

## **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 Monday 27 April 2020, at 4 PM at Restaurang Timjan, Brovägen 2, Stocksund.

### **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 21 April 2020, and
- notify his or her intention to attend the general meeting to the Company no later than Thursday 23 April 2020, 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**

Besides notifying the Company as set out above, all shareholders whose shares are registered in the name of a nominee must re-register their shares in their own names in the share register (voting registration). Such registration must be completed in the share register on Tuesday 21 April 2020. In such case, the shareholders must advise their nominees of this well in advance of 21 April 2020.

### **Proxy**

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is executed on behalf of a legal person, a certified copy of the certificate of registration or equivalent must be attached. The validity of the power of attorney may not exceed a period of five years from its issuance. The original power of attorney and a certified copy of the certificate of registration (if applicable) should be submitted to the Company by mail to the address stated above in due time prior to the general meeting. The Company provides a form of power of attorney at request and the form 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 33,979,928 shares in the Company. The total number of votes are 33,979,928.

### **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 by the CEO
7. 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
8. 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
  - c. discharge from liability for each of the members of the board of directors and the managing director
9. Determination of remuneration to the board of directors and the auditor
10. Resolution on the number of members of the board of directors and deputy members of the board of directors
11. Election of members of the board of directors, chairman of the board of directors and deputy chairman of the board of directors
12. Election of auditor
13. Resolution on the nomination committee for the next annual general meeting
14. Resolution on guidelines for remuneration to the senior management
15. Resolution on implementation of the Incentive Scheme 2020/2023 by a) an issue of warrants to the subsidiary HANZA AB and b) authorization to transfer the warrants to employees in the Company or its subsidiaries
16. Resolution on authorization for strategic issues of shares, warrants or convertibles
17. Resolution on adoption of new articles of association
18. Closing of the general meeting

## **Proposals to resolutions**

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

The nomination committee proposes that the chairman of the board Francesco Franzé be elected as chairman of the general meeting.

### *Item 8.b – Allocation of the Company's profit according to the adopted balance sheet*

The board proposes that the total amount of the profits which are at the general meeting's disposal be carried forward. The board's proposal entails that no dividend is paid for the financial year 2019.

### *Item 8.a – Resolution on the fees to the board members and the auditor*

The nomination committee proposes that the board's remuneration for the time until the next annual general meeting shall amount to SEK 350,000 to the chairman and SEK 175,000 to each of the other board members who are not employed by the Company.

An additional remuneration shall be payable for work in the audit committee, where SEK 50,000 shall be payable to the chairman of the audit committee and SEK 25,000 to each of the other members of the audit committee.

An additional remuneration shall be payable for work in the remuneration committee, where SEK 25,000 shall be payable to the chairman of the remuneration committee and SEK 12,500 to each of the other members of the remuneration committee.

The nomination committee further proposes that the remuneration to the auditor shall be in accordance with approved invoice.

*Item 10 – Resolution on the number of board members*

The nomination committee proposes that the board shall consist of five (5) members. No deputy board members are proposed.

*Item 11 – 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 2021.

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 the Company's website [www.hanza.com](http://www.hanza.com).

*Item 12 – Election of auditor*

The nomination committee proposes, in accordance with the recommendation from the audit committee, that the authorized auditing firm 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 2021. 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 as well as the procurement procedure when preparing its proposal for the election of the auditor.

*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 2021, 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 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 2020, and ask them to

appoint one representative each, who together with the chairman of the board 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 the Company's website no later than six months prior to the annual general meeting 2021.

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 or her post. Any change in the composition of the nomination committee shall be announced immediately.

#### *The assignment of the nomination committee*

The nomination committee shall present proposals for resolutions regarding the following items to the annual general meeting 2021:

- 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, allocated between the chairman and other members,
- d) Resolution on the fees to the auditors,
- e) Election of board members and chairman of the board and the deputy chairman 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 2022.

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

Further, the nomination committee shall perform the tasks which are assigned to the nomination committee pursuant to the Code and duly consider the Code when carrying out its assignment.

#### *The work of the nomination committee*

The nomination committee appoints the chairman of the committee. The chairman of the board or another board member shall not be the chairman 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 to convene the meetings are issued by the chairman of the nomination committee. If a member requests that the nomination committee 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 chairman 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 the Company.

#### *Item 14– Resolution on guidelines for remuneration for the senior management*

The board proposes guidelines for remuneration to senior executives with the following main contents. The complete version of the proposed guidelines for remuneration for the senior management will be available on the Company's website.

