

NOTE: This is an unofficial translation of the original notice, which is in Swedish. In case of discrepancies, the Swedish version shall prevail.

NOTICE OF ANNUAL GENERAL MEETING IN MIDSONA AB (PUBL)

The shareholders of **Midsona AB (publ)** are hereby summoned to attend the Annual General Meeting (“AGM”) on 3 May 2019, at 15.00 CET at Malmö Börshus, Skeppsbron 2 in Malmö, Sweden. Registration starts at 14.00 CET and will stop when the meeting starts. Refreshments will be served from the start of the registration.

Right to participate

Those who have been recorded as shareholders in the share register kept by Euroclear Sweden AB as per 26 April 2019, and who, no later than 26 April 2019, give notice to the Company of their intent to participate at the AGM have a right to participate in the AGM. Notice to participate shall be given in writing to Midsona AB, c/o Fredersen Advokatbyrå AB, Turning Torso, 211 15 Malmö or by e-mail to midsona@fredersen.se. The notice shall contain the shareholder’s name, personal identity number or registration number and daytime telephone number and, where applicable, the number of advisors (maximum two). Prior to the AGM, the shareholder will receive a confirmation and an admission card. If no admission card is received, notice has not been duly given. The admission cards will be sent to those who have given notice according to the above instructions a few days before the AGM. The admission card should be presented at the door when arriving to the AGM.

A shareholder whose shares are registered under the name of a nominee must temporarily register his shares in his own name with Euroclear Sweden AB to be entitled to participate in the AGM. Such registration must be in effect no later than 26 April 2019 and should be requested with the nominee well in advance.

Proxy

If a shareholder wishes to be represented by proxy, a power of attorney shall be issued to the proxy. The power of attorney is to be in writing, dated and duly signed by the shareholder. If the shareholder is a legal entity, a copy of the registration certificate or, if no such document exists, equivalent documentation shall be included with the notification. The documentation shall prove the right of the person that has signed the power of attorney to appoint proxy. To facilitate registration at the AGM, please provide the power of attorney in original as well as registration certificate and other documents of authority to Fredersen Advokatbyrå to the address above on 26 April 2019 at the latest. If the power of attorney and other authorisation documents have not been submitted in advance, the power of attorney in the original and other authorisation documents must be presented at the AGM. Power of attorney forms are available at the Company and on the Company’s website, www.midsona.com, and will be sent upon request to any shareholder who states their postal address.

Proposal of agenda

1. Opening of the meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of two persons to attest the minutes
6. Determination as to whether the meeting has been duly convened
7. Update of the CEO
8. Presentation of the annual report and the Auditor’s report as well as the group accounts and the Auditor’s report for the group
9. Resolution on adoption of the profit and loss account and the balance sheet as well as of the consolidated profit and loss account and the consolidated balance sheet
10. Resolution on allocation of the Company’s profit according to the consolidated balance sheet
11. Resolution on discharge from liability for the Board Members and the CEO
12. Resolution as to the number of Board Members, Deputy Board Members, Auditors and Deputy Auditors
13. Resolution on the remuneration to the Board of Directors and Auditor
14. Election of Board Members

The Nomination Committee’s proposal of Board Members:

- a) Ola Erici (re-election)

- b) Johan Wester (re-election)
 - c) Birgitta Stymne Göransson (re-election)
 - d) Peter Wahlberg (re-election)
 - e) Kirsten Ægidius (re-election)
 - f) Henrik Stenqvist (re-election)
15. Election of Chairman of the Board
 16. Election of Auditor
 17. Resolution on principles for the Nominations Committee
 18. Resolution on guidelines for remuneration to senior management
 19. Authorisation for the Board of Directors to decide on issue of shares
 - a) with preferential rights for the shareholders
 - b) with deviation from shareholders' preferential rights
 20. Authorisation for the CEO to perform minor adjustments to the resolutions that may be required in conjunction with the execution and registration thereof
 21. Closing of the meeting

Resolution proposals

Dividend (item 10)

The Board of Directors proposes that a dividend for the financial year of 2018 is paid in the amount of SEK 1.25 per share, to be paid in two instalments of SEK 0.65 with record date 7 May 2019 and SEK 0.60 with record date 31 October 2019. If the AGM resolves according to the proposal, the last day of trading of shares that include a right to dividend will be 3 May 2019 for the first instalment and 29 October 2019 for the second instalment. The first instalment is then expected to be sent by Euroclear Sweden AB on 10 May 2019 and the second instalment on 5 November 2019.

