

## BULLETIN FROM THE ANNUAL GENERAL MEETING MAY 8, 2023

HANZA AB (publ), listed on Nasdaq Stockholm, held its Annual General Meeting today, May 8, 2023, at which, among others, the resolutions listed below were made.

- At the Annual General Meeting, the parent company's and the group's income statement and balance sheet for the financial year of 2022 were adopted. Further, the General Meeting resolved on allocation of the company's profit in accordance with the Board's proposal, entailing that a dividend in the amount of SEK 0,75 per share, in total SEK 29,459,946 be paid. The record date for the dividend shall be Wednesday May 10, 2023. The Board and the CEO were granted discharge from liability with respect to the financial year 2022.
- The General Meeting resolved to approve the remuneration report.
- In accordance with the Nomination Committee's proposal, Gerald Engström, Francesco Franzé, Helene Richmond and Sofia Axelsson were re-elected and Per Holmberg elected as board members. Francesco Franzé was re-elected as chairman of the Board. Gerald Engström was re-elected as deputy chairman.
- The authorized auditing firm Ernst & Young AB was re-elected as the company's auditor. Ernst & Young AB intends to appoint the authorized public accountant Linn Haslum Lindgren as auditor in charge.
- The General Meeting resolved that a remuneration of SEK 460,000 per annum be paid to the chairman of the Board, and SEK 230 000 per annum to other board members. Further, remuneration shall be payable for work in the Audit Committee, where SEK 80,000 shall be payable to the chairman and SEK 40,000 to each of the other members of the committee. An additional remuneration shall be payable for work in the Remuneration Committee, where SEK 40,000 shall be payable to the chairman and SEK 20,000 to each of the other members of the committee.
- The General Meeting decided on principles for the appointment of the Nomination Committee in preparation for the Annual General Meeting 2024 and guidelines for the work of the Nomination Committee as proposed.
- In accordance with the Board's proposal, the General Meeting resolved to authorize the Board, on one or more occasions until the next Annual General Meeting, to make a decision to increase the company's share capital by issuing shares, warrants and/or convertibles to a maximum of SEK 392,000, which corresponds to approximately 9.9 percent of the current share capital.
- In accordance with the Board's proposal, the General Meeting resolved on introduction of a long-term share savings program 2023, LTIP 2023. The program is offered to a maximum of 13 members of the management and key employees of the company, who are offered to receive performance shares entitling the participant to receive an allocation of a number of shares in HANZA, subject to the participant personally investing in shares in HANZA and/or the satisfaction of certain performance conditions. Any performance shares will be allotted after the expiry of a vesting period, running from the start of the program until the publication of HANZA's interim report for the period January-March 2026. The LTIP 2023 may result in costs of around MSEK 9,0 for HANZA if the performance conditions are fully met, an annual dividend yield of approximately

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1.1 per cent, an estimated annual staff turnover of 10 per cent and a maximum of a total of 175,000 performance shares. In addition to this, social security costs will apply in the year of vesting. The social security costs are calculated to be approximately MSEK 2.2. The expected annual costs are MSEK 3,3 including social security costs.

- In order to secure a cost-effective supply of shares in HANZA for transfer under the LTIP 2023, the General Meeting resolved in accordance with the Board's proposal on hedging arrangements with the right for the Board to combine or choose any of them. The General Meeting resolved on the following hedging arrangements i) transfer of a maximum of 175,000 shares in HANZA free of charge to participants in LTIP 2023, ii) authorization for the Board to resolve on acquisition of a maximum of 175,000 shares in HANZA, and iii) a directed issue of a maximum of 218,750 warrants with the right to subscribe for one new share in HANZA and approval of transfer of warrants to ensure delivery within the program. Should the Board choose the option to utilize the warrants for delivery of shares under the LTIP 2023, the dilution effect will amount to a total of 0.56 per cent.

**For more information, please contact :**  
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