

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

The shareholders in HANZA Holding AB (publ) reg. no. 556748–8399 (“HANZA”) are hereby convened to the annual general meeting on Tuesday May 10, 2022 at 16.00 at Torshamnsgatan 35, Kista

### **Notice of participation**

Shareholders who wish to participate at the annual 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 Monday May 2, 2022
- notify their attendance to HANZA no later than Thursday May 5, 2022, 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 May 2, 2022. 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 Wednesday May 4, 2022 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 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. Presentation of the annual report and the auditor's report and the consolidated financial statements and the auditor's report on the consolidated financial statements
7. Resolutions on:
  - a) the adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet,

- b) allocation of the HANZA's result according to the adopted balance sheet and record date for dividend, and
- c) discharge from liability for each of the members of the board of directors and the managing director
  - (i) Francesco Franzé, chairperson
  - (ii) Gerald Engström, deputy chairperson
  - (iii) Sofia Axelsson, board member
  - (iv) Håkan Halén, board member
  - (v) Helene Richmond, board member
  - (vi) Erik Stenfors, CEO
- 8. Presentation of the remuneration report and the auditor's report pursuant to Chapter 8 Section 54 in the Companies Act and resolution to approve the remuneration report
- 9. Resolution on the number of members of the board of directors and deputy members of the board of directors
- 10. Election of members of the board of directors, chairman of the board of directors and deputy members of the board of directors,
  - a) Francesco Franzé, board member
  - b) Gerald Engström, board member
  - c) Sofia Axelsson, board member
  - d) Håkan Halén, board member
  - e) Helene Richmond, board member
  - f) Francesco Franzé, chairman
  - g) Gerald Engström, deputy chairman
- 11. Election of auditor
- 12. Determination of remuneration to the board of directors and the auditor
- 13. Resolution on the nomination committee for the next annual general meeting
- 14. Resolution on authorization for strategic issues of shares, warrants or convertibles
- 15. Resolution on adoption of new articles of association
- 16. 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 7b) – Allocation of the HANZA's result according to the adopted balance sheet*

The board proposes a dividend of SEK 0,50 per share, in total of SEK 17,889,964 based on 35,779,928 outstanding shares, and that the record date for the dividend be Thursday

May 12, 2022. If the General Meeting resolves in accordance with the proposal, the dividend is expected to be distributed through Euroclear Sweden AB around May 17, 2022.

*Item 8 – Resolution on the number of members of the board of directors and deputy members of the board of directors*

The Nomination Committee proposes that the board shall consist of five (5) board members without deputy board members.

*Item 10 – Election of members of the board of directors, chairman of the board of directors and deputy members of the board of directors*

The nomination committee proposes that Gerald Engström, Francesco Franzé, Håkan Halén, Helene Richmond and Sofia Axelsson be re-elected as members of the board of directors for a term of office that extends until the end of the annual general meeting held in 2023.

The nomination committee further proposes that Francesco Franzé be re-elected as chairman of the board of directors and that Gerald Engström be re-elected as deputy chairman for the board of directors.

The nomination committee's reasoned statement regarding its proposal on the election of members of the boards of directors and a presentation of the proposed board members are available on HANZA's website [www.hanza.com](http://www.hanza.com).

*Item 11 – Election of auditor*

The nomination committee proposes, in accordance with the recommendation of the audit committee, that Ernst & Young AB be re-elected as HANZA's auditor for a term of office that extends until the end of the annual general meeting in 2023. Ernst & Young AB intends to appoint the authorized public accountant Charlotte Holmstrand as auditor in charge.

*Item 12 – Determination of remuneration to the board of directors and the auditor*

The nomination committee proposes that the board's remuneration shall amount to SEK 420,000 (360,000) to the chairperson, and SEK 200,000 (180,000) to each of the other board members not employed by the HANZA.

An additional remuneration shall be payable for work in the audit committee, where SEK 70,000 (60,000) shall be payable to the chairperson of the audit committee and SEK 30,000 (25,000) to each other member of the audit committee.

An additional remuneration shall be payable for work in the remuneration committee, where SEK 30,000 (25,000) should be payable to the chairperson of the remuneration committee and SEK 15,000 (12,500) to each other member of the remuneration committee.

The current remuneration is stated within parentheses.

The nomination committee further proposes that the remuneration to the auditor shall be paid against approved invoice.

*Item 13 – Resolution on the nomination committee for the next annual general meeting*

The nomination committee proposes that the annual general meeting resolves to establish a nomination committee in preparation for the annual general meeting 2023, which is to

be appointed according to the following principles, and that the annual general meeting adopts instructions for the work of the nomination committee as set out below.

*Principles for appointing the members of the nomination committee*

The annual general meeting appoints the chairman of the board of directors to contact the three largest shareholders or owner groups in term of votes (both directly-registered shareholders and nominee-registered shareholders) according to a transcript of the share register maintained by Euroclear Sweden AB as per 31 August 2022, and ask them to appoint one representative each, who together with the chairman of the board of directors shall constitute the nomination committee for the period until a new nomination committee is appointed by mandate from the annual general meeting. In the event any of the three largest shareholders or owner groups, declines to appoint a representative, the fourth largest shareholder or owner group, shall be asked, and so on, until the committee consists of four members (including the chairman of the board). The composition of the nomination committee shall be announced on HANZA's website no later than six months prior to the annual general meeting 2023.

