

# Hansa Medical

- NOTICE -  
April 24, 2017

*NOTE: This is an unofficial translation of the original notice, which is in Swedish. In case of discrepancies, the Swedish version shall prevail.*

## Notice of annual general meeting in Hansa Medcial AB (publ)

The shareholders of Hansa Medical AB (publ) are hereby summoned to attend the Annual General Meeting ("AGM") on May 23<sup>rd</sup>, 2017, at 17.00 CET at the auditorium next to the company's premises, Scheelevägen 22, Lund, Sweden. Registration starts at 16.30 CET and will stop when the meeting starts.

### **Right to participate**

Those who have been recorded as shareholders in the share register kept by Euroclear Sweden AB as per May 17<sup>th</sup>, 2017, and who, no later than May 17<sup>th</sup>, 2017, give notice to the company of their intent to participate at the AGM have a right to participate in the AGM. Notice to participate shall be given in writing to Hansa Medical AB, c/o Fredersen Advokatbyrå AB, Turning Torso, 211 15 Malmö, by e-mail to [hansamedical@fredersen.se](mailto:hansamedical@fredersen.se) or by fax to +46-40-232003. The notice shall contain the shareholder's name, personal identity number or registration number and daytime telephone number and, where applicable, the number of advisors (maximum two). After giving notice of participation the shareholder will receive a confirmation. If no confirmation is received, notice has not been duly given.

A shareholder whose shares are registered under the name of a nominee must temporarily register his shares in his own name with Euroclear Sweden AB to be entitled to participate in the AGM. Such registration must be in effect no later than May 17<sup>th</sup>, 2017 and should be requested with the nominee well in advance.

### **Proxy**

If a shareholder wishes to be represented by proxy, a power of attorney shall be issued to the proxy. The power of attorney is to be in writing, dated and duly signed by the shareholder. If the shareholder is a legal entity, a copy of the registration certificate or, if no such document exists, equivalent documentation shall be included with the notification. The documentation shall prove the right of the person that has signed the power of attorney to appoint proxy. To facilitate registration at the AGM, please provide the power of attorney in original as well as registration certificate and other documents of authority to Fredersen Advokatbyrå to the address above no later than May 17<sup>th</sup>, 2017. If the power of attorney and other authorization documents have not been submitted in advance, the power of attorney in the original and other authorization documents must be presented at the AGM. Power of attorney forms are available at the company and on the company's website, [www.hansamedical.com](http://www.hansamedical.com), and will be sent upon request to any shareholder who states their postal address.

### **Proposal of agenda**

- 0 Opening of the meeting
- 1 Election of chairman of the meeting
- 2 Preparation and approval of the voting register
- 3 Approval of the agenda
- 4 Election of one or two persons to attest the minutes
- 5 Determination as to whether the meeting has been duly convened
- 6 Statement by the CEO
- 7 Presentation of the annual report and the Auditor's report as well as the consolidated annual report and the Auditor's report for the group
- 8 Resolution

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- a) on adoption of the profit and loss account and the balance sheet as well as of the consolidated profit and loss account and the consolidated balance sheet
  - b) on allocation of the company's loss as set forth in the adopted balance sheet
  - c) on discharge from liability for the Board Members and the CEO
- 9 Determination the number of Board Members, Auditors and Deputy Auditors
  - 10 Determination of the compensation to the Board of Directors and Auditor
  - 11 Election of Board Members, Chairman of the Board, Auditors and Deputy Auditors

The Nomination Committee's proposal for election of Board Members:

- 11.1 Stina Gestrelius
- 11.2 Angelica Loskog
- 11.3 Hans Schikan
- 11.4 Birgit Stattin Norinder
- 11.5 Per Olof Wallström
- 11.6 Ulf Wiinberg

The Nomination Committee's proposal for election of Chairman of the Board:

The Nomination Committee proposes that Ulf Wiinberg be re-elected Chairman of the Board

- 12 Resolution on principles for the Nomination Committee
- 13 Resolution on guidelines for compensation to senior management
- 14 Closing of the meeting

## **Resolution proposals**

### ***Dividend (item 8b)***

The Board of Directors proposes that no dividend will be paid for the financial year 2016.

