

Midsona AB

The Board of Directors' proposal for a resolution on (A) implementation of an incentive program LTI 2026/2028, (B) hedging measures through Class C shares, including a resolution to amend the Articles of Association, or (C) alternative hedging measures through a so-called equity swap agreement

The Board of Directors of Midsona AB ("**Midsona**" or the "**Company**") proposes that the Annual General Meeting resolves to implement a long-term share-based incentive program ("**LTI 2026/2028**" or the "**Program**") for management and other key persons within the Midsona Group (the "**Group**").

In order to hedge the undertakings and costs of Midsona related to the Program, the Board of Directors further proposes that the Board of Directors be authorized to resolve on issue and repurchase of convertible and redeemable Class C shares and that the Annual General Meeting resolves on transfer of Class B shares in Midsona (reclassified from Class C shares) to the participants in LTI 2026/2028 in accordance with the terms of the Program. For this purpose, the Board of Directors proposes that the Annual General Meeting resolve to amend the Articles of Association of Midsona to permit the issuance of Class C shares.

LTI 2026/2028 is a combined share savings and performance-based incentive program that requires participants to make a personal investment. The performance conditions used to assess the outcome of the Program are (i) growth in *earnings per share* and (ii) reduction in *greenhouse gas emissions*. The targets are set by the Board of Directors and are clearly linked to Midsona's business strategy and the long-term interests of the Group and its shareholders, including sustainability.

The overall purpose of LTI 2026/2028 is to promote the Group's growth by motivating and retaining personnel with key competence. The Program also aims to encourage own shareholding. The Board of Directors further believes that a long-term incentive program is an important component of the Group's total remuneration package.

LTI 2026/2028 has been initiated by Midsona's Board of Directors and has been prepared in consultation with external advisors.

(A) Proposal for implementation of LTI 2026/2028

Scope

LTI 2026/2028 shall include approximately 20 participants, including the management and other pre-identified key persons within the Group.

LTI 2026/2028 shall comprise a maximum of 2,574,233 Class B shares in Midsona, of which 1,980,179 shares may be transferred to participants in accordance with the terms of the Program, and 594,054 shares may be transferred on the market in order to cover cash flow effects associated with the Program, mainly social security contributions and any potential cash settlement in certain countries.

Participants and own investment

In order to be entitled to participate in LTI 2026/2028, the participants are required to own and allocate own Class B shares in Midsona to the Program ("**Investment Shares**"), as set out below.

Following the expiration of a retention period ending at the Annual General Meeting 2029, participants have the opportunity to receive, for each Investment Share, one (1) Class B share in Midsona free of charge ("**Matching Share**").

For each Investment Share, the Company will allocate four (4) so-called performance share rights, corresponding to the same number of underlying Class B shares in Midsona ("**Performance Share Rights**"). Allocated Performance Share Rights are vested during the vesting period 2026-2028, subject to the fulfillment of the Performance Conditions (see below). The number of Performance Share Rights vested at the end of the vesting period entitles the participant to receive, free of charge, a corresponding number of Class B shares in Midsona ("**Performance Shares**").

Investment Shares may be allocated to LTI 2026/2028 during May 2026 (the "**Investment Period**"). If a participant enters into employment after the Investment Period or if a participant possesses inside information and is therefore prevented from acquiring Investment Shares during the Investment Period, the Board of Directors shall be entitled to extend or postpone the Investment Period in individual cases, but not later than 31 December 2026. The reason why the Investment Period may be extended for these participants, which means that the time between the start and the end of the vesting period may be less than three (3) years, is to enable the Company to motivate and retain employees with key competence and encourage own investment, also in the above circumstances.

LTI 2026/2028 shall comprise the following employee categories, and participants may allocate Investment Shares to LTI 2026/2028 corresponding to an investment amount as set forth below, with the possibility of being allocated the following number of Matching Shares and Performance Shares per Investment Share.

The number of Investment Shares that the participant may allocate is determined based on a share price of 11.71 SEK per share, which corresponds to the volume weighted average price of the Class B share of Midsona on Nasdaq Stockholm during the period from and including 1 March 2026 up to and including 25 March 2026.

