

N.B. The English text is an in-house translation.

The board of directors' of Hansa Medical AB (publ) proposal for a resolution on a directed issue of ordinary shares

The board of directors of Hansa Medical AB (publ), Reg. No. 556734-5359, proposes that the general meeting resolves to carry out a directed issue of not more than 2,642,857 new ordinary shares, entailing an increase in the share capital of not more than SEK 2,642,857. The resolution shall otherwise be governed by the following terms and conditions.

1. The right to subscribe for the new ordinary shares in the directed issue shall, with deviation from the shareholders' pre-emption rights, be granted the selected strategic and institutional investors as set out in Appendix A.

The reason for the deviation from the shareholders' pre-emption rights is that the company shall, in a timely manner, be able to secure the capital need for the company's operations, as well as to broaden the ownership structure of the company with strategic and institutional investors.

2. The subscription price per ordinary share shall be SEK 70. The basis for the subscription price has been determined through a so-called private placement procedure.
3. Subscription for the newly issued ordinary shares shall take place no later than on 24 November 2016. Subscription shall be made on a separate subscription list. The board shall be entitled to extend the subscription period.
4. Payment for the subscribed ordinary shares shall be made no later than on 24 November 2016. The board shall be entitled to delay the date of payment.
5. The new ordinary shares shall entitle to dividends from and including the first record day for dividends following the registration of the issue.

The board of directors, or any person appointed by the board of directors, shall have the right to make any adjustments or amendments of the above resolutions which may be required in connection with the registration of such resolutions and to take any other measure deemed necessary for the execution of the resolutions.

A resolution in accordance with the board's proposal is only valid if it has been approved by at least two thirds (2/3) of the shares and votes represented at the meeting.

The board has also presented documents as set out in Chapter 13, Section 6 of the Swedish Companies Act.

Appendix A

Right to subscribe	Number of ordinary shares	Amount (SEK)
Aescap 2.0	75,000	5,250,000
AFA Försäkringar	360,000	25,200,000
Carnegie Fund Management Company S.A. on behalf of Carnegie Fund	400,000	28,000,000
HBM Healthcare Investments (Cayman) Ltd.	380,000	26,600,000
Sectoral Asset Management	190,000	13,300,000
Sphera Global Healthcare Master Fund	175,000	12,250,000
Stiftelsen för kunskaps- och kompetensutveckling (KK-stiftelsen)	285,000	19,950,000
Thomas Olausson	416,357	29,144,990
Tredje AP-fonden	48,500	3,395,000
UNIONEN	143,000	10,010,000
Vätterleden AB	170,000	11,900,000
Total	2,642,857	184,999,990