

The Nomination Committee of Hansa Biopharma AB (publ)'s explanatory statement to the Annual General Meeting 2024

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 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 consider 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 AB. The Nomination Committee has continued to strive for an equal gender distribution, and almost one third (1/3) of the proposed members of the Board of Directors, to be elected by the Annual General Meeting, are women.

Current member of the Board Andreas Eggert is not standing for re-election, Florian Reinaud and Jonas Wikström proposed as new members of the Board

Current member of the Board, Andreas Eggert, has informed the Nomination Committee that he is not standing for re-election. The Nomination Committee has in its search for his successor concluded that Florian Reinaud and Jonas Wikström have extensive experience and background in the life science industry and significant experience in leading global teams. The Nomination Committee believes that Florian Reinaud and Jonas Wikström are well suited to assume the roles as members of the Board.

All other members of the Board standing for re-election

All members of the Board, except Andreas Eggert, have confirmed that they stand for re-election and therefore, and against the above background and reasons, the Nomination Committee proposes that Florian Reinaud and Jonas Wikström are elected as new members of the Board and the current members of the Board are re-elected, with the exception of Andreas Eggert.

The members of the Board of Directors proposed for re-election are presented on the Company's webpage as well as in the annual report and a presentation of the persons proposed for new election is presented in the notice convening the Annual General Meeting 2024.

All members of the Board are deemed to be independent of the Company and its executive management. Furthermore, Florian Reinaud is deemed to be dependent of the major shareholder

Redmile Group and the other members of the Board are deemed to be independent in relation to the Company's major shareholder.

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 2024

The Nomination Committee of Hansa Biopharma was constituted in accordance with the principles adopted by the Annual General Meeting on June 29, 2023 and composed Florian Reinaud (Redmile Group) elected chair of the Nomination Committee, Jonas Wikström (Theodor Jeansson) and Sven Sandberg (Thomas Olausson).

All members of the Nomination Committee are independent of the Company and its executive management. Florian Reinaud is dependent of the major shareholder Redmile Group and the other members of the Nomination Committee are independent of the Company's major shareholder. 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 2023.

The Nomination Committee further informed itself thoroughly of the results from the evaluation of the Board work, which also included the chairman of the Board of Director's performance and the Committee has also been in contact with CEO. On this basis, the Nomination Committee has assessed the competence and experience required of Hansa Biopharma's members of the Board, and 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.