#### *The scope and applicability of the guidelines*

These guidelines apply to the CEO and other members of the Company's senior management who reports directly to the CEO from time to time. The guidelines also apply to the members of the board, to the extent that they work for or provide services to the Company outside the scope of their board assignment. The guidelines apply to remuneration that is agreed, and to amendments to agreed remuneration that are made, after the guidelines have been adopted by the annual general meeting 2020. Transfer of securities and grant of a right to purchase securities from the Company are considered to be remuneration. The guidelines shall apply until new guidelines have been resolved by the annual general meeting. The guidelines do not apply to remuneration which is decided or approved by the general meeting, such as share-related incentive programs. Senior executives that are board members or deputy board members in other group companies shall not be entitled to additional compensation for such assignments.

#### *How the guidelines contribute to the Company's business strategy, long-term interests and sustainability*

HANZA is an industrial player and a strategic business partner within the field of contract manufacturing, which means that the Company manufactures products on behalf of product-owning companies. HANZA offers shorter lead times and increases the profitability for its customers by gathering different manufacturing technologies locally. The Company's business strategy is (in short) the following: HANZA strives to become a unique value creating manufacturing partner to its customers. This shall be achieved by forming manufacturing clusters and providing consultancy services within the field of manufacturing, in order to create sustainable solutions which increase the customers' profitability and growth.

The successful implementation of the Company's strategy and the safeguarding of the Company's long-term interests is depending on that the Company can recruit and retain a management with high qualifications and the capacity to achieve set goals. These guidelines contribute to the Company's business strategy, long-term interests and sustainability by giving the Company the opportunity to offer senior executives a competitive remuneration.

### *Types of remuneration*

The Company's remuneration system shall be competitive and in accordance with market practice. The remuneration may consist of fixed salary, variable cash remuneration, pension benefits and other benefits.

*Fixed salary* shall be determined individually for each senior executive and be based on the executive's position, responsibility, skills, experience and performance.

*Variable remuneration* shall be related to the outcome of the Company's goals and strategies and shall be based on predetermined and measurable criteria designed to promote long-term value creation. The share of the variable compensation in relation to the total compensation may vary depending on the executive's position but shall be determined in relation to the executive's responsibility and authority. However, variable remuneration should not exceed an amount corresponding to 45 percent of the annual fixed salary as regards the CEO, and 30 percent of the annual fixed salary, as regards the other executives. The variable remuneration shall not qualify for pension benefits, unless otherwise required pursuant to mandatory collective bargaining agreements. The board shall have the possibility to request, in accordance with law or agreement, that variable remuneration that has been paid on incorrect grounds be repaid to the company

*Pension benefits* shall be offered on market terms in relation to what applies to corresponding executives in the market and shall be based on a defined contribution scheme (premium based), unless the executive is covered by a defined benefit scheme in accordance with mandatory collective bargaining agreements. Pension benefits shall not exceed 30 percent of the executive's annual fixed salary.

*Other benefits* may consist of car benefits, corporate health benefits, life and health insurance and other similar benefits. These benefits shall be of limited value in relation to the total remuneration and may correspond to a maximum of 8 percent of the executive's annual fixed salary.

*Consultancy fees* shall be payable on market terms.

As regard employment relationships governed by laws and regulations in another country than Sweden, it shall be possible to make reasonable deviations from the guidelines concerning pension benefits and other benefits in order to comply with mandatory provisions or established local practice, whereby the overall aim of these guidelines shall be met, as far as possible.

### *Criteria for payment of variable remuneration*

The criteria for variable remuneration shall be determined annually by the board in order to ensure that the criteria are in line with Company's current business strategy and profit targets. The criteria can be individual or collective, financial or non-financial and shall be designed in such a way that they promote the Company's business strategy, sustainability strategy and long-term interests, which means that the criteria shall be connected to the Company's business strategy and goals.

The financial criteria for variable remuneration shall be based on relevant financial performance measures, such as earnings (EBIT), turnover rate, cash flow, capital tied up, etc, and the composition of such financial performance measures may vary depending on the current situation and phase of the Company, as assessed by the board.

The non-financial criteria for variable remuneration shall be related to evident and measurable business-related targets, such as the conclusion of material agreements,

completed activities in accordance with the Company's business plan, expansion/new establishments, and achieved targets within the Company's sustainability work.

The fulfillment of the criteria shall be assessed based on a measurement period which is at least one year. The assessment of the extent to which the criteria have been met shall be made at the end of the measurement period. The assessment of whether financial criteria have been met shall be based on the latest financial information published by the Company. The board decides on the payment of any variable remuneration, after the matter has been prepared and discussed in the remuneration committee.

