NOTICE TO ANNUAL GENERAL MEETING IN MTI INVESTMENT AB (PUBL)

The shareholders of MTI Investment AB (publ), reg. no 559487-1245 (the "**Company**"), are hereby summoned to the annual general meeting on Thursday 5 June 2025 at 11.00 a.m. at Qap Legal Advisors' premises at Norrlandsgatan 7 in Stockholm.

Right to attend and notification

Shareholders who wish to attend the annual general meeting must:

- be entered in the share register maintained by Euroclear Sweden AB no later than Tuesday 27 May 2025,
- notify the Company of their participation no later than Friday 30 May 2025.

Notice shall be made in writing via e-mail to info@qaplegal.com or by regular mail to Qap Legal Advisors AB, att: ”AGM MTI Investment”, Box 5325, 102 47 Stockholm, Sweden. The notification shall include name, personal identity number or corporate registration number, shareholding, address, telephone number and, when applicable, information about representatives, proxies, and assistants (no more than 2). When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended to the notification.

Nominee shares

Shareholders whose shares are registered in the name of a nominee must, in order to be entitled to attend the annual general meeting, have their shares registered in their own name in the share register maintained by Euroclear Sweden AB, and such re-registration must be completed no later than on the record date of 27 May 2025. Such registration may be temporary (so-called voting right registration) and request for such registration shall be made to the nominee in accordance with the nominee’s routines in such time in advance as decided by the nominee. Voting rights registrations made by the nominee no later than 30 May 2025 will be taken into account in the preparation of the share register.

Proxy etc.

If a shareholder is to be represented by a proxy, the proxy must present a written, dated, and by the shareholder signed power of attorney to the general meeting. The power of attorney may not be older than one (1) year from the date of issuance. If the power of attorney is issued by a legal entity, the proxy must also bring a certificate of registration or equivalent authorization document for the legal entity. A proxy form will be available on the Company's website, www.mti-investment.com/investor-relations/, no later than three (3) weeks before the general meeting.

No. of shares and votes

The total number of shares and votes in the Company as of the date of this notice amounts to 16,666,614. The Company holds no own shares.

Proposed agenda:

1. Opening of the meeting and election of a chairman of the meeting;
2. Preparation and approval of the voting register;
3. Approval of the agenda;
4. Election of one or two persons to attest the minutes;
5. Determination of whether the meeting has been duly convened;
6. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report on the consolidated financial statements;
7. Resolutions regarding
   a) adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet,
   b) dispositions in respect of the Company’s profit or loss pursuant to the adopted balance sheet,
   c) discharge from liability for the members of the Board of Directors and the Managing Director,
8. Determination of fees for the Board of Directors and the auditors;

9. Election of members of the Board of Directors and auditing firm;
10. Resolutions regarding (a) implementation of incentive program 2025/2028A for senior executives, (b) directed issue of warrants and (c) approval of transfer of warrants;
11. Resolutions regarding (a) implementation of incentive program 2025/2028B for the Board of Directors of the Company, (b) directed issue of warrants and (c) approval of transfer of warrants;
12. Resolution regarding amendment of the articles of association;
13. Resolution authorizing the Board of Directors to issue shares, convertibles and/or warrants*;*
14. Closing of the meeting.

Proposed resolutions:

Item 1 – Election of chairman of the meeting

A minority shareholder group (the "**Shareholder Group**") proposes that Fred Bergström from Qap Legal Advisors be appointed as the chairman of the meeting or, in his absence, the person designated by the Shareholder Group.

Item 7b – Allocation of the profit or loss of the Company in accordance with the adopted balance sheet

The Board of Directors proposes that no dividend be paid for the financial year 2024, and that the Company's result be allocated in accordance with the Board of Directors' proposal in the annual report.

Item 8 – Determination of fees for the Board of Directors and the auditors

The Shareholder Group proposes that no remuneration for the Board of Directors shall be paid for the period until the next annual general meeting.

The Shareholder Group further proposes that fees to the auditor shall be paid according to an invoice approved by the Board of Directors.

Item 9 – Election of members of the Board of Directors and auditing firm

The Shareholder Group proposes that the Board of Directors shall, for the period until the end of the next annual general meeting, consist of five (5) directors without deputies.

The Shareholder Group proposes (i) re-election of the current directors Trond Randøy, Bengt Svelander, Christer Käck, Martin Rex Empacher, and Martin Ackermann and (ii) re-election of Martin Ackermann as the Chairman of the Board of Directors, all for the period until the end of the next annual general meeting.

Information about the members of the Board of Directors proposed for re-election is available on the Company's website, www.mti-investment.com/who-we-are/.

