

## **NOTICE OF ANNUAL GENERAL MEETING IN HANZA HOLDING AB (PUBL)**

The shareholders in HANZA Holding AB (publ), reg. no. 556748-8399 (the “**Company**”) are hereby convened to the annual general meeting on Tuesday 7 May 2019, at 17.00 in Restaurang Timjan, Brovägen 2, Stocksund, Sweden.

### **Notice etc.**

A shareholder who wishes to participate at the annual general meeting shall:

- be registered in its own name (not nominee-registered) in the share register kept by Euroclear Sweden AB on the record date of the general meeting, i.e. Tuesday 30 April 2019, and
- notify his or her intention to attend the general meeting to the Company no later than Friday 3 May 2019, by mail to Brovägen 5, 182 76 Stocksund or by email to [lars.akerblom@hanza.com](mailto:lars.akerblom@hanza.com).

Such notification shall include the shareholder’s name, personal identification number or company registration number (or similar), address and daytime telephone number, number of shares, details on advisors, if any, and where applicable, details of representatives or proxies.

### **Nominee-registered shares**

To be entitled to participate in the general meeting, shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own names (voting registration) in the share register maintained by Euroclear Sweden AB in order to be entitled to attend the general meeting. Such registration must be completed in the share register on Tuesday 30 April 2019, and the shareholders must therefore advise their nominees well in advance of such date. Note that this procedure may also apply to shares that are in the bank’s shareholder deposit and to certain investment savings accounts (ISK).

### **Proxy**

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is executed by a legal person, a certified copy of the certificate of registration or equivalent must be attached. The power of attorney may not be valid for a period longer than five years from its issuance. The original power of attorney and certificate of registration should be submitted to the Company by post at the address mentioned above in due time prior to the general meeting. The Company provides a form of power of attorney at request and it is also available at the Company’s website, [www.hanza.com](http://www.hanza.com).

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

As of the date of this notice, there are a total of 30,979,928 shares in the Company. The total number of votes are 30,979,928.

### **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. Approval of the agenda
4. Election of one or two persons to verify the minutes

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 Company's profit 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
8. Determination of remuneration to the board of directors and the auditor
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 chairman of the board of directors
11. Election of auditor
12. Resolution on the nomination committee for the next annual general meeting
13. Resolution on guidelines for remuneration for the senior management
14. Resolution on authorization for the board of directors to resolve on strategic issues of shares, warrants and/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 attorney at law Mikael Smedeby be elected as chairman of the general meeting.

#### *Item 7b) – Allocation of the Company's profit according to the adopted balance sheet*

The board proposes a dividend in the amount of SEK 0.25 per share, i.e. SEK 7,744,982 in total, and that the record date for the dividend be Thursday 9 May 2019. Provided that the general meeting resolves in accordance with the proposal, the dividend is expected to be paid through Euroclear Sweden AB on or around Tuesday 14 May 2019.

#### *Item 8 – Determination of remuneration to the board of directors and the auditor*

The nomination committee proposes that the chairman of the board of directors receive remuneration in the amount of SEK 350,000 and that each of the other board members who are elected by the general meeting and not employed by the Company receive remuneration in the amount of SEK 175,000.

As remuneration for work in the audit committee, the nomination committee proposes that the chairman of the audit committee receive additional remuneration in the amount of SEK 50,000 and that each of the other members of the audit committee receive

additional remuneration in the amount of SEK 25,000. The nomination committee proposes that no additional remuneration be payable for work in the remuneration committee.

The nomination committee proposes that remuneration to the auditor be paid according to approved invoice.

*Item 9 – Resolution on the number of members of the board of directors*

The nomination committee proposes that the number of members of the board of directors elected by the general meeting shall be five (5), without deputy directors.

*Item 10 – Election of members of the board of directors, chairman of the board of directors and deputy chairman 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 2020.

Mikael Smedeby has declined re-election.

The nomination committee further proposes that Francesco Franzé be elected as chairman of the board of directors and that Gerald Engström be 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 the Company'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 the Company's auditor for a term of office that extends until the end of the annual general meeting in 2020. Ernst & Young AB intends to appoint the authorized public accountant Charlotte Holmstrand as auditor in charge.

The nomination committee has been informed by the audit committee of the procurement procedure that has been carried out as a part the preparation for the election of auditor and the audit committee's recommended proposal for the election of auditor. The nomination committee has considered the audit committee's proposal and the completed procurement procedure when preparing its proposal for the election of the auditor.