Position	Maximum number of Investment Shares or investment amount (per participant)	Number of Matching Shares per Investment Share	Maximum number of Performance Shares per Investment Share
CEO	123 997, corresponding to 25% of fixed salary*	1 / total 123 997	4 / total 464,986
CFO	20% of fixed salary	1	4
Other management (currently seven persons)	10% of fixed salary	1	4

Other key persons (currently 11 persons)	7.5% of fixed salary	1	4
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* "Fixed salary" refers to the participant's fixed gross base salary based on 2026 salary levels.

Performance conditions and vesting

The number of Performance Share Rights that may be vested depends on the achievement of the below two performance conditions (jointly the "**Performance Conditions**") relating to:

- a. growth in *earnings per share*, both (i) for each of the financial years 2026, 2027, and 2028, and (ii) for the entire operating period 2026–2028 (based on the targets per financial year), where earnings per share* are compared with the target ranges set by the Board of Directors for each year and for the entire operating period, weighted at 90 percent ("**Growth Target**"); and
- b. reduction in *greenhouse gas emissions* with respect to the 2026–2028 operating period, where reported greenhouse gas emissions for the 2025 financial year are compared with reported greenhouse gas emissions, weighted at 10 percent ("**Sustainability Target**").

* earnings per share refers to Profit/Loss for the period in relation to the average number of shares.

The Performance Conditions include a minimum level which must be achieved for any vesting of Performance Share Rights and a maximum level above of which no additional Performance Share Rights will be vested.

In relation to the Growth Target, vesting is based on the target ranges set by the Board of Directors. Vesting is assessed for each of the financial years 2026, 2027 and 2028 (whereby one third of the Performance Share Rights weighted against the Growth Target shall be attributable to each financial year) as well as the aggregate outcome of the Growth Target for the entire operating period 2026–2028. If the Growth Target for a financial year reaches the maximum target range, one third of the Performance Share Rights weighted against the Growth Target shall be vested. If the Growth Target for a financial year is achieved between the minimum range and the maximum range, vesting shall be made in accordance with the target ranges set by the Board of Directors.

If the aggregate outcome of the Growth Target for the entire operating period 2026–2028 results in a higher vesting than the sum of the vesting based on the individual financial years, the participant shall vest additional Performance Share Rights resulting from the aggregate target fulfillment. The participant's individual final vesting of Performance Share Rights weighted against the Growth Target shall thus be the higher of (i) the aggregate vesting based on each of the financial years 2026, 2027 and 2028, and (ii) the vesting based on the aggregate target fulfillment for the entire operating period 2026–2028.

If the Sustainability Target is achieved between the minimum level and the maximum level, linear vesting shall be made.

The Board of Directors intends to present the Performance Conditions and the fulfillment thereof in future annual reports and remuneration reports.

Receipt of Class B shares in Midsona

The conditions for allocation and delivery of Matching Shares and Performance Shares, respectively, are that the participant has retained all of his or her Investment Shares until the Annual General Meeting 2029, and that the participant at such time remains employed within the Group and has not resigned from his or her employment (subject to customary exceptions).

The number of vested Performance Share Rights shall be determined by the Board of Directors in connection with the Company's year-end report for each of the financial years 2026, 2027 and 2028, based on the terms of the Program.

Final allocation of Matching Shares and Performance Shares shall take place in connection with the Annual General Meeting 2029 and shall be delivered to the participant following the Annual General Meeting 2029.

The number of Matching Shares and Performance Shares, respectively, shall be subject to customary recalculation due to corporate events such as extraordinary dividends, rights issues, share splits, reverse share splits or similar measures.

Preparation and administration

The Board of Directors shall be responsible for preparing the details of the terms and conditions of LTI 2026/2028, within the framework of the terms and guidelines set out herein.

