

# 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 13, 2025 at 17:00 CEST at Torshamnsgatan 27, 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 5, 2025
- notify their attendance to HANZA no later than Wednesday May 7, 2025 under the address Torshamnsgatan 35, 164 40 Kista or via e-mail to [lars.akerblom@hanza.com](mailto:lars.akerblom@hanza.com)

## Shares registered in 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 5, 2025.

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 7, 2025 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](http://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. 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 0,80 per share, total SEK 36,767,472, and that the record date for the dividend is May 15, 2025. If the general meeting resolves in accordance with the proposal, the dividend is expected to be distributed through Euroclear Sweden AB around May 20, 2025.

### *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, 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.

The nomination committee's reasoned statement regarding its proposal on the re-election of members of the boards of directors and a presentation of the proposed board members are available on HANZA's website [www.hanza.com](http://www.hanza.com).

## **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 Midsummer[1]. 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.

### *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 – Determination of remuneration to the board of directors and the auditor*

The nomination committee proposes that the board's remuneration shall amount to SEK 540,000 (500,000) to the chairperson, and SEK 270,000 (250,000) 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 100,000 (90,000) shall be payable to the chairperson of the audit committee and SEK 50,000 (45,000) to each 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 chairperson 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 in preparation 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 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 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 HANZA'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 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 455,000, which corresponds to approximately 9,9 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 trading 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 and to enable acquisitions of companies or businesses to be made through payment with own shares. Through the holding of own shares, the company's obligations in the previously resolved share-based incentive program LTIP 2023 are also secured.

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. Transfer to the participants in LTIP 2023 shall take place in accordance with the terms and conditions of LTIP 2023.

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 and to enable future acquisitions of companies or businesses to be made through payment with the company's own shares.

If the company's own shares are transferred to the sellers of Leden Group in order to fulfill the company's obligations under the agreement regarding the acquisition of Leden Group, the warrants previously issued to secure the company's obligations will not be exercised.

Transfer of own shares to participants in LTIP 2023 in accordance with the terms and conditions of LTIP 2023 was approved at the 2023 annual general meeting.

### **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.

### **Number of shares and votes**

As of the date of this notice, there are a total of 45,959,340 shares with one vote each. The total number of votes are 45,959,340. The Company holds no own shares.

### **The shareholders' right to information at the annual general meeting**

The board of directors and the managing director shall, up 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](mailto: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](http://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](http://www.hanza.com), not later than three weeks before the meeting, i.e. not later than April 22, 2025. The documents will also be sent, without charge, to shareholders who so request and states their postal address.

Kista in April 2025

## HANZA AB (publ)

### *The board of directors*

[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.

## Contacts

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## About Us

HANZA is a global knowledge-based manufacturing company that modernizes and streamlines the manufacturing industry. Through supply-chain advisory services and with production facilities grouped into regional manufacturing clusters, we create stable deliveries, increased profitability and an environmentally friendly manufacturing process for our customers. HANZA was founded in 2008 and today has a pro forma annual turnover of approximately SEK 4.9 billion. The company has six manufacturing clusters: Sweden, Finland, Germany, Baltics, Central Europe and China. Among HANZA's clients are leading companies such as 3M, ABB, Epiroc, GE, Getinge, John Deere, Mitsubishi, SAAB, Sandvik, Siemens and Tomra. HANZA is listed on Nasdaq Stockholm's main list.

For more information please visit: [www.hanza.com](http://www.hanza.com)