Election of Chairman of the Meeting, Board of Directors, Chairman of the Board and Auditor and resolution regarding remuneration to the Board of Directors and Auditor (item 2, 12-16)

The Nomination Committee, composed of Henrik Munthe (Stena Adactum AB), Chairman, Anna Sundberg (Handelsbanken Fonder), Ulrika Danielson (Andra AP-fonden) and Ola Erics (Chairman of the Board and Convenor of the Nomination Committee), proposes as follows:

- Chairman of the AGM: Ola Erics;
- Number of Board Members: six members and no Deputy Board Members;
- Number of Auditors: one registered auditing firm and no Deputy Auditors;
- Remuneration to the Board of Directors: SEK 550,000 to the Chairman of the Board, SEK 235,000 each to the other Board Members, SEK 50,000 to the Chairman of the Audit Committee, SEK 30,000 to every other Board Member who is a member of the Audit Committee, SEK 30,000 to the Chairman of the Remuneration Committee and SEK 20,000 to every other Board Member who is a member of the Remuneration Committee. In relation to previous year's remuneration levels, the proposal entails the following changes: an increase of SEK 10,000 each for the Board Members (excluding the Chairman of the Board), remuneration to the Chairman of the Remuneration Committee has previously been given with the same amount as to other members of the Remuneration Committee, and the Chairman of the Board is now proposed to be entitled to remuneration for committee work;
- Remuneration to the Auditors: according to approved invoicing;
- Board Members: re-election of Ola Erics, Johan Wester, Birgitta Stymne Göransson, Peter Wahlberg, Kirsten Ægidius and Henrik Stenqvist;
- Chairman of the Board: re-election of Ola Erics; and
- Auditor: re-election of Deloitte AB (Deloitte has stated that the Authorised Public Accountant Per-Arne Petterson continues as the auditor-in-charge, if the Meeting resolves according to the proposal).

Resolution regarding principles for the Nominations Committee (item 17)

The Nominations Committee proposes the following principles for the Nominations Committee:

The Company shall have a Nominations Committee composed of members appointed by the three largest shareholders and the Chairman of the Board.

The largest shareholders will be contacted by the Chairman of the Board of the Company on the basis of the Company's list of registered shareholders provided by Euroclear Sweden AB as per the last bank day

in August. Further to having been contacted, the shareholders shall reply within 14 days as to whether they wish to participate in the work of the Nominations Committee or not. Should one of the three largest shareholders relinquish their right to appoint a member of the Nominations Committee, the next shareholder in size shall be given the opportunity to appoint a member, and in such case shall state within one week whether they wish to participate or not. The names of the three representatives and the names of the shareholders who proposed them shall be announced as soon as the Nominations Committee has been appointed, and at least six months before the date of the AGM. If on this occasion three shareholders have not notified their wish to participate in the Nominations Committee, the Nominations Committee may be composed of fewer members.

The term of office of the Nominations Committee shall last until such time as a new Nominations Committee is appointed.

The Chairman of the Nominations Committee, unless the members agree otherwise, shall be the member who is appointed by the largest shareholder. However, the first meeting of the Nominations Committee shall be opened by the Chairman of the Company. Should a member leave the Nominations Committee before its work has been completed, the shareholder who appointed such member shall have the right to appoint a new member. The Company shall not pay any fees or remuneration to members of the Nominations Committee.

Should a significant change take place in the Company's shareholder structure, and a shareholder who after such significant change of shareholder structure becomes one of the three largest shareholders, and presents a desire to participate in the Nominations Committee, the Nominations Committee shall offer such place by either deciding that such shareholder shall replace the shareholder who has become the smallest shareholder as per voting rights after the change of shareholder structure, or decide to enlarge the Nominations Committee with an additional member, albeit with a maximum of five members. Should one of the members of the Nominations Committee leave for any other reason or cease to represent the shareholder who appointed such member before the mandate of the Nominations Committee has been completed, and if the appointed member so requests, they may be replaced by a new member appointed by the shareholder. Changes to the composition of the Nominations Committee shall be announced as soon as such changes have taken place.

The Nominations Committee shall prepare and submit proposals to the AGM with regard to the following items:

- Election of a Chairman to preside over the AGM;
- Election of the Chairman of the Board and other members of the Company's Board of Directors;
- Fees to be paid to the Board of Directors, divided between the Chairman and other members, as well as remuneration for committee work;
- Election and remuneration of the auditors and deputy auditors (where applicable); and
- Principles regarding the composition of the Nominations Committee.

The Nominations Committee shall have the right to incur costs on behalf of the Company for services such as recruitment consultants and other consultants that may be required to enable the Nominations Committee to fulfil its mandate. The Nominations Committee, in conjunction with its mandate in general, shall fulfil its tasks in accordance with the Swedish Code of Corporate Governance.

