

PRESS RELEASE

Bulletin from the Annual General Meeting in Hansa Biopharma AB (publ)

Lund, Sweden, June 27, 2024. Hansa Biopharma AB (publ), "Hansa" (Nasdaq Stockholm: HNSA), has today on June 27, 2024 held its Annual General Meeting. The Annual General Meeting was held by physical presence of shareholders and with the option for shareholders to exercise their voting rights by advance voting (postal voting). The Annual General Meeting of Hansa passed the following resolutions.

Resolution regarding the adoption of the income statement and the balance sheet as well as consolidated income statement and consolidated balance sheet, appropriation of result and discharge from liability.

The Annual General Meeting resolved to adopt the income statement and balance sheet, consolidated income statement and balance sheet for 2023. Furthermore, it was resolved that the company's results shall be carried forward and thus no dividend will be distributed. The Annual General Meeting also resolved to discharge the members of the Board of Directors and Chief Executive Officer from liability.

The number of members of the Board of Directors and auditors, election of the Board of Directors and auditor and remuneration to the Board of Directors and the auditor

The Annual General Meeting resolved that the members of the Board of Directors shall be seven with no deputy members.

The Annual General Meeting resolved on re-election of Anders Gersel Pedersen, Eva Nilsagård, Hilary Malone, Mats Blom and Peter Nicklin and on election of Florian Reinaud and Jonas Wikström, as members of the Board of Directors for the period until the end of the next Annual General Meeting. The Annual General Meeting further resolved to re-elect Peter Nicklin as chair of the Board of Directors for the period until the end of the next Annual General Meeting.

The Annual General Meeting resolved to re-elect KPMG AB as auditor for the period until the end of the next Annual General Meeting.

The Annual General Meeting resolved that the fees for the Board of Directors, for the period until the end of the next Annual General Meeting, shall remain unchanged from the previous year and shall be SEK 900,000 to the chair of the Board and SEK 300,000 each to the other Board members, however, that Florian Reinaud has declined to receive Board remuneration. It was further resolved that 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 75,000 to the chair of the Scientific Committee and SEK 50,000 to each member in the Scientific Committee and USD 20,000 to the chair of the U.S. Committee and SEK 50,000 to the other member of the U.S. Committee. Each member in the U.S. Committee shall also receive SEK 100,000 for travel compensation. It was further resolved that the remuneration to the auditor shall be paid as per approved current account.

Resolution regarding principles for the appointment of the nomination committee

The Annual General Meeting resolved to adopt the proposed principles for appointment of the Nomination Committee.

Approval of the Board of Directors' remuneration report

The Annual General meeting approved the Board of Directors' remuneration report.

Resolution to adopt a long-term incentive program based on performance-based share rights for employees at Hansa

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to adopt a long-term incentive program based on performance-based share rights for employees of the Hansa group ("**Share Rights Program 2024**"), whereby not more than 55 individuals within the Hansa group may participate. The participants will receive performance based share rights which, subject to certain conditions being met, give the right to receive ordinary shares in the company. A maximum of 950,000 share rights may be allotted to participants under the program. The Annual General Meeting further resolved, in accordance with the Board of Directors' proposal, that Hansa can enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer shares of Hansa to the participants, to ensure delivery under the Share Rights Program 2024.

Resolution to adopt a long-term incentive program based on employee stock options for employees in Hansa

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to adopt a long-term incentive program for employees in Hansa ("**Option Program 2024**"), whereby not more than 20 individuals within the Hansa group may participate. The Option Program 2024 consists of employee stock options that have a vesting period of three (3) years, after which the holder is entitled to exercise the options for ordinary shares during a period of five (5) years. A maximum of 700,000 employee stock options may be allotted to participants under the program. The Annual General Meeting further resolved, in accordance with the Board of Directors' proposal, that Hansa can enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer shares of Hansa to the participants, to ensure delivery under the Option Program 2024.

Resolution to authorize the Board of Directors to resolve on issue of ordinary shares and warrants and/or convertibles

The Annual General Meeting further resolved, in accordance with the Board of Directors' proposal, 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, 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 twenty per cent of the total number of shares outstanding at the Annual General Meeting's resolution on the authorization, after full exercise of the authorization. In the current position of the company, it is of high importance 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 for 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.

Resolution to amend the articles of association

The Annual General Meeting further resolved, in accordance with the Board of Directors' proposal, to amend the articles of association whereby the limits for the share capital and the number of shares are increased.

More information about the resolutions is available in the notice and the complete proposals which are available on the company's website, www.hansabiopharma.com.

The information was submitted for publication, through the agency of the contact person set out below, at 15:00 CEST on June 27, 2024.

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Notes to editors

About Hansa Biopharma

Hansa 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 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 www.hansabiopharma.com and follow us on [LinkedIn](#).

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