



# Governance

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# Governance

## General principles

### Introduction

The Board of Directors of Hansa Biopharma AB (publ) (the “Board”), Company reg. no. 556734-5359 (“Hansa” or the “Company”) hereby submits the 2023 Corporate Governance Report in accordance with the requirements of the Swedish Annual Accounts Act (1995:1554) (Sw. årsredovisningslagen) and the Swedish Corporate Governance Code (the “Code”).

The Company’s corporate governance is mainly regulated by the provisions of the Company’s articles of association, the Swedish Companies Act (2005:551) (Sw. aktiebolagslagen) and other Swedish legislation, the Nordic Main Market Rulebook for Issuers of Shares and the Code next to all applicable laws and regulations.

This Corporate Governance Report has been reviewed by the Company’s auditors in accordance with the Swedish Annual Accounts Act. It does not constitute a part of the formal annual report documents.

No infringements of Nasdaq’s rules and no breach of good practice on the securities market were reported by the stock exchange’s disciplinary committee or the Swedish Securities Council during the financial year 2023.

The Group comprises the Parent Company, Hansa Biopharma AB, and its wholly owned subsidiaries Cartela R & D AB, Hansa Biopharma Ltd, Hansa Biopharma Inc, Hansa Biopharma Australia Pty Ltd, and Hansa Biopharma Italy S.R.L.

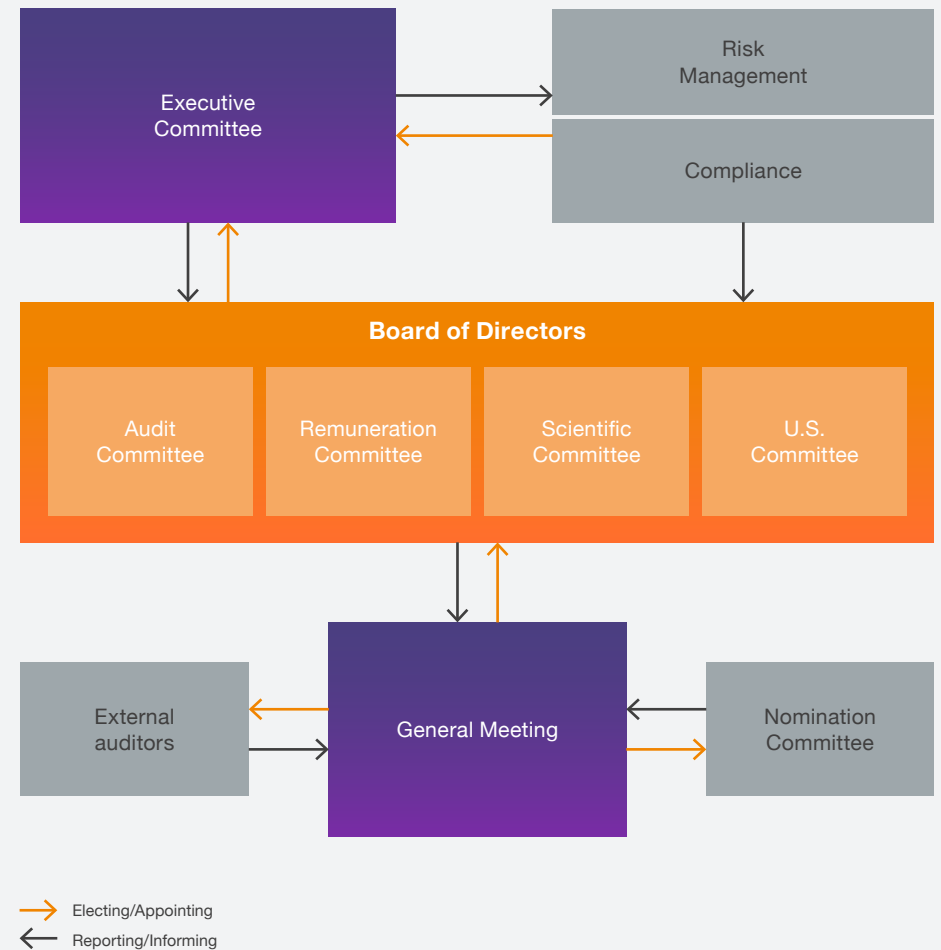
### Shareholders

There are no limitations on the transferability of Hansa’s shares due to legal restrictions or provisions of the articles of association. To Hansa Biopharma’s knowledge, no agreement has been entered into between any shareholders which might limit the transferability of the shares. As of 31 December 2023, Redmile Group LLC is the only shareholder owning more than 10 percent of the Company’s shares, in its shareholdings of 18.3 percent.

### Significant external and internal regulations and policies which affect corporate governance: Significant internal regulations and policies:

- > Articles of association
- > Instruction for the CEO, including the financial reporting instruction
- > Work procedures for the Board
- > Disclosure policy
- > Insider policy
- > Procurement and expenditure policy
- > Treasury policy
- > Finance policy
- > Risk management policy
- > Staff handbook
- > Executive remuneration policy
- > Code of Conduct
- > Supplier Code
- > Global Data Privacy policy
- > Compliance Concerns Reporting and Investigations policy
- > Corporate Giving policy (Grants, Donations, Contributions, and Sponsorships)

### Governance Structure





## Governance General principles continued

### Significant external regulations:

- > Market Abuse Regulation
- > Swedish Companies Act
- > Swedish Accounting Act
- > Swedish Annual Accounts Act
- > International standards for audits and financial reporting (IFRS)
- > Nordic Main Market Rulebook for Issuers of Shares
- > Swedish Corporate Governance Code

### Information regarding Hansa Biopharma AB shares

The Company's shares were admitted for trading on Nasdaq Stockholm, Small Cap, in November 2015. The Company's shares were previously, since 2007, listed on Nasdaq First North.

The Company's shares are divided into ordinary shares and C-shares. On 31 December 2023, the total number of shares issued was 55,034,241 with 52,671,796 ordinary shares outstanding and 2,362,445 C-shares, with a quotient value of SEK 1. Each ordinary share carries one vote, and each C-share carries one tenth. All C-shares are owned by the Company. Each person entitled to vote may vote for his or her full number of shares. The number of votes in the Company amounts to 52,908,040.5.

Each ordinary share confers the right to an equally large percentage of the Company's distributable profits. The C-shares are not entitled to dividends and are subject to a redemption and reclassification clause.

