

## **The board of directors' statement under Chapter 19, Section 22 of the Swedish Companies Act**

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The board of directors has proposed that the annual general meeting to be held on 22 May 2019 resolves to authorise the board of directors to acquire 715,910 own class C shares of Hansa Biopharma AB (publ). The board of directors considers, in view of what is stated below, that the resolution to acquire own shares is justifiable with respect to the requirements that the business' nature, scale and risk place on the amount of equity, as well as the need for Hansa Biopharma to strengthen the balance sheet, liquidity and position as a whole. The board of directors has also taken into account the requirements of the group's business, scope and risk place on the group's equity requirement and need for the group to strengthen its balance sheet, liquidity and position as a whole.

### **Equity**

The board of directors considers that the equity of Hansa Biopharma will be of sufficient amount after the proposed acquisitions, taking into account the business, scope and the risks that the business is associated with and the current economic situation, historical development and forecasts for Hansa Biopharma as well as for the market.

### **Need of strengthening of the balance sheet, liquidity and position as a whole**

The board of directors has made a comprehensive assessment of Hansa Biopharma's financial position and its ability to, in the long term, fulfil its undertakings. As stated in Hansa Biopharma's annual report for the financial year of 2018, the non-restricted equity of Hansa Biopharma as per December 31, 2018 was SEK 792,588,689.

The proposed acquisitions do not affect Hansa Biopharma's ability to in due time fulfil its present and anticipated financial obligations or Hansa Biopharma's ability to implement planned investments.

The board of directors has also considered other known matters that may affect Hansa Biopharma's financial position and that have not been considered within the scope of the above mentioned. No other matter that would make the proposed acquisitions unjustifiable has been identified during such analysis.

Lund, April 2019  
**Hansa Biopharma AB (publ)**  
The board of directors