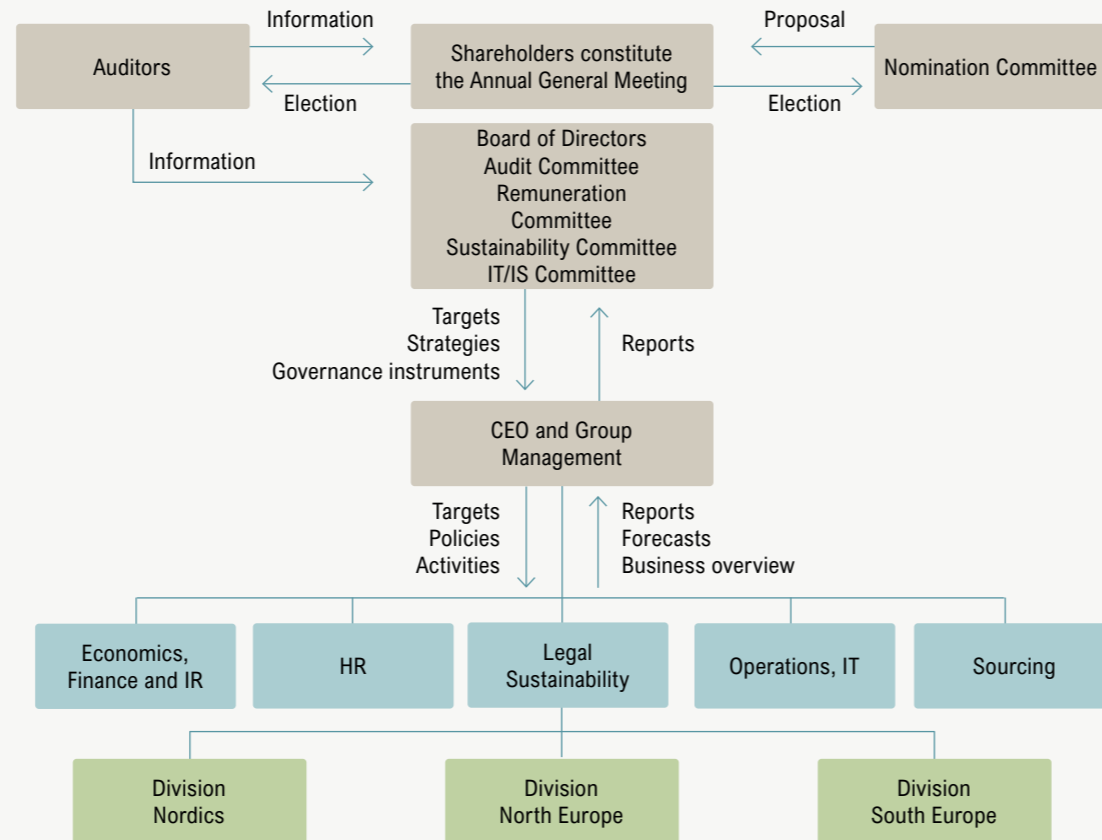




# CORPORATE GOVERNANCE REPORT

Midsona AB (publ) (referred to below as “Midsona”) is a Swedish public limited liability company listed on Nasdaq Stockholm. Midsona applies the Swedish Code of Corporate Governance and here presents its Corporate Governance Report for 2025. The report has been prepared by the Company’s Board of Directors, and has been reviewed by the Company’s auditor.

## GOVERNANCE AND ORGANISATION



## DEVIATIONS FROM THE SWEDISH CODE OF CORPORATE GOVERNANCE

The company did not deviate from the Swedish Code of Corporate Governance during the financial year 2025.

## GOVERNANCE INSTRUMENTS

The external governance instruments forming the framework of Midsona’s corporate governance include:

- Legislation
- International Financial Reporting Standards (IFRS)
- Nasdaq Stockholm’s Rules for Issuers
- Swedish Code of Corporate Governance

Midsona also has a number of internal governance instruments, including:

- Articles of Association
- The company’s Code of Conduct
- The Company’s Supplier Code of Conduct
- Rules of procedure and instructions for the Board, committees, CEO and financial reporting to the Board of Directors
- Internal governance documents, such as policy documents, procedures and instructions

## ANNUAL GENERAL MEETING

### Shares and shareholders

For information on the share and shareholders, see pages 40-41 and on the Midsona website.

