

Hansa Medical

- PRESS RELEASE -
May 4, 2015

Notice of Annual General Meeting of Hansa Medical; Hans Schikan nominated to the Board of Directors

The shareholders of Hansa Medical AB (publ) are summoned to attend the Annual General Meeting on June 2nd, 2015, at 17.00 CET at Elite Hotel, Ideon Science Park Scheelevägen 27, Lund, Sweden. The Nomination Committee proposes, inter alia, election of Hans Schikan as new member of the Board of Directors.

NOTICE OF ANNUAL GENERAL MEETING IN HANSA MEDICAL AB (PUBL)

The shareholders of **Hansa Medical AB (publ)** are hereby summoned to attend the Annual General Meeting ("**AGM**") on June 2nd, 2015, at 17.00 CET at Elite Hotel, Ideon Science Park Scheelevägen 27, Lund, Sweden. Registration starts at 16.30 CET. Refreshments will be served after the meeting.

Right to participate

Those who have been recorded as shareholders in the share register kept by Euroclear Sweden AB as per May 27th, 2015, and who, no later than May 27th, 2015 at 12.00 CET, give notice to the company of their intent to participate at the AGM have a right to participate in the AGM. Notice to participate shall be given in writing to Hansa Medical AB, c/o Fredersen Advokatbyrå AB, Turning Torso, 211 15 Malmö, by e-mail to hansamedical@fredersen.se or by fax to +46-40-232003. The notice shall contain the shareholder's name, personal identity number or registration number and daytime telephone number and, where applicable, the number of advisors (maximum two). Subsequent to giving notice of participation the shareholder will receive a confirmation. If no confirmation is received, notice has not been duly given.

A shareholder whose shares are registered under the name of a nominee must temporarily register his shares in his own name with Euroclear Sweden AB to be entitled to participate in the AGM. Such registration must be in effect no later than May 27th, 2015 and should be requested with the nominee well in advance.

Proxy

If a shareholder wishes to be represented by proxy, a power of attorney shall be issued to the proxy. The power of attorney is to be in writing, dated and duly signed by the shareholder. If the shareholder is a legal entity, a copy of the registration certificate or, if no such document exists, equivalent documentation shall be included with the notification. To facilitate registration at the AGM, please provide the power of attorney in original as well as registration certificate and other documents of authority to Fredersen Advokatbyrå to the address above preferably before 12.00 on May 27th, 2015. If the power of attorney and other authorization documents have not been submitted in advance, the power of attorney in the original and other authorization documents must be presented at the AGM. Power of attorney forms are available at the company and on the company's website, www.hansamedical.com, and will be sent upon request to any shareholder who states their postal address.

Proposal of agenda

- 0 Opening of the meeting
- 1 Election of chairman of the meeting
- 2 Preparation and approval of the voting register
- 3 Approval of the agenda
- 4 Election of one or two persons to attest the minutes
- 5 Determination as to whether the meeting has been duly convened

- 6 Speech of the CEO
- 7 Presentation of the annual report and the Auditor's report as well as the group accounts and the auditor's report for the group
- 8 Resolution
 - a) on adoption of the profit and loss account and the balance sheet as well as of the consolidated profit and loss account and the consolidated balance sheet
 - b) on allocation of the company's profits or loss as set forth in the adopted balance sheet
 - c) on discharge from liability for the Board Members and the CEO
- 9 Resolution on the remuneration to the Board of Directors and Auditor
- 10 Election of Board Members, Auditors and Deputy Auditors
- 11 Resolution on principles for the Nomination Committee
- 12 Resolution on guidelines for remuneration to senior management
- 13 Resolution on issue of share warrants and approval of transfer of share warrants
- 14 Resolution on authorization of the Board of Directors to issue new shares, warrants or convertible instruments
- 15 Resolution on authorization of the CEO to make adjustments of the decisions
- 16 Closing of the meeting

Resolution proposals

Dividend (item 8b)

The Board of Directors proposes that no dividend will be paid for the financial year 2014.

