

THE NOMINATION COMMITTEE'S PROPOSALS FOR THE ANNUAL GENERAL MEETING 2025

The nomination committee for HANZA AB (publ), corp. reg. no. 556748-8399, (the "**Company**") has been appointed in accordance with the principles adopted by the Annual General Meeting 2024 and consists of Gerald Engström (Chairman of the nomination committee), own holdings, Håkan Halén, own holdings, Massimo Franzé, appointed by Ritter Beteiligungs GmbH and Francesco Franzé (Chairman of the Board of Directors). The nomination committee's composition was announced on 13 September 2024 and has been made available on the Company's website. The members of the nomination committee have been appointed by shareholders who, together, excluding the chairman of the board's ownership, represented approximately 35 percent of the number of votes and shares of the Company as of 31 August 2024.

In accordance with the instructions from the Annual General Meeting 2024, the nomination committee hereby presents the following proposals for the Annual General Meeting to be held on 13 May 2025.

Item 1 - Election of chairman of the general meeting

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

Item 10 - Resolution on the number of members of the board of directors and deputy members of the board of directors

The nomination committee proposes that the board shall consist of five (5) members without deputy board members.

Item 11 - Election of members of the board of directors and chairman of the board

The nomination committee proposes re-election of the board members Francesco Franzé, Helene Richmond, Per Holmberg and Taina Horgan. It is proposed that Lars-Ola Lundkvist be elected as a new member of the board. These mandates extend until the end of the 2026 Annual General Meeting. Further, the nomination committee proposes re-election of Francesco Franzé as chairman of the board.

Lars-Ola Lundkvist (born 1961)

Chairman of the Board of Absortech Group AB and Unitronic GmbH, and Board member of Supply Plus Ltd, DP Seals Ltd and Midsummer¹. He has extensive international experience in industrial automation and industrial data communication and has previously been Marketing Manager at ABB Robotics, CEO of Deva Mecaneyes and Westermo Group, and Division Manager at Lagercrantz Group.

Lars-Ola holds a Master of Business Administration from INSEAD and a Master of Science in Mechatronics from KTH.

Lars-Ola Lundkvist owns 17,600 shares in HANZA and is independent of the company, its management, and the significant shareholders.

The nomination committee's reasoned statement regarding the proposed board members is attached as Appendix 1.

¹ Lars-Ola Lundkvist has declined re-election as a member of the Board of Directors of Midsummer and he will leave his position on 13 June 2025.

Item 12 - Election of auditor

The nomination committee proposes, in accordance with the recommendation of the audit committee, that Ernst & Young AB be re-elected as HANZA's auditor for a term of office that extends until the end of the Annual General Meeting in 2026. Ernst & Young AB intends to appoint the authorized public accountant Linn Haslum Lindgren as auditor in charge.

Item 13 - Resolution on the remuneration to the members of the board of directors and the auditor

The nomination committee proposes that remuneration to the board of directors shall amount to SEK 540,000 (500,000) to the chairman of the board and SEK 270,000 (250,000) to other board members not employed by the Company.

An additional remuneration shall be payable for work in the audit committee, where SEK 100,000 (90,000) shall be payable to the chairman of the audit committee and SEK 50,000 (45,000) to each of the other member of the audit committee.

An additional remuneration shall be payable for work in the remuneration committee, where SEK 45,000 (40,000) should be payable to the chairman of the remuneration committee and SEK 22,500 (20,000) to each other member of the remuneration committee.

The current remuneration is stated within parentheses.

The nomination committee further proposes that the remuneration to the auditor shall be paid against approved invoice.

Item 14 - 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 for the Annual General Meeting 2026, 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 of directors to contact the three largest shareholders or owner groups in terms of voting rights (including 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 2025, and ask them to appoint one representative each, who together with the chairman of the board of directors shall 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 2026.

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

The assignment of the nomination committee

The nomination committee shall present proposals for resolutions regarding the following items for the Annual General Meeting 2026:

- 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, divided between the chairman and other members,
- d) Resolution on the fees to the auditors,
- e) Election of board members and chairperson 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 2027.

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

In its assignment, the nomination committee shall in all other respects perform the tasks, which shall be performed by the nomination committee in accordance with the Code.

The work of the nomination committee

The nomination committee appoints the chairman of the 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 convening other meetings is issued by the chairperson of the nomination committee. If a member requests that the nomination committee shall 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 chairperson 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.

Kista in April 2025

HANZA AB (publ)

The nomination committee

THE NOMINATION COMMITTEE'S REASONED STATEMENT REGARDING PROPOSAL FOR ELECTION OF THE BOARD OF DIRECTORS FOR THE ANNUAL GENERAL MEETING 2025

Statement regarding the nomination committee's work during its term of office

The nomination committee has had two meetings in which all members have participated. The nomination committee has also had direct contact with the board members. The nomination committee has had access to the annual evaluation of the board of directors' work, which has been carried out by the chairman of the board. The evaluation is focused on the board of directors' working procedures, working climate and the potential need of any additional expertise or competence in the board. The nomination committee has noted that the board members are highly committed to the board work, that the attendance at meetings has been high and that the board of directors' work has functioned well during the current term of office.

The shareholders have had the opportunity to make suggestions to the nomination committee. The nomination committee has not received any proposal from the shareholders.

The nomination committee's reasoned statement regarding its proposal on election of board members

The basis for the nomination committee's considerations is that the board shall have an adequate composition, considering the Company's business, the current stage of the Company's development and other relevant circumstances. The board shall have a diverse and versatile composition as regards the board members' competence, experience, and background. The nomination committee has in particular considered the need of industry experience and other relevant competences required to successfully pursue the Company's further development and business strategy. The board members' independence has been considered as well as the issue of gender diversity.

The proposed board members have solid experience from the manufacturing industry as well as experience and competence within accounting and financial matters. Several of the proposed board members also have experience from board work in listed companies and the specific requirements that apply to such companies. In the nomination committee's opinion, the proposed board has the appropriate experience and competence with regard to the Company's operations, phase of development and other circumstances. The proposed board also ensures continuity and stability in the board's work. Further, the nomination committee's assessment is that the proposed board members have the time and availability required to carry out their assignments as board members in a satisfactory manner.

The nomination committee has applied Section 4.1 in the Swedish Corporate Governance Code as diversity policy when preparing the proposal for the election of board members. The nomination committee has taken into account the need for a well-functioning board composition in terms of diversity, taking into account, among other things, gender, nationality, age and industry experience. Out of the proposed board members, three are men and two are women. The proposed board of directors thus has an equal gender distribution.

The nomination committee has assessed the proposed board members' independence and has concluded that the proposed board meets the requirements regarding independence in the Swedish Corporate Governance Code. The nomination committee makes the following assessment of the independence of the proposed board members in relation to the Company, the Company's executive management and the Company's major shareholders:

- Francesco Franzé, Per Holmberg, Helene Richmond and Lars-Ola Lundkvist are considered to be independent in relation to the Company and its management as well as the Company's major shareholders.

- Taina Horgan is considered to be independent in relation to the Company and its management, but not in relation to the Company's major shareholders. Taina Horgan is employed by SystemAir Group, where Färna Invest AB (controlled by Gerald Engström) is the largest shareholder and Gerald Engström is the Chairman of the Board.

The nomination committee's opinion is that the proposed board has an adequate composition, considering the Company's business, the current stage of the Company's development and other relevant circumstances.

A presentation of all proposed board members is available on the Company's website www.hanza.com.

Kista in April 2025

HANZA AB (publ)

The Nomination Committee