

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

The shareholders in HANZA AB (publ) reg. no. 556748-8399 ("HANZA" or the "Company") are welcomed to an extraordinary general meeting.

**Time:** Friday November 21, 2025 at 15.00 CEST

**Place:** Scandic Victoria Tower, Arne Beurlings Torg 3A, Kista

### **Matter of business**

HANZA has signed an agreement to acquire the German contract manufacturer BMK Group GmbH ("BMK"), with approximately 1,500 employees and an estimated turnover of approximately SEK 3.3 billion for 2025. In short, the deal combines HANZA's model for complete and regional manufacturing with Europe's most advanced electronics production, and together the companies establish Europe's largest listed contract manufacturer. Ahead of the EGM, HANZA will publish further information about the transaction, which will be presented at the EGM.

The completion of the transaction is conditional upon the board of directors receiving authorization from the extraordinary general meeting to resolve on a directed share issue of approximately 17 million shares to the sellers of BMK (see item 6 below).

HANZA's principal owners, the chairman of the board and the CEO, who together represent approximately 28 per cent of the capital and votes in HANZA, have undertaken to vote in favour of the authorisation, and thus the transaction, at the Meeting.

### **Notice of participation**

Shareholders who wish to participate at the 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 November 13, 2025
- notify their attendance to HANZA no later than Monday November 17, 2025 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 as per Thursday November 13, 2025. 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 Monday November 17, 2025 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 power of attorney for the proxy. The power of attorney may not be issued earlier than five years before

the date of the general meeting. The original power of attorney and certificate of registration and other authorization documents for a legal person shall be sent to HANZA at the above address. HANZA is making a power of attorney form available upon request and it is also available on the 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. Resolution on authorization for the board of directors to resolve on issue of shares in kind in connection with HANZA's acquisition of BMK
7. Resolution on amendment of the articles of association
8. 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, be elected chairman of the meeting.

#### *Item 6 – Resolution on authorization for the board of directors to resolve on issue of shares in kind in connection with HANZA's acquisition of BMK*

On October 15, 2025, HANZA announced that the Company had signed an agreement with the shareholders of BMK Group GmbH ("**BMK**") to acquire 100 per cent of the shares in BMK (the "**Transaction**"). The transaction is carried out as a share exchange based on a relative valuation of the companies and the purchase price consists of 16,999,998 newly issued shares in HANZA.

The board of directors proposes that the general meeting of shareholders resolves to authorize the board of directors for the period up to the next annual meeting of shareholders to resolve, whether on one or several occasions, to issue new shares according to the terms set out below for the purpose of completing the Transaction.

Issues in accordance with this authorization shall be made in accordance with the terms of the share contribution agreement regarding the Transaction. The shares shall be subscribed for by the sellers of BMK in accordance with the share contribution agreement and payment shall be made by contribution in kind in the form of all outstanding shares in BMK. The board of directors may decide on the terms and conditions for issues pursuant to this authorization. The reason why the board is authorized to decide on issues in accordance with this authorization is to fulfil HANZA's obligations under the share contribution agreement regarding the Transaction. The authorization may be used to increase HANZA's share capital by a maximum of SEK 1,699,999.80 through a new issue of a maximum of 16,999,998 shares.

It is proposed that the CEO be authorized to make the minor adjustments in this decision that may be necessary in connection with registration with the Swedish Companies Registration Office.

*Item 7 - Resolution on amendment of the articles of association*

In order to achieve more appropriate limits for the share capital and the number of shares in the Company's articles of association following the completion of the Transaction, the board of directors proposes that the general meeting resolves to amend the articles of association in accordance with the following:

<b>Current wording</b>	<b>Proposed wording</b>
<i>§ 4 Share capital</i>	<i>§ 4 Share capital</i>
The share capital shall be not less than SEK 1,700,000 and not more than SEK 6,800,000.	The share capital shall be not less than SEK 4,500,000 and not more than SEK 18,000,000.
<i>§ 5 Number of shares</i>	<i>§ 5 Number of shares</i>
The number of shares shall be not less than 17,000,000 and not more than 68,000,000.	The number of shares shall be not less than 45,000,000 and not more than 180,000,000.

The board of directors, or a person appointed by the board of directors, is authorized to make any minor adjustments required for the registration and implementation of the resolution.

**Majority requirements**

Resolution under item 7 above require, for its validity, that a minimum of two thirds 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 45,959,340 shares with one vote each. The total number of votes are 45,959,340. The Company holds no own shares.

**The shareholders' right to information at the general meeting**

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 with 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).

**Provision of documents**

The board of directors' complete proposals, as well as other documents according to 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), not later than three weeks before the meeting, i.e. not later than October 31, 2025. The documents will also be sent, without charge, to shareholders who so request and states their postal address.

Kista in October 2025

**HANZA AB (publ)**

*The board of directors*