Election of Chairman of the Meeting, Board of Directors, Chairman of the Board and Auditor, decisions regarding Remuneration and Guidelines for the Nomination Committee (item 1, 9-11)

The Nomination Committee, composed by Anders Blom (Nexttobe AB), Chairman, Fredrik Bogren (Farstorps Gård AB) and Sven Sandberg (representing his own holding), proposes as follows:

- Chairman of the Meeting: Eddie Juhlin,
- Number of Board Members: six members,
- Number of Auditors: one registered accounting firm,
- Remuneration: SEK 300,000 to the Chairman of the Board and SEK 100,000 each to the other Board Members except for Anders Blom. Remuneration to the Board committees: SEK 40,000 to the chairman and SEK 30,000 each to the other Board Members in the audit committee, SEK 40,000 to the chairman and SEK 25,000 each to the other Board Members in the Remuneration Committee and SEK 25,000 each to the Board Members in the Scientific Committee. A Board Member may, if it is in accordance with current tax legislation and provided that it is cost neutral for the company, be given the possibility to invoice the remuneration from his own company, provided that the company is registered for corporate tax (sw. F-skatt). Social contributions fees and VAT will be added to such remuneration invoiced by Board Member within a business operation,
- Remuneration to the Auditors: according to an approved account,
- Board Members: re-election of Birgit Stattin Norinder, Anders Blom, Stina Gestrelus, Per Olof Wallström and Cindy Wong and election of Hans Schikan,
- Chairman of the Board: re-election of Birgit Stattin Norinder,
- Auditor: election of KPMG AB (KPMG AB has notified that Dan Kjellqvist will be auditor-in-charge if KPMG AB is elected), and
- That the following instruction shall apply for the Nomination Committee for the AGM 2016:

The Nomination Committee shall consist of representatives for the three largest, in terms of votes, registered shareholders as per August 31st, 2015. Should such shareholder not wish to appoint a member, the largest shareholders, in terms of votes, thereafter shall be invited to

appoint members of the Nomination Committee, until three members have been appointed. The names of the members of the Nomination Committee shall be made public no later than six months prior to the AGM of 2016. The Nomination Committee shall appoint the member representing the largest shareholder as chairman, unless the Nomination Committee decides otherwise. Should any of the members of the Nomination Committee, before the assignment of the Nomination Committee has been fulfilled, resign or no longer represent the shareholder who appointed that member, such member shall be replaced by a new member appointed by that shareholder. Should any shareholder not represented in the Nomination Committee be larger, in terms of votes, than another shareholder represented in the Nomination Committee, the larger shareholder shall be entitled to appoint a member to the Nomination Committee, whereby the member representing the smallest, in terms of votes, shareholder shall leave the Nomination Committee. The term of office for the Nomination Committee shall be until a new Nomination Committee has been appointed. If necessary, the company shall compensate reasonable costs, which the Nomination Committee has deemed necessary for the fulfilment of its assignment. The Nomination Committee shall be entitled to call in one or more additional members, who shall not be entitled to vote. The members of the Nomination Committee shall not be entitled to any remuneration from the company for their work. The Nomination Committee shall follow and fulfil the assignments set out in the Swedish Corporate Governance Code. The Nomination Committee shall present proposals for Chairman of the Meeting, Board Members, Chairman of the Board, remunerations to the Board, auditors, remuneration to the auditors and the process of appointing a new Nomination Committee for the next AGM.

Hans GCP Schikan, born 1958. Pharmacist, Utrecht University.

Other appointments: Supervisory Board member of Prosensa, The Netherlands. Board member of Swedish Orphan Biovitrum AB (publ) and Top Team Dutch Top Sector Life Sciences & Health. Member of the Biotechnology Industry Organization's Emerging Companies Section Governing Board. Member of the Advisory Board of BioScience Park Leiden.