### Role of the Annual General Meeting

The Annual General Meeting is the company’s highest decision-making body at which shareholders exercise their right to vote. The Annual General Meeting decides on key issues such as the adoption of the income statement and balance sheet and the appropriation of profits, discharge from liability of the Board of Directors and the Chief Executive Officer and election of the members of the Board of Directors, the Chairman of the Board and the auditor. The Annual General Meeting also decides on fees for the Board of Directors and the auditor, guidelines for remuneration of senior executives and principles for the appointment and work of the Nomination Committee, and approves the Board’s remuneration report. The Annual General Meeting is normally held in April or May. Decisions are announced after the meeting in a press release and the minutes are published on the company’s website.

### Annual General Meeting 2025

The 2025 AGM was held on 7 May 2025 and brought together shareholders representing approximately 52 percent of the votes in the company. The meeting resolved, among other things, to authorise the Board of Directors to, on one or more occasions until the next Annual General Meeting, resolve on a new issue of shares of not more than 10 percent of the number of shares outstanding at the time of the notice, with or without deviation from the shareholders’ preferential rights and against cash

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payment, non-cash payment, set-off or with conditions. Minutes of the 2025 AGM are available on the company's website.

**Annual General Meeting 2026**

The 2026 Annual General Meeting will take place on 6 May 2026 in Malmö, as announced in a press release on 21 October 2025. Information on registration for attendance of the General Meeting, as well as full information on the Annual General Meeting, will be published in connection with the publication of the Notice calling the meeting and will also be available on the company's website.

**NOMINATION COMMITTEE****Remit of the Nomination Committee**

The Annual General Meeting appoints the members of the Nomination Committee or determines how they are to be appointed. The Nomination Committee represents the company's shareholders and is to consist predominantly of members who are independent in relation to the company and its senior management. The task of the Nomination Committee is to prepare and submit proposals to the Annual General Meeting regarding matters concerning elections and fees.

**Nomination Committee for the 2026 Annual General Meeting**

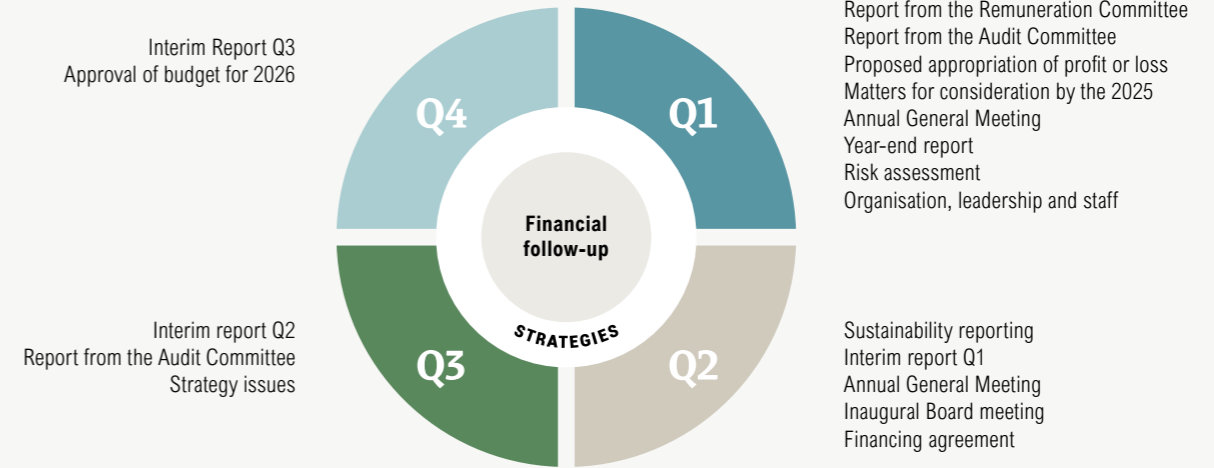
According to the company's current instructions, the members of the Nomination Committee are to be appointed by the three largest shareholders in terms of voting rights as of the last business day of August 2025. If any of those shareholders waives its right to appoint a member, the next shareholder in order of size is to be given the opportunity to appoint a member.

