

POWER OF ATTORNEY AND VOTING INSTRUCTION

Odd Stenhagen, personal identity number 581031-6256, or, if Odd Stenhagen is prevented from attending, Lars Åkerblom, personal identity number 650901-1455, are hereby authorized to represent me and vote on my behalf for all my shares at the annual general meeting in HANZA Holding AB (publ), corp. reg. no. 556748-8399, (the "**Company**") on 27 April 2020, in accordance with the instructions provided in Appendix 1 to this power of attorney.

This power of attorney is valid on the annual general meeting on 27 April 2020, provided that it has not been revoked as set out below.

Authorization documents (such as a registration certificate or equivalent evidence of signatory's authority) must be attached if the power of attorney is issued by a legal person.

The completed and signed power of attorney, together with the appropriate authorization documents (if relevant), must be made available to the Company no later than 23 April 2020. The documentation can be sent by regular mail to HANZA Holding AB, Att: Lars Åkerblom, Brovägen 5, 182 76 Stocksund or via email to lars.akerblom@hanza.com. The power of attorney may be revoked by sending notice thereof to the Company via email to lars.akerblom@hanza.com no later than on 24 April 2020.

Appendix 1 shall specify the shareholder's voting instructions to the representative. The shareholder may only instruct the representative by choosing one of the specified options (i.e. yes or no). If the shareholder wishes to instruct the representative to abstain from voting on any item on the agenda, the instruction for such item shall be left blank. The shareholder may not condition the options in the voting instruction. The power of attorney is invalid if the shareholder includes other instructions or terms in the power of attorney or the voting instruction. Please note that if instructions are omitted or ambiguous for an item on the agenda, the representative will not vote for your shares under the relevant item. Shareholders are referred to the notice on the Company's website, www.hanza.com, for complete proposals for the items on the agenda.

Signature by shareholder

Name of shareholder _____ Personal identification number/corp. reg.no.:

Telephone number (including area code):

Place and date:

Shareholder's signature:

Clarification of signature (only applicable when signing for a legal person):

Voting instruction from the shareholder _____ personal identity no/corp. reg. no _____ regarding the items on the agenda at the annual general meeting of shareholders in HANZA Holding AB (publ), org.nr 556748-8399, on 27 April 2020, as set out in the notice convening the meeting.

1. Election of chairman of the general meeting		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	
2. Preparation and approval of the voting list		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	
3. Approval of the agenda		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	
4. Election of one or two persons to verify the minutes		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	
5. Determination as to whether the meeting has been duly convened		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	
8. a) Resolution on the adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	
8. b) Resolution on the allocation of the Company's profit according to the adopted balance sheet		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	
8. c) Resolution on discharge from liability for each of the members of the board of directors and the managing director		
Francesco Franzé, chairman of the board	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Gerald Engström, deputy chairman of the board	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Håkan Halén, board member	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Helene Richmond, board member	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Sofia Axelsson, board member	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Erik Stenfors, managing director	Yes <input type="checkbox"/>	No <input type="checkbox"/>
9. Determination of remuneration to the board of directors and the auditor		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	
10. Resolution on the number of members of the board of directors and deputy members of the board of directors		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	
11. Election of members of the board of directors, chairman of the board of directors and deputy chairman of the board of directors		
Re-election of Francesco Franzé	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Re-election of Gerald Engström	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Re-election of Håkan Halén	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Re-election of Helene Richmond	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Re-election of Sofia Axelsson	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Re-election of Francesco Franzé as chairman of the board	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Re-election of Gerald Engström as deputy chairman of the board	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12. Election of auditor		
Re-election of Ernst & Young AB as auditor	Yes <input type="checkbox"/>	No <input type="checkbox"/>
13. Resolution on the nomination committee for the next annual general meeting		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	

Voting instruction from the shareholder _____ personal identity no/corp. reg. no _____ regarding the items on the agenda at the annual general meeting of shareholders in HANZA Holding AB (publ), org.nr 556748-8399, on 27 April 2020, as set out in the notice convening the meeting.

14. Resolution on guidelines for remuneration to the senior management Yes <input type="checkbox"/> No <input type="checkbox"/>
15. Resolution on implementation of the Incentive Scheme 2020/2023 by:
a) an issue of warrants to the subsidiary HANZA AB Yes <input type="checkbox"/> No <input type="checkbox"/>
b) authorization to transfer the warrants to employees in the Company or its subsidiaries Yes <input type="checkbox"/> No <input type="checkbox"/>
16. Resolution on authorization for strategic issues of shares, warrants or convertibles Yes <input type="checkbox"/> No <input type="checkbox"/>
17. Resolution on adoption of new articles of association Yes <input type="checkbox"/> No <input type="checkbox"/>