### ***Election of Chairman of the Meeting, Board of Directors, Chairman of the Board and Auditor, decisions regarding Compensation and Guidelines for the Nomination Committee (item 1, 9-12)***

The Nomination Committee, composed by Erika Kjellberg Eriksson (Nexttobe AB), chairman, Max Mitteregger (Gladiator), Sven Sandberg (Tomas Olausson) and the Chairman of the Board, Ulf Wiinberg, as convenor, proposes that:

- Eddie Juhlin be elected Chairman of the Meeting,
- The Board shall consist of six members,
- One registered accounting firm be appointed auditor,
- Compensation to the Board Members be payable with SEK 600,000 to the Chairman of the Board and SEK 150,000 each to the other Board Members except for Angelica Loskog. Further, it is proposed that additional compensation be payable for work in the committees of the Board with SEK 40,000 to the chairman and SEK 30,000 each to the other Board Members in the Audit Committee, SEK 40,000 to the chairman and SEK 25,000 each to the other Board Members in the Remuneration Committee and SEK 25,000 each to the Board Members in the Scientific Committee. A Board Member may, if it is in accordance with current tax law and provided that it is cost neutral for the company, be given the possibility to invoice the from his own company, provided that the company is registered for corporate tax (sw. F-skatt). Social contributions fees and VAT will be added to such invoiced by Board Member within a business operation,
- Compensation to the Auditors be payable according to an approved account,
- Stina Gestrelius, Angelica Loskog, Hans Schikan, Birgit Stattin Norinder, Per Olof Wallström and Ulf Wiinberg be re-elected Board Members,
- Ulf Wiinberg be re-elected Chairman of the Board,
- KPMG AB be re-elected auditor (KPMG has informed that Dan Kjellqvist will be the principal auditor if KPMG is re-elected), and
- the following instruction shall apply for the Nomination Committee:

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The Nomination Committee shall consist of representatives for the three largest, in terms of votes, registered shareholders as per August 31<sup>st</sup>, 2017. Should such shareholder not wish to appoint a member, the largest shareholders, in terms of votes, thereafter shall be invited to appoint members of the Nomination Committee, until three members have been appointed. The names of the members of the Nomination Committee shall be made public no later than six months prior to the AGM of 2018. The Nomination Committee shall appoint the member representing the largest shareholder as chairman, unless the Nomination Committee decides otherwise. Should any of the members of the Nomination Committee, before the assignment of the Nomination Committee has been fulfilled, resign or no longer represent the shareholder who appointed that member, such member shall be replaced by a new member appointed by that shareholder. Should any shareholder not represented in the Nomination Committee be larger, in terms of votes, than another shareholder represented in the Nomination Committee, the larger shareholder shall be entitled to appoint a member to the Nomination Committee, whereby the member representing the smallest, in terms of votes, shareholder shall leave the Nomination Committee. The term of office for the Nomination Committee shall be until a new Nomination Committee has been appointed. The Nomination Committee shall be entitled to charge the company for costs of e.g. recruitment consultants and other consultants that are necessary for the Nomination Committee to be able to fulfil its assignment. Further, the Nomination Committee is authorised to co-opt additional members, if deemed appropriate; however, any such co-opted member shall not be entitled to vote. The members of the Nomination Committee shall not be entitled to any compensation from the company for their work. The Nomination Committee shall before the AGM 2018 present proposals for Chairman of the Meeting, Board Members, Chairman of the Board, compensations to the Board, auditors, compensation to the auditors and the principles for the Nomination Committee. The Nomination Committee shall follow and fulfil the assignments set out in the Swedish Corporate Governance Code.

## ***Resolution on guidelines for compensation to senior management (item 13)***

The guidelines proposed by the Board of Directors entail that senior management will be offered compensation which is competitive and on market terms. The level of the compensation for the individual manager shall be based on factors such as position, expertise, experience and performance. The compensation consists of a fixed salary and pension benefits and, in addition, may consist of variable salary, severance compensation, non-monetary benefits and share-based long term incentive programs (as resolved separately by the general meeting). The variable salary shall be based on the achievement of quantitative and qualitative targets and should not exceed 50% of the annual fixed salary. Salary during the notice of termination period and severance compensation shall be possible in a total maximum amount of 24 monthly salaries. It is proposed that the Board of Directors be authorized to deviate from the guidelines where special cause exists in an individual case.

The guidelines do not apply to compensation that has been decided in accordance with chapter 16 of the Swedish Companies Act.

## ***Other information***

When this notice to attend the AGM was issued, the total number of shares and votes in the company was 35,054,860. The company does not own any of its own shares.

Annual report, Auditor's report, the Auditor's report regarding the application of the guidelines considering compensation to the senior management adopted by the AGM 2016, complete proposals and supporting documents will be available at the company and on the company's website [www.hansamedical.com](http://www.hansamedical.com), during a period of not less than three weeks prior to the AGM. Copies of the documents will be sent upon request to any shareholder stating his postal address. Upon request by any shareholder, the Board of Directors and the CEO shall at the AGM provide

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information regarding any circumstance which may affect the assessment of a matter on the agenda and any circumstance which may affect the assessment of the company's or any subsidiary's financial position, provided that such information in the opinion of the Board of Directors and the CEO may be given without causing significant harm to the company, or any subsidiary. The duty to provide information shall apply also to the company's relationship to other group companies.

Lund, April 2017  
**Hansa Medical AB (publ)**  
The Board of Directors