### General meeting

The Company's highest decision-making body is the general meeting, where the shareholders' influence over the Company is

exercised. In addition to what follows from applicable law regarding shareholders' right to participate at general meetings, shareholders who wish to participate at a general meeting, personally or through a proxy, must give notice of their attendance.

Notices to attend general meetings are given through advertisement as well as on the Company's website ([www.hansabiopharma.com](http://www.hansabiopharma.com)). The Annual General Meeting ("AGM") must be held within six months from the close of the financial year. At the AGM, the shareholders adopt resolutions regarding, among other things: the Board and auditors; the procedure for appointing the Nomination Committee; and discharge from liability for the Board and the CEO in respect of the preceding year. Resolutions are also adopted regarding adoption of the annual report; disposition of profits or treatment of losses; fees for the directors and auditors; and, if applicable, guidelines for remuneration for Senior Executives.

### 2023 Annual General Meeting

The 2023 AGM was held on June 29, 2023 in Lund, with participation through advance voting according to sections 20 and 22 in the Act on temporary exemptions in order to facilitate the conduction of general meetings (Sw. lag (2020:198) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor). In total, 16,427,831 of the shares in the Company were represented, meaning that 36.7 percent of the total number of votes and 35.45 percent of the total number of shares in the Company were represented.

It was decided, 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.

It was resolved, in accordance with the Nomination Committee's proposal, to re-elect Mats Blom, Andreas Eggert, Anders Gersel Pedersen, Hilary Malone, Peter Nicklin and Eva Nilsagård, as members of the Board of Directors, all for the period until the end of the next Annual General Meeting. The AGM further resolved to re-elect Peter Nicklin as chair of the Board for the period until the end of the next AGM. It was resolved, in accordance with the Nomination Committee's proposal and the audit committee's recommendation, 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. 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.

### Remuneration to Senior Executives

The 2023 guidelines are unchanged compared to the guidelines adopted by the 2022 annual general meeting and entail that Senior Executives, i.e. the CEO and members of the Executive Committee, will be offered remuneration which is competitive and on market terms. The level of the remuneration for the individual Senior Executive shall be based on factors such as complexity and responsibility of the position, expertise, experience, and performance. The remuneration consists of a fixed base salary and pension benefits and, in addition, may consist of a variable cash remuneration,

performance-based short-term incentive (STI), share based long-term incentive programs (LTIP) as resolved by a general meeting, severance remuneration, and other benefits. The STI shall be based on the achievement of quantitative and qualitative performance targets and shall not exceed 75 percent of the annual fixed base salary. The variable cash remuneration is intended to support recruitment or retention of key personnel or to reward extraordinary performance beyond the individual's ordinary responsibilities and shall not exceed 30% of the annual fixed base salary. Contributions to pension plans shall not exceed 30% of the annual fixed base salary. Salary during the notice of termination period and severance remuneration shall be possible in a total maximum amount of 18 monthly base salaries.

Ultimate responsibility for the remuneration to Senior Executives as well as setting the respective performance targets lies with the Board of Directors which is supported by the Remuneration Committee and the CEO.

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 75,000 to the chair of the



## Governance General principles continued

Scientific Committee and SEK 50,000 to each member of 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 “based in North America” shall also receive SEK 100,000 for travel expenses. Further, the member of the U.S. Committee shall retroactively receive remuneration of SEK 50,000 for his work during 2022. It was further resolved that the remuneration to the auditor shall be paid as per approved current account.

Minutes from the 2023 AGM are available at Hansa Biopharma’s website ([www.hansabiopharma.com](http://www.hansabiopharma.com)). The 2024 AGM will take place on 27 June 2024 in Lund, Sweden.

### Remuneration to employees

The Board of Directors’ proposal including a resolution to adopt a long-term incentive program, based on performance-based share rights (the “Share Rights Program 2023”) was presented in accordance with paragraph 16(a) in the notice, Appendix 3. It was established that the Board of Directors’ proposal on a resolution on hedging measures in accordance with paragraphs 16(b)(i)-(iii) in the notice did not acquire the required majority. The proposal to enter into equity swap arrangements with third parties in accordance with paragraph 16(c) in the notice was therefore presented. The shareholders were given the opportunity to ask questions.

It was thereafter resolved, in accordance with the Board of Directors’ proposal, to adopt the long-term incentive program according to paragraphs 16(a) and 16(c) in the notice. It was established that the resolution was adopted with the required majority.

During 2023, neither the Remuneration Committee nor the Board of Directors received any comments or questions from shareholders on the remuneration guidelines adopted at the 2023 AGM.

The Board of Directors’ proposal including a resolution to adopt a long-term incentive program, based on employee stock options (the “Option Program 2023”) was presented in accordance with paragraph 17(a) in the notice, Appendix 3. It was established that the Board of Directors’ proposal on a resolution on hedging measures in accordance with paragraphs 17(b)(i)-(iii) in the notice did not acquire the required majority. The proposal to enter into equity swap arrangements with third parties in accordance with paragraph 17(c) in the notice was therefore presented. The shareholders were given the opportunity to ask questions.

It was thereafter resolved, in accordance with the Board of Directors’ proposal, to adopt the long-term incentive program according to paragraphs 17(a) and 17(c) in the notice. It was established that the resolution was adopted with the required majority.

### Issue of ordinary shares and warrants and/or convertibles

The Board of Directors’ proposal, regarding authorisation for the Board of Directors to resolve on new issue of ordinary shares and warrants and/or convertibles was presented in accordance with item 18(a) in the notice convening the Annual General Meeting, Appendix 3. The shareholders were given the opportunity to ask questions.

It was resolved in accordance with the Board of Directors’ proposal. It was established

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.

### Nomination Committee

Prior to the 2024 AGM, Hansa’s Nomination Committee comprises of Florian Reinaud (representing Redmile Group Nomination Committee), Jonas Wikström (representing Theodor Jeansson), and Sven Sandberg (representing Thomas Olausson). Peter Nicklin (Chair of the Board) is the convener of the Nomination Committee.

During the 2023 AGM, 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 2024, pursuant to the proposal in the convening notice.

Procedures for appointing members of the Nomination Committee were adopted by the 2023 AGM. The Nomination Committee shall, pursuant to the Code, consist of at least three members of which a majority shall be independent in relation to Hansa Biopharma and its management. In addition, at least one member of the Nomination Committee shall be independent in relation to the largest shareholder in terms of voting rights or group of shareholders who cooperates in terms of Hansa’s management.