*Item 12 – Resolution on the nomination committee for the next annual general meeting*

The nomination committee proposes that the annual general meeting resolves that the nomination committee for the annual general meeting in 2020 be appointed in accordance with the following principles:

The annual general meeting appoints the chairman of the Board of Directors to contact the three (3) 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 2019, and ask them to appoint one representative each, which besides the chairman of the board of directors, constitute the nomination committee for the period until a new nomination committee is appointed by mandate from the annual general meeting held in 2020. 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 names of the members of the nomination committee shall be announced on the Company's website no later than six months prior to the annual general meeting in 2020. If any member resigns before the nomination committee's work is completed, and if the nomination committee is of the opinion that there is a need to replace that member, the nomination committee shall appoint a new member in accordance with the principles above but based on a transcript of the share register maintained by Euroclear Sweden AB as per a later date as soon as possible after the member has resigned. Any change in the composition of the nomination committee shall be announced immediately.

The nomination committee shall submit proposals on the following issues for resolution by the annual general meeting in 2020:

- a) Election of chairman of the meeting;
- b) Determination of the number of board members;
- c) Determination of remuneration and other compensation to the board of directors, divided between the chairman, deputy chairman and other board members;
- d) Determination of remuneration to auditors;
- e) Election of board members and chairman of the board of directors, as well as deputy chairman;
- f) Election of auditors; and
- g) Resolution on principles for establishment of the nomination committee and its work prior to the annual general meeting in 2021.

#### *Item 13 – Resolution on guidelines for remuneration for the senior management*

The board of directors proposes the following guidelines for remuneration for the senior management. The guidelines apply to agreements entered into after the annual general meeting 2019, or where changes to the compensation for an executive are made thereafter.

#### *General principles and reasons*

The company shall offer remuneration and other employment benefits on market terms that enable the Company to recruit and retain competent personnel. The remuneration to the senior management shall consist of fixed salary, variable remuneration, pension and other customary benefits, as well as the opportunity to participate in long-term incentive programs after a decision by the general meeting. The compensation is based on the individual's commitment and performance in relation to pre-established goals, both individual and common goals for the entire company. The individual's performance is continuously evaluated.

#### *The board's preparations and decision making*

Each year, the board appoints a remuneration committee as a sub-committee of the board.

The Company's remuneration committee is responsible for (i) preparing the board's decisions on matters concerning remuneration principles, remuneration and other terms of employment for the senior management (ii) following and evaluating ongoing and completed programs for variable remuneration for the executive management during the year, and (iii) following and evaluating the application of the guidelines for remuneration to senior management that the annual general meeting is required by law to adopt and applicable remuneration structures and remuneration levels in the company.

#### *Fixed salary*

The fixed salary shall be determined considering the executive's areas of responsibility and experience and be reviewed annually. The allocation between fixed salary and any variable remuneration shall be in proportion to the executive's responsibility and authority.

#### *Variable compensation*

The variable remuneration shall always be limited in advance to a maximum amount and be linked to predetermined and measurable criteria and shall be designed to promote the Company's long-term value creation. The variable remuneration amounts to a maximum of 45 per cent of the fixed salary for the CEO and 30 per cent of the fixed salary for other senior executives. Variable remuneration does not entitle to pension or holiday benefits.

The cost of variable remuneration to senior executives according to the board's proposal is calculated based on current remuneration levels and can if the maximum variable remuneration is paid, which implies that all applicable goals are met, amount to approximately SEK 3.0 million, excluding social security contributions. The calculation is made with respect to the current composition of the group's senior management. The costs may change if more people are included in the group's senior management.

#### *Long-term incentive program*

Long-term variable remuneration to senior executives may be payable through participation in a long-term incentive program decided from time to time. Such programs may be share-related or share-price related. Share and share price related incentive programs shall be designed with the aim of achieving an increased interest community between the participating executive and the Company's shareholders. The vesting period or the time from the conclusion of the agreement until a share may be acquired shall not be shorter than three years. New share-related or share-price-related programs, if any, shall be decided by the general meeting.

#### *Customary benefits*

The senior executives may receive customary benefits in general, such as a company car, occupational health service, etc.

#### *Pension*

Pension terms shall be offered on market terms in relation to what applies to corresponding executives in the market and shall be based on defined-contribution solutions.

#### *Conditions for termination and severance pay*

A mutual period of notice of six months shall apply to the CEO and the CFO. In the event of termination by the Company, the CEO and CFO receive, in addition to

remuneration during the period of notice, a severance pay equal to six months' salary. For other senior executives, a mutual period of notice of six months shall apply. Other executives may receive severance pay with an amount corresponding to a maximum of 6 months' salary. The sum of the fixed salary during the notice period and severance pay shall not exceed an amount corresponding to the executive's fixed salary for two years.

#### *Information on previously decided remuneration*

There are no previously decided remuneration that are not yet due for payment.

