

Chairman's Report

Dear Shareholders and other readers,

Midsona is a leader in the Nordic region in organic and healthy foods. This is a position we have built based on a defined strategy and that we have achieved through acquisitions and successful branding.

For Midsona, health and sustainability are naturally important, and as a responsible company, we work with these issues on a broad front – above all, however, we work with them on an everyday basis. Through our products, we deliver organic, healthy and sustainable values and, in 2018, we will continue working with our sustainability targets and clarifying how these are to be achieved.

The overall responsibility of the Board of Directors is to ensure stable development of value. This includes ensuring that the company continuously develops its business in the form of an attractive product portfolio, satisfied employees and the company's sustainability – environmentally, socially and economically.

The Board of Directors is also responsible for the company's business strategy, ensuring a clear decision-making structure and judicious risk management. Board of Directors shall also continuously challenge the company's management in various matters and it is our responsibility that the company adheres to the rules and regulations that govern its operations. One example is the EU's new GDPR-legislation on the storage and distribution of personal data. It is also important that the Board of Directors remains close to the operations, without acting on operational matters.

In recent years, Midsona has highlighted the importance of professional and active brand

management, which yielded results in 2017, and the Board is pleased to note that nine of our largest brands have grown. A great example is Friggs, one of our strongest brands, which showed an exceptional turnaround and growth in 2017.

We continued our journey of acquisition in 2017 in the form of Bringwell and are already seeing the effects of the envisaged synergies. In a European perspective, the Nordic region is at the forefront in health and ecology and the assessment is that Midsona presents a strong message in many other European countries, which can make us a successful player even outside the Nordic countries. We are now aiming to take our business idea to the rest of Europe and I expect management to present some exciting acquisition opportunities in the upcoming years.

The acquisitions that have been made and the strong growth they have entailed place new demands on the company's organisation. In 2017, we established a new key position in logistics and purchasing. With Peter at the fore, the management is now continuing its alignment to lead a more global Midsona that can quickly respond to new market conditions and challenges.

We are continuing our journey of growth!



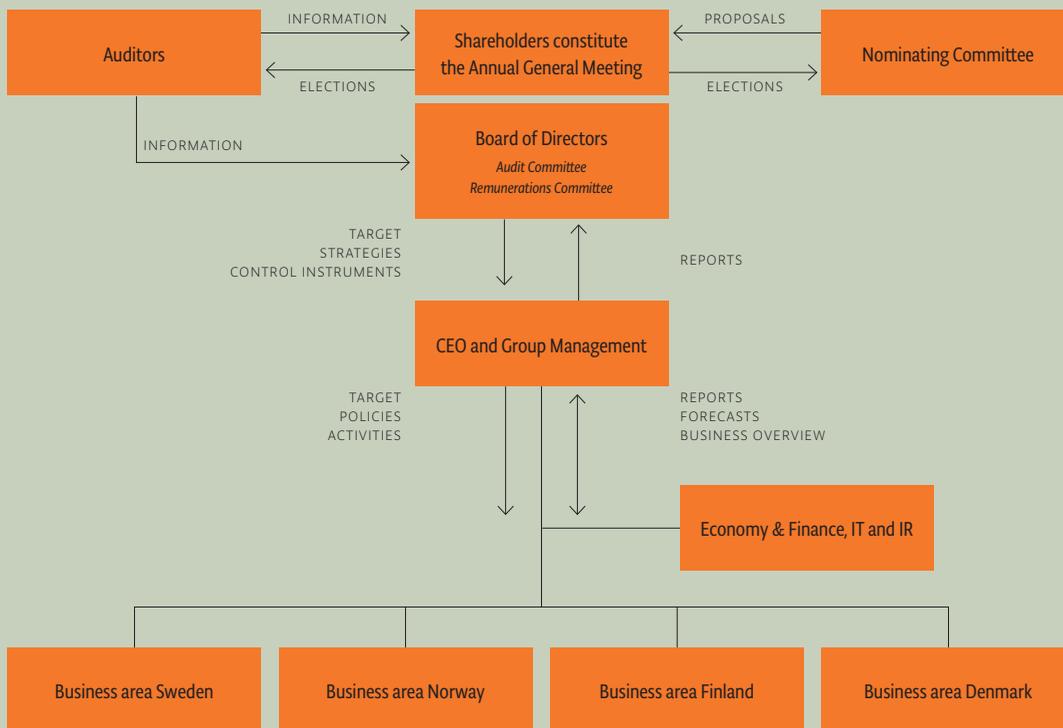
A handwritten signature in black ink, appearing to read 'Ola Erics'. The signature is stylized and fluid.

