

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

The shareholders in HANZA AB (publ), reg.no. 556748–8399 (“**HANZA**” or the “**Company**”) are hereby convened to an extraordinary general meeting on Monday 22 June 2026 at 17:00 CEST at Torshamnsgatan 35 in Kista.

### Right to attend the meeting

Shareholders wishing to attend the meeting must:

- be registered in their own name (not in the name of a nominee) in the share register maintained by Euroclear Sweden AB on the record date for the meeting, i.e. Thursday 11 June 2026,
- and notify HANZA of their intention to attend so that the notification is received **by the Company no later than Monday 15 June 2026, at the address** Torshamnsgatan 35, 164 40 Kista or by email to [lars.akerblom@hanza.com](mailto:lars.akerblom@hanza.com).

### Shares registered on 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 11 June 2026. 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 15 June 2026 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 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 of whether the meeting has been duly convened
6. Resolution on the adopting a long-term share savings program for senior executives and key employees within the Group (LTIP 2026)
7. Closing of the meeting

## **Proposed resolutions**

### *Item 1 – Election of chairman of the general meeting*

It was proposed that the chairman of the board, Francesco Franzé, be elected as chairman of the meeting.

### *Item 6 – Resolution on adopting a long-term share savings program for senior executives and key employees within the Group (LTIP 2026)*

At HANZA's annual general meeting on 12 May 2026, the board of directors chose to withdraw the proposal for a long-term share savings program for senior executives and key employees (LTIP 2026), on the grounds that the proposal was not expected to obtain the requisite majority of the votes cast as certain major shareholders were not represented at the annual general meeting as a result of not having registered their voting rights.

The board of directors assesses that there is support for the proposal among the Company's major shareholders and has decided to convene an extraordinary general meeting. The present proposal is, in all material respects, identical to the proposal previously withdrawn. The sole amendment made relates to the investment period, being the period during which participants in the Programme are entitled to subscribe for savings shares.

The board of directors proposes that the extraordinary general meeting resolve to introduce a long-term share savings program (**the** "Program" or "**LTIP 2026**"). The Program is aimed at senior executives and key employees at HANZA and is to be implemented as soon as practicable after the general meeting has approved the board's proposal in this regard.

## **Background and rationale**

HANZA operates in a competitive market where the ability to attract, motivate and retain senior executives and key employees is crucial to the Company's long-term success. In light of the strategic plan adopted by the board – HANZA 2028 – the board considers it essential to create incentives that link the remuneration of key employees to the financial targets set out within the framework of HANZA 2028.

The purpose of the Program is to (i) retain senior executives and other key employees in the long term, (ii) create a shared interest between participants and shareholders by having participants invest private capital in HANZA shares, and (iii) focus the organisation on the financial targets set by the board in accordance with the HANZA 2028 strategy. The Program covers a maximum of 55 employees across three categories – Group management, regional managers, cluster managers, factory managers and function managers, as well as other managers – working in Sweden, Poland, Estonia, the Czech Republic, Finland, Germany and potentially also Israel and the United Arab Emirates.

Participation in the Program requires the participant to make a personal investment in HANZA shares (Savings Shares), which ensures that the participants' interests align with those of the shareholders. Performance Shares are granted free of charge and are conditional upon the fulfilment of pre-defined performance conditions linked to the HANZA 2028 strategy during the Performance Period 2026–2028, and upon the participant remaining in employment and retaining their Savings Shares throughout the Vesting Period.

## **Introduction of the Program**

The board proposes that the Program be introduced in accordance with the principal terms set out below.

*Participation in the Program*

1. The Program shall cover a maximum of 55 permanent employees within HANZA, divided into the following three categories: Group management (5 persons) (“**Category 1**”), regional managers, cluster managers, factory managers and function managers (10 persons) (“**Category 2**”) and other managers (40 persons) (“**Category 3**”). The participants in Categories 1–3 are collectively referred to as “**the Participants**”.
2. HANZA intends to notify the Participants of their participation in the Program shortly after the extraordinary general meeting’s resolution to adopt the Program (though the board reserves the right to postpone this date for individual Participants if there are special reasons).
3. To participate in the Program, the Participant must personally invest in shares in HANZA and these shares must be allocated to the Program (“**Savings Shares**”). Savings Shares released from LTIP 2023 and Performance Shares allocated under LTIP 2023 may be counted as Savings Shares in LTIP 2026. Participants shall invest in Savings Shares during the period from the day of the release of the Company’s interim report for the second quarter 2026 to and including 18 August 2026, subject to the board’s right to extend (or postpone) the investment period.

