

Notice of annual general meeting in HANZA AB (publ)

The shareholders in HANZA AB (publ) reg. no. 556748-8399 (“HANZA” or the “Company”) are hereby convened to the annual general meeting on Tuesday May 12, 2026 at 17:00 CEST at Torshamnsgatan 35, Kista.

Notice of participation

Shareholders who wish to participate at the annual general meeting shall:

- be registered in the share register kept by Euroclear Sweden AB on the record date of the general meeting, i.e. on Monday May 4, 2026
- notify their attendance to HANZA no later than Wednesday May 6, 2026 under the address Torshamnsgatan 35, 164 40 Kista or via e-mail to lars.akerblom@hanza.com

Shares registered on the name of a nominee

Shareholders whose shares are registered in the name of a nominee must, in order to exercise the right to vote and participate in the general meeting, temporarily re-register the shares in their own name (so called voting registration) with Euroclear Sweden so that the shareholder is included in the share register kept by Euroclear Sweden as per Monday May 4, 2026.

Shareholders are therefore advised to request such registration of the shares well in advance of this date. Voting registration requested by shareholders in such time that the registration has been completed by the nominee no later than Wednesday May 6, 2026 will be taken into account in the preparation of the shareholders' register.

Proxy

Shareholders who are represented by a proxy must issue a written and dated power of attorney for the proxy. The power of attorney may not be issued earlier than five years before the date of the general meeting. The original power of attorney and certificate of registration and other authorization documents for a legal person shall be sent to HANZA at the above address. HANZA is making a power of attorney form available upon request and it is also available on the HANZA's website, www.hanza.com.

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. Election of one or two persons to verify the minutes
4. Approval of the agenda
5. Determination as to whether the meeting has been duly convened
6. Report from 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 result according to the adopted balance sheet and record date for dividend, and
 - c) discharge from liability for each of the members of the board of directors and the managing director
9. Presentation of the remuneration report and the auditor's report pursuant to Chapter 8 Section 54 in the Companies Act (*Sw: aktiebolagslagen*) and resolution to approve the remuneration report
 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 and chairman of the board of directors
 12. Election of auditor
 13. Determination of remuneration to the board of directors and the auditor
 14. Resolution on the nomination committee for the next annual general meeting
 15. Resolution on authorization for strategic issues of shares, warrants or convertibles
 16. Resolution on authorization for the board of directors to resolve on acquisitions of shares in the Company
 17. Resolution on authorization for the board of directors to resolve on transfers of shares in the Company
 18. Resolution on adopting a long-term share savings program for senior executives and key employees within the Group (LTIP 2026)
 19. Closing of the general meeting

Proposals to resolutions

Item 1 – Election of chairman of the general meeting

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

Item 8b) – Allocation of the HANZA's result according to the adopted balance sheet and decision on the record date for dividends

The board proposes a dividend of SEK 1.50 per share, total SEK 94 million. The sellers of BMK, which owns a total of 17 million shares, have an obligation under the share purchase agreement to repay dividends in HANZA for 2025 to the Company in the form of a shareholder contribution. This brings the net dividend to SEK 69 million. The record date for the dividend is May 15, 2026. If the general meeting resolves in accordance with the proposal, the dividend is expected to be distributed through Euroclear Sweden AB around May 20, 2026.

The shares held by the Company do not entitle to dividends.

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) board members without deputy board members.

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

The nomination committee proposes re-election of the board members Francesco Franzé, Helene Richmond and Lars-Ola Lundkvist and election of Georg Weber and Alva Åqvist. These mandates extend until the end of the 2027 Annual General Meeting. Further, the nomination committee proposes re-election of Francesco Franzé as chairman of the board. Per Holmberg and Taina Horgan have declined re-election.

The nomination committee's reasoned statement regarding its proposal on the re-election of members of the board of directors and a presentation of the proposed board members are available on HANZA's website www.hanza.com.

Georg Weber (born 1964)

Global Chief Technology Officer (CTO) and member of the Group Management Team of Wilo SE, a global manufacturer of pumps and pumping systems headquartered in Germany. In his current role, he has group-wide responsibility for production, purchasing, supply chain, quality, industrial structure and major investments. He has previously held senior international positions at Philips, responsible for global production networks, operations and partnerships in contract manufacturing.