Ola Erics

Chairman of the Board

Corporate Governance

In 2017, Midsona AB (publ) (below “Midsona”) was a Swedish public company listed on the Nasdaq Stockholm, Small Cap list. In November 2017, Nasdaq Stockholm decided to move Midsona from Small Cap to Mid Cap. The change came into effect on 1 January 2018. Midsona applies the Swedish Code of Corporate Governance and hereby presents its Corporate Governance Report for 2017. Midsona has no deviations to report. The report has been prepared by the Company’s Board of Directors and the Company’s auditor has issued an opinion.



Control instruments

The governance instruments forming the framework of Midsona’s corporate governance include legislation, the Articles of Association, the Nasdaq Stockholm’s Rules for Issuers, the Swedish Code of Corporate Governance, the Company’s Code of Conduct and internal policies and guidelines.

Share and shareholders

For further information on the share and shareholders, please see pages 56–59 and www.midsona.com.

Annual General Meeting

Midsona’s Annual General Meeting is the highest decision-making body at which shareholders exercise their voting rights.

The Annual General Meeting makes decisions regarding amendments to the Articles of Association and the Annual General Meeting which is the annual, ordinary General Meeting, shareholders make decisions on matters including the approval of the income statement and balance sheet, the consolidated income statement and balance sheet, the disposition of earnings, the discharge of the Board and CEO from liability, the election of Board members, the Chairman of the Board and audit firm, the approval of fees to the Board and audit firm, principles for the appointment and work of the Nominating Committee, and guidelines for remuneration to

the CEO and other senior executives. Information on shareholders' right to request that matters be considered by the Annual General Meeting is published at www.midsona.com. Normally, the Annual General Meeting takes place in April or May. Following the meeting, decisions made at the Annual General Meeting are published in a press release. The minutes of the Meeting are published at www.midsona.com.

Annual General Meeting 2017

The 2017 Annual General Meeting was held on 26 April 2017 in Malmö. At the Meeting, 46 shareholders were present in person or by proxy, representing 56.3 percent of the total number of votes. The minutes of the 2017 Annual General Meeting are available at www.midsona.com.

Extraordinary General Meeting 2017

An Extraordinary General Meeting was held on 1 December 2017 in Malmö. At the Meeting, 20 shareholders were present in person or by proxy, representing 48.8 percent of the total number of votes. The minutes of the Extraordinary General Meeting held on 1 December 2017 are available at www.midsona.com.

Annual General Meeting 2018

The 2018 Annual General Meeting will take place on 25 April 2018 in Malmö, as was announced in a press release on 3 October 2017. The complete announcement of the 2018 Annual General Meeting, including information about registration for participation at the Meeting was published in a press release on 23 March 2018 and is available at www.midsona.com.

Nominating Committee

The Nominating Committee represents the Company's shareholders and its assignment includes proposing a Chairman for the Annual General Meeting, Board members, Chairman of the Board, audit firm, Board fees, fees to the audit firm and how the Nominating Committee should be appointed. The representative for the largest proportion of ownership shall be appointed Chairman of the Committee.

Nominating Committee for the 2018 Annual General Meeting

The 2017 Annual General Meeting resolved to task the Chairman of the Board with contacting representatives of the company's three largest shareholders at the end of August 2017 to ask them to appoint one member each to the Committee.

Name/representing, %	Percentage of votes	
	31 August 2017	29 December 2017
Henrik Munthe/Stena Adactum AB	28.0	28.4
Elisabeth Jamal Bergström/Handelsbanken Fonder	7.6	7.0
Ulrika Danielson, Second AP fund	5.0	4.6
Total	40.6	40.0

In preparation for the 2018 Annual General Meeting the Nominating Committee held one minuted meeting prior to the publication of the notice of the Annual General Meeting and members have also maintained ongoing contacts. The Nominating Committee has interviewed three board members and received a presentation of Midsonas' operations by the CEO. The Nominating Committee has addressed the issues it is required to consider in accordance with the decisions of the Annual General Meeting and in accordance with the Swedish Code of Corporate Governance. Among other matters, the Committee has discussed and considered the extent to which the current Board of Directors meets the demands imposed on a listed company and otherwise as a consequence of the company's operations. In addition, the Nominating Committee has discussed the Board's gender distribution, size, competence, experience and diversity, as well as how well the Board functions, taking into account aspects including the outcome of the Board's own assessment of its work. The election of auditors and remuneration of Board Members and auditors have also been discussed. The Nominating Committee has received information from the Audit Committee on the work of the auditors. As its diversity policy, the Nominating Committee has applied Rule 4.1 of the Swedish Code of Corporate Governance in preparing its proposal for the election of Board Members.

The convener of the Nominating Committee has been the Chairman of the Board, Ola Erici, who has also attended all of the meetings. The composition of the Committee was published in a press release 3 October 2017 and at www.midsona.com. Shareholders have been offered the opportunity to submit proposals to the Nominating Committee. Information on how shareholders can submit proposals to the Committee is provided at www.midsona.com.