*Allocation of Performance Shares*

4. For each Savings Share allocated to the Program, Participants are eligible to be granted shares in HANZA free of charge, provided that certain pre-defined performance conditions are met (“**Performance Shares**”). Category 1 Participants (Group Management) are eligible to receive two Performance Shares per series for each Savings Share that the Participant allocates to the Program, i.e. a maximum of 10 Performance Shares per Savings Share. Other Participants are eligible to receive one Performance Share per series for each Savings Share that the Participant allocates to the Program, i.e. a maximum of five Performance Shares per Savings Share. The number of Performance Shares may be recalculated in accordance with the terms of the Program.

The number of Savings Shares and Performance Shares is distributed among the Participants in the Program as set out below.

| Category | Number of participants | Maximum number of Savings Shares per person | Maximum number of Performance Shares per person (Series I–V) | Maximum total number of Savings Shares | Maximum total number of Performance Shares |
|----------|------------------------|---|--|--|--|
|          |                        |   |  |  |  |

|   |           |       |        |               |                |
|---|-----------|-------|--------|---------------|----------------|
| Group management  | 5         | 3,750 | 37,500 | 18,750        | 187,500        |
| Regional managers, cluster managers, factory managers and function managers | 10        | 1,500 | 7,500  | 15,000        | 75,000         |
| Other managers  | 40        | 800   | 4,000  | 32,000        | 160,000        |
| <b>Total</b>  | <b>55</b> |       |        | <b>65,750</b> | <b>422,500</b> |

5. The allocation of Performance Shares is conditional upon the Participant having (i) been employed within the HANZA Group throughout the Vesting Period, subject to certain exceptions which will be set out in the terms and conditions of the Program as determined by the board, and (ii) retained the Savings Shares allocated to the Program throughout the Vesting Period. The Vesting Period for the Program runs from the date of the extraordinary general meeting's resolution to adopt the Program (June 2026) up to and including the date of publication of the interim report for the period January–March 2029 (“**the Vesting Period**”).
6. The Performance Shares are divided into five series (Series I–V) and each series is subject to a performance condition. The performance conditions for LTIP 2026 shall be based on the HANZA 2028 strategy and HANZA's financial targets for the financial years 2026–2028 (the “**Performance Period**”). The performance conditions shall be determined by the board of directors in connection with the launch of the Program and will be linked to targets relating to organic growth, acquisitions, profitability and other key performance indicators that promote the fulfilment of HANZA 2028. In connection with the outcome of LTIP 2026, the board shall publish the performance conditions, the extent to which these have been met and how the allocation of Performance Shares has taken place based on this.
7. The participant shall be allocated Performance Shares if the conditions in clause 5 above are met and the performance condition (target) for the respective series of Performance Shares is met. If the performance condition for a particular series is not met, all rights to Performance Shares in that series shall lapse. If the performance condition for a particular series is met or exceeded, all rights to Performance Shares in that series shall vest. The performance condition for each series is assessed independently.
8. Participants shall be compensated for dividends paid on the underlying shares during the Vesting Period by increasing the number of Performance Shares allocated to the Participants accordingly, with the aim of aligning the Participants' financial outcome with that of the shareholders.
9. If the board of directors decides on a significant deviation from the currently adopted HANZA 2028 strategy plan, which gives rise to new financial targets, the board of directors shall be entitled to make adjustments to the Program,

including, among other things, the right to decide on adjusted performance conditions, a reduced allocation of Performance Shares, or that no allocation of Performance Shares shall take place at all.

10. Performance Shares may normally only be allocated after the end of the Vesting Period. Allocation of shares will take place in May 2029, immediately following the end of the Vesting Period, based on the performance outcome determined by the board in April/May 2029.

*Other terms and conditions, recalculation, etc.*

11. The board shall have the right to decide on the detailed terms and conditions of the Program. In this regard, the board may make necessary adjustments to these terms and conditions to comply with specific rules or market conditions outside Sweden.
12. Participation in the Program is subject to such participation being legally permissible in the relevant jurisdictions. In the event that, in the board's assessment, Participants outside Sweden cannot be allocated Performance Shares at a reasonable cost or with reasonable administrative effort, the board shall have the right to decide on cash settlement for such Participants.
13. The Program shall comprise a maximum of 422,500 Performance Shares and, in addition, a maximum of a further 22,500 shares as compensation for any ordinary dividends during the Vesting Period. Including a buffer for dividend compensation, but excluding hedging of social security contributions, the Program shall comprise a maximum of 450,000 shares.
14. The number of Performance Shares shall be recalculated as a result of bonus issues (involving the issue of new shares), share splits, rights issues, extraordinary dividends and/or other similar corporate events during the Vesting Period.