Name/Representative, %	Percentage of votes at 31 August 2025
Henrik Munthe/Stena Adactum AB	46.9
Magdalena Kettis/Nordea Funds	3.7
Rune Bro Róin/Roin Holding ApS	3.4
Total	54.0

Most members of the Nomination Committee are to be independent in relation to the company and its senior management. The majority is also independent in relation to the company's major shareholders.

Ahead of the 2026 Annual General Meeting, the Nomination Committee held four minuted meetings prior to the publication of the notice of the Annual General Meeting, and members have also maintained regular contact. In its work, the Nomination Committee has interviewed Board members, received a presentation of the company's operations from the CEO and received information about the work of the Board and the completed Board evaluation from the Chairman of the Board.

In accordance with resolutions of the Annual General Meeting and the Swedish Corporate Governance Code, the Nomination Committee has assessed the composition and work of the Board, including skills,

**WORK OF THE BOARD OF DIRECTORS IN 2025**

experience, diversity, gender balance and effectiveness. The Nomination Committee has also dealt with matters relating to the election of auditors and fees to be paid to the Board and auditors. In preparing its proposals, the Nomination Committee has applied Rule 4.1 of the Swedish Corporate Governance Code as its diversity policy.

The composition of the Nomination Committee was announced by press release on 15 October 2025 and is available on the company's website. Shareholders have had the opportunity to submit proposals to the Nomination Committee in accordance with the instructions published on the company's website. The Nomination Committee's proposals, and reasoned opinions, are published at the latest at the time of the notice of the 2026 Annual General Meeting. The members do not receive any fees or other remuneration for their work on the Nomination Committee.

**Proposals to the 2026 Annual General Meeting**

The Nomination Committee proposes the following:

- To elect Patrik Andersson to chair the meeting,
- To elect six ordinary Board Members and no deputies,
- To elect a registered auditing company as auditor and no deputy auditors
- That Board fees be paid in the amounts of SEK 640,000 to the Chairman of the Board (previously SEK 620,000), SEK 280,000 to other members (previously SEK 270,000) as well as SEK 105,000

to the chair of the Audit Committee (previously SEK 100,000), SEK 57 500 to each other Board member who is a member of the Audit Committee (previously SEK 55,000), SEK 50,000 to the chair of the Remuneration Committee (previously SEK 45,000) and SEK 25,000 to each other Board member who is a member of the Remuneration Committee (unchanged), as well as SEK 30,000 to each Board member who is a member of the committees for sustainability and IT/IS (unchanged).

- That auditors' fees be paid in accordance with an approved invoice.
- That the Board members Patrik Andersson, Tomas Bergendahl, Anna-Karin Falk, Sandra Kottenuer, Anders Svensson and Johan Wester. be re-elected.
- That Patrik Andersson be re-elected as Chairman of the Board.
- That Deloitte AB be re-elected as auditor (Deloitte has stated that the Authorised Public Accountant Jeanette Roosberg will be appointed as the auditor in charge if the Meeting resolves in accordance with the proposal). The Nomination Committee's full proposals are contained in the notice calling the Annual General Meeting. The Nomination Committee is of the opinion that the expertise of the proposed Board of Directors meets the current needs of the company well. The Nomination Committee's proposals regarding the number of Board members and the election of Board members have been made by majority decision within the Nomination Committee.

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## GROUP MANAGEMENT STRUCTURE



\* As from 1 March 2026

## BOARD OF DIRECTORS

### Work and responsibilities of the Board of Directors

The Board of Directors is the company's highest administrative body beneath the Annual General Meeting and is responsible for the organisation and administration of the Company's affairs. The work of the Board focuses on overarching and long-term issues of significant importance to the Group's development and strategic direction.

The Board of Directors is also responsible for ensuring that the company has appropriate internal control, risk management and compliance with applicable regulations.

The work of the Board of Directors is governed by written rules of procedure that govern the division of responsibilities, working practices, the tasks of the committees and the role of the Chairman.