The Nominating Committee's proposal, and reasoned opinion, is published in connection with the announcement of the 2018 Annual General Meeting at the latest.

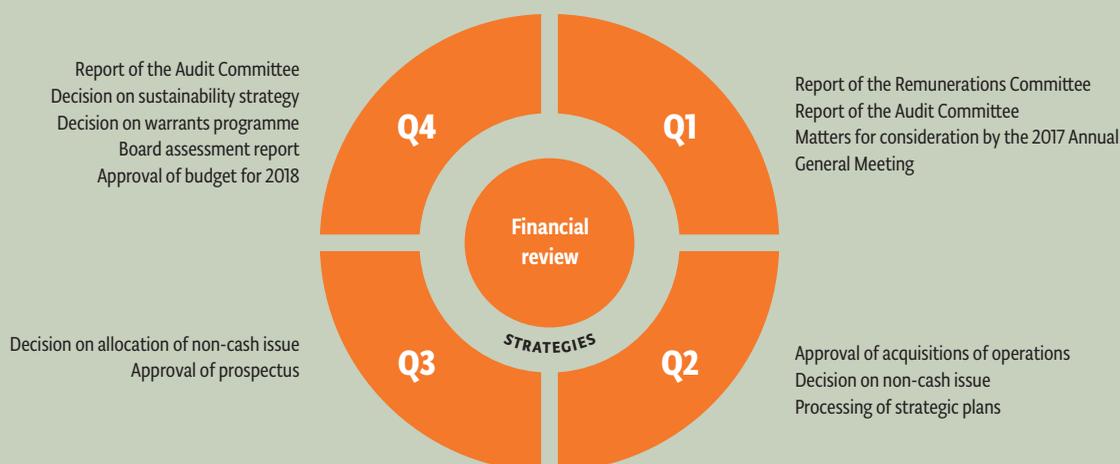
Members do not receive any fees or remuneration for their work on the Committee.

Proposal to the 2018 Annual General Meeting

The Nominating Committee has resolved to propose the following to the 2018 Annual General Meeting:

- Re-election of Board Members Ola Erici, Henrik Stenqvist, Birgitta Stymne Göransson, Peter Wahlberg, Johan Wester and Kirsten Ægidius. Cecilia Marlow has declined re-election.
- Re-election of Ola Erici as Chairman of the Board.
- Re-election of Deloitte AB as audit firm.
- An increase in the Chairman's fee, including committee work, of SEK 50,000 to SEK 550,000.
- An increase in the Board Members' fees of SEK 25,000 to SEK 225,000.
- An increase in the fee for the chairman of the Audit Committee by SEK 30,000 to SEK 50,000 and for members of the Audit Committee by SEK 10,000 to SEK 30,000.
- Fees to the Remunerations Committee remain unchanged at SEK 20,000.

Work of the Board in 2017



The Nominating Committee's complete proposals are included in the announcement of the Annual General Meeting.

The Nominating Committee considers that the proposed composition of the Board to be adequate to meet the Company's long-term needs.

Board of Directors

According to the Articles of Association, the Board of Directors shall consist of at least three members and not more than nine and that no deputies shall be appointed. Members of the Board are elected annually at the Annual General Meeting for the period until the end of the next Annual General Meeting. There are no rules about how long a member may serve on the Board.

Composition of the Board in 2017

At the Annual General Meeting 2017, the following 7 directors were selected: Ola Erici (Chairman), Cecilia Marlow, Henrik Stenqvist, Birgitta Stymne Göransson, Peter Wahlberg, Johan Wester and Kirsten Ægidius. Board composition complies with the Swedish Code of Corporate Governance with regard to its independence in relation to both the Company and its management and major shareholders. For information regarding the Board members' independence, other assignments and shareholdings in the company, see pages 108–109 or Midsona's website www.midsona.com.

The CEO and the CFO, who is also the Board's secretary, both participate in Board meetings. When necessary, other officials participate in Board meetings to report on particular matters.

Chairman of the Board

The Chairman organises and directs the work of the Board, represents the Company on ownership issues and is responsible for evaluating the Board's work. The Chairman is also responsible for the on-going dialogue with the CEO regarding operations and for the Board's fulfilment of its duties.

Work and responsibilities of the Board

The Board of Directors is the highest management body beneath the Annual General Meeting and is responsible for the organisation and management

of the Company's affairs. It shall primarily engage in more overarching and long-term issues that are of substantial significance for the Group's future focus.

The work of the Board follows written rules governing its practices and responsibilities, the division of work between the Board and its committees, as well as the role of the Chairman. Also regulated is the framework for the Board meetings, including their convening, agenda and minutes, as well as how the Board is to be supplied with comprehensive information for its work. The Board has also decided on the introduction of general policies for the operations and other central governance documents for the regulation of responsibilities, guidelines, procedures, values and targets.

