

The Board of Directors of MTI Investment AB (publ) Complete Proposal for a Decision on (a) the Introduction of Incentive Program 2025/2028A for Senior Executives in the Company, (b) a Directed Issue of Warrants, and (c) Approval of the Transfer of Warrants (item 10)

a) Proposal for a Decision on the Introduction of Incentive Program 2025/2028A

The Board of Directors proposes that the Annual General Meeting resolve to establish an incentive program through a directed issue of warrants of series 2025/2028A ("**Incentive Program 2025/2028A**") to the Company according to item b) and approve the transfer of warrants from the Company to participants in the incentive program according to item c) below.

b) Proposal for a Decision on a Directed Issue of Warrants

The Board of Directors proposes that the Annual General Meeting resolve on a directed issue of a maximum of 250,000 warrants on essentially the following terms:

- 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 a Decision on Approval of Further Transfer of Warrants

The Board of Directors proposes that the Annual General Meeting resolve to approve that the Company may transfer a maximum of 250,000 warrants in the Company to the Company's CEO, Anton Dahlberg ("**The Participant**").

Application Period and Conditions

The time for applying for the 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 (controlling company). However, the Board of Directors of the Company shall have the right to extend the time for application for acquisition.

Participation in Incentive Program 2025/2028A presupposes that such participation can legally take place, and that the Participant signs a special warrant agreement with the Company. The warrant agreement will contain a so-called vesting model, special transfer restrictions, and other 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 2025/2028A

The purpose of Incentive Program 2025/2028A is to create conditions to retain and increase the motivation of the CEO in the Company. The Board of Directors 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 continued development, has a long-term interest in a good value development of the share in the Company. A long-term ownership commitment is expected to stimulate an increased interest in the business and earnings development as a whole and to 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, regarding incentive program 2022/2025A, the financial year 2023, regarding incentive program 2023/2026, and the financial year 2024 regarding incentive program 2024/2027A.

Dilution Effect

In the event that all warrants are utilized, 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. If such a transfer entails a benefit taxation for the Participant, the implementation of Incentive Program 2025/2028A means that the Company is obliged to pay social security contributions for the benefit, calculated as follows. The value of the warrants shall at each time be determined based on an estimated market value using the Black & Scholes valuation model or another accepted 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, if 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 2025/2028A.

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

Preparation of the Proposal

The proposal for Incentive Program 2025/2028A has been prepared by the Board of Directors in collaboration with external advisors and unanimously adopted by the Board of Directors.

Special Authorization

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors, or whoever the Board otherwise appoints, to make the minor adjustments to this decision that may be necessary in connection with the registration of the decision with the Swedish Companies Registration Office and possibly with Euroclear Sweden AB.

Majority Requirements, etc.

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

Decisions according to items a) – c) above shall be made as one decision and are thus conditional on each other.