The rules of procedure also include rules on the calling of meetings, the agenda, minutes and the provision of information to the Board. In addition, the Board of Directors has adopted Group-wide policies and other governance documents that set out responsibilities, guidelines, processes and targets.

The work of the Board follows an annual cycle. At the beginning of the year, the year-end report and annual accounts are discussed, as well as matters for the Annual General Meeting. After the summer, the long-term strategic plan is discussed, and at the end of the year the budget for the coming year is set. At each quarter, the financial reporting is discussed and interim reports are approved for publication. Following the Annual General Meeting, an inaugural Board meeting is held, at which the composition of the committees and right to sign for the company are determined, among other things.

According to the Articles of Association, the Board of Directors is to consist of not fewer than three members without deputies. Members of the Board are elected annually by the Annual General Meeting for the period until the end of the next Annual General Meeting.

### Composition of the Board in 2025

Seven members of the Board were elected at the 2025 AGM: Patrik Andersson, Tomas Bergendahl, Anna-Karin Falk, Sandra Kottenauer, Jari Latvanen, Anders Svensson and Johan Wester. The composition of the Board complies with the requirements of the Swedish Code of Corporate Governance in terms of its independence in relation to the company, its senior management and major shareholders. The gender balance is two women and five men, corresponding to approximately 29 percent women.

For information on the independence of the members, other appointments and shareholdings in the company, please refer to page 48 or the company's website.

The Chief Executive Officer, the Chief Financial Officer and the General Counsel, who is also the Board's secretary, attend Board meetings. Other senior executives attend as rapporteurs as necessary.

### Work of the Board of Directors in 2025

In 2025, the Board held ten meetings, including one by correspondence, and one inaugural meeting (immediately after the AGM). For information on members' attendance, see pages 48.

The Board meeting in January dealt with issues such as the year-end report, risks and risk management, matters for the Annual General Meeting and issues relating to organisation, leadership and staff. During the year, the Board also conducted a CEO process and appointed a new Chief Executive Officer in March 2025. The May Board meeting discussed the new financing agreement. Strategy meetings were held in September and October to discuss the Group's long-term direction and brand strategy, after which strategy work continued in the divisions. Other key issues during the year were ongoing performance and financial monitoring.

The company's auditor attended the first Board meeting of the year and presented the audit of the annual accounts for the financial year 2025. The Board has considered the audit report, reviewed internal

control and compliance, as well as performing the annual Board assessment. The Board of Directors has also met with the auditor without the presence of the senior management. The committees have reported regularly to the Board from their meetings. Board meetings are held according to a pre-established agenda. The notice, agenda and supporting documents are distributed to members via a virtual data room approximately one week prior to the meeting. Each meeting starts with a review of the previous minutes and outstanding matters.

The Chief Executive Officer then reports on the Group's operations, earnings and business situation. The Chief Financial Officer presents the financial position and relevant analyses. The divisions present their operations according to an established schedule. The Chief Executive Officer also provides monthly reports between meetings.

All meetings are minuted, and the minutes are approved by the appointed members.

One Board meeting is normally held every year at one of the Group's installations.

### Chairman of the Board

The Chairman of the Board directs and organises the work of the Board, represents the company in shareholder-related matters and is responsible for evaluating the work of the Board. The Chairman is also responsible for ongoing dialogue with the Chief Executive Officer regarding operations and for the Board fulfilling its duties.

### Assessment of the work of the Board

The Chairman of the Board is responsible for annually evaluating the Board's work, including assessing individual Board members' efforts. The evaluation is performed through an established digital process and reported to the Nomination Committee. The outcome forms the basis for the Nomination Committee's proposal to the AGM regarding the composition of the Board and fees.

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## BOARD COMMITTEES

### Role and tasks of the committees

The Board has appointed an Audit Committee and a Remuneration Committee. Within the Audit Committee, there are two sub-committees: an IT/IS Committee and a Sustainability Committee. Members and chairs of each committee are appointed annually at the inaugural meeting of the Board. The work of the committees is mainly of a preparatory and advisory nature, but in special cases the Board may delegate the right to make decisions. All committee meetings are minuted and reported to the Board.

#### Audit Committee

The main task of the Audit Committee's main task is to oversee financial reporting and sustainability reporting and to ensure that established principles of accountancy, sustainability report, internal control and risk management are respected. The Committee is also to assist the Nomination Committee with documentation to support the election of auditors and the determination of audit fees.