The work of the Board is normally cyclical in nature. At the beginning of the year, the year-end and annual reports are addressed, as are the matters to be presented at the Annual General Meeting. Before the summer, the Group's long-term strategic plan and focus are addressed. At the end of the year, the budget for the coming year is addressed. Each quarter, financial reporting is reviewed and the interim reports are approved for publication. Following the Annual General Meeting, an inaugural Board meeting is held, at which Committee members and signatories are determined, among other things.

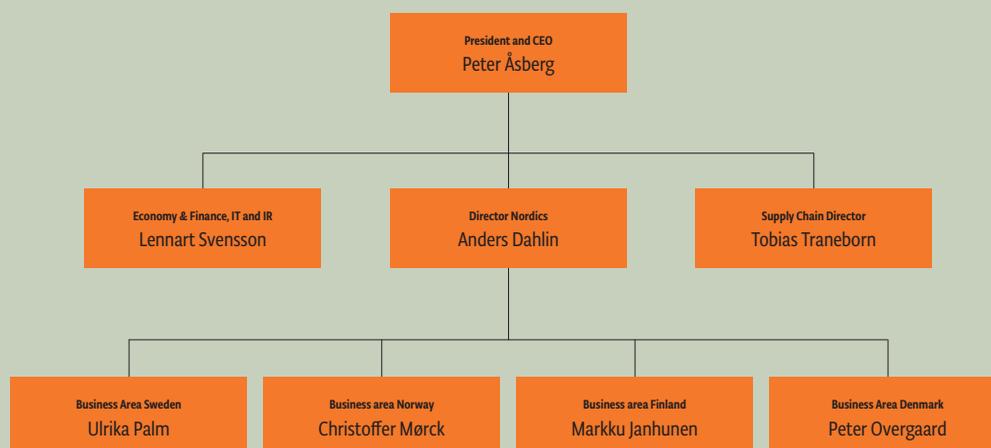
Work of the Board in 2017

In 2017, the Board held 15 meetings (14). For information on members' attendance, please see pages 108–109.

The Board regularly reviews the strategic issues affecting the Group's operations and general direction. The year's work focused largely on the acquisition of Bringwell, structural and growth issues, follow-up of prior years' acquisitions, decisions regarding a non-cash issue and sustainability strategy and strategic planning.

Board meetings follow a pre-approved agenda, to which specific issues will be added as necessary. The agenda, together with documentation for each of its items, is distributed to all Board Members approximately one week before the meeting. Each Board meeting commences with the minutes of the previous meeting and a review of any open matters. The CEO then provides an account of the Group's sales, earnings and business situation, including important external factors. Normally, the CFO then accounts for

Group structure



the Group's financial position in greater detail, together with any necessary analyses, reports are made regarding questions from earlier Board meetings, and plans and proposals are presented. All business areas present their operations at Board meetings according to a predetermined plan. In addition to the information provided in connection with Board meetings, the CEO distributes a monthly report to Board members. Minutes are kept for all Board meetings and sent to members for approval.

Evaluation of the Board's work

The Chairman of the Board is responsible for evaluating the Board's work, including the assessment of individual Board members' performance in accordance with an established process. The evaluation is reported to the Nominating Committee and forms the part of the basis for the Committee's proposals regarding the composition of the Board and its fees.

Board Committees

The Board has appointed an Audit Committee and a Remunerations Committee. The members of the committees and their chairpersons are appointed at the inaugural Board meeting for one year at a time. The work of the committees is mainly of a preparatory and advisory nature, although the Board may, in individual cases, delegate the right to determine specific issues to the committees. The matters addressed at committee meetings are minuted and reported to the Board at the next Board meeting.

Audit Committee

The Audit Committee's main task is to oversee the financial reporting and ensure that the adopted principles for financial reporting, internal controls, internal audit and risk assessment are adhered to and applied. Its mission is to support the Nominating Committee with proposals for the election of audit firm and audit fees.

In 2017, the Audit Committee consisted of Cecilia Marlow (chairman) Henrik Stenqvist, Peter Wahlberg and Johan Wester. The Committee met twice (twice) in 2017. For information on members' attendance, please see pages 108–109. The CEO and the CFO, who is also the Nominating Committee's

secretary, and the principal auditor responsible participate in the Committee's meetings.

The Audit Committee will increase the number of meetings effective from 2018, from the previous two meetings per year to three meetings a year, to ensure continuity in the work of the Audit Committee over the year.

Remunerations Committee

The Remunerations Committee's main task is to prepare business for decision by the Board relating to terms of remuneration and employment for the CEO and other senior executives on the basis of principles established by the Annual General Meeting. It is also tasked with proposing guidelines for remuneration to the CEO and other senior executives, and with monitoring and evaluating the objectives and principles for variable compensation.