Georg holds a diploma in Mechanical Engineering and Precision Engineering from University of Applied Sciences Mittelhessen.

Alva Åqvist (born 1994)

Vice President of Private Equity at EQT Partners. She has previous experience from McKinsey & Company as well as from ABG Sundal Collier and Investor AB. Alva is the daughter of HANZA's main owner Gerald Engström and is therefore not considered to be independent in relation to major shareholders.

Alva holds a Master of Science in Industrial Engineering and Management from KTH.

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 2027. Ernst & Young AB intends to appoint the authorized public accountant Linn Haslum Lindgren as auditor in charge.

Item 13 – Determination of remuneration to the board of directors and the auditor

The nomination committee proposes that the board's remuneration shall amount to SEK 600,000 (540,000) to the chairperson, and SEK 300,000 (270,000) to each of the other board members not employed by HANZA.

An additional remuneration shall be payable for work in the audit committee, where SEK 110,000 (100,000) shall be payable to the chairperson of the audit committee and SEK 55,000 (50,000) to each other member of the audit committee.

An additional remuneration shall be payable for work in the remuneration committee, where SEK 50,000 (45,000) should be payable to the chairperson of the remuneration committee and SEK 25,000 (22,500) 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 in preparation for the annual general meeting 2027, 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 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 2026, 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 HANZA's website no later than six months prior to the annual general meeting 2027.

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 2027:

- 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 2028.

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 chairperson 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 HANZA.

Item 15 – Resolution on authorization for strategic issues of shares, warrants or convertibles

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

The board of directors shall be authorized to adopt decisions 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 Companies Act (*sw: aktiebolagslagen*).

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 Companies Act (*sw: aktiebolagslagen*) is that HANZA shall be able to obtain financing and to carry out strategically motivated collaborations or company acquisitions. The authorization may be used to increase the HANZA's share capital by a maximum of SEK 630,000 which corresponds to approximately 10 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 16- Resolution on authorization for the board of directors to resolve on acquisitions of shares in the Company

The board of directors proposes that the annual general meeting authorizes the board of directors to, on one or more occasions during the period until the next annual general meeting, resolve on the acquisition of own shares as follows.

1. Acquisition of own shares may be carried out through an offer directed to all shareholders and/or through acquisitions on Nasdaq Stockholm.
2. Acquisitions of own shares may be made so that the Company's holding of own shares in total amounts to a maximum of five per cent of all shares in the Company.
3. Acquisitions of own shares on Nasdaq Stockholm shall be made in cash at a price within the registered market price interval at any given time, meaning the interval between the highest purchase price and the lowest selling price.

The purpose of the proposed authorization to acquire own shares is to be able to adapt the group's capital structure, to enable acquisitions of companies or businesses to be made through payment with own shares and and to secure the Company's obligations under the incentive program (LTIP 2026) proposed by the board of directors in accordance with item 18 of the notice.

The board of directors has issued a statement in accordance with Chapter 19 Section 22 of the Companies Act.

Item 17 - Resolution on authorization for the board of directors to resolve on transfers of shares in the Company

The board of directors proposes that the annual general meeting authorizes the board of directors to, on one or more occasions during the period until the next annual general meeting, resolve on transfers of own shares as follows.

1. Transfers of own shares may take place either on Nasdaq Stockholm or in another manner.
2. Transfers of own shares may be made with deviation from the shareholders' preferential rights.
3. The maximum number of shares to be transferred shall be the number of shares held by the Company at the time of the board's decision on the transfer.
4. Transfers of own shares on Nasdaq Stockholm shall be made at a price within the registered share price interval at any given time, meaning the interval between the highest purchase price and the lowest selling price, transfers of shares in connection with acquisitions of companies or businesses shall be made in accordance with agreed terms and conditions and transfers of own shares in any other way shall be made at a minimum price that shall correspond to the share market price at the time of the board of directors' decision on the transfer.
5. Payment for the Company's own shares that are transferred may be made in cash, by in-kind contribution, or by set-off.
6. The board of directors shall have the right to determine other terms and conditions for the transfer, which shall be in line with market conditions.