Previous appointments: CEO of Prosensa. Chairman of Dutch Association of the Innovative Pharmaceutical Industry, Nefarma. Various senior management positions within previous Organon and Genzyme. Board member of Top Institute Pharma.

Resolution on guidelines for remuneration to senior management (item 12)

The guidelines proposed by the Board of Directors entail that senior management will be offered remuneration which is competitive and on market terms. The level of the remuneration for the individual manager shall be based on factors such as position, expertise, experience and performance. The remuneration consists of a fixed salary and pension benefits and, in addition, may consist of variable salary, severance compensation and non-monetary benefits. The variable salary shall be based on the achievement of quantitative and qualitative targets. Salary during the notice of termination period and severance compensation shall be possible in a total maximum amount of 24 monthly salaries. It is proposed that the Board of Directors be authorized to disapply the guidelines where special cause exists in an individual case.

Resolution on issue of share warrants and approval of transfer of share warrants (item 13)

The Board proposes that the Company issues and transfers share warrants in accordance with the following.

A. The Company shall issue a maximum of 400,000 share warrants. The right to subscribe for the share warrants shall, with deviation from the shareholders' preferential right, be allotted to Cartela R&D AB (the "Subsidiary"), a wholly owned subsidiary of the Company. Subscription must be completed no later than 15 June 2015. The share warrants will be issued without

consideration. The Subsidiary shall transfer the share warrants according to what is stated in Item B below.

Each share warrant entitles its holder to subscribe for one new share in the Company. Subscription of shares in accordance with the terms and conditions of the share warrants may be made as from 15 June 2018 up to and including 15 June 2019.

The subscription price (strike price) will correspond to the market price of an ordinary share at the time of the issuance with an annual increase of 7 percent. This means that the strike price after 3 years will be 122.5 percent of the current market price of a share, and after 4 years it will be 131.1 percent. The starting point shall be the volume-weighted share price during 10 trading days immediately prior to the issuance of the warrants.

The increase in the Company's share capital upon full exercise of the share warrants will amount to SEK 400,000, and corresponds to a dilution of approximately 1.2 percent of the total number of shares and the total number of votes in the Company.

The reason for deviation from the shareholders' preferential right is to implement this incentive program and that the concerned person shall be rewarded for and work for a value increase of the Company's share.

B. The Board proposes that the AGM approves the Subsidiary's transfer of share warrants on the following terms and conditions.

The share warrants shall be offered from the Subsidiary to following three categories of persons employed by the Company (including new employees):

CATEGORY	MAXIMUM NO. OF WARRANTS PER PERSON	MAXIMUM NO. OF WARRANTS TO CATEGORY
A. CEO	150,000	150,000
B. Management (maximum 5 persons)	40,000	150,000
C. Other employees (maximum 14 persons)	10,000	130,000

Allotment is conditional upon it being possible to legally implement the acquisition of share warrants, and that this according to the assessment of the Board of Directors can be done using reasonable administrative and financial resources. Application for acquisition of share warrants can be made as from 2 June 2015 up to and including 15 June 2015, and in lots corresponding to either the highest number of share warrants offered or reduced by lots of 1,000 share warrants. Allotment shall be made in full lots of 1,000 share warrants.

The share warrants shall be transferred on market terms at a price (premium) established on the basis of a market value calculated by an independent valuation institute using the Black & Scholes valuation model. The value for one warrant has been preliminarily calculated to SEK 8.60 based on a share price of SEK 33.

For participants in category B. and C. the Company will make a one-time cash bonus of up to 60 percent of the premium. The total cost for these bonus payments, based on the preliminarily calculated value of the option is maximum SEK 3.0 million, including costs for social security contributions. No other costs, except for administrative costs, are expected to occur in relation to the warrant program.

The warrants shall be subject to other customary terms, including a right to repurchase at market value if the participant's employment in the Company is terminated.

The Company's Board may decide to cancel share warrants that are not transferred to employees and share warrants that have been re-purchased from employees. Cancellation shall be registered with the Swedish Companies Registration Office.