The Nomination Committee shall prepare proposals for the 2024 AGM for the chair of the AGM, board members, chair of the Board

Minutes from the 2023 AGM are available on our website at [hansabiopharma.com](http://hansabiopharma.com).

of Directors, remuneration to the Board, auditors, remuneration to the auditors, and the principles for the Nomination Committee before the 2024 AGM.

### External auditors

The external audit of the accounts of the Parent Company and the Group, as well as of the management by the Board and the CEO, is carried out in accordance with generally accepted accounting standards in Sweden. The auditor participates in at least one Board meeting per year, going through the accounts for the year and leading a discussion with the directors without the CEO or any other Senior Executive present.

Pursuant to the articles of association, Hansa must have a registered accounting firm as its external auditor. The accounting firm KPMG AB has been the auditor of the Company since the 2014 AGM. As from the 2023 AGM, certified public accountant Stefan Lundberg is auditor in charge. Stefan Lundberg is a member of the Swedish Institute of Authorized Public Accountants. For information regarding fees paid to the auditors, please refer to Note 30 to the 2023 Financial Statements.



## The Board

### The Board is the highest management body under the AGM

The overall task of the Board is to manage the affairs of the Company in the best possible manner on behalf of the shareholders. The Board must continuously evaluate the Group's operations, development and financial situation, as well as the operative management including identifying how sustainability issues impact risks to and business opportunities for the Group. The Board decides upon, among other things: issues concerning the Group's strategic focus and organization; business plans; financial plans and budget; significant agreements; major investments and commitments; and finance, disclosure, and risk management policies. The Board must also ensure that the Company prepares insider instructions. The Board works according to written rules of procedure which are adopted annually, and which regulate the framework for the Board meetings, including the frequency and agenda of meetings, distribution of materials for meetings, and matters to be presented to the Board for information or for a decision. The rules of procedure also govern how the board work is allocated among the Board and its committees. The Board has also adopted CEO instructions which govern the allocation of work among the Board, the chair of the Board, and the CEO, and which defines the CEO's authority.

The Board is elected by the shareholders at the AGM up until the end of the next AGM, with the possibility of re-election. In addition, the Company's employees may, pursuant to statutory rules regarding the representation of employees on the Board, elect employee representatives to the Board. Currently, the Board has no employee representatives. All current board members are considered independent under the corporate governance standards of the Code and Nasdaq Stockholm.

The chair of the Board is responsible for contacts with the shareholders regarding ownership issues and for communicating the shareholders' views to the Board of Directors. The chair is further responsible for the day-to-day contact with the CEO and Senior Executives and must keep her/himself well informed about, and monitor, the Company's business. The chair is responsible for ensuring that the Board's work is carried out efficiently and that the Board fulfils its obligations in accordance with applicable laws and regulations, the Code, the articles of association, resolutions of the general meeting, and the Board's own rules of procedure, and that the Board carries out the decisions that are made and that their work is evaluated. Further, the chair is responsible for ensuring that the directors regularly update their knowledge about the Company and that new directors receive necessary introductory training. The chair must also approve remuneration and other employment terms and conditions for Senior Executives, and is responsible for the Company's archives, in which minutes from all Directors' meetings and general meetings must be saved.

The chair prepares Board meetings together with the CEO and Corporate Secretary. The notice of the meeting and the agenda are sent to the directors together with sufficient decision-making documentation. A Board meeting includes a review of the business, including development and advances within research and development, business development, consolidated earnings and financial position, financial reports, and forecasts.

Pursuant to the Company's articles of association, the Board must comprise of not less than three and not more than ten directors elected by the AGM. The Board is quorate when more than half of the directors are present. The articles of association do not contain any provisions regarding appointment or dismissal of directors or regarding amendment of the articles of association.

#### Directors

The Board currently comprises six individuals, including the chairman.

The 2023 AGM re-elected Mats Blom, Andreas Eggert, Anders Gersel Pedersen, Hilary Malone, Peter Nicklin and Eva Nilsagård, as members of the Board of Directors, all for the period until the end of the next Annual General Meeting in 2024.

Prior to the 2023 AGM, the Nomination Committee announced that it had applied the provisions of rule 4.1 of the Swedish Corporate Governance Code as the Board diversity policy. The aim is that the Board as a collective should possess the required mix in terms of background and knowledge, whereby an even gender distribution is considered. The result of the Nomination Committee's application of the diversity policy is a Board that represents a mix of both professional experience and knowledge as well as geographical and cultural backgrounds. One third (1/3) of the current Board members elected by the AGM are female.



## The Board continued

### Information about Board members as of 31 December 2023

Holdings in the Company include one's own holdings as well as those of closely related persons.



#### Peter Nicklin

Born 1963

Member and chair of the Board since 2022, member of the Remuneration Committee, the Scientific Committee and the U.S. Committee.

Shareholding: 14,500 shares

Peter Nicklin has more than 30 years of extensive experience and background in the pharmaceutical and healthcare sector in both developed, as well as emerging markets and significant experience in leading global teams. Chair of the Board at Tunstall Healthcare and Sciensus. Previously, CEO and member of the Board of Amann Girrbach AG, Corporate Vice President and EMEA President of Baxter International (NYSE: BAX), as well as senior executive roles at Bayer Healthcare (XETRA: BAYN), Novartis (SWX: NOVN) and Bristol-Myers Squibb (NYSE: BMY). Peter holds a Bachelor of Arts with Honours in Finance from Lancaster University. He is also a Chartered Accountant having qualified at PriceWaterhouseCoopers in London.

Independent of Hansa and its executive management.

Independent of major shareholders of Hansa.



#### Eva Nilsagård

Born 1964

Member of the Board since 2019 and chair of the Audit Committee.

