

Notice of Annual General Meeting of Shareholders in Momentum Group AB on 7 May 2025

The shareholders in Momentum Group AB, corporate registration number 559266–0699 (“Momentum Group” or the “Company”), are hereby convened to the Annual General Meeting of Shareholders at 16:00 on Wednesday 7 May 2025 at Helio, Grev Turegatan 30, Stockholm. Registration for the Meeting will commence at 15:30.

The Board of Directors has decided that shareholders should be able to exercise their voting rights at the annual general meeting, also through postal voting in accordance with the provisions of the articles of association.

NOTICE OF PARTICIPATION

1. Shareholders wishing to participate in the Annual General Meeting either in person at the meeting venue or through a proxy shall:

- be recorded in the shareholders’ register maintained by Euroclear Sweden AB not later than Monday, 28 April 2025, and
- file notice of their intention to participate with the Company’s head office not later than Wednesday, 30 April 2025, by mail at “Annual General Meeting 7 May 2025”, Momentum Group AB, Östermalmsgatan 87 E, SE-114 59 Stockholm, Sweden, by telephone +46 8 92 90 00 or by email ir@momentum.group.

The notification shall include full name, personal/corporate identity number, address, daytime telephone number and, when applicable, information about deputies, proxies and advisors. The number of advisors can be at most two. In order to facilitate registration for the Meeting, the notification should, when applicable, be accompanied by powers of attorney, registration certificates and other documents of authority.

In the case of participation by proxy authorised by a power of attorney, a written and dated power of attorney signed by the shareholder and other relevant authorisation documents are to be presented. Representatives of legal entities must also submit a copy of the entity’s certificate of incorporation or corresponding authorisation documents showing that they are authorised to represent the legal entity. A copy of the power of attorney and any certificate of incorporation should be delivered to the Company at the above address well in advance of the Meeting. The original copy of the power of attorney must also be presented at the Meeting. The Company provides shareholders with a power of attorney form, which is available at the Company’s head office or at the Company’s website momentum.group.

2. Shareholders wishing to participate in the Annual General Meeting through postal voting shall:

- be recorded in the shareholders’ register maintained by Euroclear Sweden AB not later than Monday, 28 April 2025, and

- register no later than Wednesday, 30 April, 2025, by submitting their postal vote to the Company according to the instructions below, so that the postal vote reaches the Company by that day.

For postal voting, a specific form must be used. The form is available on the Company's website momentum.group. The completed and signed postal voting form must reach the Company no later than Wednesday, 30 April, 2025. The form can be sent by mail to Momentum Group AB, Östermalmsgatan 87 E, 114 59 Stockholm, or via email to ir@momentum.group.

Shareholders must not attach special instructions or conditions to the postal vote. If they do so, the postal vote will be entirely invalid. Further instructions and terms are provided on the postal voting form. If shareholders vote by post through a proxy with the support of a power of attorney, the shareholder must issue a written, signed, and dated power of attorney, along with any relevant authorization documents. Representatives of legal entities must also attach a copy of the registration certificate or equivalent authorization documents showing that they are authorized to represent the legal entity independently. The Company provides shareholders with a proxy form, which can be obtained at the Company's headquarters or on the Company's website momentum.group.

HANDLING OF PERSONAL DATA

Personal data obtained from the shareholders' register maintained by Euroclear Sweden AB, the notice filed and participation in the Annual General Meeting as well as information on deputies, proxies and assisting counsel will be used for registration, the preparation of the electoral register for the Meeting and, where applicable, the minutes of the Annual General Meeting. Personal data is handled in accordance with the Data Protection Regulation (European Parliament and Council Regulation (EU) 2016/679). Read more about Momentum Group's processing of personal data in the Company's privacy policy, which is available at the Company's website.

NOMINEE REGISTERED SHARES

To be entitled to participate in the Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to providing notification of their participation to the Annual General Meeting, register the shares in their own name so that the shareholder is registered in the shareholders' register on the record date of Monday, 28 April 2025. Such registration may be temporary (so-called voting registration). Shareholders wishing to register their shares in their own name must, in accordance with the procedures of the respective nominee, request the nominee to carry out such voting registration. Voting registration requested by shareholders in such time that the registration has been made by the nominee no later than Wednesday, 30 April 2025 will be considered in the preparation of the share register.