Resolution regarding guidelines for the remuneration of senior executives (item 18)

The guidelines that the Board of Directors proposes imply that senior executives shall receive competitive remuneration in line with prevailing market conditions. The level of remuneration for each individual executive shall be based on factors such as the position held, competence, experience and performance. The remuneration shall be composed of a fixed salary and pension, and in addition may consist of a variable salary component, severance pay, and non-monetary benefits. The Board of Directors shall also be able to propose long-term incentive programs, share based as well as other such programs. The variable salary component shall be based on the fulfilment of quantitative and qualitative goals. The Chief Executive Officer shall have the possibility to receive a variable bonus representing a maximum of 50 percent of his/her basic fixed salary, and other senior executives a maximum of 30 percent of their basic fixed salary. Severance pay may amount to a maximum of six months' salary should the Company terminate the employment. The salary during the period of notice and the severance pay may amount together to a maximum of 24 months' salary. The guidelines are according to law not applicable to incentive programs that are resolved according to Chapter 16 of the Swedish Companies Act. It is proposed that the above guidelines shall not apply to members of the Board of Directors should

special circumstances arise in an individual case.

Resolution on authorisation for the Board of Directors to issue shares (item 19)

c) with preferential rights for the shareholders

d) with deviation from shareholders' preferential rights

The Board of Directors proposes that the AGM authorises the Board of Directors to adopt new issue of shares in accordance with the terms of paragraphs a) and / or b) below. The total number of shares that may be issued pursuant to this paragraph 19 shall be limited to 10 percent of the outstanding shares of each share class at as per the date of this notice. The decisions in a) and b) shall be resolved upon as two separate resolutions.

a)

The AGM authorises the Board of Directors upon one or several occasions during the period up to the next AGM to adopt a new issue of shares with preferential rights for the shareholders. Payment may be made in cash, through set-off, with capital contributed in kind, or otherwise as per conditions pursuant to Chapter 2, section 5, second paragraph, items 1-3 and 5 of the Swedish Companies Act. The total number of shares that may be issued pursuant to the authorisation in this paragraph a) together with the authorisation in paragraph b) below shall be limited to 10 percent of the outstanding shares of each share class as per the date of this notice.

b)

The AGM authorises the Board of Directors upon one or several occasions during the period up to the next AGM to adopt a new issue of shares with deviation from shareholders' preferential rights. Payment may be made in cash, through set-off, with capital contributed in kind, or otherwise as per conditions pursuant to Chapter 2, section 5, second paragraph, items 1-3 and 5 of the Swedish Companies Act. The total number of shares that may be issued pursuant to the authorisation in this paragraph b) together with the authorisation in paragraph a) above shall be limited to 10 percent of the outstanding shares of each share class as per the date of this notice. A new issue adopted in virtue of the authorisation, shall take place at market conditions (which implies that an issue discount in line with prevailing market conditions may be granted) and shall be carried out as part of the financing of company acquisitions. A decision under this paragraph b) is valid only if supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the AGM.

Resolution to authorise the Chief Executive Officer to make adjustments to the resolutions (item 20)

The Board of Directors proposes that the AGM authorises the Chief Executive Officer, or the person appointed by the Chief Executive Officer, to make minor adjustments and clarifications of the resolutions adopted by the AGM to the extent that such should be required for the registration and execution of the resolutions.

Further information

At the time of the issue of this notice, the total number of shares in the Company amounts to 46,008,064, whereof 539,872 shares of class A and 45,468,192 shares of class B, corresponding to a total number of votes of 50,866,912. The Company does not hold any own shares.

The annual report, audit report, the Auditors' opinion regarding the application of the guidelines for the remuneration of senior executives adopted by the AGM held in 2018, as well as complete underlying documentation in general, shall be made available by the Company and at the Company's website at least three weeks before the General Meeting. The documents will be sent to shareholders who so request and who provide their postal address. The Board of Directors and the Chief Executive Officer shall, in the event that a shareholder request it and the Board of Directors deems that such may take place without significant detriment to the Company or its subsidiaries, provide information during the AGM with regard to circumstances that could influence the appraisal of an item on the agenda as well as circumstances that could influence the appraisal of the Company's or a subsidiary's financial position. This obligation to provide information shall also apply to the Company's relationship with its subsidiaries, as well as the consolidated accounts.

Processing of personal data

For information on how your personal data is processed,

see: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Malmö, April 2019
Midsona AB (publ)
The Board of Directors