In 2025, the Audit Committee comprised Tomas Bergendahl (Chair), Jari Latvanen and Anders Svensson, and met five times during the year. For information on members' attendance, see page 48. The Chief Executive Officer and the Chief Financial Officer, also acting as secretary of the Committee, attended the Committee's meetings. The auditor-in-charge attended three committee meeting during the year.

#### Remuneration Committee

The Remuneration Committee's main task is to prepare Board decisions on matters relating to terms of remuneration and employment for the Chief Executive Officer and other senior executives, in accordance with the guidelines adopted by the Annual General Meeting. The committee also monitors and evaluates targets and principles for variable remuneration.

In 2025, the Remuneration Committee comprised Patrik Andersson (Chair) and Johan Wester and met twice during the year. For information on members' attendance, see page 48.

#### Sustainability Committee

The Sustainability Committee was established by the Board in 2025 and reports to the Audit Committee. The Committee comprises Sandra Kottenauer (Chair), Tora Molander (General Counsel) and Beatrice Perlman Ewert (Chief Sustainability Officer).

The Committee supports the audit committee in overseeing the company's sustainability reporting and related internal controls, including materiality assessments, compliance (such as CSRD) and internal control needs in the area of sustainability. The Board of Directors has ultimate responsibility for the company's sustainability governance and sustainability reporting. The work of the Committee is reported to the Audit Committee and the Board. The Committee met twice during the year. For information on members' attendance, see page 48.

### IT/IS Committee

The IT/IS Committee was established by the Board in 2025 and reports to the Audit Committee. The Committee comprises Jari Latvanen (Chair), Christoffer Filippini (Head of IT) and Tobias Traneborn (Director Operations).

It supports the Audit Committee in the oversight of IT and information security internal control and risk management, including cybersecurity, incident management and compliance with applicable requirements. The Board of Directors is ultimately responsible for the governance and control of IT and information security risks affecting financial and sustainability reporting. The work of the Committee is reported to the Audit Committee and the Board. The Committee met twice during the year. For information on members' attendance, see page 48.

## CEO AND GROUP MANAGEMENT

### Responsibilities of the CEO and Group Management

The company's Chief Executive Officer and President (CEO) is appointed by the Board of Directors. Henrik Hjalmarsson is the company's CEO and is responsible for day-to-day administration in accordance with the Board's guidelines and instructions. The CEO, in consultation with the Chairman of the Board of Directors, prepares matters for the Board of Directors, presents the basis for decision-making and keeps the Board of Directors regularly informed about the company's development.

The CEO directs the work of the Group Management and makes decisions in consultation with its other members. The Group Management consists of the President and CEO, CFO, President Division Nordics, President Division South Europe, President Division North Europe, Chief Human Resources Officer, Director Sourcing, Director Operations and General Counsel.

In 2025, the Group Management met 12 times. Meetings focus on the Group's strategic and operational development and monitoring of performance. Operations are organised into three divisions.

### Instructions for the Chief Executive Officer

The Board annually adopts written instructions for the work of the Chief Executive Officer that regulate responsibility for day-to-day management, the division of duties between the Board and the Chief Executive Officer and forms of reporting and information exchange with the Board.

### Evaluation of the Chief Executive Officer

The Board of Directors regularly monitors and evaluates the work and performance of the Chief Executive Officer. A formal evaluation is carried out at least once a year without the presence of the Chief Executive Officer.

### Guidelines for remuneration of senior executives

The Board of Directors proposes that the 2026 Annual General Meeting resolve on guidelines for the remuneration of senior executives that in the main correspond to the guidelines adopted by the 2025 AGM, with the clarifying adjustment that variable cash remuneration is not to be pensionable, unless otherwise provided by mandatory legislation or collective agreement provisions.

Information on the change in the Board of Directors' proposals to the 2026 Annual General Meeting can be found in the Directors' Report, section on Guidelines for remuneration of senior executives on page 131. Information on the guidelines adopted by the 2025 Annual General Meeting is presented in Note 8. *Employees, personnel expenses and remuneration of senior executives*, pages 131-132.