PROPOSED AGENDA

1. Opening of the Meeting and election of Chairman to preside over the Meeting.
2. Compilation and approval of Electoral Register.
3. Approval of the agenda proposed by the Board of Directors for the Meeting.
4. Election of one or two persons to approve the Minutes to be taken at the Meeting.
5. Determination of whether the Meeting has been duly convened.
6. Address by the President & CEO.

7. Presentation of the annual accounts and the auditor's report as well as the consolidated financial statements and the consolidated auditor's report, and an account by the Company's auditor.
8. Resolution regarding
 - a) adoption of the income statement and balance sheet, and of the consolidated income statement and consolidated balance sheet,
 - b) allocation of the Company's earnings in accordance with the duly adopted balance sheet, and,
 - c) discharge from liability for the members of the Board of Directors and the CEO.
9. Presentation of and resolution regarding approval of the remuneration report.
10. Report on the work of the Election Committee.
11. Determination of the number of Directors.
12. Determination of fees to the Board of Directors and the auditors.
13. Election of Board members and Chairman of the Board of Directors.
14. Election of registered accounting firm.
15. Election of members and Chairman of the Election Committee ahead of the Annual General Meeting 2026.
16. Resolution regarding amendment of the instructions to the Election Committee
17. Resolution regarding authorisation for the Board of Directors to resolve on acquisition and transfer of own shares.
18. Authorisation for the Board of Directors to resolve to issue new shares up to 10 per cent of the number of shares to use as payment for acquisitions.
19. Resolution regarding implementation of a long-term incentive program based on performance shares.
20. Closing of the Meeting.

PROPOSALS BY THE ELECTION COMMITTEE FOR RESOLUTIONS REGARDING ITEMS 1, 11-14, AND 16 IN ACCORDANCE WITH THE ABOVE

Election Committee members are to be nominated, according to a decision by a previous annual general meeting, by the major shareholders in the Company, whereby the four largest shareholders in the Company, in terms of votes according to the shareholders' register maintained by Euroclear Sweden on the final banking day in February, are entitled to nominate one member each. The nominated members (including the Chairman of the Election Committee) are to be elected as members of the Election Committee by the Company's Annual General Meeting for the period up until the end of the next Annual General Meeting. In accordance with the above, the following individuals were elected to the Election Committee ahead of the 2025 Annual General Meeting: Chairman of the Election Committee Peter Hofvenstam (nominated by Nordstjernan), Stefan Hedelius (nominated by Tom Hedelius), Jens Joller (nominated by Ampfield Management), and Claes Murander (nominated by Lannebo Kapitalförvaltning).

The Election Committee, whose members represent approximately 58 per cent of the total number of votes (excluding shares repurchased by the Company), on 28 February 2025, has proposed the following resolutions:

Item 1 Election of the Chairman to preside over the Meeting.

Chairman of the Board Johan Sjö (or in the event that he is unable to participate, an individual appointed by the Election Committee) is proposed as Chairman of the Meeting.

Item 11 Determination of the number of Directors.

Five ordinary Directors without deputies.

Item 12 Determination of fees to the Board of Directors and the auditors.

A total directors' fee of SEK 2,280,000 (previous year SEK 2,000,000) to be distributed as follows:

The Chairman of the Board of Directors: SEK 800,000 SEK (previous year SEK 730,000)

Other Directors: SEK 290,000 per Director (previous year SEK 265,000)

It is also proposed that the Chairman of the Audit Committee shall receive a special fee of SEK 170,000 (previous year SEK 160,000), that the Chairman of the Remuneration Committee shall receive a special fee of SEK 100,000 (previous year SEK 50,000), and the other member of the Remuneration Committee a special fee of SEK 50,000 (previous year -). No fee shall be paid for other committee work.

Audit fees are, as in previous years, to be paid in accordance to approved invoices.

Item 13 Election of Board members and Chairman of the Board of Directors.

Re-election of current Board members Johan Sjö, Anders Claeson, Stefan Hedelius and Gunilla Spongh and new election of Jimmy Renström.

