

## PRESS RELEASE

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## Hansa Biopharma intends to carry out directed share issue of approximately 10 million shares and has entered into non-binding terms with NovaQuest to restructure debt

Lund, Sweden June 18, 2025. Hansa Biopharma AB (publ), (“Hansa” or the “Company”) (Nasdaq Stockholm: HNSA) announces its intention to carry out a directed share issue of approximately 10 million common shares through an accelerated book-building procedure directed to Swedish and international institutional investors (the “Directed Share Issue”). The Company has engaged DNB Carnegie Investment Bank AB (publ) (“DNB Carnegie”) and Jefferies GmbH (“Jefferies”) as Joint Global Coordinators and Joint Bookrunners in connection with the Directed Share Issue (together the “Joint Bookrunners”). Hansa intends to use the proceeds from the Directed Share Issue for general corporate purposes, including the completion of the two ongoing phase III trials for imlifidase, continued support of the commercial European business, and general headcount and operating expenses. The raise is expected to take the Company through all key readouts into 2026.

Hansa has also entered into non-binding heads of terms with NovaQuest to restructure the funding agreement that was entered into and announced on July 18, 2022. The intention is that NovaQuest in conjunction with the Directed Share Issue, and as a first step, shall set-off a debt amount corresponding to approximately USD 14.9 million of its total debt amount for payment of new shares in the Company at the same price as the Directed Share Issue. Further, the heads of terms stipulate certain other discussed revisions to the existing funding agreement which would mean, *inter alia*, that total payments by Hansa to NovaQuest are capped at USD 150.5 million (instead of USD 140 million) but with revised and extended time-based catch-up payments with no mandatory cash payments until June 2027 (true up payment of approximately USD 14.9 million planned for January 31, 2026 to be paid in cash or ordinary shares, at the Company’s discretion) and the removal of approval related payments. The final terms for the restructuring of the finance deal agreement with NovaQuest is subject, however, to the entering into of a final amendment agreement which is still subject to final negotiation. In total, the Directed Share Issue of approximately 10 million common shares and the indented set-off issue to NovaQuest will result in no more than 16,953,560 common shares being issued under the authorization from the annual general meeting 2024.

### The Directed Share Issue

The subscription price and the total number of new ordinary shares issued in the Directed Share Issue will be determined through an accelerated book-building procedure which will commence immediately following the publication of this press release and will be led by the Joint Bookrunners. Completion of the accelerated book-building procedure, pricing and allocation of the new ordinary shares are expected to take place before the commencement of trading on Nasdaq

Stockholm at 9:00 am CEST on June 19, 2025. The timing of closing, pricing and allocation in the book-building procedure are determined at the discretion of the Company and may be shortened, extended or cancelled at any time, meaning the Company may refrain, in part or full, from carrying out the Directed Share Issue. The Company will announce the outcome of the Directed Share Issue in a press release after the accelerated book-building procedure has been completed. If carried out, the Directed Share Issue will be resolved on by the Board of Directors of the Company based on the authorization from the annual general meeting held on June 27, 2024 and with deviation from the shareholders' preferential rights.

The proceeds from the Directed Share Issue will be used for general corporate purposes, including the completion of the two ongoing phase III trials for Imlifidase, continued support of the commercial European business, and general headcount and operating expenses. The Directed Share Issue is expected to take the company through all key read outs into 2026.

In the preparation of the Directed Share Issue, the Board of Directors has made an overall assessment and carefully considered the possibility to raise capital through a rights issue with preferential rights for the Company's existing shareholders. The Board of Directors has concluded that a rights issue would entail significantly longer execution time and thereby increased market exposure and a higher potential risk of materially affecting the share price negatively, particularly in this volatile and challenging market, compared to a directed share issue. A share issue with preferential rights for the current shareholders would also entail a risk of not being fully subscribed or becoming expensive due to the need for guarantees. The Board of Directors has established that it will be key to be able to raise capital in an efficient and timely manner and further that there generally is a strong interest in bringing on board additional strategic biotech investors to strengthen the shareholder base. Considering the above, the Board of Directors has made the assessment that a directed share issue with deviation from the shareholders' preferential right is the most favourable alternative for Hansa, creates value for the Company and is in the best interest of the Company's shareholders.

To ensure that the subscription price is established on market terms, Hansa's Board of Directors has resolved to carry out an accelerated book-building procedure led by the Joint Global Coordinators and Joint Bookrunners, and it is therefore the Board of Directors' assessment that the subscription price will reflect prevailing demand and market conditions.