The purpose of the proposed authorization to transfer the Company's own shares and the reason for the deviation from the shareholders' preferential rights is to be able to adapt the group's capital structure, to enable future acquisitions of companies or businesses to be made through payment with the Company's own shares and to finance social security contributions and other costs in connection with the Company's share-based incentive programs.

Item 18 - Resolution on adopting a long-term share savings program for senior executives and key employees within the Group (LTIP 2026)

The Board of Directors proposes that the annual general meeting resolves on the implementation of a long-term share savings program (the "**Program**" or "**LTIP 2026**"). The program is aimed at senior executives and key employees in HANZA and will be implemented as soon as practicable after HANZA's annual general meeting 2026 has adopted the board of directors' proposal to this effect.

Background and rationale

HANZA operates in a competitive market where the ability to attract, motivate and retain senior executives and key employees is crucial to the Company's long-term success. In light of the strategic plan adopted by the board of directors – HANZA 2028 – the board of directors considers it important to create incentives that link the remuneration of key employees to the financial targets set within the framework of HANZA 2028.

The purpose of the Program is to (i) retain senior executives and other key employees on a long-term basis, (ii) create a community of interest between the participants and the shareholders by investing private capital in HANZA shares, and (iii) focus the organization on the financial targets set by the board of directors in accordance with the HANZA 2028 strategy. The Program includes a maximum of 55 employees divided into three categories – Group Management, Regional Managers, Cluster Managers, Factory Managers and Function Managers as well as other Managers – operating in Sweden, Poland, Estonia, the Czech Republic, Finland, Germany and potentially also Israel and the United Arab Emirates.

Participation in the Program requires the participant to make a personal investment in HANZA shares (Saving Shares), which ensures that the participants' interests coincide with those of the shareholders. Allotment of Performance Shares is made free of charge and is conditional upon the fulfilment of predefined performance conditions linked to the HANZA 2028 strategy during the Performance Period 2026–2028, and that the participant remains employed and retains his /her Saving Shares throughout the Vesting Period.

Implementation of the Program

The board of directors proposes that the implementation of the Program shall take place in accordance with the main terms and conditions set out below.

Participation in the Program

1. The Program shall comprise a maximum of 55 permanent employees within HANZA, divided into the following three categories: Group Management (5 persons) ("**Category 1**"), Regional Managers, Cluster Managers, Factory Managers and Function Managers (10 persons) ("**Category 2**") and other managers (40 persons) ("**Category 3**"). The participants in Categories 1–3 are collectively referred to as the "**Participants**".
2. HANZA intends to notify the Participants of their participation in the Program during May 2026 (however, with the right for the board of directors to postpone this date for individual Participants if there are special reasons).
3. In order to participate in the Program, the Participant must personally invest in shares in HANZA which shall be allocated to the Program ("**Saving Shares**"). Released Saving Shares from LTIP 2023 and Performance Shares allotted under LTIP 2023 may be credited as Saving Shares under LTIP 2026. Participants shall invest in Saving Shares no later than 17 June 2026, however, with the right for the board of directors to extend (or postpone) the period for investment.

Allotment of Performance Shares

4. For each Saving Share allocated to the Program, the Participants have the opportunity to be allotted shares in HANZA free of charge provided that certain pre-defined performance conditions are met ("**Performance Shares**"). Participants in Category 1 (Group Management) have the opportunity to receive two Performance Shares per series for each Saving Share that the Participant allocates to the Program, i.e. a total of not more than 10 Performance Shares per Saving Share. Other Participants have the opportunity to receive one Performance Share per series for each Saving Share that the Participant allocates to the Program, i.e. a maximum of five Performance Shares per Saving Share. The number of Performance Shares may be recalculated in accordance with the terms and conditions of the Program.

The number of Saving Shares and Performance Shares is distributed among the Participants in the Program as set out below.