#### *Termination and severance payments*

A mutual notice period of six months shall apply for termination of the CEO's employment. If the employment is terminated by the Company, the severance payment to the CEO shall not exceed an amount corresponding to the CEO's fixed annual salary.

A mutual notice period of six months shall apply for termination of other executives' employment. Severance payment (if applicable) may not exceed an amount corresponding to the executive's fixed salary during a six month-period.

#### *Deviations from the guidelines*

The board may decide to temporarily deviate from the guidelines if there are special and considerable reasons for doing so and the deviation is necessary to meet the Company's long-term interests and sustainability or to ensure the Company's financial viability. Considerable reasons may, for example, be that a deviation is deemed necessary to recruit or retain key personnel or in exceptional circumstances such as the Company achieving a certain desired result in a shorter time than planned, that the Company succeeds in concluding a certain agreement in a shorter time and better conditions than expected or that the Company increases in value or increases its sales or profits to a greater extent than projected.

#### *Item 15 – Resolution on the implementation of the Incentive Scheme 2020/2023 by a) an issue of warrants to the subsidiary HANZA AB and b) authorization of transfer of warrants to employees in the Company or its subsidiaries*

The board of directors proposes that the annual general meeting resolves to adopt a long-term incentive scheme for executives and key personnel of the Company or its subsidiaries by issuing warrants to a wholly-owned subsidiary which shall subsequently be transferred to executives and other key personnel of the Company or its subsidiaries on the below terms and conditions ("**the Incentive Scheme**").

#### *Background and motivation for the board of directors' proposal*

The board of directors' assessment is that the executives and other key personnel of the group have great importance for the group's continued development and its possibility to reach the strategic goals that have been established by the board of directors. Thus, the board's opinion is that it is important and in all shareholders' interests that executives and other key personnel have a long-term interest in a good value development of the Company's shares. A personal long-term ownership commitment can be expected to contribute to an increased interest in the Company's operations and earnings development and increase participants' motivation and strengthen their relationship with the Company and its shareholders. The Incentive Scheme is deemed to be beneficial for the Company's ability to recruit and retain key employees.

The participants of the Incentive Scheme obtain warrants which during a certain period entitles the holder to subscribe for shares to a certain specified subscription price, in accordance with the specified terms and conditions provided in the board of directors' proposal to resolve a resolution on issue of warrants (see item A below). The issue of the warrants shall, with deviation from the shareholders pre-emption rights, be directed to the wholly-owned subsidiary, HANZA AB, org. no. 556746-2436, (the "**Subsidiary**"). The board shall have the right to offer executives and other key personnel, who are or will be employed by the Company or its subsidiaries, to acquire warrants from the Subsidiary against a premium corresponding to the market value of the warrants on the conditions set forth in the board's proposal to resolution on guidelines for the allocation and authorization to transfer warrants (see item B below).

The maximum dilution effect of the Incentive Scheme is estimated to a maximum of approximately 3 percent of the total number of shares and votes in the Company, provided that all warrants are transferred and subsequently exercised.

*A. Resolution on the issue of warrants to the Subsidiary*

The board of directors proposes that the annual general meeting resolves to issue a maximum of 1,000,000 warrants on the following main terms and conditions:

1. Subscription right and allocation

The right to subscribe for the warrants shall, with deviation from the shareholders pre-emption rights, only belong to the Company's wholly-owned Subsidiary. Oversubscription may not take place. The Subsidiary shall transfer the warrants to the participants in the Incentive Scheme for market value consideration and following a decision by the Company's board of directors, all in accordance with the principles set out in item B below.

The reason for the deviation from the shareholders' pre-emption rights is that the Company wishes to promote the Company's long-term interests by giving the executives and other key personnel an opportunity to acquire shares in the Company, which is expected to increase their commitment and provide a positive value development in the Company which the participants can benefit from.

2. Issue price

The warrants shall be issued free of charge.

3. Date for subscription

Subscription of warrants shall be made on a subscription list not later than 15 May 2020. The board of directors shall have the right to extend the subscription period.

4. Date for exercise of warrants

Subscription of shares upon exercise of the warrants shall be made in accordance with the terms and conditions for the warrants from 1 June 2023 up to and including 30 September 2023.

5. Subscription price

Each warrant entitles the owner to subscription for one (1) share in the Company at a subscription price of SEK 20.

6. Increase in share capital



If all warrants are exercised for subscription of shares, the Company's registered share capital will increase by no more than SEK 100,000 (taking into account the current quota value and assuming that no recalculation takes place).

Other terms and condition for the issue and the warrants are set out in the board's complete proposal.

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.

