

# NOTICE OF EXTRA ORDINARY GENERAL MEETING IN MIDSONA AB (PUBL)

The shareholders in Midsona AB (publ), reg.no 556241-5322, ("Midsona") are hereby given notice to the Extraordinary General Meeting that will be held on Thursday 24 November 2022.

The Board has resolved that the Extraordinary General Meeting will be held without physical presence of shareholders, proxies or external parties and that the exercise of voting rights may only be made via post before the Meeting in accordance with the Swedish Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

Information about the resolutions of the Extraordinary General Meeting will be published on 24 November 2022 as soon as the compilation of the voting is completed.

Those who wish to exercise their voting rights at the Extraordinary General Meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB ("Euroclear") on 16 November 2022; and
- give notice by casting a postal vote according to the instructions under the heading "Instructions for postal voting", the postal vote must be received by Euroclear no later than 23 November 2022.

## **Nominee-registered shares**

Shareholders whose shares are nominee-registered through a bank or other authorized depository, e.g. in a custody account, must – in addition to giving notice of their attendance – request that the shares be temporarily re-registered in their own name so that the shareholder is registered in Euroclear's share register as of the record date on 16 November 2022. Such registration may be temporary (so-called voting rights registration) and is requested at the nominee in accordance with the nominee's routines in such time in advance as the nominee determines. Registration of voting rights that has been requested by shareholders in such time that the registration has been made by the nominee no later than 18 November 2022, will be taken into account in the preparation of the share register.

## **Instructions for postal voting**

As subscribed above, the Board has resolved that shareholders can exercise their voting rights only via postal voting in accordance with the Swedish Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form shall be used for postal voting. Postal voting form is available at Midsona's website, [www.midsona.com](http://www.midsona.com).

Shareholders can vote by post in following ways:



## **About Midsona AB**

Midsona develops and markets strong brands within health and well-being, with products that help people live a healthier and more sustainable life, with an increased understanding of the origin of the raw material and with transparency as to the content. The Midsona share is listed on NASDAQ OMX Stockholm, Mid Cap. For more information [www.midsona.com/en](http://www.midsona.com/en)

1. Completed and signed postal voting form can be sent by post to Midsona AB, "extrastämman", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, or by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). The completed form must be received by Euroclear no later than 23 November 2022.
2. Shareholders may also, no later than 23 November 2022, cast a postal vote electronically via verification with BankID on Euroclear's website <https://anmalan.vpc.se/EuroclearProxy>.

The shareholder may not give instructions other than to mark one of the alternative answers on the form. If the shareholder has included special instructions or conditions on the form, or changed or made amendments to the pre-printed text, the postal vote will be considered invalid. Further instructions and conditions can be found in the postal voting form and at <https://anmalan.vpc.se/EuroclearProxy>.

If a shareholder casts a postal vote by proxy, a written and dated power of attorney signed by the shareholder shall be enclosed with the postal voting form. Power of attorney forms are available on Midsona's website, [www.midsona.com](http://www.midsona.com). If the shareholder is a legal entity, a registration certificate or other authorization document must be enclosed with the form.

For questions concerning the postal voting procedure, please contact Euroclear, tel. +468-402 91 33 (Monday – Friday, between 9 a.m. – 4 p.m.).

### **Personal data**

Personal data obtained from the share register, notices of attendance at the Extraordinary General Meeting and information on proxies will be used for registration, preparation of the voting list for the Extraordinary Meeting and, where applicable, the minutes of the Extraordinary Meeting.

For information about how your personal data is processed, please be referred to the Privacy Policy available on Euroclear's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

### **Proposed agenda**

1. Election of the Chairman for the Meeting
2. Election of two persons to attest the minutes
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Determination as to whether the Meeting has been duly convened
6. The Board's proposal for resolution on amendment of the Articles of Association
7. Approval of the Board resolution on an issue of new shares

### **Resolution proposal**

#### **Election of the Chairman of the Meeting (agenda item 1)**

The Board has proposed that the Chairman of the Board, Ola Erici, shall be elected Chairman of the Meeting, or in the event of his absence, the person appointed by the Board.

#### **Election of two persons to attest the minutes (agenda item 2)**

The Board proposes Henrik Munthe (Stena Adactum) and Ulrik Grönvall (Swedbank Robur) or, if one or both of them are prevented from participating, the person/-s appointed by the Board, to attest the minutes. The assignment to verify the minutes shall also include verifying the voting list and that postal votes received are correctly reflected in the minutes of the Meeting.

#### **Preparation and approval of the voting list (agenda item 3)**

The voting list proposed for approval is the voting list prepared by Euroclear, based on the share register and submitted postal votes, and verified by the persons assigned to verify the minutes.