Shareholding: 3,000 shares

Eva Nilsagård is the founder and Chief Executive Officer of Nilsagård Consulting AB. Previous interim Chief Financial Officer of various companies, including OptiGroup AB, Plastal, and CFO of Vitrolife AB (STO: VITR). She has also served in various senior positions at the Volvo Group, or Volvo (STO: VOLV), including Senior Vice President Strategy & Business Development. Earlier in her career, Eva also held senior positions in finance and business development at AstraZeneca plc (LSE: AZN) and AB SKF (STO: SKF). Board member and chair of the audit committee of SEK (Swedish Export Credit Company), AddLife (STO: ALIF), Bufab Group (STO: BUFAB), Nimbus Group AB (STO: BOAT), Nanexa (STO: NANEXA), Ernströmgruppen and Xbrane Biopharma (STO: XBRANE), the chair of Spermosens AB (Spotlight: SPERM) and board member of eEducation Albert AB (STO: ALBERT). Eva has more than ten years of experience as a mentor for young female managers with high potential. She holds an Executive M.B.A. in Economics and a B.Sc. in accounting and finance from School of Business, Economics and Law in Gothenburg.

Independent of Hansa and its executive management.

Independent of major shareholders of Hansa.



#### Mats Blom

Born 1965

Member of the Board since 2019 and member of the Audit Committee.

Shareholding: 1,000 shares

Mats Blom serves as Chief Financial Officer of NorthSea Therapeutics B.V. Previous Chief Financial Officer of Modus Therapeutics AB (STO: MODTX), Zealand Pharma A/S (CSE: ZELA), Swedish Orphan International AB (acquired by BioVitrum, now Swedish Orphan Biovitrum AB (publ) (STO:SOBI)), Active Biotech AB (publ) (STO:ACTI), and Anoto Group AB (STO: ANOT). Previously also management consultant at Gemini Consulting and Ernst & Young. Board member of Egetis Therapeutics AB (STO: EGTX), Altamira Therapeutics Ltd. (NASDAQ: CYTO), and Pephexia Therapeutics ApS. Mats holds a B.A. in Business Administration and Economics from Lund University and an M.B.A. from the IESE University of Navarra, Barcelona.

Independent of Hansa and its executive management.

Independent of major shareholders of Hansa.



## The Board continued



### Andreas Eggert

Born 1967

Member of the Board since 2018, chair of the Remuneration Committee, and member of the Audit Committee and the Scientific Committee.

Shareholding: 5,500 shares

Andreas Eggert has over 25 years of cross-functional leadership experience in P&L management, commercial operations, successful product launches, market access, and strategic consulting. Previously, Chief Operating Officer at X-Vax Technology Inc. in the U.S. Served as Senior Group Vice President, Global Product Strategy & Portfolio Development, and member of the Corporate Management Committee at H. Lundbeck A/S (CSE: LUN) in Denmark. Prior to that, served in various senior commercial roles at Wyeth, LLC (acquired by Pfizer Inc. (NYSE: PFE)) in the U.S., Japan and in Germany, including as Vice President & Global Business Manager. Earlier in his career, Andreas also was a Management Consultant at A.T. Kearney. He holds an M.B.A. from Azusa Pacific University.

Independent of Hansa and its executive management.

Independent of major shareholders of Hansa.



### Anders Gersel Pedersen

Born 1951

Member of the Board since 2018, chair of the Scientific Committee, and member of the Remuneration Committee.

Shareholding: 2,500 shares

Anders Gersel Pedersen has over 33 years of experience in the international pharmaceutical industry. Served in various roles at H. Lundbeck A/S in Denmark (CSE: LUN), including most recently as Executive Vice President of Research & Development, as responsible for the discovery and development of the product pipeline from preclinical activities to post-launch marketing studies. Prior to that, served in various roles at Eli Lilly and Company (NYSE: LLY), including most recently as a director overseeing worldwide clinical research in oncology. Anders is Chairman at Aelis and Deputy Chair at Bavarian. Serves on the supervisory boards of Avillion LLP, Bavarian Nordic A/S (CSE: BAVA), AELIS Farma SA, and Genmab A/S (CSE: GMAB). He received his medical degree and a doctoral degree in neuro-oncology from the University of Copenhagen and a B.Sc. in Business Administration from Copenhagen Business School.

Independent of Hansa and its executive management.

Independent of major shareholders of Hansa.



### Hilary M Malone

Born 1965

Member of the Board since 2021, Chair of the US Committee and member of the Scientific Committee.

Shareholding: 0

Hilary Malone has over 25 years of experience in global drug development, regulatory and government affairs, manufacturing and commercialization within the biopharma industry. Hilary is currently Chief Executive Officer of Stylus Medicine, a private genetic medicine biotech company. Previously she served as Chief Executive Officer of a private neuroscience company in start-up phase. Prior to these roles, Hilary served as Chief Operating Officer and Executive Vice President at Valo Health Inc., and as the Chief Regulatory Officer and Senior Vice President & Head of Global Regulatory Affairs at Sanofi Inc. (subsidiary of Sanofi SA (Euronext: SAN)). Previous experience also includes senior regulatory and drug development roles at Reata Pharmaceuticals, Inc. (recently acquired by Biogen Inc.), Pfizer Inc. (NYSE:PFE), Wyeth, LLC (acquired by Pfizer Inc.), AstraZeneca plc (LSE:AZN) and GlaxoSmithKline plc (LSE: GSK). Hilary also serves on the board of Adthera Bio. She holds a Ph.D. in Molecular Neuropharmacology and a B.Sc. in Physiology from the University of Dundee, Scotland.

Independent of Hansa and its executive management.

Independent of major shareholders of Hansa.



## The Board continued

### The Board of Directors' work in 2023

During 2023, the Board has held 10 meetings. The Board has also made resolutions per capsulam at five occasions.

At the Board meetings held during the 2023 financial year, the directors were present as set forth below. The number of meetings and the maximum number of meetings each director could have been present at during the financial year are stated in parentheses.

### Evaluation of the Board of Directors' work

Pursuant to the Code, the Board is to evaluate its work annually, using a systematic and structured process, with the aim of developing the Board's working methods and efficiency. The evaluation has been carried out by the chair of the Board and an independent evaluation company, in the beginning of 2023, interviewing the directors with questions about the work of the Board. The result of the responses has been declared to the directors and the members of the Nomination Committee.