The Shareholder Group further proposes re-election of the registered auditing firm Ernst & Young AB as the Company's auditor for the period until the end of the next annual general meeting. Ernst & Young AB has informed that the authorized auditor Stefan Svensson will continue as the principal responsible auditor in the event that Ernst & Young AB is re-elected as the Company's auditor.

Item 10 - Resolutions regarding (a) implementation of incentive program 2025/2028A for senior executives, (b) directed issue of warrants and (c) approval of transfer of warrants

a) Proposal for resolution regarding implementation of incentive program 2025/2028A

The Board of Directors proposes that the annual general meeting resolves to implement an incentive program through a directed new issue of warrants of series 2025/2028A ("**Incentive program 2025/2028A**") to the Company according to item b) and approves the transfer of warrants from the Company to the participant(s) in the incentive program according to item c) below.

b) Proposal for resolution regarding new issue of warrants

The Board of Directors proposes that the annual general meeting resolves on a directed new issue of no more than 250,000 warrants on essentially the following conditions:

- The right to subscribe for warrants shall, with deviation from the shareholders' preferential rights, accrue to the Company with the right and obligation to transfer the warrants to the participant(s) in accordance with item c) below.
- The reason behind the deviation from the shareholders' preferential rights is to provide the warrants under Incentive program 2025/2028A.
- The warrants shall be issued free of charge.
- Subscription for warrants shall be made on a separate subscription note no later than on the date of the general meeting. The Board of Directors shall be authorized to extend the subscription period.
- Oversubscription is not allowed.
- For each warrant the holder is entitled to subscribe for one (1) new ordinary share in the Company, during the period from 9 June 2028 up until 9 June 2029, or such earlier date as follows from the complete terms and conditions for subscription of warrants.
- The subscription price for subscription of ordinary shares through the exercise of warrants shall amount to SEK 1.50 per share. The difference between the quota value and the subscription price (the residual amount) shall be paid to the unrestricted premium fund.
- Upon full exercise 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 for pursuant to exercise of the warrants shall entitle to dividend for the first time on the record date for dividend that occurs immediately following the registration of the new shares with the Swedish Companies Registration Office and their entry into the share register maintained by Euroclear Sweden AB.
- The warrants are subject to customary terms and conditions as specified in *"Terms and conditions for warrants of series 2025/2028A for subscription of shares in MTI Investment AB (publ)".* The subscription price as well as the number of ordinary shares a warrant entitles to may be recalculated in accordance with the complete terms and conditions.
- Warrants held by the Company and not transferred in accordance with item c) below, may be cancelled by the Company after a resolution by the Board of Directors. The cancellation shall be reported to the Swedish Companies Registration Office for registration.

c) Proposal for resolution regarding approval of further transfer of warrants

The Board of Directors 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 CEO of the Company, Anton Dahlberg (the "**Participant**").

Notification period and conditions

Notification for subscription of warrants shall take place from 9 June 2025 up until 9 September 2025 and may be made either by the Participant or by a wholly-owned company of the Participant (controlling company). The Board of Directors of the Company shall be authorized to extend the application period.

Participation in the Incentive program 2025/2028A is conditional upon such participation being legally permissible and that the Participant signs a separate warrant agreement with the Company. The warrant agreement will include a so-called vesting model, special transfer restrictions and other customary provisions for such agreements, whereby certain differences may occur due to national legal requirements. The vesting period before the warrants can be exercised for subscription of shares shall, as a general rule, be at least three (3) years.

Price and payment etc.

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

Background and reasons for the Incentive program 2025/2028A

The purpose of the Incentive Program 2025/2028A is to create the conditions necessary to retain and increase the motivation of the Company's CEO. The Board of Directors believes that it is in the interest

of all shareholders that the Participant, who is important for the further development of the Company and, where applicable, the group, have a long-term interest in a positive development of the share price in the Company. A long-term ownership commitment is expected to stimulate an increased interest in the overall business and financial development and to raise the motivation of the Participant, aiming to achieve increased alignment of interests 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, please refer to the Company's annual report for the fiscal year 2022, as it pertains to incentive program 2022/2025A, the fiscal year 2023, as it pertains to incentive program 2023/2026, and the fiscal year 2024, as it pertains to incentive program 2024/2027A.

Dilution

If 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 current number of shares in the Company.