In 2017, the Remuneration Committee consisted of Ola Erici (chairman), Birgitta, Stymne Göransson and Johan Wester. The Committee met four times (four) during 2017. For information on members' attendance, please see pages 108–109.

CEO and Group Management

The President of the Company, who is also the CEO of the Group, is appointed by the Board of Directors. Peter Åsberg is the CEO and is responsible for ongoing management in accordance with the Board's guidelines and instructions. In consultation with the Chairman of the Board, the CEO prepares the information the Board needs to conduct its work, presents matters and proposals for decisions and keeps the Board informed of the Company's development. The CEO leads the work of Group Management and makes decisions in consultation with other members of Group Management. In addition to the CEO, Group Management includes the CFO, the Director Nordics, the Supply Chain Director and the heads of the business areas.

In 2017, the Group Management met ten times (eight). Meetings focus primarily on the Group's strategic and operational development and reviewing performance. Operations are organised into four business areas.

For further information about Group Management, please see page 110–111 and www.midsona.com.

Instructions for the CEO

The Board adopts written instructions for the work of the President that, among other things, clarify responsibilities for day-to-day management, the division of duties between the Board and the CEO, as well cooperation with, and the information to, the Board.

Evaluation of the CEO

The Board continuously evaluates the CEO's work and expertise. The evaluation is made once a year without his presence.

Guidelines for remunerations to senior executives

For information on the guidelines for remuneration to senior executives adopted by the 2017 Annual General Meeting and the Board's proposed guidelines for remuneration to senior executives for the 2018 Annual General Meeting, please see pages 110–111 and www.midsona.com.

Regulations regarding share trading

Board members, the CEO and other senior executives registered as insiders may trade in Midsona shares in accordance with applicable legislation and regulations. Beyond these, there are no specific internal regulations.

External auditor

Deloitte AB, with authorised public accountant Per-Arne Pettersson as the principal auditor responsible, was elected by the 2017 Annual General Meeting for a period of one year. For information on fees and remunerations to audit firms, please see Note 8 Fees and remuneration to auditors on page 80.

Audit assignment

The audit assignment includes an audit of the annual and consolidated financial statements. An audit is also performed of the proposal for appropriation of the Company's profit or loss and the administration by the Board of Directors and the CEO. Statements are also issued regarding the Corporate Governance Report and the Sustainability Report. Statutory reviews are also conducted of the interim reports for the periods 1 January to 30 September and for the period 1 January to 31 December within the framework of the audit assignment.

The principal auditor responsible participates in Audit Committee meetings and reports in an on-going manner to the Chairman of the Audit Committee as necessary. The Board meets with the principal auditor responsible in connection with its handling of the year-end report. The principal auditor responsible participates at the Annual General Meeting, outlining there the audit, presenting the Audit Report and issuing a statement on the Corporate Governance Report.

Additional information

At www.midsona.com, information including the following is available – an overview of the Company's application of the Swedish Code of Corporate Governance, the Articles of Association, the Company's Code of Conduct, information from previous Annual General Meetings and previous Corporate Governance Reports.

Information on the laws and practices of Swedish corporate governance can be found at the Swedish Corporate Governance Board (www.bolagsstyrning.se), Nasdaq Stockholm (www.nasdaqnordic.com) and Finansinspektionen (www.fi.se).

Internal control of financial reporting

The report on internal control of financial reporting has been prepared by the Board of Directors in accordance with the Swedish Code of Corporate Governance and the guidelines issued by the Confederation of Swedish Enterprise and FAR. It describes how internal control is organised to manage and minimise the risk of errors in financial reporting.

Internal control

Within the Company, the following targets have been set with regard to internal control.

- It shall ensure compliance with the framework of applicable laws, regulations, rules and standards to which we are subject.
- It shall ensure that financial reporting is reliable and provides shareholders, the Board of Directors, management and other stakeholders adequate information on which to assess performance and development.
- It shall ensure that business operations are appropriately organised and conducted in such a manner that risks are continuously assessed, managed and minimised to meet financial and operational targets. On-going efforts to meet these targets involves a process building on a framework for internal control in which there is a particularly crucial interplay between control activities and the development of an effective control environment whereby responsibilities are assumed within the organisation.

The description of how internal controls are organised is limited to the internal control of financial reporting and follows a framework developed by "The Committee of Sponsoring Organisations of the Treadway Commission" (COSO). The framework consists of five components: control environment, risk assessment, control activities, information and communication, and review.