### Board members and meeting presence for the reporting period

1 January – 31 December 2023

Board member	Elected	Present at meetings of the Board	Present at meetings of the Remuneration Committee	Present at meetings of the Audit Committee	Present at meetings of the Scientific Committee	Present at meetings of the US Committee	Independent in relation to the Company and Executive management	Independent in relation to the Company's largest shareholders
Peter Nicklin	2022	10(10)	6(6)	–	2(2)	2(2)	Yes	Yes
Hilary Malone	2021	10(10)	–	–	2(2)	2(2)	Yes	Yes
Anders Gersel Pedersen	2018	9(10)	6(6)	–	2(2)	–	Yes	Yes
Andreas Eggert	2018	10(10)	6(6)	6(6)	2(2)	–	Yes	Yes
Eva Nilsagård	2019	10(10)	–	6(6)	–	–	Yes	Yes
Mats Blom	2019	10(10)	–	6(6)	–	–	Yes	Yes





## The Board continued Board Committees

### Audit Committee

After the 2023 AGM, the Audit Committee consisted of Eva Nilsagård, chair, Mats Blom and Andreas Eggert. The Audit Committee is obligated to keep the minutes of its meetings and make the minutes available to the Board. The Audit Committee shall perform the duties incumbent upon audit committees as required by law and the Code.

The Audit Committee assists the Board in overseeing the Company's accounting and financial reporting processes. The Audit Committee consists exclusively of members of the Board who are financially literate and are each considered an "audit committee financial expert" as defined by applicable SEC rules and has the requisite financial sophistication as defined under the applicable Nasdaq rules and regulations. The Board has determined that all of the members of the Audit Committee satisfy the "independence" requirements set forth in Rule 10A-3 under the Exchange Act. The Audit Committee is governed by a charter that complies with Nasdaq rules.

#### The primary duties of the Audit Committee are to:

- > Assist the Board in overseeing the Company's financial position, performance, and reporting;
- > With respect to the financial reporting, monitor the effectiveness of the Company's internal control system, internal audit and risk management;
- > Keep itself informed of the audit of the annual accounts and consolidated accounts;
- > Review and monitor the auditor's impartiality and independence, and, in this context, particularly monitor whether the auditor is

providing the Company with services other than auditing services; and

- > Take decisions regarding guidelines for services other than the auditing services which the external auditor can provide.

### Remuneration Committee

After the 2023 AGM, the Remuneration Committee consists of Andreas Eggert, chair, Peter Nicklin and Anders Gersel Pedersen. The Remuneration Committee is charged with performing the duties set forth in the Swedish Corporate Governance Code. The Remuneration Committee is obligated to keep minutes of its meetings and make the minutes available to the Board.

#### The primary duties of the Remuneration Committee are to:

- Propose guidelines and principles for remuneration and other terms of employment of the Chief Executive Officer and senior executives;
- Monitor and evaluate any programs pending or adopted during the year for variable remuneration for Senior Executives;

Monitor and evaluate the implementation of the guidelines for remuneration of Senior Executives adopted by the AGM, as well as applicable remuneration structures and levels for the Company;

Oversee and administer the Company's employee share option scheme or equity incentive plans in operation from time to time.

### Scientific Committee

After the 2023 AGM, the Scientific Committee consists of Anders Gersel Pedersen, chair,

Andreas Eggert, Peter Nicklin and Hilary Malone. The committee is obligated to keep minutes of its meetings and make the minutes available to the Board.

#### The primary duties of the Scientific Committee are to:

- > Assist the Board with recommendations regarding the Company's research and development strategies and possibilities;
- > Perform such other duties as are considered necessary and appropriate in conjunction with the work set forth above and perform such other duties as instructed by the Board from time to time.

### U.S. Committee

The rules of procedure for the U.S. Committee were adopted by the Board at a meeting held on July 14, 2021. After the 2023 AGM, the U.S. Committee consists of Hilary Malone, chair, and Peter Nicklin. The U.S. Committee is obligated to keep minutes of its meetings and make the minutes available to the Board.

#### The primary duties of the U.S. Committee are to:

- > Discuss and provide input to significant issues and aspects related to the Company's U.S. operations and environment, including R&D, regulatory and commercial aspects; and
- > Provide advice and proposals for resolutions, subject to final approval by the Board or the CEO, as the case may be, regarding matters related to the Company's and the group's U.S. operations and development.



## Executive management

The Board appoints a CEO to manage the Company. In addition to the CEO, there are five roles who together make up Company executive management:

- > President and Chief Executive Officer
- > Senior Vice President, Chief Financial Officer
- > Senior Vice President, Chief Commercial Officer and President, US
- > Senior Vice President, Chief Scientific Officer
- > Senior Vice President, Chief Human Resources Officer
- > Senior Vice President, Chief Medical Officer

The executive management holds meetings every month to discuss the Group's earnings and financial position, the status of research and development projects, operational and strategic issues, and follow-up on budgets and forecasts.

### The CEO's responsibility

The CEO is responsible for managing the Company's day-to-day operations pursuant to the Board's guidelines and instructions. The CEO is also responsible, in accordance with the Board's written instructions, for preparing and presenting to the Board issues which fall beyond the scope of day-to-day management, and he must act in accordance with the instructions to the CEO adopted by the Board, the decisions of the Board and the general meeting, and in the best interests of all shareholders.

He must also respect the fiduciary duty and duty of confidentiality which apply to affairs and circumstances which might cause damage to the Company if disclosed, as well as the

duty to report matters and circumstances which are material to the Company.

In accordance with the Board's instructions, the CEO must take any and all measures which are necessary to ensure that the Company's book keeping is legally compliant and to ensure that funds are managed in a satisfactory manner. Accordingly, it is the CEO's responsibility to ensure that the Company has good internal management and routines to ensure application of the adopted principles for financial reporting and internal control.

Further, the CEO shall each month (with the exception of January and July) compile a report regarding the Company's financial situation. He is responsible for ensuring that the Company complies with applicable laws and guidelines, including Swedish law, the Nordic Main Market Rulebook for Issuers of Shares and the Code. The CEO must ensure, at a minimum, that the six-month report or the nine-month report is reviewed by an auditor. The CEO also has specific responsibility to ensure the competitive supply of all purchases of goods or services exceeding SEK 1 m. The CEO must provide the Board with all necessary background information and documentation, both before and between Board meetings. The CEO must attend Board meetings unless the chairman informs him that he need not to attend.

The CEO must also attend all general meetings of the Company, including both AGM's and extraordinary general meetings. The CEO may not have any engagements outside of the Company without the Board's approval.

The CEO is also responsible for implementing the strategy approved by the Board and to propose such other strategies and operational measures to the Board which he deems appropriate. The CEO is responsible for the Company's internal organization, but must obtain the Board's approval prior to major organizational changes. The CEO is responsible for issuing and maintaining instructions for delegation to Senior Executives of the Company. He is also responsible for entering into or terminating employment agreements and for other employment terms and conditions; how ever the chairman of the Board's approval is necessary for such issues in respect of Senior Executives.