Ylva Ersvik has declined re-election.

Re-election of Johan Sjö as Chairman of the Board.

A presentation of all the individuals proposed for re-election as Board members is available at the Company's website and information about the member being proposed for new election is presented in the Election Committee's proposal to the Annual General Meeting.

Item 14 Election of registered accounting firm.

Election of the registered accounting firm Ernst & Young AB as auditors until the end of the 2026 Annual General Meeting. Ernst & Young AB has informed the Election Committee that Clas Tegidius intends to become auditor in charge. The Election Committee's proposal follows the Audit Committee's recommendation.

Item 16 Resolution regarding amendment of the instructions to the Election Committee.

The Election Committee proposes that the instructions for the Election Committee adopted at the 2022 Annual General Meeting shall be amended with regard to the Chairman of the Board no longer being co-opted to the Election Committee. The new instructions are set out in their entirety below.

Instructions for the Election Committee of Momentum Group AB

The instructions shall apply until further notice. These instructions, the current composition of the Election Committee and how the Election Committee can be contacted shall be available at all times on the Company's website.

1. Members of the Election Committee

The Company shall have an Election committee. The members of the Election Committee shall be nominated by major shareholders in the Company, whereby the four largest shareholders in terms of voting rights in the Company according to the share register maintained by Euroclear Sweden as of the last banking day in February are entitled to nominate one member each. If fewer than four members have been nominated in accordance with the above, up to three additional shareholders shall be contacted in voting order to nominate one member. Thereafter, if fewer than three members have been nominated, the other shareholders in voting order shall be given the opportunity to nominate one member each until a total of three members have been nominated (however, the Company is not obliged to ask more than three shareholders). The shareholder who controls the most votes in the Company has the right to nominate the Chairman of the Election Committee.

The nominated members (including the Chairman of the Election Committee) shall be elected by the Annual General Meeting of the Company as members of the Election Committee for the period until the end of the next Annual General Meeting. The notice of the Annual General Meeting shall contain information about the members who have been nominated.

When members are nominated and elected in accordance with the above procedure, the regulations regarding the composition of Election committees in accordance with the Swedish Code of Corporate Governance shall be followed.

2. Changes in the Election Committee

Changes in the composition of the Election Committee may occur in the following cases.

- a) A member wishes to resign early or is unable to complete his or her assignment, or if a shareholder wishes to change its nominated member, in which case a request shall be sent to the Chairman of the Election Committee (or if the request concerns the Chairman, to another member of the Election Committee) and receipt shall mean that the request has been executed.
- b) A new shareholder replaces a shareholder who has one of its nominated members of the Election Committee, whereby the new shareholder shall have the right to replace such nominated member, or if there is otherwise a significant change in the ownership structure of the Company, whereby the Election Committee has the right to independently decide to dismiss and/or appoint additional members in order for the composition of the Election Committee to reflect the ownership structure of the Company.
- c) The Election Committee may offer vacant seats in the Election Committee to shareholders or members nominated by shareholders in order for the composition of the Election Committee to reflect the ownership structure of the Company.

Changes in the Election Committee shall be announced by the Company as soon as possible.

3. Duties of the Election Committee

The Chairman of the Election Committee shall convene the first meeting of the Election Committee.

The Election Committee shall prepare and, in good time before the Board of Directors issues the notice of the Annual General Meeting, submit to the Chairman of the Board the Election Committee's proposals for:

- a) election of the Chairman of the Board and other members of the Board of Directors,
- b) resolution on remuneration to the Board of Directors,
- c) election of auditor,

- d) resolution on auditors' fees,
- e) election of Chairman of the Meeting, and
- f) resolution on amendments to these instructions (if the Election Committee deems it necessary).

The Election Committee's proposals shall be included in the notice of the Annual General Meeting. In connection with the Board of Directors issuing the notice of the Annual General Meeting, the Election Committee shall ensure that the Company publishes the Election Committee's proposals and reasoned statement as well as information on how the Election Committee has conducted its work on the Company's website.

The Election Committee shall otherwise perform the tasks that are incumbent on the Election Committee in accordance with the Swedish Code of Corporate Governance.