The Board of Directors shall be entitled to make reasonable adjustments in order to comply with specific regulations or market conditions abroad, including deviating from the investment requirement and/or offering participants cash settlement. Within this framework, the Board of Directors shall be entitled to apply an alternative incentive arrangement for employees in countries where participation in LTI 2026/2028 is not deemed appropriate, whereby the alternative arrangement shall, to the extent practically possible, correspond to the terms and conditions of LTI 2026/2028. The Board of Directors shall also be entitled to make other reasonable adjustments in the event of significant changes in the Group's operations, external factors or similar circumstances that would render the resolved terms and conditions of LTI 2026/2028 no longer appropriate. Such adjustments shall also include the right for the Board of Directors to resolve on a reduction of the allocation of shares if, taking into account Midsona's results and financial position, the Group's development in general and the conditions on the stock market, the allocation would be manifestly unreasonable.

In the event the Board of Directors considers that delivery of shares under LTI 2026/2028 in any individual case cannot be made at reasonable costs, with reasonable administrative efforts or due to specific market conditions or specific regulations, participants may instead be offered cash settlement.

In the event of a public takeover offer, sale of the Company's business, liquidation, merger or similar events, the Board of Directors shall be entitled to resolve that Performance Share Rights shall be (in whole or in part) vested and shares allotted in connection with the completion of such transaction. The Board of Directors shall in such case make its decision based on the degree of fulfillment of the Performance Conditions, the remaining term of the Program and other factors deemed relevant by the Board of Directors.

Scope and cost of the Program

LTI 2026/2028 shall comprise a maximum of 2,574,233 Class B shares in Midsona, of which 1,980,179 shares may be transferred to participants in accordance with the terms of the Program and 594,054 shares may be transferred on the market in order to cover cash flow effects associated with the Program, mainly social security contributions and any potential cash settlement. This corresponds to approximately 1.8 percent of the total number of outstanding shares in the Company.

The costs of LTI 2026/2028, which are reported in the income statement, have been calculated in accordance with the accounting standards IFRS 2 and UFR 7 and are accrued over the duration of the Program. Assuming (i) a share price for Midsona's Class B share of SEK 11.71 at the time of implementation of the Program (corresponding to the volume weighted average price of the Class B share of Midsona on Nasdaq Stockholm during the period from and including 1 March 2026 up to and including 25 March 2026), (ii) an annual share price increase for Midsona's Class B share of 20 percent, (iii) 100 percent achievement of the Performance Conditions and allotment of maximum number of Performance Shares, (iv) annual dividends based on consensus estimates for 2026–2028, (v) full participation in the Program, and (vi) average social security contributions of 30 percent, the total accounting cost for LTI 2026/2028 is estimated to amount to approximately MSEK 49.5, of which approximately MSEK 11.4 relates to social security contributions.

Assuming (i) an annual share price increase for Midsona's Class B share of 10 percent, (ii) average achievement of 50 percent of the Performance Conditions and allotment of half of the maximum number of Performance Shares and (iii) an annual employee turnover of 10 percent (all other things being equal), the total accounting cost for LTI 2026/2028 is estimated to amount to approximately MSEK 16.0, of which approximately MSEK 3.2 relates to social security contributions.

In the described scenarios, LTI 2026/2028 would affect earnings per share by –0.09 SEK and –0.03 SEK, respectively, per year per share on a pro forma basis for 2025.

The Board of Directors considers that the positive results expected to arise from the participation of management and other key persons in the Program outweigh the costs attributable to LTI 2026/2028.

Midsona does not have any other outstanding share-based incentive programs issued by Midsona.

(B) Proposal for resolution on hedging measures – Class C shares

In order to implement LTI 2026/2028 in a cost-effective and flexible manner, the Board of Directors proposes, as a primary alternative, that the Company's undertakings for delivery of and costs attributable to Matching Shares and Performance Shares be hedged through a directed issue of convertible and redeemable Class C shares, followed by repurchase and conversion into Class B shares, as well as a resolution on transfer of own Class B shares to participants in LTI 2026/2028, in accordance with the following.

1. Amendment of the Articles of Association

In order to enable the issue of convertible and redeemable Class C shares, the Board of Directors proposes that § 5 of Midsona's Articles of Association shall be amended to read as follows.

§ 5 Number of shares

The number of shares shall not be less than 100,000,000 and not more than 400,000,000.