Control environment

The control environment forms the basis for the internal control of financial reporting. An important part of the control environment is that decision-making paths, authorisations and responsibilities are clearly defined and communicated between different parts of the organisation and that control documents in the form of policies, manuals, guidelines and instructions are in place. Consequently, an important part of the Board's work is to develop and approve a number of basic policies, guidelines and frameworks. These include the Board's formal work plan, the instructions to the CEO, regulations regarding investments, a financial policy and an insider policy. The purpose of these documents is to establish a basis for good internal control. The Board also works to ensure that the organisational structure provides clear roles, responsibilities and processes, facilitating effective management of operational risks and enabling the achievement of targets.

As part of the responsibility structure, each month, the Board evaluates business performance and results through an appropriate package of reports containing income statements and balance sheets, analyses of key performance indicators, comments regarding the business situation of each operation and, on a quarterly basis, also forecasts for future periods. As part of efforts to strengthen the internal control, policies, regulations and procedures are in place that provide a clear picture of the economic situation. These are living documents that are updated regularly and adapted to changes

in the operations. In addition to this there are instructions that provide guidance in the day-to-day work of the organisation.

Risk assessment

An on-going process is underway to map the Group's risks. In this process, a number of income statement and balance sheet items are identified where the risk of errors in financial reports is elevated. The Company makes continuous efforts to strengthen controls around these risks. Furthermore, risks are addressed in specific forums, for example issues related to acquisitions. For information about items that are subject to significant estimates and judgements, see Note 33 Important estimates and assessments page 94 and the section Risks and risk management, pages 38–44.

Control activities

The Group's control structure is designed to manage risks that the Board deems relevant in the internal control of financial reporting. The purpose of control activities is to detect, prevent and correct errors and inconsistencies in reporting. Control activities include, for example, processes and procedures for the making of important decisions, earnings analyses and other analytical follow-ups, reconciliations, stock-taking procedures and controls in IT systems.

Information and communication

The Company's governing documents, including policies, guidelines and manuals are continuously updated and communicated through the appropriate channels, primarily via e-mail, internal meetings and the intranet.

Follow-up

The Board continuously evaluates the information provided by the Audit Committee, Group Management and the external auditor. The CEO and CFO hold frequent briefings with each of the business area managers regarding the business situation, performance, financial position and forecasts. In addition, the central controller function maintains close cooperation with finance managers and controllers at the business area and company level with regard to reporting and closing the accounts. Follow-up and feedback on any problems arising in the internal controls form a central component in the internal control processes.

Financial reporting

Financial data are reported monthly from all reporting units, in accordance with standardised reporting procedures as documented in the Group's accounting manual. This reporting forms the basis of the Group's consolidated financial reporting. The consolidation, which is performed centrally, culminates in complete income statements and balance sheets for each company and for the Group as a whole. Reported financial data are stored in a central database from which it is retrieved for analysis and review at the Group, business area and company levels.

Assessment of the need for a special review function

The Group currently has no separate review function (internal audit). In light of the existing process for self-assessment and objective testing by an independent party, the view is taken that there is currently no need for a special review function to perform effective monitoring of internal control.

System improvements in 2017

The level at which review and evaluation should be performed is assessed continuously. This assessment also takes into account what systems should be implemented or updated and when.

In autumn 2016, Midsona started a project that involves the various business systems of the Group, shall be replaced by a common business system. The new system will be made operational within the Group's operating units during the 2018 financial year.

During 2017, Position Green was implemented, a system that facilitates the reporting of sustainability data.

Auditor's statement regarding the Corporate Governance Report

To the Annual General Meeting of Midsona AB (publ), corporate identity number 556241-5322

Assignment and responsibilities

The Board of Directors is responsible for the Corporate Governance Report for the financial year 1 January 2017– 31 December 2017 on pages 102–107 and for it being prepared in accordance with the Annual Accounts Act.

The focus and scope of the audit

Our review has been conducted in accordance with FAR's statement RevU 16 *Auditor's review of the Corporate Governance Report*. This means that our statutory examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our statements.

Statement

A Corporate Governance Report has been prepared. Disclosures in accordance with Chapter 6, Section 6, second paragraph, Items 2-6 of the Annual Accounts Act and Chapter 7, Section 31, second paragraph of the same Act are consistent with the financial statements and are in accordance with the Annual Accounts Act.