4. Fee

No fees shall be paid to the members of the Election Committee. The Election Committee shall have the right to charge the Company with costs for, for example, recruitment consultants or other costs required for the Election Committee to be able to fulfil its assignment.

5. Changes to these instructions

These instructions for the Election Committee shall apply until the Annual General Meeting of the Company resolves to change it.

PROPOSAL BY MAJOR SHAREHOLDERS FOR RESOLUTION REGARDING ITEM 15 IN ACCORDANCE WITH THE ABOVE

Item 15 Election of members and Chairman of the Election Committee ahead of the Annual General Meeting 2026.

Momentum Group's major shareholders as of 28 February 2025 have announced that they will propose that the Annual General Meeting to be held on 7 May 2025 resolves to appoint the following members to the Election Committee in the Company ahead of the 2026 Annual General Meeting: Peter Hofvenstam (nominated by Nordstjernan), Stefan Hedelius (nominated by Tom Hedelius), Emerson Moore (nominated by Ampfield Management) and Claes Murander (nominated by Lannebo Kapitalförvaltning) as members of the Election Committee, with Peter Hofvenstam as Chairman of the Election Committee. The shareholders proposed to be represented in the Election Committee hold approximately 55 per cent of the shares and 58 per cent of the votes in the Company (excluding shares repurchased by the Company) as of 28 February 2025.

PROPOSALS BY THE BOARD OF DIRECTORS FOR RESOLUTIONS REGARDING ITEMS 2, 4, 8b AND 17-19 IN ACCORDANCE WITH THE ABOVE

Item 2 Compilation and approval of Electoral Register.

The proposed Electoral Register to be approved is the voting register established by the Company, based on the shareholder register for the annual general meeting prepared by Euroclear Sweden AB, as well as received postal votes, verified and approved by the persons to approve of the minutes from the meeting.

Item 4 Election of one or two persons to approve the Minutes.

The Board proposes that one person to approve the Minutes be appointed and that a shareholder or proxy for a shareholder who is not a board member or employee of the Company be appointed in accordance with rule 1.5 of the Swedish Corporate Governance Code and who physically attends the general meeting.

Item 8 b Resolution regarding allocation of the Company's earnings in accordance with the duly adopted balance sheet.

The Board proposes that the Company's profit shall be disposed of so that approximately SEK 64 million (54) is distributed to the shareholders and the remaining SEK 45 million (63) of the Company's profit is brought forward.

This means the Board proposes that SEK 1.30 per share (1.10) shall be distributed to the shareholders and that Friday, 9 May 2025 shall be set as the record date for receiving dividends.

If the Annual General Meeting adopts the proposal, dividends are expected to be disbursed through Euroclear Sweden AB on Wednesday 14 May 2025 to the shareholders recorded in the shareholders' register as of the record date.

Item 17 Resolution regarding authorisation for the Board of Directors to decide on acquisition and transfer of own shares.

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board, during the period until the next Annual General Meeting, to acquire a maximum number of Class B shares so that the Company's holding of treasury shares at no time exceeds ten (10) per cent of the total number of shares in the Company. Acquisitions are to be carried out on Nasdaq Stockholm in accordance with the Stock Exchange's Rule Book for Issuers at a price that is within the registered price range at any given time, meaning the range between the highest purchase price and the lowest selling price. Acquisitions are to be paid for in cash and may be carried out on one or more occasions.

The Board also proposes that the Annual General Meeting authorises the Board, prior to the next Annual General Meeting, to divest Class B shares held in treasury by the Company in a manner other than on Nasdaq Stockholm. This authorisation may be utilised on one or more occasions and encompasses all shares held in treasury by the Company at the time of the Board's decision. The authorisation also entitles the Board to decide to deviate from the shareholders' preferential rights and stipulates that payment may be made by other means than money.

The purpose of this authorisation is to be able to adapt the Group's capital structure, to pay for future acquisitions of businesses and operations using treasury shares, and to secure delivery of shares in connection with outstanding incentive programmes in the Company at any given time.

A resolution on the Board's proposal in accordance with Item 17 requires the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the Annual General Meeting.

Item 18 Authorisation for the Board of Directors to resolve to issue new shares up to 10 per cent of the number of shares to use as payment for acquisitions.

