

Shareholder Group's Complete Proposal for Resolution on Incentive Program 2025-2028B (Item 11)

a) *Proposal for Resolution on Implementation of Incentive Program 2025/2028B*

The shareholder group proposes that the Annual General Meeting resolves to establish an incentive program through the issuance of warrants of series 2025/2028B ("**Incentive Program 2025/2028B**") to the Company according to point b) and approves the transfer of warrants from the Company to participants in the incentive program according to point c) below.

b) *Proposal for Resolution on Directed Issue of Warrants*

The shareholder group proposes that the Annual General Meeting resolves on a directed issue of a maximum of 250,000 warrants on mainly the following conditions:

- The right to subscribe for the warrants shall, with deviation from the shareholders' preferential right accrue to the Company with the right and obligation to transfer the warrants to participants according to point c) below.
- The reason for the deviation from the shareholders' preferential right is that the warrants shall be used within the framework of Incentive Program 2025/2028B.
- The warrants are issued free of charge.
- Subscription of the warrants shall take place on a separate subscription list no later than the day of the general meeting's decision.
- Oversubscription cannot occur.
- Each warrant entitles to subscription of one (1) new share in the Company during the period from June 9, 2028, to June 9, 2029, or the earlier day that follows from the complete terms and conditions for the warrants.
- The subscription price for subscription of a new share with the support of a warrant shall be set at SEK 1.50 per share. The part of the subscription price that, upon subscription of a share with the support of a warrant, exceeds the share's par value shall be transferred to the unrestricted premium reserve.
- Upon full utilization of all warrants for subscription of shares in the Company, the Company's share capital will increase by a maximum of SEK 57,432.50.
- New shares subscribed through the utilization of warrants entitle to dividends for the first time on the record date for dividends that occurs closest after the new shares have been registered with the Swedish Companies Registration Office and entered in the share register kept by Euroclear Sweden AB.
- The warrants are subject to customary terms and conditions as set out in "*Terms and Conditions for warrants 2025/2028B regarding the subscription of new shares in MTI Investment AB (publ)*". The subscription price as well as the number of shares that the warrant entitles to subscription of may be recalculated in accordance with the complete terms and conditions.
- Warrants held by the Company and not transferred according to point c) below may be cancelled by the Company after a decision by the Company's board of directors. Cancellation shall be reported to the Swedish Companies Registration Office for registration

c) Proposal for Resolution on Approval of Further Transfer of Warrants

The shareholder group proposes that the Annual General Meeting resolves to approve that the Company may transfer a maximum of 250,000 warrants in the Company to the board member, also the chairman of the board, Martin Ackermann ("**The Participant**").

Registration Period and Conditions

The time for registration for acquisition of warrants runs from June 9, 2025, to September 9, 2025, and may be made either by the Participant personally or through a company wholly owned by the Participant (control company).

Participation in Incentive Program 2025/2028B presupposes partly that such participation can legally take place, and partly that the Participant signs a separate warrant agreement with the Company. The warrant agreement will contain a so-called earning model (vesting), special transfer restrictions and other terms and conditions customary for such agreements, whereby certain differences may occur due to national legal requirements. The vesting period before the warrants can be used for subscription of shares shall, as a general rule, be at least three (3) years.

Price and Payment etc.

Warrants shall be transferred free of charge from the Company to the Participant.

Background and Reasons for Incentive Program 2025/2028B

The purpose of Incentive Program 2025/2028B is to create conditions to retain and increase the motivation of the aforementioned board member in the Company. The shareholder group finds that it is in the interest of all shareholders that the Participant, who is important for the Company's and, where applicable, the group's further development, has a long-term interest in a good value development of the share in the Company. Long-term ownership engagement is expected to stimulate an increased interest in the business and earnings development as a whole and increase the motivation for the Participant and aims to achieve increased community of interest between the Participant and the Company's shareholders.

Other Outstanding Incentive Programs

The Company has previously established the following incentive programs: (i) incentive program 2022/2025A, (ii) incentive program 2023/2026 and (iii) incentive program 2024/2027A. For further information, reference is made to the Company's annual report for the financial year 2022, as regards incentive program 2022/2025A, the financial year 2023, as regards incentive program 2023/2026, and the financial year 2024, as regards incentive program 2024/2027A.

Dilution Effect

In the event that all warrants are exercised, the number of shares in the Company will increase by 250,000, which corresponds to a dilution of approximately 1.48 percent of the shares and votes based on the Company's current number of shares.

Costs and Effects on Key Performance Indicators

The warrants will be transferred free of charge from the Company to the Participant. In the event that such transfer entails a benefit taxation for the Participant, the implementation of Incentive Program 2025/2028B means that the Company is obliged to pay social security contributions for

the benefit, calculated as follows. The value of the warrants shall at any time be determined based on an estimated market value using the Black & Scholes valuation model or other recognized valuation model performed by an independent valuation institute, auditing firm, or valuation expert. According to the Company's preliminary calculations, the Company's cost in that part, in the event that the transfer of the warrants thus results in benefit taxation and payment of social security contributions for the Company, will amount to approximately SEK 83,500.

In addition to what is stated above, it is assessed that no other costs will arise for the Company except for limited costs for implementation and administration of Incentive Program 2025/2028B.

Incentive Program 2025/2028B has no effects on the Company's key performance indicators.

Preparation of the Proposal

The proposal for Incentive Program 2025/2028B has been prepared by the Shareholder Group in cooperation with external advisors.

Special Authorization

The shareholder group proposes that the Annual General Meeting authorizes the board of directors, or whomever the board of directors otherwise appoints, to make the minor adjustments to this resolution that may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office and possibly with Euroclear Sweden AB.

Majority Requirements etc.

For a valid resolution in accordance with this proposal, support is required from shareholders with at least nine-tenths (9/10) of both the votes cast and the shares represented at the meeting.

Resolutions according to points a) – c) above shall be made as one resolution and are thus conditional on each other.