#### Lock-up undertakings in the Directed Share Issue

Provided that the Directed Share Issue is carried out, the Company has agreed to a lock-up undertaking, with customary exceptions including the Joint Bookrunners prior consent and not applicable to any share issues in relation to the restructuring of the Company's debt with NovaQuest, on future share issuances for a period of 90 calendar days after the settlement date. In addition, the members of the Board of Directors and executive management holding shares have undertaken not to, subject to customary exceptions including the Joint Bookrunners prior consent, sell or otherwise dispose of any shares in the Company for a period of 90 days from the settlement date.

#### Heads of terms with NovaQuest

On July 18, 2022, the Company entered into a USD 70.0 million product finance deal agreement with NovaQuest. Hansa and NovaQuest have entered into non-binding heads of terms to restructure this finance deal agreement. Pursuant to the heads of terms, the intention is that Hansa shall issue ordinary shares to NovaQuest in conjunction with the Directed Share Issue (the "**First Tranche**"). The First Tranche shall set-off USD 14.875 million at the same share price as in the Directed Share Issue and is intended to be resolved on by the Board of Directors of the Company based on the authorization from the annual general meeting held on June 27, 2024, and with deviation from the shareholders' preferential rights. Pursuant to the heads of terms it is further intended that on January 31, 2026, Hansa shall pay USD 14.875 million to NovaQuest in either ordinary shares or in cash, at the Company's sole discretion. If the Company chooses to pay in ordinary shares, the subscription price shall amount to the lower of the subscription price in the Directed Share Issue and the volume weighted average price of the Company's ordinary shares on Nasdaq Stockholm over the ten trading days immediately preceding the day before the issue resolution. NovaQuest shall also enter into a lock-up undertaking to not, subject to customary exceptions, including the Company's prior consent, sell or otherwise dispose of shares received for a period of 180 calendar days from each share issue, respectively.

Furthermore, pursuant to the heads of terms, the remaining debt will be paid in three fixed cash payments in June 2027, June 2028 and January 2029 and approval related payments will be removed. Total payments by Hansa to NovaQuest will be capped at USD 150.5 million (instead of USD 140 million).

The heads of terms are non-binding and there are no assurances that a binding agreement will be entered into and the timing thereof.

### **Advisers**

DNB Carnegie and Jefferies act as Joint Global Coordinators and Joint Bookrunners in connection with the Directed Share Issue. Advokatfirman Vinge KB acts as legal adviser to the Company. White & Case acts as legal adviser to the Joint Bookrunners in connection with the Directed Share Issue.

### **Contacts for more information:**

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*The information in the press release is information that Hansa Biopharma AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons above, on June 18, 2025 at 17:35(CEST).*

### **About Hansa Biopharma**

Hansa Biopharma AB is a pioneering commercial-stage biopharmaceutical company on a mission to develop and commercialize innovative, lifesaving and life-altering treatments for patients with rare immunological conditions. The company has a rich and expanding research and development program based on its proprietary IgG-cleaving enzyme technology platform, to address serious unmet medical needs in autoimmune diseases, gene therapy and transplantation. The company's portfolio includes imlifidase, a first-in-class immunoglobulin G (IgG) antibody-cleaving enzyme therapy, which has been shown to enable kidney transplantation in highly sensitized patients and HNSA-5487, a next-generation IgG cleaving molecule with redosing potential. Hansa Biopharma is based in Lund, Sweden, and has operations in Europe and the U.S. The company is listed on Nasdaq Stockholm under the ticker HNSA. Find out more at [www.hansabiopharma.com](http://www.hansabiopharma.com) and follow us on [LinkedIn](#).

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Any investment decision in connection with the Directed 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 Joint Bookrunners. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness.

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This announcement is not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "Prospectus Regulation") and has not been approved by any regulatory authority in any jurisdiction. Hansa has not authorized any offer to the public of shares or other securities in any member state of the EEA. In any EEA Member State, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of 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 the Prospectus Regulation as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018), 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.

Please note that an investment in the Company is subject to regulation under the Foreign Direct Investment Act (2023:560), which requires investors, under certain conditions, to notify and obtain approval from the Swedish Inspectorate for Strategic Products. Investors should make their own assessment of whether a notification obligation exists before making any investment decision.

### **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 Hansa 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 "EU Target Market Assessment"). Solely for the purposes of each manufacturer's product approval process in the United Kingdom, the target market assessment in respect of the shares in the Company has led to the conclusion that: (i) the target market for such shares is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); and (ii) all channels for

distribution of such shares to eligible counterparties and professional clients are appropriate (the “UK Target Market Assessment” and, together with the EU Target Market Assessment, the “Target Market Assessment”). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the shares in Hansa may decline and investors could lose all or part of their investment; the shares in Hansa offer no guaranteed income and no capital protection; and an investment in the shares in Hansa 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 Share Issue. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Bookrunners will only procure investors who meet the criteria of 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 UK MiFIR; 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 Hansa.

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

### **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 it is not required by law or Nasdaq Stockholm rule book for issuers.