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board, on one or more occasions during the period until the next Annual General Meeting, to decide to increase the Company's share capital by means of a new issue of shares, though such issues

should not entail an increase in the Company's registered share capital or the number of shares in the Company by more than a total of ten (10) per cent, based on the Company's registered share capital or number of shares before utilising the authorisation. The new issue of shares may be performed with or without deviation from the shareholders' preferential rights and with or without provisions regarding non-cash issues or right of offset.

The purpose of the authorisation above and the reasons for the deviation from the shareholders' preferential rights are to improve the Company's opportunities to conduct or finance the acquisition of other companies, parts of companies or assets that the Board of Directors considers of value to the Company's operations, or in connection therewith strengthen the Company's own funds. Issues that deviate from the shareholders' preferential rights must establish the issue price on the basis of prevailing market situation at the time the shares are issued.

The Board of Directors and the President & CEO, or the person appointed by the Board, are entitled to make the minor adjustments in the decision that may be necessary in conjunction with their registration.

A resolution on the Board's proposal in accordance with Item 18 requires the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the Annual General Meeting.

Item 19 Implementation of a long-term incentive program based on performance shares.

The Board of Directors proposes that the Annual General Meeting resolves to implement a long-term incentive program ("LTIP 2025") based on performance shares according to the following:

Purpose

LTIP 2025 is designed to create long-term incentives for members of the corporate management including the President & CEO and Vice President, business unit managers, and other senior executives ("Participants").

The main purpose of LTIP 2025 is to create additional incentives for increased commitment and performance among the Participants, to strengthen the possibilities of recruiting and retaining key personnel, and to create a common ownership interest between the Participants and the shareholders.

The Board intends to annually propose an incentive program with a corresponding structure. This year's proposed program thus corresponds to the program decided last year.

Description of LTIP 2025

LTIP 2025 is proposed to include all current and future members of the circle of Participants, up to a maximum of twelve employees. It is proposed that the program, which involves a requirement for personal investment, shall consist of performance shares. According to the proposal, LTIP 2025 may include up to a maximum of 86,250 Class B shares in the Company, equivalent to approximately 0.2 per cent of all shares and 0.2 per cent of all votes in Momentum Group, before any adjustments due to the company events specified below.

To implement LTIP 2025 in a cost-effective and flexible manner, the Board has considered various methods for the transfer of Class B shares in the Company. The Board has concluded that the most cost-effective option is, and therefore proposes as the primary alternative for the Annual General Meeting to decide, to authorize the Board to decide to transfer Class B shares already held by the Company after repurchases, free of charge, to the Participants. Further details of the terms of the Board's primary alternative are set out in point B below.

In the event that the required majority under point B below cannot be achieved, the Board proposes that the Company be able to enter into share swap agreements with a third party in accordance with point C below.

A. Decision on Long-Term Incentive Program based on Performance Shares

The Board proposes that the Annual general Meeting decides to implement a long-term incentive program based on performance shares in accordance with the following:

Investment Requirement

To participate in LTIP 2025, Participants are required to invest in Class B shares of Momentum Group, and these shares are allocated to LTIP 2025. The maximum amount that Participants can invest in Momentum Group shares under LTIP 2025 corresponds, on average, to approximately 10 per cent of the Participant's annual base salary before tax at the time of registration for LTIP 2025 ("Investment Shares"), as further detailed below. Only Class B shares in the Company purchased by Participants during the period from May 15, 2025, to August 31, 2025 ("Investment Period") can be allocated to LTIP 2025. Any Momentum Group shares already held by Participants at the implementation cannot be counted as Investment Shares in LTIP 2025.

If a Participant is prevented from acquiring Momentum Group shares at the time of registration for LTIP 2025 due to market abuse regulations or similar rules, Investment Shares shall instead be acquired as soon as such restrictions no longer apply.

Performance Share Rights

Allocation under LTIP 2025 is free of charge and entitles the Participant to receive, for each Investment Share, a certain number of Class B shares in Momentum Group free of charge after the end of a three-year vesting period ("Performance Share Rights"). Each Performance Share Right entitles the holder to receive one (1) Class B share in Momentum Group. Allocation of Class B shares in Momentum Group pursuant to the Performance Share Rights is subject to the fulfilment of the performance criteria specified below and will typically require the Participant to remain in employment and retain all their Investment Shares for a period of approximately three years from the launch of the program until August 31, 2028 ("Vesting Period").