Costs and effects on key performance indicators

The warrants will be transferred from the Company to the Participant free of charge. In the event that such transfer entails taxable benefits for the Participant, the implementation of the Incentive Program 2025/2028A will obligate the Company to pay social security contributions on the benefit, calculated as follows. The value of the warrants shall be determined at any given time based on an estimated market value using the Black & Scholes valuation model or another established valuation model carried out by an independent valuation institute, auditing firm, or valuation expert. The preliminary estimate of the cost to be borne by the Company if the transfer of the warrants results in taxable benefits and payment of social security contributions by the Company will be presented in the full proposals for resolutions, which will be made available as set forth below.

Apart from what is stated above, it is assessed that no additional costs will arise for the Company except for limited costs for implementation and administration of the Incentive Program 2025/2028A.

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

Preparation of the proposal

The proposal of 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.

Authorization

The Board of Directors proposes that the annual general meeting shall authorize the Board of Directors, or a person appointed by the Board of Directors, to make any adjustments required to register the resolution with the Swedish Companies Registration Office and possibly with Euroclear Sweden AB.

Majority requirements etc.

The resolution requires the support of shareholders holding at least nine-tenths (9/10) of both the votes cast and the shares represented at the general meeting.

The resolutions according to items a) – c) above shall be made as one resolution and are thus conditional upon each other.

Item 11 – Resolutions regarding (a) implementation of incentive program 2025/2028B to the Board of Directors of the Company, (b) directed issue of warrants and (c) approval of transfer of warrants

a) Proposal for resolution regarding implementation of incentive program 2025/2028B

The Shareholder Group proposes that the annual general meeting resolves to implement an incentive program through a directed new issue of warrants of series 2025/2028B ("**Incentive program**

2025/2028B") to the Company according to item b) and approves the transfer of warrants from the Company to the participant(s) in the incentive program according to item c) below.

b) Proposal for resolution regarding new issue of warrants

The Shareholder Group proposes that the annual general meeting resolves on a directed new issue of no more than 250,000 warrants on essentially the following conditions:

- The right to subscribe for warrants shall, with deviation from the shareholders' preferential rights, accrue to the Company with the right and obligation to transfer the warrants to the participant(s) in accordance with item c) below.
- The reason behind the deviation from the shareholders' preferential rights is to provide the warrants under Incentive program 2025/2028B.
- The warrants shall be issued free of charge.
- Subscription for warrants shall be made on a separate subscription note no later than on the date of the general meeting.
- Oversubscription is not allowed.
- For each warrant the holder is entitled to subscribe for one (1) new ordinary share in the Company, during the period from 9 June 2028 up until 9 June 2029, or such earlier date as follows from the complete terms and conditions for subscription of warrants.
- The subscription price for subscription of ordinary shares through the exercise of warrants shall amount to SEK 1.50 per share. The difference between the quota value and the subscription price (the residual amount) shall be paid to the unrestricted premium fund.
- Upon full exercise 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 for pursuant to exercise of the warrants shall entitle to dividend for the first time on the record date for dividend that occurs immediately following the registration of the new shares with the Swedish Companies Registration Office and their entry into the share register maintained by Euroclear Sweden AB.
- The warrants are subject to customary terms and conditions as specified in *"Terms and conditions for warrants of series 2025/2028B for subscription of shares in MTI Investment AB (publ)".* The subscription price as well as the number of ordinary shares a warrant entitles to may be recalculated in accordance with the complete terms and conditions.
- Warrants held by the Company and not transferred in accordance with item c) below, may be cancelled by the Company after a resolution by the Board of Directors. The cancellation shall be reported to the Swedish Companies Registration Office for registration.

c) Proposal for resolution regarding 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 and Chairman of the Board of Directors, Martin Ackermann (the "**Participant**").

Notification period and conditions

Notification for subscription of warrants shall take place from 9 June 2025 up until 9 September 2025 and may be made either by the Participant or by a wholly-owned company of the Participant (controlling company).

Participation in the Incentive program 2025/2028B is conditional upon such participation being legally permissible and that the Participant signs a separate warrant agreement with the Company. The warrant agreement will include a so-called vesting model, special transfer restrictions and other customary provisions for such agreements, whereby certain differences may occur due to national legal requirements. The vesting period before the warrants can be exercised for subscription of shares shall, as a general rule, be at least three (3) years.

Price and payment etc.

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

Background and reasons for the Incentive program 2025/2028B

The purpose of the Incentive Program 2025/2028B is to create conditions necessary to retain and increase the motivation of the aforementioned Board member in the Company. The Shareholder Group believes that it is in the interest of all shareholders that the Participant, who is important for the further development of the Company and, where applicable, the group, have a long-term interest in a positive development of the share price in the Company. A long-term ownership commitment is expected to stimulate an increased interest in the overall business and financial development and to raise the motivation of the Participant, aiming to achieve increased alignment of interests 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, please refer to the Company's annual report for the fiscal year 2022, as it pertains to incentive program 2022/2025A, the fiscal year 2023, as it pertains to incentive program 2023/2026, and the fiscal year 2024, as it pertains to incentive program 2024/2027A.

