

## PRESS RELEASE

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### Hansa Biopharma has carried out a directed cash share issue of approx. mSEK 232 and entered into binding agreement to restructure debt held by NovaQuest, including set-off issue of USD 14.9 million

Lund, Sweden June 19, 2025. Hansa Biopharma AB (publ), (“Hansa” or the “Company”) (Nasdaq Stockholm: HNSA) has, based on the authorization from the annual general meeting held on June 27, 2024, resolved to issue 10,550,000 new ordinary shares, at a subscription price of SEK 22.00 per ordinary share, directed to Swedish and international institutional investors as well as certain existing shareholders (the “Directed Share Issue”).

Hansa has also entered into binding agreements with NovaQuest to restructure the funding agreement that was entered into and announced on July 18, 2022. As part of such restructuring, Hansa has in conjunction with the Directed Share Issue set-off debt corresponding to approximately USD 14.9 million of its total debt amount for payment of 6,398,981 new shares in the Company at the same price as the Directed Share Issue. Further, certain other provisions are amended, *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 (except for true up payment of approximately USD 14.9 million on January 31, 2026 to be paid in cash or ordinary shares, at the Company’s discretion) and the removal of approval related payments.

#### The Directed Share Issue

Yesterday, the Company announced that DNB Carnegie Investment Bank AB (publ) (“**DNB Carnegie**”) and Jefferies GmbH (“**Jefferies**”) (together referred to as the “**Joint Bookrunners**”) had been mandated to conduct an accelerated book-building procedure, which has now been concluded. The Board of Directors of Hansa has resolved on the Directed Share Issue at a subscription price of SEK 22.00 per share, corresponding to a discount of approximately 7 percent in relation to the closing price on Nasdaq Stockholm June 18, 2025, based on the accelerated book-building procedure carried out by the Joint Bookrunners. The investors in the Directed Share Issue were Swedish and international institutional investors, as well as certain existing shareholders, amongst others, Redmile Group, Tedde Jeansson with companies and the Fourth AP fund.

Through the Directed Share Issue, Hansa will receive proceeds amounting to approximately SEK 232 million (approximately USD 25 million) before transaction costs. 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.

Renée Aguiar-Lucander, CEO, Hansa Biopharma said: “Today marks a significant milestone in the continued journey of Hansa Biopharma. We are thrilled to have received the support from new and existing shareholders. This funding will take us through two Phase 3 trial readouts in the second half of 2025 for ConfldeS in kidney transplantation and GOOD-IDES-02 in anti-GBM, as well as advancing the development of other pipeline projects, bringing us a step closer to a stronger, sustainable Company.”

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 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 reflects prevailing demand and market conditions.

#### Lock-up undertakings

In connection with the Directed Share Issue, 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.

#### **Binding agreements 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 binding agreements to restructure this finance deal agreement. As part of such restructuring, Hansa has in conjunction with the Directed Share Issue set-off debt 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 in the Directed Share Issue (the “**First Tranche**”). The First Tranche was 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. On January 31, 2026, Hansa shall also 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 has also entered 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 the share issue. A similar lock-up undertaking shall be entered into if Hansa issues shares in January 2026 to NovaQuest.

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).

## **Dilution and number of new shares**

The Directed Share Issue entails a dilution of approximately 13 percent of the number of shares and votes in the Company (calculated as the number of newly issued ordinary shares in the Directed Share Issue divided by the total number of shares in the Company after the Directed Share Issue). The set-off issue to NovaQuest entails a dilution of approximately 9 percent of the number of shares and votes in the Company (calculated as the number of newly issued ordinary shares in the set-off issue divided by the total number of shares in the Company after the set-off issue). The Directed Share Issue together with the set-off issue entail a dilution of approximately 20 percent of the number of shares and votes in the Company (calculated as the number of newly issued ordinary shares in the Directed Share Issue and the set-off issue divided by the total number of shares in the Company after the Directed Share Issue and the set-off issue).

Through the Directed Share Issue, the number of shares and votes in the Company will increase with 10,550,000 shares and votes and the share capital will increase with SEK 10,550,000. Through the set-off issue, the number of shares and votes in the Company will increase with 6,398,981 shares and votes and the share capital will increase with SEK 6,398,981. Following the registration of the new shares, the number of shares and votes will amount to 84,763,222 and the share capital will amount to 84,763,222.

## **Advisers**

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

## **Contacts for more information:**

Evan Ballantyne, Chief Financial Officer  
IR@hansabiopharma.com

Stephanie Kenney, VP Global Corporate Affairs  
media@hansabiopharma.com

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## **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.