Allocation of Performance Share Rights will typically occur as soon as practicable after the Investment Period or a later date for newly hired Participants, but no later than November 30, 2025.

The Company will not compensate for forgone dividends and other value transfers that align with Momentum Group's dividend policy and previous dividend levels during the Vesting Period. The number of Momentum Group shares to which each Performance Share Right entitles may be adjusted due to, among other things, bonus issues, consolidation, cancellation, or division of shares, new issues, reduction of share capital, extraordinary dividends, or similar actions. Transfer of shares may be expedited due to mergers, divisions, major acquisitions or disposals, or similar actions.

Performance Criteria and Allocation

The vesting of Performance Share Rights depends on the extent to which the performance criteria are met during the period from January 1, 2025, to December 31, 2027 ("Performance Period"), determining the extent (if any) to which Performance Share Rights entitle Participants to receive Class B shares in Momentum Group at the end of the Vesting Period. If the minimum level is not achieved, the Performance Share Rights will not entitle to any Class B shares in Momentum Group, and if the maximum level is achieved, each Performance Share Right entitles to one Class B share in Momentum Group.

The performance criteria for the allocation of Class B shares in Momentum Group are based on:

DESCRIPTION OF PERFORMANCE CRITERIA	RELATIVE WEIGHT OF PERFORMANCE CRITERIA	MAX/MIN ALLOCATION
Earnings per share Average annual percentage increase in earnings per share of Class B shares in the Company (Earnings Per Share growth or "EPS growth") during the period from January 1, 2025, to December 31, 2027*	85%	The minimum allocation of 1 Performance Share Right at an average EPS growth of 7%, increases linearly to full allocation of 5-6 Performance Share Rights at an average EPS growth of 20%.
Sustainability related criteria		
Industrial improvements Each year under the LTIP 2025 program, the number of companies in the Group that work with industrial improvements will increase. The basis is the number of companies that have made industrial improvements in 2024.	10%	Reached target = 100% allocation Not reached target = 0% allocation
Sustainable supplier base 85% (in relation to purchase volume) of suppliers adhering to Momentum Group's code of conduct or equivalent by 2027 based on the companies that have been part of the group throughout the year.	5%	Reached target = 100% allocation Not reached target = 0% allocation

* EPS is calculated on the number of issued shares, i.e., including shares repurchased by Momentum Group. EPS growth is calculated based on the geometric mean (CAGR).

Below are the maximum number of Class B shares in Momentum Group that Participants in each category can invest in Investment Shares under LTIP 2025, as well as their respective allocation of Performance Share Rights. The maximum number of Investment Shares per Participant is based on a calculated purchase price per Investment Share, corresponding to the market price of Class B shares in the Company at the preparation of the Board's proposal.

Category 1: (CEO) The CEO can invest in up to 3,250 Investment Shares. Each Investment Share entitles the CEO to receive 6 Performance Share Rights.

Category 2: (Group Management) Other employees in the group management (1 person) can invest in up to 1,850 Investment Shares. Each Investment Share entitles the holder to receive 5 Performance Share Rights.

Category 3: (Business Unit Managers and other senior executives) Employees in category 3 (up to 10 people) can invest in up to 1,150 Investment Shares. Each Investment Share entitles these participants to receive 5 Performance Share Rights.

CATEGORY	MAXIMUM NO. OF INVESTMENT SHARES PER PARTICIPANT	MAXIMUM NO. OF INVESTMENT SHARES PER CATEGORY	NO. OF PERFORMANCE SHARE RIGHTS PER INVESTMENT SHARE	MAXIMUM NO. OF PERFORMANCE SHARES
CEO	3,250	3,250	6	19,500
Other group management (1 person)	1,850	1,850	5	9,250
Business Unit Managers and other senior executives (up to 10 people)	1,150	11,500	5	57,500
Total	-	16,600	-	86,250

Allocation of Shares

Provided that the aforementioned performance conditions have been met during the Performance Period and that the Participant has remained in employment (unless specific conditions apply) and retained their Investment Shares during the Vesting Period, allocation of Momentum Group shares ("Performance Shares") shall occur as soon as practicable after the end of the Vesting Period. The Board may, provided it is cost-neutral for the Company, decide to offer Participants a reduction in the number of Performance Shares equivalent to the income tax, resulting in a net allocation of Performance Shares.

