

Nomination Committee's proposals for resolutions, reasoned statement and information on proposed Board members

Ahead of the Annual General Meeting 2026, the Nomination Committee has consisted of the Chair Henrik Munthe (Stena Adactum AB), Magdalena Kettis (Nordea Fonder) and Rune Bro Róin (Roin Holding ApS). The members of the Nomination Committee represent approximately 54 per cent of the total number of votes for all shares in Midsona AB.

The Nomination Committee proposes that the Annual General Meeting 2026 resolves as follows.

Items 2 and 12–17 – Election of Chair of the Meeting, determination of the number of Board members, election of the Board of Directors, Chair of the Board and auditor, and determination of fees to the Board

- Election of Patrik Andersson as Chair of the Annual General Meeting.
- The number of Board members shall be six.
- Re-election of Board members Patrik Andersson, Tomas Bergendahl, Anna-Karin Falk, Sandra Kottenauer, Anders Svensson and Johan Wester.
- Re-election of Patrik Andersson as Chair of the Board.
- Re-election of the registered audit firm Deloitte AB as auditor for the period until the end of the Annual General Meeting 2027, in accordance with the recommendation of the Audit Committee. Deloitte AB has informed that, subject to the Nomination Committee's proposal being adopted by the Annual General Meeting, the authorised public accountant Jeanette Roosberg will continue as auditor in charge.
- Board remuneration, for the period until the end of the next Annual General Meeting, shall amount to SEK 640,000 to the Chair of the Board (previously SEK 620,000), SEK 280,000 to each of the other Board members (previously SEK 270,000), SEK 105,000 to the Chair of the Audit Committee (previously SEK 100,000), SEK 57,500 to each of the other members of the Audit Committee (previously SEK 55,000), SEK 50,000 to the Chair of the Remuneration Committee (previously SEK 45,000), SEK 25,000 to each of the other members of the Remuneration Committee (unchanged), and SEK 30,000 each to members of the Sustainability Committee and the IT/Information Security Committee (unchanged).
- Auditor's fees shall be paid in accordance with approved invoice.

The Nomination Committee's proposals regarding the number of Board members and the election of Board members have been resolved by a majority within the Nomination Committee.

Reasoned statement regarding the proposal for the Board of Directors

Pursuant to Rule 4.1 of the Swedish Corporate Governance Code (the "**Code**"), the Board shall have a composition appropriate to the company's operations, stage of development and other circumstances, characterised by diversity and breadth in terms of the expertise, experience and background of the members elected by the General Meeting. A balanced gender distribution shall be sought.

In preparing its proposal, the Nomination Committee has taken part in the full results of the evaluation of the Board and its work and has interviewed a number of Board members. The Nomination Committee has thoroughly discussed the requirements regarding competence, experience and background that may be placed on the Board of Midsona, taking into account, among other things, the company's strategic development, governance and control. Experience from corporate governance in listed companies, as well as general experience of active board work, have also been important assessment

criteria for the Nomination Committee when proposing Board members. The point of departure has been the company's future challenges and the competence that the Board of Midsona should collectively and individually possess going forward.

The Nomination Committee considers that the proposed Board composition is appropriate in view of the company's operations, stage of development and other circumstances, and that a reduction in the number of Board members to six is suitable for the company. If all proposed members are elected, the proportion of female Board members will increase from 29 per cent to 33 per cent. The Nomination Committee, which has strived for a balanced gender distribution in its work, considers it important that future Nomination Committees continue to actively promote gender balance on the Board.

The Nomination Committee has assessed that none of the proposed members is to be regarded as dependent in relation to the company or its executive management, and that only Johan Wester is to be regarded as dependent in relation to major shareholders of the company.

Report on the work of the Nomination Committee

The Nomination Committee has held four minuted meetings and has also maintained ongoing contact. The Nomination Committee has taken part in the Board's annual evaluation, interviewed certain Board members and received a presentation of Midsona's operations from the CEO Henrik Hjalmarsson. It is the Nomination Committee's assessment that the current Board and its work function well.

The Nomination Committee has addressed the matters it is required to consider under the resolution of the Annual General Meeting and the Code, and has, among other things, discussed and assessed to what extent the current Board meets the requirements placed on a listed company and those arising from the company's operations. Furthermore, the Nomination Committee has discussed the Board's gender distribution, size, competence, experience, diversity and performance, including taking into account the results of the Board's evaluation of its work. The Nomination Committee has also carried out a structured analysis of how the Board's composition corresponds to the company's long-term strategy and future needs. The Nomination Committee has also assessed each member's ability to devote sufficient time and commitment to the Board assignment. The Nomination Committee has noted that the Board members have a high attendance rate and are well prepared for Board meetings. The Nomination Committee has applied Rule 4.1 of the Code as its diversity policy in preparing its proposal.

The election of auditor has been discussed. The Nomination Committee has received information from the Audit Committee regarding the auditor's work. The Nomination Committee proposes, in accordance with the recommendation of the Audit Committee, that Deloitte AB be elected as auditor until the end of the Annual General Meeting 2027 (Deloitte has stated that authorised public accountant Jeanette Roosberg will be appointed auditor in charge if the Meeting resolves in accordance with the proposal), and that the auditor's fee shall be paid in accordance with approved invoice.

The Nomination Committee has also discussed the level of Board remuneration. The starting point is that remuneration levels shall be competitive in order to attract and retain individuals with the best possible competence and experience. To ensure market-based remuneration, the Nomination Committee has obtained external benchmark data and consulted comparisons with companies of similar size and complexity on Nasdaq Stockholm. Based on this, the Nomination Committee has concluded that, in comparison with Board remuneration (including committee fees) in companies of comparable size and complexity, the proposed fees for Board and committee work are reasonable.

The Nomination Committee has informed the company of how its work has been conducted and of the proposals it has resolved to submit.

The Nomination Committee has reviewed the current instruction for the Nomination Committee, adopted by the Annual General Meeting 2024, and has decided not to propose any changes.

Information on all members proposed for election to Midsona's Board of Directors is set out in Appendix 1.

The Nomination Committee in Midsona AB (publ) in March 2026

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