*B. Resolution on principles for the allocation and authorization to transfer warrants*

The board of directors proposes that the annual general meeting resolves to authorize the transfer of maximum 1,000,000 warrants of series 2020/2023 from the Subsidiary to executives and other key personnel, or otherwise dispose of the warrants in order to secure the Company's commitments in connection with the Incentive Scheme.

The board of directors of the Company shall have the right to decide on the allocation and transfer of warrants in accordance with the following guidelines. Executives and other key personnel will be offered to acquire warrants within the Incentive Scheme as set out below:

- The Company's CEO will be offered to acquire no more than 350,000 warrants;
- The Company's CFO will be offered to acquire no more than 250,000 warrants;
- The Company's COO will be offered to acquire no more than 250,000 warrants;
- and
- 150,000 warrants are reserved to be transferred to any newly recruited executives in the group management.

The participants may choose to acquire fewer warrants than the number stated above.

The participants shall notify the Company of their interest in acquiring the warrants during the period from 8 May until 15 May 2020. The board of directors of the Company shall have the right to extend the notification period and to specify a corresponding notification period for new employees who are offered warrants after the end of the initial notification period.

The warrants shall be transferred on market terms at a price which corresponds to a market value for the warrants which is calculated using the Black & Scholes option valuation model. For acquisitions made by new employees after the end of the initial notification period, a new market value must be calculated in accordance with the same principles. The valuation of the warrants shall be performed by an independent expert.

The transfer of the warrants to the participants in the Incentive Scheme is conditional on that the participants enter into a pre-emption agreement prepared by the Company or the Subsidiary.

Any warrants that have not been transferred in accordance with the above or that have subsequently been transferred back to the Subsidiary shall be reserved for newly recruited executives in the group's management up to the end of the annual general meeting 2021, whereas the stated guidelines for allocation and transfer shall apply.

Warrants that have not been transferred before the end of the annual general meeting 2021 shall be canceled.

*Majority requirement*

The proposals in A and B above shall be adopted as one resolution and are thus conditional on each other. A valid resolution under this proposal requires the support of shareholders representing at least nine tenths (9/10) of both the votes cast and the shares represented at the annual general meeting.

*Item 16 – Resolution on authorization for strategic issues of shares, warrants or convertibles*

The board of directors proposes that the annual general meeting resolves to authorize the board of directors to resolve, whether on one or several occasions during the period until the next annual general meeting, to issue new shares, warrants and/or convertible instruments.

The board of directors shall be authorized to resolve 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 330,000, 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 17 – 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 §9 of the articles of association is amended as follows:

Current wording:

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

*Shareholders who wish to participate at a general meeting shall be registered as shareholders 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.*

Proposed wording:

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

*Shareholders who wish to participate at a general meeting shall, in addition to the conditions for participation stated in the Swedish Companies Act, 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**

A resolution under item 15 above requires, for its validity, that a minimum of nine tenths (9/10) of the votes cast and the shares represented support the resolution.

A resolution under items 16 and 17 above requires, for its validity, that a minimum of two thirds (2/3) 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 from 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 Monday 6 April 2020. 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.

In connection with the issuance of the notice, the nomination committee's complete proposal (including the nomination committee's reasoned statement) and a presentation of the proposed members of the board will be published on the Company's website [www.hanza.com](http://www.hanza.com).

### **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 the Company's website [www.hanza.com](http://www.hanza.com).

### **Information due to the spread of the new Corona virus (Covid-19)**

In order to reduce the risk of spreading of the new Corona virus, HANZA has decided to take a number of preventive measures before the annual general meeting. The goal is for the annual general meeting to be short and efficient to reduce the risk of spreading of the disease. This may, for example, entail that planned presentations are shortened.

HANZA reminds its shareholders of the possibility of not attending the meeting in person. Instead, shareholders may appoint a representative who votes on their behalf.

*N.B. This is an informal translation which has been prepared for convenience purposes only. In case of any discrepancies between this version and the Swedish version, the Swedish version shall prevail.*

Shareholders who are ill, have recently visited an area with an extensive spread of the virus or belong to a risk group, should in particular consider the possibility of participating at the general meeting through a representative. Power of attorney forms are available on the Company's website [www.hanza.com](http://www.hanza.com).

HANZA follows the development of the spread of the Corona virus and the recommendations from Swedish and international authorities closely and will, if necessary, publish updated information on the Company's website [www.hanza.com](http://www.hanza.com). Any changes regarding the date and place of the annual general meeting will be announced through a press release.

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Stocksund in March 2020

**HANZA Holding AB (publ)**

***Board of directors***