Malmö, 28 March 2018

Deloitte AB



Per-Arne Pettersson
Authorised Public Accountant

Board of Directors

Ola Erici



Cecilia Marlow



Henrik Stenqvist

Birgitta Stymne
Göransson

Born	1960	1960	1967	1957
Position on the Board/attendance	Chairman – 15/15	Member – 15/15	Member – 12/12	Member – 15/15
Elected, year	2012	2015	2017	2015
Position	Industrial advisor	Professional board member	CFO Recipharm	Industrial advisor
Previous experience	CEO of Ferrosan and Skånemejerier and several executive positions in the Tetra Laval Group and Gambro	President Kronans Droghandel, President J.C and V.D Polarn & Pyret	CFO Meda AB and management positions within the AstraZeneca Group	President Memira, President Semantix, Executive Vice President Telefos, CFO Ähléns and CFO McKinsey
Education	MBA, Stockholm School of Economics	MBA, Stockholm School of Economics	MBA, Linköping University	Graduate Engineer, Royal Institute of Technology, Stockholm and MBA Harvard Business School
Other assignments	Chairman of the Board of Ecobransle AB, Geveko AB and Dynsafe AB. Board Member of Haarslev A/S and Tresu A/S, among others.	Chairman of the Board of Kivra AB. Board member of Nordea Funds Ltd., Forex Bank AB, Svenska Spel AB, Clas Ohlson AB and Platzer Fastigheter AB.	Board Member of MedCap AB	Chairman of the Board of HL Display AB. Board Member of Elekta AB, Capio AB, Advania AB, Sportamore AB and Pandora A/S.
Dependent on the Company and its shareholders	No	No	No	No
Own shareholdings and those of closely-related parties, 2017 ²	71,245 Series B shares (personal holding and through closely-related parties)	4,500 series B shares (through company)	20,000 Series B shares	3,500 series B shares
Own shareholdings and those of closely-related parties, 2016	56,245 series B shares	4,500 series B shares	–	3,500 Series B shares
Remuneration, 2017 ³	Board fees 500,000 ⁴ Totalt 500,000	Directors' fees 200,000 Committee fees 20,000 Total 220,000	Directors' fees 200,000 Committee fees 20,000 Total 220,000	Directors' fees 200,000 Committee fees 20,000 Total 220,000

¹ Johan Wester conducts assignments on behalf of Stena Adactum AB.

² Shareholding as of 28 February 2018. For updated shareholding, please see www.midsona.com/Bolagsstyrmng.

³ Remuneration to the Board of Directors for the period May 2017 to April 2018. Remuneration to Board members elected by the 2017 Annual General Meeting following a proposal from the Nominating Committee. For more information, see Note 9 Employees, personnel expenses and senior executives' remunerations, pages 80–82.

⁴ The Board fees include fees for work in the Remunerations Committee.

Peter Wahlberg

1962

Member – 15/15

2015

Self-employed

Stockbroker Penser Fondkommission and Matteus Fondkommission

Economics studies at Lund University

Chairman of the Board of Wallhouse AB. Director of Walldoc AB Hestermus, AB Nolefo, Wahlbergs Drycker AB, AB Data Documentation Staffanstorp AB and Pudelqvist.

No

2,312,773 series B shares (family's and through the company), of which 753,406 is via endowment insurance.

2,312,773 series B shares

Directors' fees 200,000 Committee fees 20,000 Total 220,000

Johan Wester

1966

Member – 15/15

2009

Investment Director, Stena Adactum AB

CEO Mediatec Group, Partner at Arthur D. Little and member of the Boards of Ballingslöv International AB and Personec Oy

Graduate engineer, Chalmers Institute of Technology

Chairman of S-invest. Board member of Stena Renewable and Beijer Electronics.

Yes¹

66,425 Series B shares (personal holding and through closely-related parties)

66,375 series B shares

Directors' fees 200,000 Committee fees 40,000 Total 240,000

Kirsten Ægidius

1963

Member – 15/15

2016

Global Sales and Marketing Manager Harboe A/S
Group Marketing Director, Hilding Anders, CEO Weber-Stephan Nordics, Marketing Director Carlsberg Denmark and various positions at Coca-Cola and Unilever

Masters Degree, Copenhagen Business School

Director of Andersen & Martini A/S.

No

4,500 series B shares

–

Directors' fees 200,000 Committee fees Total 200,000

Auditor

Per-Arne Petterson. Authorised Public Accountant with Deloitte AB and member of FAR.

Audit Committee/attendanceCecilia Marlow – Chairman – 2/2
Henrik Stenqvist – Member – 1/1
Peter Wahlberg – Member – 2/2
Johan Wester – Board member – 2/2**Remunerations Committee/attendance**Ola Erici – Chairman – 4/4
Birgitta Stymne Göransson – Member – 4/4
Johan Wester – Board member – 4/4