In a crisis situation, it is the CEO's responsibility to inform the Board immediately and, if necessary, to form and instruct a crisis committee and to prepare a contingency plan for the business. The CEO must immediately report any event or procedure which he suspects may be significantly adverse to the business or the Company's financial position, e.g. a liquidity crisis, to the chairman of the Board.

Information regarding the CEO's age, primary education, work experience, significant engagements outside of Hansa Biopharma, and his holdings of shares in the Company and those of closely related persons are set forth overleaf.



## Executive management continued

### Senior Executives

Hansa Biopharma's Senior Executives currently comprise six individuals:

- > President and CEO Søren Tulstrup
- > Senior Vice President, Chief Scientific Officer Hitto Kaufmann (effective from 1 Dec 2023)
- > Senior Vice President, Chief Financial Officer Donato Spota (until 29 Feb 2024)
- > Senior Vice President, Chief Commercial Officer and President, U.S. Matthew Shaulis
- > Senior Vice President, Chief Human Resources Officer Anne Säfström Lanner
- > Senior Vice President, Chief Medical Officer Achim Kaufhold and Chief Science Officer ad interim from 1 Feb to 1 Dec 2023
- > Senior Vice President, Chief Scientific Officer and Chief Operating Officer Christian Kjellman (until 1 February 2023)

Hansa Biopharma's current Senior Executives, the years when they assumed their positions, their years of birth, education, work experience, significant engagements outside the Company and holdings in Hansa Biopharma as of 31 December 2023 are listed further below in this Corporate Governance report.

Holdings in the Company includes both one's own holdings and/or those of closely related persons.

A detailed description of each incentive program can be found in Note 14 to the 2023 Consolidated Financial Statements.



#### Søren Tulstrup

Born 1965  
President and CEO

Shareholding: 50,347  
Share rights: 260,000  
ESOP's: 575,107

Søren Tulstrup has served as President and Chief Executive Officer since March 2018. He has extensive experience as a senior executive in the global biopharma industry. Prior to joining Hansa, Søren served as Chief Executive Officer of Vifor Pharma AG (SIX: VIFN), (now part of CSL Behring), and he has also served as President & Chief Executive Officer of Santaris Pharma A/S (now part of F. Hoffmann-La Roche AG (SIX: ROG)). Furthermore, Søren has served in several senior general management and commercial roles within Shire Pharmaceuticals (now The Takeda Pharmaceutical Company Limited (TSE: 4502)), Merck & Co., Inc. (NYSE: MRK) and Sandoz Pharma AG (now Novartis AG, or Novartis (NYSE: NVS)) in both Europe and the United States. He holds a Master of Science, Economics and Business Administration from Copenhagen Business School.



#### Hitto Kaufmann

Born 1970  
Chief Scientific Officer

Shareholding: 0  
Share rights: 60,000  
ESOP's: 70,000

Hitto Kaufmann has served as Chief Scientific Officer since December 2023. Hitto has over 20 years' experience as biopharma leader in the development of innovative medicines, advancement of strategic R&D partnerships, and building of next generation therapeutic platforms. His track record includes the development of approximately 100 biological therapeutic entities, many of them advanced by him actively steering strategic partnerships. Prior to joining Hansa, Hitto served as Chief Scientific Officer at Pieris Pharmaceuticals, directing discovery, technical development, CMC, data sciences, project management and alliance management departments. He furthermore was appointed site head of the R&D site of Pieris in Munich.

Before his tenure at Pieris he spent 5 years at Sanofi where he held several executive positions in Industrial Affairs and Sanofi R&D. He led efforts to build a strong cross-divisional end-to-end technology platform for biologics including several strategic deals before becoming the Global Head of Biopharmaceuticals Development. During more than a decade at Boehringer Ingelheim he held several leadership positions including Vice President, Process Sciences. He began his career as a Research Scientist at the Walter and Eliza Hall Institute in Melbourne. Hitto currently serves as a member of the Scientific Advisory Board of Instituto de Biologia Experimental e Tecnologica (iBET). He holds a Ph.D. in Natural Science, from the Swiss Federal Institute of Technology in Zurich.



#### Donato Spota<sup>1</sup>

Born 1971  
Senior Vice President, Chief Financial Officer

Shareholding: 15,076  
Share rights: 0  
ESOP's: 106,842

Donato Spota has served as Chief Financial Officer since May 2019. He has more than 25 years of pharmaceutical industry experience in international environments, including strategic finance, business development, investor relations and international capital markets transactions. Prior to joining Hansa, he served in various roles at Basilea Pharmaceutica AG (SIX: BSLN), including as Chief Financial Officer. Prior to that, he held different finance roles at F. Hoffmann-La Roche AG (SIX: ROG). He holds a B.A. in Information Technology from the Swiss BBT (Bundesamt für Berufsbildung und Technologie) and an M.B.A. from the Hochschule für Wirtschaft und Umwelt Nürtingen-Geislingen.

<sup>1</sup> On 27 November 2023, Hansa announced that Donato Spota decided to leave the company. His last day was 28 February 2024.



## Executive management continued



### Anne Säfström Lanner

Born 1969

Senior Vice President, Chief Human Resources Officer

Shareholding: 7,273  
Share rights: 125,000  
ESOP's: 160,000

Anne Säfström Lanner has served as Chief Human Resources Officer since June 2020, and served as Vice President Global Human Resources from 2019 to June 2020. Prior to joining Hansa, she served in various senior roles at the European Spallation Source, a European multi-disciplinary research facility, including Head of Resourcing. Prior to that, Head of Human Resources at Cellavision AB (STO:CEVI). Anne has held positions as Head of HR, Head of Resourcing, HR Manager & Deputy Head of HR and has extensive experience from fast growing start-up international companies. Holds a Bachelor of Social Science in Human Resource Management, focusing on strategic organizational development & leadership, from Lund University.