## RULES ON SHARE TRADING

### Persons in management positions

Members of the Board of Directors, the Chief Executive Officer and other members of the Group Management are registered as persons discharging managerial responsibilities and are authorised to carry out transactions in the Company's shares in accordance with applicable law. Beyond these rules, the company has not introduced any specific internal rules for share trading.

### Insider information

The company is subject to the EU Market Abuse Regulation (EU) No 596/2014 (MAR), which regulates the handling of insider information and requirements for keeping insider lists.

The company uses the digital tool StrictLog to ensure correct handling of insider information. Only authorised persons have access to the system.

## EXTERNAL AUDITOR

### Election of auditor and fees

The audit company Deloitte AB, with authorised public accountant Jeanette Roosberg as the auditor in charge, was elected by the 2025 Annual General Meeting for a period of one year. For information on fees and reimbursement of expenses to the auditor, see Note 7 on page 130.

### Audit engagement

The audit engagement comprises reviewing the company's and the Group's annual accounts and the administration of the Board of Directors and the Chief Executive Officer. The auditor also examines the proposal for the appropriation of the company's results and issues an opinion on the ESEF report. In addition, opinions are issued on the Corporate Governance Report and the Sustainability Report.

Within the framework of the engagement, statutory reviews of the interim reports for the periods 1 January to 30 September and 1 January to 31 December are also conducted.

The auditor in charge attends Audit Committee meetings and reports as necessary to the Chair of the Committee during the year. The auditor also meets with the Board of Directors to discuss the year-end report and attends the Annual General Meeting, where the audit report is presented.

## ADDITIONAL INFORMATION

The company's Articles of Association, Code of Conduct, information from previous AGMs and previous years' corporate governance reports can be found at [midsona.com](https://www.midsona.com).

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## INTERNAL CONTROL OF FINANCIAL REPORTING AND SUSTAINABILITY REPORTING

### Internal control

The report on internal control of financial and sustainability-related reporting has been prepared by the Board of Directors in accordance with the Swedish Code of Corporate Governance and the guidelines issued by the Confederation of Swedish Enterprise and FAR. It describes how internal control is organised to manage and minimise the risk of misstatements in financial and sustainability-related reporting.

The most important objectives of the internal control are that it is effective and efficient, provides reliable reports and ensures that laws and regulations are complied with.

The Company does not have a dedicated review function (internal audit). The Audit Committee and the Board of Directors have assessed the need for such a function and concluded that the existing structure for risk management and monitoring of internal control provides satisfactory assurance.

Internal control is based on the Committee of Sponsoring Organisations of the Treadway Commission (COSO) framework, which consists of five components: control environment, risk assessment, control activities, information and communication, and monitoring.

### Control environment

The control environment forms the basis for the internal control of financial reporting and sustainability-related reporting. It is based on clearly defined decision-making channels, powers and responsibilities, and on the existence of and compliance with governing documents in the form of policies, procedures and instructions.

The Board of Directors has overall responsibility for financial and sustainability-related reporting and is assisted in this work by the Audit Committee, which monitors, among other things, the effectiveness of internal control and risk management. The Board of Directors adopts key governance documents, including the Rules of Procedure of the Board of Directors, CEO Instructions, investment rules, financial policy and insider policy, which form the basis for internal control.

The Board of Directors has delegated responsibility for maintaining an effective control environment and ongoing internal control to the Chief Executive Officer. The Group finance function reports to the Chief Executive Officer, and the Audit Committee and is responsible for the practical application of internal control within the Group.

### Risk assessment

The Group's risks linked to both financial and sustainability reporting are continuously analysed, and controls are continuously adapted based on identified risks. Risks are also addressed in special forums for example in the context of acquisitions.

For information about items that are the object of material estimates and judgements, refer to Note 32 *Significant estimates and assumptions* and the Directors' Report section on *Risks and risk management*, pages 35-39.

### Control activities

The Group's control structure is designed to manage risks that the Board deems material for the internal control of the financial and sustainability-related reporting. Control activities are aimed at preventing, detecting and correcting errors and include decision-making procedures for important decisions, earnings analyses, analytical follow-ups, reconciliations, stock-taking procedures and IT controls.

