three components; basic remuneration, work in committees and travel compensation as well as RSUs. The Nomination Committee considers that it is desirable for the Board members to be shareholders in Hansa Biopharma in order to strengthen common interests in the company. The Nomination Committee therefore proposes the implementation of Board RSU 2026:2 in addition to the cash remuneration.

Remuneration for ordinary work of the new members of the Board of Directors is proposed to amount to SEK 400,000 in cash and SEK 200,000 in RSUs.

The proposed remuneration for work within the committees of the Board of Directors shall be paid in accordance with the resolution of the Annual General Meeting 2026. The new members of the Board of Directors residing outside of Europe shall receive an amount of SEK 150,000 for travel compensation.

The proposed remuneration is in accordance with the remuneration resolved upon by the Annual General Meeting 2026 and refers to the remuneration for a mandate period from one Annual General Meeting until the next Annual General Meeting. The remuneration above is therefore proposed to be paid pro rata to each Board member based on the number of months each Board member serves from and including the Annual General Meeting 2026 until the Annual General Meeting 2027.

Detailed information on the remuneration is included in the notice to the Extraordinary General Meeting.

Description of the Nomination Committee's work before the Extraordinary General Meeting 2026

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

All members of the Nomination Committee are independent of the Company and its executive management. Natalie Berner is dependent on the company's major shareholder Redmile Group LLC and Tara Raveendran is dependent on the company's major shareholder Polar Capital LLP. The other member of the Nomination Committee is 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 2025.

Prior to making the above-mentioned proposals to the Extraordinary General Meeting, the Nomination Committee 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.

Annex A

Shannon Campbell

Born: 1965

Education: B.S., Physical Therapy, 1987, Ithaca College, Ithaca, NY. Executive programs in leadership, strategy, and finance at the University of Michigan Ross School of Business, IMD, Harvard Business School, and Wharton

Professional experience: Shannon has more than 30 years of experience in the biopharmaceutical industry, with expertise in commercial strategy, product launches and in “start-up” environments.
Most recently, she served as Executive Vice President and Chief Commercial Officer of Merus, where she led the global commercial organization and commercialization strategy through the company's acquisition by Genmab. Prior to Merus, Shannon held senior commercial leadership positions at Novartis and Bayer, where she was responsible for multi-billion-dollar oncology portfolios and commercial operations. Throughout her career, she has led the successful commercialization of over 30 specialty brands, including 15 launches in major global markets

Other current significant assignments: Board member of Black Diamond Therapeutics, Inc.. Board member of Zentalis Pharmaceuticals. Advisory Board member of Verix

Holdings in Hansa Biopharma: 0

Independent in relation to the Company and its executive management: Yes

Independent in relation to major shareholders: Yes

Gregory Perry

Born: 1960

Education: Amherst College – B.A., Economics & Political Science, General Electric – Financial Management Program; Corporate Audit Staff

Professional experience: Gregory has more than 30 years of experience in finance, capital markets, corporate governance, and strategic transactions across the biopharmaceutical and healthcare industries. Most recently, he served as Chief Financial Officer of Merus, where he led financing activities and supported the company’s strategic development through its acquisition by Genmab. Prior to Merus, Gregory served as Chief Financial Officer of several publicly listed biotechnology companies, including Finch Therapeutics, Novelion Therapeutics and ImmunoGen. Throughout his career, he has raised more than $1 billion in public and private financings and played key roles in numerous mergers, acquisitions, and corporate restructurings

Other current significant assignments: Board member and Chair of the Audit Committee at Oculis Holding AG

Holdings in Hansa Biopharma: 0

Independent in relation to the Company and its executive management: Yes

Independent in relation to major shareholders: Yes