### Achim Kaufhold<sup>2</sup>

Born 1957

Senior Vice President, Chief Medical Officer (also Chief Scientific Officer ad interim 01 February until 01 December 2023)

Shareholding: 8,800  
Share rights: 111,000  
ESOPs: 144,000

Achim Kaufhold has served as Chief Medical Officer since June 2020. He is a highly experienced senior leader in immunology, infectious diseases and oncology. Achim has over 25 years of international experience within the biotechnology and pharmaceutical industry. Prior to joining Hansa, Achim served in various senior executive positions in general management, product and business development. Has served as Chief Executive Officer of Affitech AS and Pharmexa A/S (both companies merged), Chief Medical Officer of Basilea Pharmaceutica AG (SIX: BSLN), Pharmexa A/S, Chiron (acquired by Novartis (NYSE: NVS)) and Berna Biotech AG (now Johnson & Johnson (LSE: JNJ)). Prior to that, he headed the worldwide clinical development of the paediatric vaccine portfolio of GlaxoSmithKline plc (LSE: GSK). Currently also serves on the board of directors of Biosergen AB (STO: BIOSGN). Graduated as a Doctor of Medicine from the University of Cologne and holds a professorship in Medical Microbiology and Infectious Diseases at the University of Aachen, Germany.

<sup>2</sup> As of 1 February 2023, until 1 December 2023, Achim also served as ad-interim Chief Scientific Officer.



### Matthew Shaulis<sup>3</sup>

Born 1973

Chief Commercial Officer and President, US since 16 March 2023

Shareholding: 0  
Share rights: 105,000  
ESOPs: 128,300

Matthew Shaulis has served as Chief Commercial Officer and President of the U.S. affiliate, Hansa Biopharma Inc since March 2023. Prior to his role at Hansa Biopharma, Matthew gained over 20 years of U.S. and international experience in the pharmaceutical industry in general management, global strategic and in-line marketing, sales management, business development, and product and indication launches. He held several senior executive roles at Pfizer Inc. (NYSE: PFE), including President of Inflammation & Immunology for International markets in Europe and Asia, President of Oncology for North America, and more recently as the Senior Vice President responsible for leading the company's global commercial and medical go-to-market model transformation. Prior to that, Matthew served in various leadership roles at Teva Pharmaceutical Industries (NYSE: TEVA), Cephalon, Johnson & Johnson (LSE: JNJ), and Schering-Plough (now part of Merck & Co., Inc. (NYSE: MRK)). He holds a B.S. in Accounting from Pennsylvania State University and an M.B.A. from The Fuqua School of Business, Duke University, North Carolina.

<sup>3</sup> As of 16 March 2023, Matthew Shaulis joined Hansa as Chief Commercial Officer and President, U.S.



### Christian Kjellman<sup>4</sup>

Born 1967

Senior Vice President, Chief Scientific Officer and Chief Operating Officer (until 01 February 2023)

Shareholding: 8,222  
Share rights: 95,000  
ESOPs: 134,380

Christian Kjellman has served as Chief Scientific Officer since 2008 and Chief Operating Officer since 2020. Prior to joining Hansa, he served as Principal Scientist at Biolnvent AB (STO: BINV), where he focused on novel target evaluation and antibody technology. Prior to that, Christian served as Head of Research at the biopharmaceutical

development company Cartela AB. He has extensive research experience in cell and molecular biology and as an Assistant Professor in Molecular Genetics at Lund University. Christian holds a M.Sc. in Chemical Biology and a Ph.D. in Tumour Immunology from Lund University.

<sup>4</sup> On 30 January 2023 Hansa announced the planned departure of Christian Kjellman by 2024. As of 01 February 2023 Christian Kjellman no longer serves as Chief Scientific Officer nor Chief Operating Officer.



## Internal Controls and Risk Management In respect of the Financial Reporting

### Introduction

The following description is based on guidelines issued in 2008 by the Confederation of Swedish Enterprise and FAR.

The Company's internal control procedures in respect of financial reporting have been formulated to ensure, with reasonable certainty, quality, and accuracy in the reporting. The procedures are designed to ensure that the reporting is prepared in accordance with applicable laws and regulations as well as the requirements which are imposed on companies with shares admitted for trading on a regulated market in Sweden. The important prerequisites for achieving this are: (i) the existence of a satisfactory control environment; (ii) the execution of reliable risk assessments; (iii) the existence of established control structures and control activities; and (iv) satisfactory information, communications, and follow-up.

### Internal Audit

The Board has evaluated the need for an internal audit function and has concluded that it is not warranted for Hansa due to the scope and size of the operations and because the Board's follow-up of the internal control is deemed sufficient to ensure that the internal control is effective. The Board will review the need in the event of changes which may give rise to re-evaluation and at least once annually.

### Control Environment

Internal control is based on Hansa's control environment, which comprises the values and ethics from which the Board, the Audit Committee, the CEO, the Executive Committee, and other employees communicate and operate. The control environment also includes the

Company's organizational structure, leadership, decisional structure, decision-making authority, responsibility, and employee proficiency.

### Risk Assessment

Risk identification and evaluation are carried out in a manner to also include risks regarding financial reporting. As part of this procedure, items in the income statement and statement of financial position entailing a great risk of significant error are identified. For Hansa, accrued project costs in the Company's clinical projects have, at various times, involved significant amounts. The size of these is based, to a great extent, on management's assessment of the degree of completion. More recently, product sales, contract revenue and inventory valuation became items which could include an elevated risk of significant error as they may involve a significant amount of judgement and estimates. Further, cash and equivalents, as well as current investments, comprise a significant percentage of the Company's total assets and are therefore deemed to give rise to a risk in the financial reporting. Moreover, the fact that Hansa's administration is handled by a relatively small number of individuals is listed as a risk since the dependency on a small number of key individuals becomes great and the possibility to allocate tasks and responsibility becomes limited. The Company's risk management policy and further policies include controls to prevent and detect shortcomings in these and other areas.

### Control Structure and Control Activities

The Board's rules of procedure and the instructions for the CEO and Board committees ensure a clear allocation of roles

and responsibility. The Board has overall responsibility for internal controls. The CEO is responsible for the development of the system of routines, procedures, and controls for the day-to-day operations. This includes, among other things, guidelines, and role descriptions for the various decision-makers as well as regular reporting to the Board based on established routines. Procedures, routines, instructions and templates for the financial reporting and the day-to-day administrative financial operations and financial issues are documented in Hansa's policies. Routines and activities have been designed to manage and rectify significant risks which are related to financial reporting, and which are identified in the risk analysis. The most significant, overall, group-wide corporate governance documents are the work procedures for the Board, instructions for the CEO, disclosure policy, insider policy, risk management policy, and Code of Conduct.