To enable control and create predictability regarding the maximum outcome per Participant and the costs of LTIP 2025, the maximum value of the Performance Shares that can be allocated from each Performance Share Right is limited to 300 per cent of the volume-weighted average purchase price of the Momentum Group share on Nasdaq Stockholm during the Investment Period. Should the value of the allocation of Performance Shares per Performance Share Right on the date of allocation exceed this amount, a proportional reduction in the number of Performance Shares to be allocated shall occur so that the amount is not exceeded. A corresponding reduction may occur in the event that the total number of shares covered by LTIP 2025 would be exceeded.

In assessing the final outcome regarding the Performance Share Rights, the Board shall consider whether the level of vesting is reasonable in relation to the Company's financial results and position, market conditions, and other factors, and if the Board deems otherwise, reduce the allocation to a lower level deemed appropriate by the Board.

If Participants cannot be allocated Performance Shares under applicable law, at a reasonable cost, or with reasonable administrative efforts, the Board may decide to offer Participants an allocation in cash.

B. Decision on Transfer of Treasury Shares of Class B to Participants in LTIP 2025

The Board proposes that the Annual General Meeting decides on the transfer of treasury shares of Class B in the Company under the following conditions:

- a. Up to 86,250 Class B shares in the Company may be transferred to the Participants.
- b. Transfer of Class B shares in the Company to Participants shall be free of charge and executed at the time specified in the terms of LTIP 2025.
- c. The right to acquire Class B shares in the Company free of charge shall, contrary to the shareholders' preferential rights, be granted to the Participants.

- d. The number of Class B shares in the Company that may be transferred under LTIP 2025 shall be recalculated due to any potential bonus issue, split, rights issue, and/or other similar corporate actions in a manner deemed appropriate by the Board to achieve a satisfactory result.

In total, up to 86,250 Class B shares in the Company may be transferred under LTIP 2025. As of this notice to the Annual General Meeting, the number of treasury shares of Class B held by the Company amounted to 1,044,259.

The transfer of Class B shares in the Company constitutes a measure to achieve the proposed LTIP 2025. The reason for deviating from the shareholders' preferential rights is that the Board considers it advantageous for the Company and the shareholders to offer Participants the opportunity to become shareholders in the Company.

C. Decision on Entering into Share Swap Agreement with Third Party

The Board proposes that the annual general meeting decides that the delivery of shares in LTIP 2025 may be carried out by the Company entering into a share swap agreement with a third party on market terms, whereby the third party shall be able to acquire and transfer shares to the Participants in its own name. The Board intends to use this option only if the proposal under point B above is not approved.

Costs, Dilution, and Impact on Key Metrics

The costs of LTIP 2025, reported in the income statement, are calculated in accordance with the accounting standard IFRS 2 and are spread over the Vesting Period. The calculation has been based on a share price for Class B in the Company of SEK 158.20 (closing price on March 11, 2025), and the assumption of an estimated annual employee turnover of 10 per cent, an annual share price increase of 10 per cent, as well as achievement of the performance criteria for EPS growth of 50 per cent and for sustainability-related conditions of 100 per cent. Additionally, the costs of LTIP 2025 have been based on the program involving up to 12 Participants, and each Participant making a maximum investment.

The total cost over the entire program period, given the above assumptions, for LTIP 2025 is estimated according to IFRS 2 to be approximately SEK 5.6 million excluding social charges (approximately SEK 9.7 million with achievement of the performance condition for EPS growth and sustainability-related conditions of 100 per cent). Social charges are estimated to amount to approximately SEK 2.4 million, based on the assumption of a 31 per cent social charge rate (approximately SEK 4.2 million with achievement of the performance condition for EPS growth and sustainability-related conditions of 100 per cent). The expected annual costs of approximately SEK 2.7 million, including social charges, correspond to approximately 0.4 per cent of the Group's total personnel costs for the financial year 2024 (0.7 per cent with achievement of the performance condition for EPS growth and sustainability-related conditions of 100 per cent).