Dilution

If 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 current number of shares in the Company.

Costs and effects on key performance indicators

The warrants will be transferred from the Company to the Participant free of charge. In the event that such transfer entails taxable benefits for the Participant, the implementation of the Incentive Program 2025/2028B will obligate the Company to pay social security contributions on the benefit, calculated as follows. The value of the warrants shall be determined at any given time based on an estimated market value using the Black & Scholes valuation model or another established valuation model carried out by an independent valuation institute, auditing firm, or valuation expert. The preliminary estimate of the cost to be borne by the Company if the transfer of the warrants results in taxable benefits and payment of social security contributions by the Company will be presented in the complete proposals for resolutions, which will be made available as set forth below.

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

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

Preparation of the proposal

The proposal of Incentive program 2025/2028B has been prepared by the Shareholder Group in collaboration with external advisors.

Authorization

The Shareholder Group proposes that the annual general meeting shall authorize the Board of Directors, or a person appointed by the Board of Directors, to make any adjustments required to register the resolution with the Swedish Companies Registration Office and possibly with Euroclear Sweden AB.

Majority requirements etc.

The resolution requires the support of shareholders holding at least nine-tenths (9/10) of both the votes cast and the shares represented at the general meeting.

The resolutions according to items a) – c) above shall be made as one resolution and are thus conditional upon each other.

Item 12 – Resolution regarding amendment of the articles of association

The Board of Directors proposes that the annual general meeting resolves to amend the articles of association as follows.

(i) Amendment of the limits for the share capital and number of shares in the Company's articles of association due to the resolution at the previous annual general meeting of the Company to change the accounting currency in connection with the Company's conversion from a European company to a public limited liability company.

Current wording	**Proposed wording**
4 § Share capital and number of shares The share capital shall not be less than EUR 131,419 and not more than EUR 525,676. The number of shares shall not be less than 6,570,950 and not more than 26,283,800.	**§ 4 Share capital and number of shares** The share capital shall not be less than *SEK 3,825,000* and not more than *SEK 15,300,000*. The number of shares shall not be less than *16,500,000* and not more than *66,000,000*.

The Board of Directors, or a person appointed by the Board of Directors, shall be authorized to make any adjustments required to register the new articles of association with the Swedish Companies Registration Office.

For a valid resolution in accordance with this proposal, the support of shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the general meeting is required.

Item 13 – Resolution authorizing the Board of Directors to issue shares, convertibles and/or warrants

The Board of Directors proposes that the annual general meeting resolves to authorize the Company's Board of Directors to, on one or more occasions and with or without deviation from the shareholders' preferential rights, resolve to increase the Company's share capital by issuing new shares, convertibles and/or warrants. Payment may be made in cash, in kind, by set-off or otherwise with conditions. With the support of the authorization, the Company's share capital and number of shares may not be increased by more than an amount or number that falls within the limits of the articles of association from time to time. The purpose of the authorization and the reason for any deviation from the shareholders' preferential rights is that new issues shall be able to take place to meet the Company's capital needs and secure the Company's continued operations and development. In the event of a deviation from the shareholders' preferential right, the new issue shall be made on market terms, however, with the possibility of granting a market-based discount. The authorization shall be valid until the next annual general meeting of the Company.

The Board of Directors, or a person appointed by the Board of Directors shall be authorized to make any adjustments required to register the resolution with the Swedish Companies Registration Office and, if applicable, with Euroclear Sweden AB.

For a valid resolution in accordance with this proposal, the support of shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the general meeting is required.

Information at the general meeting

Shareholders present at the general meeting have the right to request information on circumstances that could impact on the evaluation of an item on the agenda in accordance with Chapter 7 section 32 of the Swedish Companies Act (2005:551).

Availability of documents and complete proposals

The annual report and the auditor's report will be made available at the Company's office no later than three (3) weeks prior to the general meeting and be sent to shareholders who so request and inform the Company of their mailing address. Complete proposals for resolutions, to the extent they do not already appear from the notice, and any other documents in accordance with the Swedish Companies Act (2005:551) will be made available at the Company's office no later than two (2) weeks prior to the general meeting and sent to shareholders who request it and provide the Company with their postal address.

Processing of personal data

For information on how your personal data is processed, please refer to the privacy policy available on Euroclear's website, https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf (in Swedish).

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Danderyd in May 2025

MTI Investment AB (publ)

The Board of Directors