Group Management

Peter Åsberg



Lennart Svensson



Anders Dahlin



Tobias Traneborn



Born	1966	1961	1973	1975
Employed	2007	2009	2012	2017
In current position	2007	2009	2016	2017
Position	President and CEO	CFO	Director Nordics	Supply Chain Director
previous positions:	President of Cloetta Fazer, Sweden. Various positions at Procter & Gamble and Coca-Cola.	Senior management positions within Ericsson, both in Sweden and internationally.	Senior positions in Internatural, Kung Markatta AB, Unilever, Storck AB and Cadbury AB.	Positions as Chief Operating Officer at CDON.COM, Operations Manager at HKC and as Logistics Manager at both Lantmännen Cerealia and Kjell&Company
Education	MBA, Lund University	MBA, Stockholm University	MBA, Lund University	BSc Engineering, University of Borås
Other assignments	Chairman of the Board of Svensk Egenvård	–	Director of Ekomodern F, W & E AB and Dahlin Business Partner AB	–
Own shareholdings and those of closely-related parties, 2017 ¹	115,968 series B shares, 100,000 call options ² , 100,000 warrants (2016/2019) and 60,000 warrants (2017/2020)	27,492 series B shares, of which, 8,742 in endowment insurance, 50,000 warrants (2016/2019) and 30,000 warrants (2017/2020)	50,000 warrants (2016/2019) and 30,000 warrants (2017/2020)	20,000 warrants (2016/2019) and 15,000 warrants (2017/2020)
Own shareholdings and those of closely-related parties, 2016	115,968 series B shares	27,492 series B shares	–	–

¹ Shareholding as of 28 February 2018. For updated shareholding, please see www.midsona.com/Bolagsstyrning.

² The main owner Stena Adactum issued, in June 2015, 100,000 call options with their own holding in Midsona shares as guarantee. Midsona is not a party to the transaction and the future redemption of the warrants will not affect Midsona's financial position and earnings.

Principles for remuneration

Principles for remunerations to senior executives are determined by the Annual General Meeting. Senior executives are considered to be the CEO and other members of the management team. The 2017 Annual General Meeting approved the following guidelines for remunerations to senior executives; Senior executives are to be offered competitive remunerations in line with the market. Remuneration levels for individual executives are to be based on factors including position, competence, experience and performance. Remunerations consist of fixed salary and pension, and shall additionally be able to include variable pay, severance pay and non-monetary benefits. Variable pay shall be based on

quantitative and qualitative targets being achieved. It shall be possible for the CEO to earn variable pay of at most 50 percent of basic salary and for other members of Group Management to earn variable pay of at most 30 percent of basic salary. Severance pay shall amount to at most six months' salary if notice is given by the company. Salary during the period of notice and severance pay shall be limited to at most 24 months' salary. The board has the right to deviate from these guidelines, if there is reasonable cause in a specific case.

For the 2017 financial year, variable remuneration of SEK 937 thousand was paid to the CEO, of which SEK 580 thousand

Markku Janhunen

1971

2011

2015

Business Area Manager Finland

Senior positions in the Transmeri Group.

Master of Business Administration, Haaga-Helia University of Applied Sciences

–

2,100 Series B shares, 40,000 warrants (2016/2019) and 10,000 warrants (2017/2020)

2,100 series B shares

Christoffer Mørck

1979

2006

2017

Business Area Manager Norway

Business Unit Manager at Dangaard Telecom, various positions within the Midsona Group

Master of Management degree

–

15,000 warrants (2017/2020)

–

Peter Overgaard

1967

2017

2018

Business Area Manager Denmark

Leading position at Cadbury, Scandic Food, Hjem Is and Jensens Bøfhus

Master of Science in economics, Aalborg University

–

15,000 warrants (2017/2020)

–

Ulrika Palm

1973

2016

2016

Business Area Manager Sweden

CEO Lager 157, Director of Marketing and Innovation for Lantmännen Cerealia and various positions at Procter & Gamble, Wella and Unilever.

MBA, Gothenburg School of Economics

–

50,000 warrants (2016/2019) and 12,000 warrants (2017/2020)

–

was allocated to pension benefits. Variable salary accounted for 27 percent of base salary for the CEO. For the other members of Group Management, variable salary accounted for 9 percent of base salary.

The Board of Directors' proposed guidelines for remunerations to senior executives ahead of the 2018 Annual General Meeting agree to all intents and purposes with the previous year's guidelines as adopted by the 2017 Annual General Meeting.

Remuneration and other benefits to Group Management, 2017

Group Management (8 individuals) ¹	SEK thousand
Basic salary	14,728
Variable Remuneration	1,365
Other benefits	730
Other remuneration ²	3,316
Pension expenses	3,660
Total	23,799

¹ Group Management comprises those who, together with the CEO Peter Åsberg, were included in Group Management during all or part of the year. These individuals are Lennart Svensson, Anders Dahlin, Tobias Tranebom (effective from May 2017), Ulrika Palm, Lars Børresen, Markku Janhunen, Vidar Eskelund (until 30 November 2017) and Christoffer Mørck (Effective from 1 December 2017). For more information on remunerations and other benefits to Group Management, see Note 9 Employees, personnel expenses and senior executives' remunerations, pages 80–82.

² Other remuneration refers to severance payments.