### **About Midsona AB**

Midsona develops and markets strong brands within health and well-being, with products that help people live a healthier and more sustainable life, with an increased understanding of the origin of the raw material and with transparency as to the content. The Midsona share is listed on NASDAQ OMX Stockholm Mid Cap. For more information [www.midsona.com/en](http://www.midsona.com/en)

**Amendment of the Articles of Association (agenda item 6)**

The Board proposes, with the aim to adapt the Articles of Association according to the proposal in item 7, to amend sections 4 and 5 of the Articles of Association, whereby the limits for the company's share capital are changed to a minimum of SEK 500,000,000 and a maximum of SEK 2,000,000,000, and that the limits for the number of shares in the company are changed to a minimum of 100,000,000 and a maximum of 400,000,000 shares.

A valid resolution requires that the resolution is supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.

**Approval of the Board resolution on an issue of new shares (agenda item 7)**

The Board proposes that the Extraordinary General Meeting resolves to approve the Board's resolution of 25 October 2022 to increase the Company's share capital through an issue of shares of class A and shares of class B with preferential rights for existing shareholders.

The Company's share capital is increased by not more than SEK 363,570,200 through a rights issue of not more than 72,714,040 shares, of which not more than 298,320 shares of class A and not more than 72,415,720 shares of class B.

The new shares shall be issued at a subscription price of SEK 8.25 per share, regardless of share class. The part of the subscription price that exceeds the quota value of the shares shall be added to the free share premium fund.

The record date for obtaining subscription rights and right to participate in the rights issue with preferential right shall be 28 November 2022.

Those registered as a shareholder in the company on the record date receives one (1) subscription right for each share of class A held and one (1) subscription right for each share of class B held. The subscription rights entitle the holder to subscribe for new shares with preferential right, whereby one (1) subscription right of class A entitles to subscribe for one (1) new share of class A and one (1) subscription right of class B entitles to subscribe for one (1) new shares of class B.

Subscription of shares can also take place without the support of subscription rights.

The resolution is conditional upon the amendment of the Articles of Association in accordance with agenda item 6.

For further details and information on the background and the reasons for the new issue of shares, see the Company's press release from 25 October 2022 and the Boards complete resolution.

*Exemption from the mandatory bid obligation*

Stena Adactum, holding 29.8 percent of the shares and 29.8 percent of the votes in Midsona, has entered into a subscription and underwriting commitment in connection with the current rights issue.

If the rights issue is not fully subscribed, with or without the support of subscription rights, Stena Adactum may, as a result of the subscription and underwriting commitment, increase its share of capital and votes in Midsona to 64.9 percent of the shares and 64.9 percent of the votes in the Company.



**About Midsona AB**

Midsona develops and markets strong brands within health and well-being, with products that help people live a healthier and more sustainable life, with an increased understanding of the origin of the raw material and with transparency as to the content. The Midsona share is listed on NASDAQ OMX Stockholm Mid Cap. For more information [www.midsona.com/en](http://www.midsona.com/en)

The Swedish Securities Council has granted Stena Adactum an exemption from the mandatory bid obligation, which could emerge due to the subscription and underwriting commitment.

The exemption, as far as the underwriting commitment is concerned, and thus also the underwriting commitment, is conditional on the shareholders being informed before the Extraordinary General Meeting of the maximum capital and voting share that Stena Adactum may obtain by subscribing for shares in the rights issue in addition to its preferential rights, and that the resolution to issue new shares according to this agenda item 7 is approved by the Extraordinary General Meeting and supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Extraordinary General Meeting, whereby the shares held and represented at the Meeting by Stena Adactum shall be disregarded.

### **Number of shares**

At the time of the issue of this notice, the total number of shares in the Company amounts to 72,714,040, whereof 298,320 shares of class A and 72,415,720 shares of class B, corresponding to a total number of 75,398,920 votes. The Company does not hold any own shares.

### **Documents**

Complete proposals for resolutions and related documentation are presented by keeping them available on the Company's office and the Company's website [www.midsona.com](http://www.midsona.com), and will on request be sent without charge to shareholders who provide their postal address. The share register will also be available at the Company.

### **Information**

The Board and the CEO shall, if requested by any shareholder and if the Board is of the opinion that it can be done without causing material harm to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda. The request on such information must have been received in writing by Midsona no later than ten days before the Meeting, to the address Midsona AB (publ), PO Box 21009, SE-200 21 Malmö or by e-mail to Tora Molander, [tora.molander@midsona.com](mailto:tora.molander@midsona.com). The information will be available on Midsona's website [www.midsona.com](http://www.midsona.com) and at Midsona's head office Dockplatsen 16, 211 19 Malmö no later than 19 November 2022. The information will on request be sent to shareholders who provide their postal address.

Malmö, October 2022  
**Midsona AB (publ)**  
*The Board of Directors*

*This document is an English translation of the Swedish original. In the event of any discrepancies, the Swedish version shall govern.*



### **About Midsona AB**

Midsona develops and markets strong brands within health and well-being, with products that help people live a healthier and more sustainable life, with an increased understanding of the origin of the raw material and with transparency as to the content. The Midsona share is listed on NASDAQ OMX Stockholm Mid Cap. For more information [www.midsona.com/en](http://www.midsona.com/en)