The term of office of the appointed nomination committee shall run until a new nomination committee has been appointed under a mandate from the next annual general meeting.

If a member leaves the nomination committee before its work is completed and if the nomination committee finds that there is a need for replacing this member, the nomination committee shall appoint a new member according to the principles described above, but based on Euroclear Sweden AB's transcription of the share register as soon as possible after the member vacating his post. Any change in the composition of the nomination committee shall immediately be announced.

*The assignment of the nomination committee*

The nomination committee shall present proposals for resolutions regarding the following items for the annual general meeting 2023:

- a) Election of chairman of the meeting,
- b) Resolution on the number of board members,
- c) Resolution on the fees and other remuneration to the board and its committees, divided between the chairman and other members,
- d) Resolution on the fees to the auditors,
- e) Election of board members and chairperson of the board and the deputy chairperson of the board,
- f) Election of auditors, and
- g) Proposal for principles for the composition and work of the nomination committee in preparation for the annual general meeting 2024.

When preparing the proposal for election of board members and the chairperson of the board, the nomination committee shall apply section 4.1 in the Swedish Corporate Governance Code ("**the Code**") as diversity policy.

In its assignment, the nomination committee shall in all other respects perform the tasks, which shall be performed by the nomination committee in accordance with the Code.

*The work of the nomination committee*

The nomination committee appoints the chairperson of the committee. The chairperson of the board or another board member shall not be the chairperson of the nomination committee.

The nomination committee shall meet as often as is necessary for the nomination committee to fulfil its duties, but at least once per year. Notice convening other meetings is issued by the chairperson of the nomination committee. If a member requests that the nomination committee shall be convened, the request shall be complied with.

The nomination committee is quorate if at least two members are present. Resolutions of the nomination committee shall be adopted by a simple majority of the members present or, in the event of a tied vote, the chairperson of the nomination committee shall have the casting vote.

Minutes shall be kept at the nomination committee's meetings.

#### *Remuneration*

No remuneration shall be paid to the members of the nomination committee. However, any necessary expenses for the nomination committee's work shall be borne by HANZA.

#### *Item 14 – Resolution on authorization for strategic issues of shares, warrants or convertibles*

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, warrants and/or convertible instruments.

The board of directors shall be authorized to adopt decisions on issues of shares, warrants and/or convertible instruments with deviation from the shareholders' pre-emption rights and/or an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to in the Swedish Companies Act.

Issues in accordance with this authorization shall be made on market terms. The board of directors may decide on the terms and conditions for issues pursuant to this authorization and who shall be entitled to subscribe for the shares, warrants and/or convertible instruments. If the board finds it appropriate to facilitate the delivery of shares in connection with a new share issue as stated above, this can also be done at a subscription price that corresponds to the share's quota value. The reason why the board is authorized to decide on issues with deviation from shareholders' pre-emption rights and/or an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to in the Swedish Companies Act is that HANZA shall be able to obtain financing and to carry out strategically motivated collaborations or company acquisitions. The authorization may be used to increase the HANZA's share capital by a maximum of SEK 350,000, which corresponds to approximately 9.8 percent of the current share capital. (including issued but not yet registered 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 15 – Resolution on adoption of new articles of association*

The board of directors proposes that the general meeting resolves to adopt new articles of association with the meaning that a new section is introduced in the articles of association as follows:

### *§11 Collection of proxies and postal voting*

*The board of directors may collect proxies in accordance with the procedure specified in Chapter 7. Section 4, second paragraph, of the Swedish Companies Act (2005:551). The board of directors may before a general meeting resolve that the shareholders shall be entitled to exercise their voting rights by post before the general meeting.*

As a consequence, it is proposed to renumber existing provisions in the articles of association, whereby the current §11 becomes §12.

Furthermore, an adjustment of §1 in the Articles of Association is proposed as follows:

*Current wording:*

#### **§1 The company name [sw. *Firma*]**

The company name [sw. *firma*] is HANZA Holding AB (publ.) The company is public.

*Proposed wording:*

#### **§1 The company name [sw. *Företagsnamn*]**

The company name [sw. *företagsnamn*] is HANZA AB (publ.) The company is public.

### **Majority requirements**

Resolution under item 14 and item 15 above requires, 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 35,779,928 shares with one vote each in HANZA. The total number of votes are 35,779,928.

### **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 Holding 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).

### **Documentation**

The annual report and the auditor's report, the board of directors' complete proposals, the remuneration report pursuant to Chapter 8 Section 53 in the Companies Act, the auditor's report pursuant to Chapter 8 Section 54 of the Companies Act as well as other documents according to the Swedish 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 April 19, 2022. The documents will also be sent, without charge, to shareholders who so request and states their postal address.

Kista in April 2022  
**HANZA Holding AB (publ)**  
*The board of directors*