



HANZA AB (publ) explores conditions for carrying out a directed new share issue of maximum 3,500,000 shares

HANZA AB (publ) ("HANZA" or the "Company") intends to carry out a directed new share issue of maximum 3,500,000 shares to Swedish and international institutional, and other qualified, investors through an accelerated bookbuilding procedure (the "Directed New Share Issue"). HANZA has engaged Pareto Securities AB as Sole Global Coordinator and Sole Bookrunner (the "Manager") to explore the conditions for carrying out the Directed New Share Issue.

Purpose

On 8 November, 2022, the Company announced a strategy for the coming years, "HANZA 2025", with new financial goals, including reaching sales of SEK 5 billion in 2025 with an operating margin of 8 percent. The strategy also includes activities and investments to meet increased demand from existing customers in non-cyclical industries.

The net proceeds from the Directed New Share Issue are intended to be used for a cost-effective, rapid capacity increase of existing manufacturing facilities in Sweden, Estonia and Central Europe, with expanded production space and machinery.

Furthermore, the Directed New Share Issue makes it possible to broaden the current owner base to Swedish and international investors who intend to participate long-term in the Company's continued growth journey.

The Directed New Share Issue

The subscription price and allocation of shares in the Directed New Share Issue will be determined through an accelerated bookbuilding procedure, which will commence immediately after publication of this press release and is expected to end prior to the commencement of trading on Nasdaq Stockholm on 17 November 2022. The total number of shares issued, the subscription price and allotment in the Directed New Share Issue will be determined by HANZA in consultation with the Manager. The Company will inform about the outcome of the Directed New Share Issue in a press release when the bookbuilding procedure has been completed. The bookbuilding procedure can, if the Company or the Manager chooses to do so, end earlier or later and can at any time be cancelled, thus the Company can, in whole or in part, refrain from executing the Directed New Share Issue.

The Company's largest shareholder and board member, Gerald Engström has through his company Färna Invest AB, indicated an interest in subscribing for up to 500,000 shares in the Directed New Share Issue. Any allocation to Färna Invest AB will be conditioned by an approval from an extraordinary general meeting. In such case, notice of the extraordinary

general meeting will be published through a separate press release.

The Directed New Share Issue is intended to be carried out with deviation from the shareholders' preferential rights and, save for any allocation to Färna Invest AB, by virtue of the authorization granted by the annual general meeting held on 10 May 2022.

The Directed New Share Issue is intended to be carried out as a directed new share issue with deviation from the shareholders' preferential rights to, in a timely and cost-effective manner, secure financing on favorable terms for the Company's continued growth. The Board of Directors assesses that the need for additional capital is limited to such an extent that the costs for a preferential rights issue would be high in proportion to the capital raised. Furthermore, the delay from conducting a preferential rights issue could lead to loss of the opportunity to carry out potential acquisitions or other investments. The Board of Directors has, in the choice of type of share issue, considered it positive that HANZA's shareholder base, through the Directed New Share Issue, is further strengthened and diversified among Swedish and international institutional, and other qualified, investors. The Board of Directors' overall assessment is therefore that the reasons for conducting the Directed New Share Issue outweighs the reasons for the principal rule to issue shares to shareholders with preferential rights, and that a share issue with deviation from the shareholders' preferential rights therefore lies in the interest of the Company and all of its shareholders. As the subscription price in the Directed New Share Issue will be determined in a bookbuilding procedure, it is the Board of Directors' assessment that the subscription price is determined in accordance with market conditions.

Undertakings

In connection with the Directed New Share Issue, the Company has undertaken, with customary exceptions, not to issue additional shares for a period of 6 months after the announcement of the outcome in the Directed New Share Issue. All of the Company's board members and senior executives have undertaken, with customary exceptions, not to sell or in other ways dispose their shares (and other securities) in the Company for a period of 90 calendar days after the announcement of the outcome of the Directed New Share Issue.

Advisors

Pareto Securities AB acts as Sole Global Coordinator and Sole Bookrunner. Advokatfirman Lindahl acts as legal adviser to the Company in connection with the Directed New Share issue.

This information constitutes insider information that HANZA AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information in this press release was submitted for publication by the contact persons set out above, for publication at the time specified by HANZA's news distributor Cision at the time of publication of this press release. The above persons can also be contacted for further information.

Important information

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This press release is not a prospectus as set forth in Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. The Company has not approved any securities offering to the public in any member state of the EEA and no prospectus has been published or will be published in connection with the Directed New Share issue. In each member state of the EEA, this message is only directed towards "qualified investors" in that member state in accordance with the definition in the Prospectus Regulation.

In the United Kingdom, this document and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" (within the meaning of Article 86(7) of the Financial Services and Markets Act 2000) who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it.

This announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the shares. Any investment decision in connection with the Directed New Share issue must be made on the basis of all publicly available information relating to the Company and the Company's shares. Such information has not been independently verified by the Manager. The Manager acts for the Company in connection with the transaction and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the transaction or any other matter referred to herein.

This press release does not constitute a recommendation for any investors' decisions regarding the Directed New Share issue. Each investor or potential investor should conduct a self-examination, analysis and evaluation of the business and information described in this press release and any publicly available information. The price and value of the securities can decrease as well as increase. Achieved results do not provide guidance for future results. Neither the contents of the Company's website nor any other website accessible through hyperlinks on the Company's website are incorporated into or form part of this press release.

Failure to follow these instructions may result in a breach of the Securities Act or applicable laws in other jurisdictions.

Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for the Company's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that are not historical facts and may be identified by words such as

"believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors and readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of its date and are subject to change without notice. Neither the Company nor anyone else undertake to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this press release, unless this is required under law or Nasdaq Stockholm's rulebook for issuers.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares in HANZA have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the shares in HANZA may decline and investors could lose all or part of their investment; the shares in HANZA offer no guaranteed income and no capital protection; and an investment in the shares in HANZA is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Directed New Share issue. Thereto, notwithstanding the Target Market Assessment, it shall be noted that the Manager will only provide investors who meet the criteria for professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares in HANZA.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares in HANZA and determining appropriate distribution channels.

This disclosure contains information that HANZA AB is obliged to make public pursuant to the EU Market Abuse Regulation (EU nr 596/2014). The information was submitted for publication, through the agency of the contact person, on 16-11-2022 17:31 CET.

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About HANZA:

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. The company was founded in 2008 and in 2021 had sales exceeding SEK 2.5 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, Saab, Sandvik, Siemens and Tomra.

HANZA is listed on Nasdaq Stockholm's main list (ticker: HANZA).

For more information please visit: www.hanza.com