C. The Board proposes that the General Meeting authorizes the Company's Board of Directors to implement the issue resolution in accordance with Item A above and to ensure that the Subsidiary's Board of Directors implements the transfer of the share warrants in accordance with Item B above.

For a resolution in accordance with this item to be valid, the resolution must be supported by shareholders representing at least nine-tenths of the votes cast and the shares represented at the General Meeting. A General Meeting in the Subsidiary must also approve the resolution on transfer in accordance with the above.

Resolution on authorization of the Board of Directors to issue new shares, warrants or convertible instruments (item 14)

The Board of Directors proposes that the AGM decides the following. The Board of Directors is authorized to issue new shares, warrants or convertible instruments on one or more occasions prior to the next AGM, with or without regard to shareholders' pre-emption rights. The payment of issued shares may be in cash, by non-cash consideration, by set-off or otherwise subject to terms and conditions stated in The Swedish Companies Act, chapter 2 section 5, second paragraph, points 1-3 and 5. The number of shares, warrants or convertible instruments to be issued pursuant to the authorization shall be limited to 10 per cent of the shares from time to time outstanding. If the Board of Directors decides on an issue without regard to shareholders' pre-emption rights, the reason for deviation from the shareholders' pre-emption rights shall be for the purpose of expanding the circle of owners, acquire or render possible the acquisition of working capital, increase liquidity in the share, carry out corporate acquisitions, or acquire or render possible the acquisition of capital for corporate acquisitions. In conjunction with resolutions regarding share issues with a deviation from the shareholders' pre-emption rights, the subscription price shall be on market terms at the time of the adoption of the issue resolution.

Decisions according to this item shall only be valid if supported by shareholders holding at least two-thirds of the votes casted as well as the shares represented at the meeting.

Resolution on authorization of the CEO to make adjustments of the decisions (item 15)

The Board of Directors proposes that the AGM authorizes the CEO or the person appointed by him, to make minor adjustments and clarifications to the decisions taken by the AGM to the extent necessary for the registration of the decisions.

Other information

When this notice to attend the AGM was issued, the total number of shares and votes in the company was 32 412 003.

Annual report, Auditor's report, complete proposals and supporting documents will be available at the company and on the company's website www.hansamedical.com, during a period of not less than three weeks prior to the AGM. Copies of the documents will be sent upon request to any shareholder stating his postal address. Upon request by any shareholder, the Board of Directors and the CEO shall at the AGM provide information regarding any circumstance which may affect the assessment of a matter on the agenda and any circumstance which may affect the assessment of the company's or any subsidiary's financial position, provided that such information in the opinion of the Board of Directors and the CEO may be given without causing significant harm to the company, or any subsidiary. The duty to provide information shall apply also to the company's relationship to other group companies.

NOTE: This is an unofficial translation of the original notice, which is in Swedish. In case of discrepancies, the Swedish version shall prevail.

Lund, May 2015

Hansa Medical AB (publ)

The Board of Directors

About Hansa Medical AB

Hansa Medical is a biopharmaceutical company focused on novel immunomodulatory enzymes. Lead project IdeS is an antibody-degrading enzyme in clinical development, with potential use in transplantation and rare autoimmune diseases. Other projects include HBP (a market introduced diagnostic marker for severe sepsis) and EndoS (an antibody-modulating bacterial enzyme in pre-clinical development). The company is based in Lund, Sweden. Hansa Medical's share (HMED) is listed on Nasdaq First North in Stockholm with Remium Nordic AB as Certified Adviser.

For further information, please contact:

Hansa Medical AB

Göran Arvidson, CEO

Mobile: +46 706-33 30 42

E-mail: goran.arvidson@hansamedical.com

www.hansamedical.com

The information in this press release is disclosed pursuant to the Securities Markets Act or the Financial Instruments Trading Act. The information was released for public disclosure on May 4, 2015 at 14.00 CET.