

## **Notice of extraordinary general meeting in HANZA AB (publ)**

The shareholders in HANZA AB (publ) reg. no. 556748–8399 (“HANZA”) are hereby convened to the extraordinary general meeting on Monday den 8 January 2024 at 17.00 at Torshamnsgatan 35, Kista.

### **Notice of participation**

Shareholders who wish to participate at the extraordinary general meeting shall:

- be registered in the share register kept by Euroclear Sweden AB on the record date of the general meeting, i.e., on Thursday 28 December 2023,
- notify their attendance to HANZA no later than Wednesday 3 January 2024, under the address Torshamnsgatan 35, 164 40 Kista or via e-mail to [lars.akerblom@hanza.com](mailto:lars.akerblom@hanza.com).

### **Shares registered in the name of a nominee**

Shareholders whose shares are registered in the name of a nominee must, in order to exercise the right to vote and participate in the general meeting, temporarily re-register the shares in their own name (so called voting registration) with Euroclear Sweden so that the shareholder is included in the share register kept by Euroclear Sweden on Wednesday 28 December 2023. Shareholders are therefore advised to request such registration of the shares well in advance of this date. Voting registration requested by shareholders in such time that the registration has been completed by the nominee no later than Tuesday 2 January 2024 will be taken into account in the preparation of the shareholders' register.

### **Proxy**

Shareholders who are represented by a proxy must issue a written and dated authorization for the proxy. The authorization may not be issued earlier than five years before the date of the general meeting. The proxy in original and proof of registration and other authorization documents for a legal person shall be sent to HANZA at the above address. HANZA is making an authorization form available upon request and it is also available on HANZA's website, [www.hanza.com](http://www.hanza.com).

### **Proposed agenda**

1. Opening of the general meeting and election of chairman of the general meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Approval of the agenda
5. Determination as to whether the meeting has been duly convened
6. Approval of the board of directors' resolution on a private placement of shares
7. Closing of the general meeting

### **Proposals to resolutions**

*Item 1 – Election of chairman of the general meeting*

The Nomination Committee proposes that chairman of the board, Francesco Franzé, to be elected chairman of the meeting.

#### *Item 6 – Approval of the board of directors' resolution on a private placement of shares*

##### *Background*

On 6 December 2023, HANZA announced a fundraising by an accelerated bookbuilding procedure with a directed share issue to a number of investors through Pareto Securities. In connection to the fundraising, Gerald Engström was contacted regarding participation in the fundraising through his holding company, Färna Invest AB, and Pareto Securities has recommended that Färna Invest AB is allotted shares. Since Gerald Engström is a member of the board of directors in HANZA, a resolution on a directed share issue to him must be approved by the general meeting. The board of directors therefore submits its resolution on a directed share issue to Färna Invest AB for the approval of the general meeting in accordance with the proposal below.

##### *The board of directors' proposed resolution*

The board of directors propose that the general meeting approve the board of directors' resolution made on 6 December 2023 to carry out a private placement in respect of not more than 470,500 shares, entailing an increase in the share capital of not more than SEK 47,050. The resolution shall otherwise be governed by the following terms and conditions. In case of full subscription, the company will receive a capital injection of SEK 39,992,500.

1. The right to subscribe for new shares shall, with deviation from the shareholders' preferential rights, belong only to Färna Invest AB.
2. The reason for the deviation from the shareholders' preferential rights is that the issue is carried out as part of a capital raising conducted through an accelerated bookbuilding procedure where Färna Invest AB was one of the investors receiving allocation. The directed share is carried out to, in a timely and cost-effective manner, secure financing on favorable terms for the company's continued growth. A rights issue is significantly more time- and resource consuming compared to a directed share issue, not least as a result of the work and costs which the preparation of a prospectus entails. The directed share issue has been able to be carried out in a short period of time through intensive efforts from the board and advisors, yielding, according to the board, satisfactory results. Furthermore, the delay from conducting a preferential rights issue could lead to loss of the opportunity to carry out potential acquisitions or other investments. The board of directors has, in the choice of type of share issue, considered it positive that the company's shareholder base, through the directed share issue, is further strengthened and diversified among Swedish and international institutional, and other qualified, investors. The reason for including an existing shareholder among those eligible for subscription is that the shareholder has expressed and demonstrated a long-term interest in Hanza, which, according to the board, creates security and stability for both the company and its shareholders. In light of the above, the board of directors has made the assessment that a directed share issue on current terms is a better alternative for all shareholders than carrying out a traditional rights issue. The board of directors' overall assessment is therefore that the reasons for conducting the directed share issue outweighs the reasons for the principal rule to issue shares to shareholders with preferential rights, and that a share issue with deviation from the shareholders' preferential rights therefore lies in the interest of the company and all of its shareholders.

3. Subscription of shares shall be made on a subscription list not later than 9 January 2024. The board of directors shall have the right to extend the subscription period.
4. Payment for subscribed shares shall be made not later than 9 January 2024 (same date as the subscription). The board of directors shall have the right to extend the payment period.
5. The new shares are issued at a price of SEK 85 per share (corresponding to the purchase price established through the accelerated bookbuilding procedure, which according to the board corresponds to the market value).
6. The share premium shall be transferred to the unrestricted premium reserve.
7. The new shares entitle to dividends for the first time on the first record date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.
8. The Managing Director or any other person authorized by the board is entitled to make any minor changes necessary for the registration of the resolution with the Swedish Companies Registration Office, Nasdaq and Euroclear Sweden AB.

### **Majority requirements**

Resolution under item 6 above require, for its validity, that a minimum of nine tenth (9/10) of the votes cast and the shares represented support the resolution.

### **Number of shares and votes**

As of the date of this notice, there are a total of **43,188,840** shares with one vote each in HANZA. The total number of votes are **43,188,840**.

### **Questions to the board of directors and the managing director**

The board of directors and the managing director shall, up request by any shareholder, and where the board of directors deems that such information can be provided without significant harm to HANZA, provide information to the general meeting regarding any circumstances which may affect the assessment of a matter on the agenda or HANZA's financial position as well as HANZA's relationship to other group companies. Questions may be submitted in advance to HANZA AB (publ), Torshamnsgatan 35, 164 40 Kista or through e-mail to [lars.akerblom@hanza.com](mailto:lars.akerblom@hanza.com).

### **Processing of personal data**

In connection to the general meeting, personal data will be processed in accordance with HANZA's privacy policy, which is available at HANZA's website [www.hanza.com](http://www.hanza.com).

### **Documentation**

The board of directors' proposal and documentation pursuant to Chapter 13 in the Companies Act will be held available at HANZA's office with address Torshamnsgatan 35, 164 40 Kista and at HANZA's website [www.hanza.com](http://www.hanza.com). The documents will also be sent, without charge, to shareholders who so request and states their postal address.

**HANZA AB (publ)**  
***The board of directors***