*Costs of the Program*

The costs of the Program, which are recognised in the income statement, are calculated in accordance with IFRS 2 and are accrued over the Vesting Period. The calculation has been performed based on a share price of SEK 150 per share and the following assumptions: (i) an annual staff turnover of 10 per cent, (ii) an average fulfilment of the Performance Conditions of 60 per cent for Performance Shares Series I–V, (iii) an annual share price increase of 10 per cent over the term of the Program, and (iv) an average social security contribution rate of 25 per cent. In total, the expected annual costs of the Program under IFRS 2 are estimated at approximately SEK 9.7 million excluding social security contributions (SEK 16.1 million assuming an average fulfilment of the Performance Conditions of 100 per cent). The expected annual costs for social security contributions are estimated to amount to approximately SEK 3.3 million, based on the above assumptions (SEK 5.5 million assuming 100 per cent average fulfilment of the Performance Conditions). The total expected annual costs of the Program thus amount to approximately SEK 13.0 million (SEK 21.6 million in the event of 100 per cent fulfilment).

*The Program's impact on key financial indicators*

Upon maximum allocation of Performance Shares and assuming that no corporate events (other than dividend compensation) giving rise to recalculation occur during the Vesting

Period, the maximum number of shares to be allocated free of charge under the Program, including a buffer for dividend compensation, 450,000 shares in HANZA, which corresponds to approximately 0.71 per cent of the number of outstanding shares (calculated based on the number of outstanding shares in HANZA as at 31 March 2026).

The impact on key ratios and earnings per share is marginal.

#### *Hedging measures – transfer of own shares*

In order to enable a cost-effective and flexible implementation of the Program, the board of directors has considered various methods for delivery of shares under the Program.

At HANZA's annual general meeting on 12 May 2026, the board of directors was authorized to resolve on repurchase of the Company's own shares and to resolve on transfer of own shares. These authorizations were resolved in order to give the board of directors the necessary freedom of action to, among other things, ensure delivery of shares to participants in long-term incentive programs, including the now presented proposal for LTIP 2026. The authorizations resolved by the annual general meeting regarding repurchase and transfer of own shares shall thus also be able to be exercised to fulfil the Company's commitments to the Participants under LTIP 2026, in accordance with the terms and conditions of the Program. The board of directors intends to utilise the said authorizations for this purpose.

#### *Dilution effect*

Given that the delivery of shares to the Participants will be ensured by the Company repurchasing its own shares and subsequently transferring these to the Participants, no dilution effect will arise.

#### *Preparation of the proposal*

The proposed Program has, in accordance with guidelines issued by HANZA's board of directors, been prepared by HANZA's remuneration committee with the assistance of external advisers. The remuneration committee has presented the work to the board, following which the board has resolved to propose that the Program be adopted at the extraordinary general meeting.

#### *Previously adopted incentive programs*

In 2023, HANZA introduced a long-term share savings program, LTIP 2023. The program covered 13 senior executives and key employees within the Group. The program gave participants the opportunity to receive shares in HANZA free of charge, provided that the participant personally invested in shares in HANZA and that certain specified performance conditions was met. The program covered a maximum of 175,000 shares in HANZA and was concluded following the publication of the interim report for the first quarter of 2026.

### **Majority requirement**

For the resolution under item 6 above to be valid, it must be supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the meeting.

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

At the time of this notice, the total number of shares in HANZA amounts to 62,959,338, each carrying one vote. The total number of votes amounts to 62,959,338. The Company

holds 80,620 of its own shares. The own shares held by the Company do not entitle the holder to a dividend or to participate in the meeting.

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

The board of directors and the managing director shall, if any shareholder so requests, and the board considers that this can be done without material detriment to HANZA, provide information at the general meeting regarding circumstances that may affect the assessment of a matter on the agenda. Questions may be submitted in advance to HANZA AB (publ), Torshamnsgatan 35, 164 40 Kista or by email 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 on HANZA's website [www.hanza.com](http://www.hanza.com).

### **Provision of documents**

The board of directors' complete proposals, as well as other documents required under the Companies Act will be available at HANZA's offices at Torshamnsgatan 35, 164 40 Kista and on HANZA's website [www.hanza.com](http://www.hanza.com), no later than three weeks before the general meeting, i.e. no later than 1 June 2026. The documents will also be sent free of charge to shareholders who request them and provide their postal address.

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Kista, May 2026

**HANZA AB (publ)**

*The board of directors*