According to the proposal, LTIP 2025 may involve up to 86,250 Class B shares in Momentum Group, which corresponds to approximately 0.2 per cent of all outstanding shares and approximately 0.2 per cent of all its votes in Momentum Group, before any adjustments due to the corporate events mentioned above. Since the proposal does not involve the issuance of new shares, LTIP 2025 does not dilute existing shareholders' votes or share capital. The impact on key metrics is only marginal.

Conditions

The decision of the Annual General Meeting regarding LTIP 2025 as per point A above is subject to the Annual General Meeting either deciding in accordance with the Board's proposal under point B or point C above.

Preparation of the Proposal, etc.

The proposal for LTIP 2025 has been prepared by Momentum Group's Remuneration Committee and approved by the Board of Directors. Within the framework of the conditions and guidelines provided above, the Board shall be responsible for the implementation and management of LTIP 2025. All significant decisions related to LTIP 2025 will be made by the Remuneration Committee, with the approval of the Board in its entirety when required.

Description of Ongoing Variable Compensation Programs

Momentum Group has one outstanding share-based incentive program. The program, the so-called LTIP 2024-program, was decided by the Annual General Meeting 2024, and corresponds, in material aspects, to the proposal to this Annual General Meeting. In total, LTIP 2024 comprises up to 99,750 shares of series B in the Company. The Company also have ongoing variable compensation programs, which are described in the annual report for 2024 in Note 4 to the consolidated financial statements and are also described in the Company's compensation report for 2024, which also outlines how Momentum Group applies its compensation policies to senior executives.

Decision Majority

The decision of the Annual General Meeting in accordance with the Board's proposal under point A above requires a majority of more than half of the votes cast at the Meeting. The decision of the Meeting in accordance with the Board's proposal under point B above requires the approval of shareholders representing at least nine tenths (9/10) of both the votes cast and the shares represented at the Meeting. For a valid decision according to the Board's proposal under point C above, a majority of more than half of the votes cast at the Meeting is required.

SHARES AND VOTES

The Company has issued a total of 50,480,889 shares, of which 564,073 are Class A shares and 49,916,816 are Class B shares, of which 1,044,259 are held by the Company. After deducting the shares held by the Company, the total number of votes amounts to 54,513,287. The information pertains to the conditions at the time this official notification was issued.

SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

According to Chapter 7, Sections 32 and 57 of the Swedish Companies Act, upon request from a shareholder and provided the Board determines that it is possible to do so without causing material damage to the Company, the Board and the President & CEO are required to provide information at the Meeting about any circumstances that could impact how an item on the agenda is addressed as well as any circumstances that could impact the assessment of the Company's financial situation. This disclosure obligation also encompasses the Company's relationships with other Group companies, the consolidated financial statements and any interactions with subsidiaries as described above.

DOCUMENTS

Accounting documents and the Auditor's Report as well as the remuneration report to be submitted for approval at the Annual General Meeting under item 9 (including the auditor's statement in accordance with Chapter 8, Section 54 of the Swedish Companies Act regarding the application of the guidelines for remuneration of senior management as resolved by the Annual General Meeting), complete proposals of the Board of Directors for resolutions under items 8b (including the Board of

Director's statement in accordance with Chapter 18, Section 4 of the Swedish Companies Act), 17 (including the statement from the Board of Directors in accordance with Chapter 19, Section 22 of the Swedish Companies Act), 18 and 19 on the agenda will be available from the Company and at the Company's website not later than three weeks prior to the Annual General Meeting and will be sent to shareholders who so request and who provide their postal address.

The Election Committee's proposals for the Board of Directors and reasoned statement are available at the Company's website from the date the official notification is published. All of the aforementioned documents will be presented at the Meeting.

Please note that this is a translation for information purposes only. In the event of any discrepancies between the Swedish and English versions, the Swedish version shall prevail.

Stockholm, April 2025

THE BOARD OF DIRECTORS