Category	Number of participants	Maximum number of Saving Shares per person	Maximum number of Performance Shares per person (Series I-V)	Maximum number of Saving Shares in total	Maximum number of Performance Shares in total
Group Management	5	3 750	37 500	18 750	187 500
Regional managers, Cluster managers, Factory managers and Function managers	10	1 500	7 500	15 000	75 000
Other managers	40	800	4 000	32 000	160 000
Total	55			65 750	422 500

5. The allotment of Performance Shares is conditional upon the Participant having (i) been employed within the HANZA Group during the entire Vesting Period, with certain exceptions that will be set out in the terms and conditions of the Program adopted by the board of directors, and (ii) retained the Saving Shares allocated to the Program during the entire Vesting Period. The vesting period for the Program runs from the start of the Program (May – June 2026) up to and including the date of publication of the interim report for the period January–March 2029 (the "**Vesting Period**").

6. The performance shares are divided into five series (Series I – V) and each series is associated with a performance condition. The performance conditions for LTIP 2026 shall be based on the HANZA 2028 strategy and HANZA's financial targets for the financial years 2026 – 2028 (the "**Performance Period**"). The performance conditions shall be determined by the board of directors in connection with the launch of the Program and will be linked to targets regarding organic growth, acquisitions, profitability and other key performance indicators that promote the achievement of HANZA 2028. In connection with the outcome of LTIP 2026, the board of directors shall publish the performance conditions, the extent to which these have been fulfilled and how allotment of Performance Shares has been made based on this.

7. The participant shall be allotted Performance Shares if the terms and conditions set out in item 5 above are fulfilled and the performance condition (target) for each series of Performance Shares is met. If the performance condition for a certain series is not met, all rights to Performance Shares in that series will lapse. If the performance condition for a particular series is met or exceeded, all rights to Performance Shares in that series will vest. Each series' performance criteria are assessed independently.

8. The Participants shall be compensated for dividends paid on the underlying shares during the Vesting Period by increasing the number of Performance Shares allotted to the Participants accordingly, in order to align the Participants' financial results with those of the shareholders.

9. If the board of directors resolves on a major deviation from the now resolved strategic plan HANZA 2028, which gives rise to new financial targets, the board of directors shall have the right to make adjustments to the Program, including, among other things, a right to decide on adjusted performance terms, reduced allotment of Performance Shares, or that no allotment of Performance Shares shall be made at all.

10. Performance Shares may normally be allotted only after the end of the Vesting Period. Allotment of shares will take place in May 2029, immediately after the end of the Vesting Period, based on the performance outcome determined by the board of directors in April/May 2029.

Other terms and conditions, recalculation, etc.

11. The board of directors shall have the right to decide on the detailed terms and conditions of the Program. In this respect, the board of directors may make necessary adjustments to these terms and conditions in order to comply with special rules or market conditions outside Sweden.

12. Participation in the Program is subject to such participation being lawful in the relevant jurisdictions. In the event that Participants outside Sweden cannot, in the opinion of the board of directors, be allotted Performance Shares at a reasonable cost or with reasonable administrative efforts, the board of directors shall be entitled to decide on a cash settlement for such Participant.

13. The Program shall comprise a maximum of 422,500 Performance Shares and in addition a maximum of 22,500 additional shares as compensation for any ordinary dividends during the Vesting Period. Including a buffer for dividend compensation, but excluding hedging of social security contributions, the Program shall comprise a maximum of 450,000 shares.

14. The number of Performance Shares shall be recalculated as a result of a bonus issue (with issuance of new shares), split, rights issue, extraordinary dividend and/or other similar corporate actions during the Vesting Period.

Costs of the Program

The costs for the Program, which are recognized in the income statement, are calculated in accordance with the accounting standard IFRS 2 and are accrued over the Vesting Period. The calculation has been made based on a share price of SEK 150 per share and with the following assumptions: (i) an annual employee turnover of 10 percent, (ii) an average fulfilment of the Performance Conditions of 60 percent for Performance Shares Series I-V, (iii) an annual share price increase of 10 percent during the term of the Program and (iv) an average tax rate for social security contributions of 25 percent. In total, the expected annual costs for the Program under IFRS 2 are estimated to amount to approximately SEK 9.7 million excluding social security contributions (SEK 16.1 million if the Performance Conditions are met with an average fulfilment of the Performance Conditions of 100 percent). The expected annual costs for social security contributions are estimated to amount to approximately SEK 3.3 million, based on the above assumptions (SEK 5.5 million if the Performance Conditions are met on average to 100 percent). The total expected annual costs for the Program thus amount to approximately SEK 13.0 million (SEK 21.6 million if 100 percent fulfilment).