#### *Deviations from the guidelines*

The board of directors proposes that the annual general meeting authorize the board to deviate from the above proposed guidelines if there are special reasons on a case by case basis.

#### *Other*

Executives who are members or deputy members of the board of directors in a group company shall not receive additional remuneration for such board assignment.

#### *Item 14 – Resolution on authorization for the board to resolve on 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 the Company shall be able to obtain financing and to carry out strategically motivated collaborations or company acquisitions. The authorization may be used to increase the Company's share capital by a maximum of SEK 300,000, which corresponds to approximately 9.7 percent of the current share capital.

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 annual general meeting resolves to adopt new articles of association entailing that §7 and §9 of the articles of association are amended as follows:

#### §7 Notice to attend a general meeting

##### *Current wording:*

Notice to attend a general meeting shall be made through announcement in Post- och Inrikes Tidningar (The Official Swedish Gazette) and on the company's website. When the notice is issued, information regarding the notice shall be published in Svenska Dagbladet. The notice shall immediately, and at no cost for the recipient, be sent by post to those shareholders who so request and state their address. If the annual general meeting will be held at a time other than that specified in the articles of association, the notice shall, at no cost to the recipient, be sent by post to all shareholders whose addresses are known to the company.

Notice to attend an annual general meeting and notice to attend an extraordinary general meeting at which an amendment of the articles of association is on the agenda shall be issued not earlier than six weeks and not later than four weeks prior to the meeting. Notice to attend all other extraordinary general meetings shall be issued not earlier than six weeks and not later than two weeks prior to the general meeting.

##### *Proposed wording:*

Notice to attend a general meeting shall be made through announcement in Post- och Inrikes Tidningar (The Official Swedish Gazette) and on the company's website. When the notice is issued, information regarding the notice shall be published in Svenska Dagbladet. The notice shall immediately, and at no cost for the recipient, be sent by post to those shareholders who so request and state their address. If the annual general meeting will be held at a time other than that specified in the articles of association, the notice shall, at no cost to the recipient, be sent by post to all shareholders whose addresses are known to the company.

#### § 9 Notification of intention to attend a general meeting

##### *Current wording:*

Shareholders who wish to participate at a general meeting shall be registered as a shareholder on a transcript of the entire share register as per the fifth weekday prior to the meeting and, shall also notify the company of their intention to attend the meeting not later than 4 p.m. on the date stipulated in the notice convening the general meeting. The latter date may not be a Sunday, any other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday prior to the meeting. If the notice does not stipulate a final date for such notification, a notification is not required to attend the general meeting.

##### *Proposed wording:*

Shareholders who wish to participate at a general meeting shall be registered as a shareholder on a transcript of the entire share register as per the fifth weekday prior to the meeting and, shall also notify the company of their intention to attend the meeting not later than on the date stipulated in the notice convening the general meeting. The latter date may not be a Sunday, any other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday prior

to the meeting. If the notice does not stipulate a final date for such notification, a notification is not required to attend the general meeting.

### **Majority requirements**

Resolution under items 14 and 15 above requires, for its validity, that a minimum of two thirds of the votes cast and the shares represented support the resolution.

### **Information at the Annual General Meeting**

The board of directors and the CEO shall, upon request by any shareholder and where the board of directors determines that it can be done without material harm to the Company, provide information of circumstances which may affect the assessment of a matter on the agenda, and circumstances which may affect the assessment of the Company's or a subsidiary's financial position and the Company's relationship to other group companies. Anyone wishing to submit questions in advance may do so by mail addressed to: HANZA Holding AB (publ), Brovägen 5, 182 76 Stocksund, Sweden, att. Lars Åkerblom or by email to: [lars.akerblom@hanza.com](mailto:lars.akerblom@hanza.com).

### **Documentation**

The annual report and the auditor's report, the board of directors' complete proposals as well as other documents according to the Swedish Companies Act will be held available at the Company's office with address Brovägen 5, 182 76 Stocksund and on the Company's website [www.hanza.com](http://www.hanza.com) not later than three weeks before the meeting, i.e. not later than Tuesday 16 May 2019.

The documents will also be sent, without charge, to shareholders who so request and inform the Company of their postal address. The documents will also be available and presented at the general meeting.

The nomination committee's complete proposal (including the nomination committee's reasoned statement) will be made available on the Company's website [www.hanza.com](http://www.hanza.com) when the notice to the general meeting has been published.

### **Privacy Policy**

In connection with the annual general meeting, the Company will process personal data in accordance with the Company's privacy policy, which is available on our website [www.hanza.com](http://www.hanza.com).

Stocksund in April 2019

**HANZA Holding AB (publ)**

***Board of directors***