### Information and communication

The company's governing documents, including policies, procedures and instructions, are continuously updated and communicated through the appropriate channels, such as e-mail, internal meetings and the intranet. This also includes governing documents and reporting procedures for sustainability data and sustainability reporting.

### Monitoring

The Board of Directors and the Audit Committee continuously monitor internal control through reports from Group Management, the finance function and the external auditor. The CEO and CFO conduct regular reviews with divisional managements on the business situation, earnings, financial position and forecasts.

The monitoring is based on an annual audit plan set by the Audit Committee and covers both financial and sustainability reporting, including reliability and data quality.

### Financial reporting

Financial data is reported monthly from all reporting units, in accordance with standardised reporting procedures as documented in the Group's accounting manual. The data is consolidated centrally into the Group's income statements and balance sheets and stored in a common database for analysis and monitoring at Group, division and company level.

### Internal control structure

The Group's self-assessment of internal control covers nine processes: inventory, purchasing, sales, financial statements/reporting, tangible assets IT/IS security, payroll management, legal/GDPR and sustainability reporting. Self-assessment is carried out twice a year.

The Group companies report the extent to which they fulfil the Group's minimum internal control requirements. The controls are mainly performed by the Group finance function, supported by other relevant functions as necessary. Identified deficiencies are addressed by the company concerned and are continuously monitored by the Group Internal Control function together with local controllers.

### Activities in 2025

The Group Internal Control function conducted internal audits in the form of online self-assessment on two occasions during the year for operational units in the Group. In addition, the Group Internal Control function carried out physical internal audits on the premises of subsidiaries on one occasion during the year. The review concerned the inventory, purchasing, sales, annual accounting/reporting and IT/IS security processes.

The controls resulted in findings, recommendations and proposals for decisions on actions, which were implemented progressively. Overall, the internal control work did not reveal any material deficiencies.

IT/IS security remained important for Midsona. A number of security improvements were implemented for IT systems and the IT environment to improve information security in and between internal systems.

Important preparations were made during the year to be able to follow and comply with the new NIS-2 Directive that was implemented in law in Sweden, the Cybersecurity Act, with entry into force on 15 January 2026. In addition, the M3 ERP system was raised to a new, more modern platform. A centralised online training tool was also implemented to ensure that all employees in the Group receive relevant training.

Work was carried out to further develop and strengthen the internal control framework for the sustainability reporting control framework to meet ESRS requirements.

The Code of Conduct was updated during the year, while the whistle-blowing function was made available to external partners.

A structured feasibility study and gap analysis was carried out to determine the organisational, process and technical requirements needed to comply with the PPWR (Packaging and Packaging Waste Regulation). The feasibility study will be finalised in March 2026, after which there will be a seamless shift to an implementation project.

In 2025, work continued on building the core foundations required to comply with the EU Deforestation Regulation (EUDR). This included developing a detailed understanding of the regulatory framework, setting up project teams and ensuring that all necessary information in the supply chain was available. A gap analysis was also conducted and a compliance roadmap was produced.

### Activities in focus in 2026

The Group Internal Control function will continue to focus on reviews of the inventory, purchasing, sales and annual accounts/reporting and IT/IS security processes and IT/IS security in all operational units of the Group. It is planned that an additional review process will be added, sustainability reporting. The review elements will be carried out both online and in person on site out in the organisation.

An AI policy is being developed focusing on how AI can help Midsona improve processes and become more efficient.

Work will take place on ensuring compliance with the new EU Directive on Pay Transparency. The work aims to ensure equal pay for equal work, regardless of gender, by increasing transparency, accountability and trust in pay setting between employers and employees in the EU. For Midsona, this means a common global approach that creates an even more consistent, fair and transparent pay process.

An implementation project will be launched to introduce the processes, systems and activities identified in the gap analysis carried out for PPWR (Packaging and Packaging Waste Regulation). The first implementation phase is planned to be finalised by the end of 2026, and further phases will continue in the coming years as PPWR is phased in.

The focus on fulfilling EUDR (EU Deforestation Regulation) will shift to the implementation phase during the year. The project will start introducing the required processes and system support, followed by a gradual handover to the line organisation as these elements become operational.