The primary purpose of control activities is the prevention and early-stage detection of errors in the financial reporting so that they can be addressed and corrected. The Group has implemented entity level controls as well as process controls. Access to IT systems is limited and controlled in accordance with powers and authorization. Manual and automated control steps are incorporated throughout

the accounting, financial closing and financial reporting process. The CFO compiles monthly financial reports which, among other things, are to report earnings and cash flow for the preceding period and state budget deviations. These reports, and above all the budget deviations, are analysed and commented upon by Company management. Follow-up takes place through regular meetings for review of these reports and analyses with the various managers and project managers. The work involved with annual accounts and annual reports are processes which pose additional risks for errors in the financial reports.

**The Board has overall responsibility for internal controls. The CEO is responsible for the development of the system of routines, procedures, and controls for the day-to-day operations.**



## Internal Controls and Risk Management continued

This work is of a less repetitive nature and contains more evaluative elements. Important control activities include, among other things, external confirmations (e.g. bank statements or third party vendor confirmations) as well as ensuring that there is a properly functioning reporting structure in which the various managers and project managers report pursuant to standardized templates, and that important income statement and statement of financial position items are analysed and commented upon.

### Information and Communication

The informational activities are governed by a disclosure policy. There are guidelines for external communications which ensure that the Company meets high standards for providing correct information to the shareholders and the financial market. Hansa's communications must be characterized by transparency and must be correct, relevant, reliable and clear; they may not be misleading. All communications must take place in accordance with Nordic Main Market Rulebook for Issuers of Shares, the Swedish Corporate Governance Code, and the laws and requirements imposed on Swedish companies whose shares are admitted for trading on a regulated market. The policy applies to all employees and directors of Hansa Biopharma and applies to both oral and written information.

The Board releases annual reports, financial statements and interim reports. All financial reports are published on the website ([www.hansabiopharma.com](http://www.hansabiopharma.com)) simultaneously as being published pursuant to Nasdaq Stockholm's rules and regulations. The annual report is made available on the website and is provided as a hard copy to those shareholders who so wish.

### Follow-up

The Board's follow-up on internal controls in respect of the financial reporting takes place, among other things, through follow-up by and through the Audit Committee, on the work and reports of the CFO and the external auditors. The work includes ensuring that measures are taken in respect of the shortcomings and proposed measures generated in conjunction with the external audit. The focus of the follow-up is Hansa compliance with policies, rules and guidelines; and the existence of efficient and suitable processes for risk management, operational management, and internal control. Each year, the external auditor follows up on the selected elements of the internal control within the scope of the statutory audit.

The auditor reports the results of the examination to the Audit Committee and Company management. Significant observations are reported, where applicable, directly to the Board.

The CEO is responsible for compiling all experience from the Company's risk management work and, following discussions with Company management, proposing any changes which the CEO deems necessary or applicable. The Board will decide on any changes.

### Compliance

Hansa has adopted a Code of Conduct for all of its directors, officers, and associates which sets forth the standards for business behaviours that apply throughout the Company and describes the expectations Hansa has for its business partners, and those acting on behalf of the Company.

The Code of Conduct contains guidance in the areas of personal and corporate integrity, responsibility toward the Company, its associates and the community as well as responsible and comprehensive compliance management.

Aligned with the Code of Conduct, Hansa has established a global compliance framework. This compliance framework includes, but is not limited to, compliance and business unit policies and procedure documents, compliance risk mitigation and violation reporting processes, data privacy precautions as well as internal auditing and monitoring activities. Hansa has also brought on a dedicated compliance specialist as a consultant to promote ethical conduct and a culture of compliance throughout the organization.



## Auditor's Report continued

responsibilities in accordance with these requirements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of the Esef report in accordance with the Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528), and for such internal control that the Board of Directors and the Managing Director determine is necessary to prepare the Esef report without material misstatements, whether due to fraud or error.

### Auditor's responsibility

Our responsibility is to obtain reasonable assurance whether the Esef report is in all material respects prepared in a format that meets the requirements of Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528), based on the procedures performed.

RevR 18 requires us to plan and execute procedures to achieve reasonable assurance that the Esef report is prepared in a format that meets these requirements.

Reasonable assurance is a high level of assurance, but it is not a guarantee that an engagement carried out according to RevR 18 and generally accepted auditing standards in Sweden will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in

aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Esef report.

The audit firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

The examination involves obtaining evidence, through various procedures, that the Esef report has been prepared in a format that enables uniform electronic reporting of the annual accounts and consolidated accounts. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement in the report, whether due to fraud or error. In carrying out this risk assessment, and in order to design procedures that are appropriate in the circumstances, the auditor considers those elements of internal control that are relevant to the preparation of the Esef report by the Board of Directors and the Managing Director, but not for the purpose of expressing an opinion on the effectiveness of those internal controls. The examination also includes an evaluation of the appropriateness and reasonableness of the assumptions made by the Board of Directors and the Managing Director.

The procedures mainly include a validation that the Esef report has been prepared in a valid XHTML format and a reconciliation of the Esef report with the audited annual accounts and consolidated accounts.

Furthermore, the procedures also include an assessment of whether the consolidated statement of financial performance, financial position, changes in equity, cash flow and disclosures in the Esef report have been marked with iXBRL in accordance with what follows from the Esef regulation.

### The auditor's examination of the corporate governance statement

The Board of Directors is responsible for that the corporate governance statement on pages 118-131 has been prepared in accordance with the Annual Accounts Act.

Our examination of the corporate governance statement is conducted in accordance with FAR's standard RevR 16. The auditor's examination of the corporate governance statement. This means that our examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

A corporate governance statement has been prepared. Disclosures in accordance with chapter 6 section 6 the second paragraph points 2-6 of the Annual Accounts Act and chapter 7 section 31 the second paragraph the same law are consistent with the other parts of the annual accounts and consolidated accounts and are in accordance with the Annual Accounts Act.

KPMG AB, Box 382, 101 27, Stockholm, was appointed auditor of Hansa Biopharma AB by the general meeting of the shareholders on the 29 June 2023. KPMG AB or auditors operating at KPMG AB have been the company's auditor since 2014.

Stockholm Wednesday, 20 March 2024  
KPMG AB

**Stefan Lundberg**  
Authorized Public Accountant



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