Shares may be issued in three classes: Class A, Class B and Class C. Each class of shares may be issued at 100 percent of the share capital. When voting at General Meetings, Class A shares entitle the holder to ten (10) votes, Class B shares to one (1) vote and Class C shares to one-tenth (1/10) vote.

Class C shares do not carry a right to dividends. Upon the company's liquidation, Class C shares carry an equal right to the company's assets as the company's Class B shares, however not exceeding the quota value of the share.

If the company resolves to issue new shares of Class A and Class B by way of a cash issue or a set-off issue, owners of shares of Class A and Class B shall have preferential rights to subscribe for new shares of the same class in proportion to the number of shares previously owned by the holder (primary preferential right). Shares not subscribed for with primary preferential rights shall be offered to all shareholders for subscription (subsidiary preferential rights). If the shares thus offered are not sufficient for subscription under subsidiary preferential rights, the shares shall be distributed among subscribers in proportion to the number of shares they previously own and, to the extent this cannot be done, by drawing lots.

If the company resolves to issue only one class of Class A, Class B or Class C shares by way of a cash issue or a set-off issue, all shareholders, regardless of share class, shall have preferential rights to subscribe for new shares in proportion to the number of shares they previously own.

The above provisions regarding preferential rights shall also apply correspondingly to the issuance of warrants and convertibles.

The preferential rights described herein shall not restrict the company from resolving on share issues deviating from shareholders' preferential rights.

In the event of an increase in the share capital through a bonus issue, new shares shall be issued of each share class in proportion to the number of shares of the same class already issued. Existing shares of a certain class shall entitle the holder to new shares of the same class. These provisions shall not restrict the possibility of issuing shares of a new class through a bonus issue, following necessary amendments to the Articles of Association.

The Board of Directors may resolve on reduction of the share capital by redemption of all Class C shares. In case of a resolution on redemption, holders of Class C shares shall be obliged to redeem all Class C shares against a redemption amount corresponding to the share's quota value. Payment of the redemption amount shall be made as soon as possible.

Class C shares held by the company itself may, upon request by the Board of Directors, be reclassified into Class B shares. Immediately thereafter, the reclassification shall be reported to the Swedish Companies Registration Office (Sw. Bolagsverket) for registration. The reclassification is effected when it has been registered in the Swedish Register of Companies and the reclassification been noted in the Swedish Central Securities Depository Register.

2. Authorization for the Board of Directors to resolve on a directed issue of Class C shares

The Board of Directors proposes that the Board of Directors be authorized to resolve on a directed issue of convertible and redeemable Class C shares in Midsona on the following terms.

1. The maximum number of Class C shares to be issued shall amount to 2,574,233.
2. The authorization may be exercised on one or several occasions until the Annual General Meeting 2027.
3. The new shares shall – with deviation from the shareholders' preferential rights – be subscribed for by Nordea Bank Abp, Swedish branch or such other bank or securities firm as determined by the Board of Directors.
4. The amount to be paid for each new share (the subscription price) shall equal the quota value of the shares at the time of subscription.
5. The new Class C shares shall be subject to Chapter 4, Section 6 of the Swedish Companies Act (conversion restriction) and Chapter 20, Section 31 of the Swedish Companies Act (redemption restriction).

The purpose of the authorization is to secure Midsona's undertakings under LTI 2026/2028 and to hedge the cash flow effects of future social security contributions attributable to Matching Shares and Performance Shares. In order to minimize Midsona's costs for LTI 2026/2028, the subscription price has been set at the share's quota value.

3. Authorization for the Board of Directors to repurchase issued Class C shares

The Board of Directors proposes that the Board of Directors be authorized to resolve on the repurchase of all issued convertible and redeemable Class C shares in Midsona on the following terms.

