

Hansa Medical

- NOTICE -

30 November 2017

Notice of Extraordinary General Meeting of Hansa Medical AB (publ)

The shareholders of Hansa Medical AB (publ) are summoned to attend the Extraordinary General Meeting on 22 December 2017, at 14.00 CET at Hansa Medical's offices on Scheelevägen 22, Lund, Sweden.

The shareholders of Hansa Medical AB (publ) are hereby summoned to attend the Extraordinary General Meeting ("EGM") on 22 December 2017, at 14.00 CET at Hansa Medical's offices on Scheelevägen 22, Lund, Sweden. Registration starts at 13.30 CET and will be possible until the meeting starts.

Right to participate

Those who have been recorded as shareholders in the share register kept by Euroclear Sweden AB as per 16 December 2017, and who, no later than on 18 December 2017 at 12.00 pm CET, have given notice to the company of their intent to participate at the EGM, shall have the right to participate at the EGM. Notice to participate shall be made in writing to the address Hansa Medical AB (publ), Box 785, SE-220 07 Lund, Sweden or by e-mail to annika.nielsen@hansamedical.com. 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).

A shareholder whose shares are nominee-registered must temporarily register his/her shares in his/her own name in the share register kept by Euroclear Sweden AB in order to be entitled to participate in the EGM. Such registration must be effected no later than on 16 December 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 shall be made 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 certify the right for the person that has signed the power of attorney to appoint a proxy for the legal entity. To facilitate registration at the EGM, the power of attorney shall be provided in original as well as the registration certificate and other documents of authority shall be provided to the company before 12.00 pm CET on 18 December 2017. If the power of attorney and the other authorization documents have not been submitted in advance, the power of attorney in original form and other authorization documents must be presented at the EGM. Power of attorney forms are available at the company and on the company's website, www.hansamedical.com, and will be sent upon request to any shareholder who states their postal address.

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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) Approval of the board of directors' resolution on issue of new ordinary shares
- 7) Closing of the meeting

Proposals

Approval of the board of directors' resolution on issue of new ordinary shares (item 6)

The board of directors proposes that the general meeting approves the board of directors' resolution to increase the company's share capital with not more than SEK 2,752,526 by way of a directed issue of not more than 2,752,526 new ordinary shares. The following terms and conditions shall apply:

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 to a limited number of institutional investors which have been identified by way of a so called accelerated bookbuilding procedure.

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 institutional investors.

2. The subscription price per ordinary share shall be SEK 198. The basis for the subscription price has been determined through a so-called accelerated bookbuilding procedure.
3. Subscription for the newly issued ordinary shares shall take place no later than on 30 November 2017. 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 4 December 2017. 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 new issue.
6. The issue is conditional upon approval by an extraordinary general meeting by no later than 5 January 2018 and upon registration of the issue with the Swedish Companies Registration Office (Sw. *Bolagsverket*) by no later than 9 January 2018.

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.

Majority requirements

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The general meeting's resolution under item 6 above requires that shareholders representing not less than two thirds of both the votes cast and of the shares represented at the meeting approve the resolution.

Other information

When this notice to attend the EGM was issued, the total number of shares in the company was 35,455,860, of which 35,054,860 were ordinary shares and 401,000 were C shares. In total the company owned 401,000 C shares. The total number of votes in the company amounted to 35,094,960, of which the company had 40,100 votes. The board of directors' complete proposal will be available at the company and on the company's website www.hansamedical.com, at least three weeks prior to the EGM. Copies of the documents will be sent upon request to any shareholder stating his/her postal address. The shareholders are reminded of their right to require information in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

This is a non-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

Lund, 30 November 2017
Hansa Medical AB (publ)
The Board of Directors

Important information

This notice is not being made in and copies of it may not be distributed or sent into the United States, the United Kingdom, Canada, Australia or Japan.

The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. Hansa Medical AB does not intend to register any of the securities in the United States or to conduct a public offering of the securities in the United States.

This notice does not constitute an offer of the Securities to the public in the United Kingdom. No prospectus has been or will be approved in the United Kingdom in respect of the Securities. This communication is being distributed to and is directed only at (i) persons who are outside the United Kingdom or (ii) persons who are investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") and (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "Relevant Persons"). Any investment activity to which this communication relates will only be available to and will only be engaged with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.