The program's impact on key performance indicators

Assuming maximum allotment of Performance Shares and assuming that no corporate actions (other than dividend compensation) that give rise to recalculation occur during the Vesting Period, the maximum number of shares to be allotted free of charge under the Plan, including the dividend compensation buffer, amounts to 450,000 shares in HANZA, corresponding to approximately 0.71 percent of the number of outstanding shares (calculated based on the number of outstanding shares in HANZA as of 31 March 2026).

The effects on key ratios and earnings per share are marginal.

Hedging arrangements – approval of transfer of own shares

In order to implement the Program in a cost-effective and flexible manner, the board of directors has considered different methods for delivery of shares under the Program. The board of directors intends to ensure delivery of shares to the Participants in the Program through repurchase of own shares (see the board's proposal for resolution in item 16 of the notice) and subsequent transfer of such shares to the Participants in accordance with the terms and conditions of the Program.

The board of directors therefore proposes that the annual general meeting resolves to approve that a maximum of the number of shares held by the Company at any given time be transferred to the Participants in LTIP 2026 in accordance with the terms and conditions of the Program.

Dilution effect

In light of the fact that delivery of shares to the Participants will be ensured by the Company repurchasing own shares and subsequently transferring these to the Participants, no dilution effect will arise.

Preparation of the proposal

The proposed Program and related hedging measures have, in accordance with guidelines issued by HANZA's board of directors, been prepared by HANZA's Remuneration Committee with the assistance of external advisors. The Remuneration Committee has presented the work to the board of directors, after which the board of directors has decided to propose that the Program and associated hedging measures be adopted at the annual general meeting 2026.

Previously resolved incentive programs

In 2023, HANZA introduced a long-term share savings program, LTIP 2023. The program comprises 13 senior executives and key employees in the Group. The program gives the participants the opportunity to receive shares in HANZA free of charge, provided that the participant personally invests in shares in HANZA and that certain specified performance conditions have been met. The program comprises a maximum of 175,000 shares in HANZA and will be terminated after the publication of the interim report for the first quarter 2026.

Majority requirements

Resolution under item 15, item 16 and item 17 above requires, for its validity, that a minimum of two thirds of the votes cast and the shares represented support the resolution. Resolution under item 18 above requires, for its validity, that no less than nine-tenths the votes cast and the shares represented support the resolution.

Number of shares and votes

As of the date of this notice, there are a total of 62,959,338 shares with one vote each. The total number of votes is 62,959,338. The Company holds 161,275 own shares.

The shares held by the Company do not entitle to dividends or participation at the general meeting.

The shareholders' right to information at the annual general meeting

The board of directors and the managing director shall, upon request by any shareholder, and where the board of directors deems that such information can be provided without significant harm to HANZA, provide information to the general meeting regarding any circumstances which may affect the assessment of a matter on the agenda or HANZA's financial position as well as HANZA's relationship to other group companies. Questions may be submitted in advance to HANZA AB (publ), Torshamnsgatan 35, 164 40 Kista or through e-mail to lars.akerblom@hanza.com.

Processing of personal data

In connection with the general meeting, personal data will be processed in accordance with HANZA's privacy policy, which is available at HANZA's website www.hanza.com.

Provision of documents

The annual report and the auditor's report, the board of directors' complete proposals, the remuneration report pursuant to Chapter 8 Section 53 in the Companies Act (*sw: aktiebolagslagen*), the auditor's report pursuant to Chapter 8 Section 54 of the Companies Act as well as other documents according to the Companies Act will be held available at HANZA's office with address Torshamnsgatan 35, 164 40 Kista and at HANZA's website www.hanza.com, not later than three weeks before the meeting, i.e. not later than April 21, 2026. The documents will also be sent, without charge, to shareholders who so request and states their postal address.

Kista in April 2026

HANZA AB (publ)

The board of directors

Contact

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