1. Repurchase may take place by way of an acquisition offer directed to all holders of Class C shares in Midsona.
2. The authorization may be exercised on one or several occasions until the Annual General Meeting 2027.
3. The maximum number of Class C shares to be repurchased shall amount to 2,574,233.
4. Repurchase shall be made at a price per share of minimum 100 percent and maximum 105 percent of the quota value of the shares applicable at the time of subscription.
5. Payment of repurchased shares shall be made in cash.
6. The Board of Directors shall have the right to resolve on other terms and conditions for the repurchase.
7. Repurchase may also be made of a so-called interim share, by Euroclear Sweden AB designated as a Paid Subscribed Share (*Sw. Betald Tecknad Aktie (BTA)*), regarding a Class C share.

The purpose of the authorization is to secure Midsona's undertakings under LTI 2026/2028 and to hedge the cash flow effects of future social security contributions attributable to Matching Shares and Performance Shares.

The Board of Directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act is attached to this proposal, Appendix A.

4. Proposal for resolution on transfer of shares to participants in LTI 2026/2028

The Board of Directors proposes that the Annual General Meeting resolve on transfer of shares to participants in LTI 2026/2028 on the following terms.

1. Transfer of Class B shares in Midsona may be made free of charge to participants in LTI 2026/2028, whereby a maximum of 1,980,179 shares may be transferred.
2. The right to acquire Class B shares in Midsona free of charge shall – with deviation from the shareholders' preferential rights – vest in such persons within the Group who are participants in LTI 2026/2028, with each participant being entitled to acquire a maximum number of shares as follows from the terms and conditions of LTI 2026/2028.

Transfer of Class B shares in Midsona shall be made free of charge at the time and on the other terms and conditions under which participants in LTI 2026/2028 are entitled to be allotted shares. The number of shares shall be subject to customary recalculation due to corporate events such as extraordinary dividends, rights issues, share splits, reverse share splits or similar measures.

Since LTI 2026/2028 is not initially expected to give rise to any social security contributions (and since a resolution on transfer is only valid until the next Annual General Meeting), the Board of Directors has resolved not to propose to the Annual General Meeting 2026 to resolve on transfers of own shares for cash flow hedging of social security contributions attributable to LTI 2026/2028. However, prior to any transfers of Midsona shares to participants in LTI 2026/2028, the Board of Directors intends to propose to a subsequent General Meeting to resolve that transfers may be made of own Class B shares on a regulated market in order to hedge such payments.

The reasons for the deviation from the shareholders' preferential rights are that Midsona wishes to implement the proposed incentive program LTI 2026/2028. Therefore, and in light of the above, the Board of Directors considers it to be to the benefit of Midsona and its shareholders that the participants in LTI 2026/2028 are offered to become shareholders in Midsona.

The Board of Directors proposes that the CEO be authorized to make such minor adjustments to the above proposal as may be required in connection with registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*) and Euroclear Sweden.

(C) Alternative proposal for resolution on hedging measures through so-called equity swap agreement

In the event that a sufficient majority under item (B) above cannot be obtained, the Board of Directors proposes, as a secondary alternative, that the Annual General

Meeting resolves to hedge the financial exposure that LTI 2026/2028 is expected to entail by Midsona, on market terms, entering into so-called equity swap agreement with a third party, whereby the third party shall be entitled to acquire and transfer shares in Midsona in its own name to the participants in accordance with the terms and conditions of the Program.

Majority requirements

The resolution of the meeting under item (A) requires a majority of more than half of the votes cast. A valid resolution under the proposal in item (B) requires the support of shareholders holding not less than nine-tenths of both the votes cast and the shares represented at the meeting. A valid resolution under the proposal in item (C) requires a majority of more than half of the votes cast. The resolution of the meeting to implement LTI 2026/2028 under item (A) is conditional upon the meeting resolving on hedging measures either in accordance with the Board of Directors' proposal under item (B) or item (C).

Malmö in March 2026
Midsona AB
The Board of Directors

Appendix A**The Board of Directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act**

The Board of Directors' proposal to repurchase Class C shares affects the company's equity ratio and liquidity only marginally. The Board of Directors considers the proposal to repurchase shares in accordance with the presented proposal to be justifiable having regard to the requirements which the nature, scope and risks of the business impose on the size of the equity, as well as the consolidation needs, liquidity and financial position in general of the parent company and the group.