

NOTICE OF ANNUAL GENERAL MEETING OF DESENIIO GROUP AB (PUBL)

The shareholders of Desenio Group AB (publ) (the “Company”), reg. no. 559107–2839, are hereby given notice to attend the Annual General Meeting to be held at 13:00 CEST on Wednesday 29 May 2024, in the Company's premises at Maria Bangata 4A, 118 63 Stockholm. Registration for the meeting commences at 12:45 CEST.

NOTICE OF PARTICIPATION

Shareholders who wish to attend in the proceedings of the Annual General Meeting must:

(i) be entered in the share register kept by Euroclear Sweden AB on the record date, as of Tuesday 21 May 2024; and

(ii) notify the Company of their and any possible attending counsels' participation in writing by post to Desenio Group AB (publ), Att: Annual General Meeting, Box 11025, 100 61 Stockholm, Sweden or by e-mail to ir@deseniogroup.com no later than on Thursday 23 May 2024.

The notification must include full name, personal or corporate identity number, address, daytime telephone number and, where applicable, details of deputies, proxies and counsels. The number of counsels may not exceed two. To facilitate registration for the meeting, the notification should, where applicable, be accompanied by powers of attorney, registration certificates and other authorization documents.

Personal data obtained from the share register kept by Euroclear Sweden AB and participation in the meeting and information on deputies, proxies and counsels will be used for preparation of the voting list for the meeting and, where applicable, the minutes of the meeting. Personal data is handled in accordance with the General Data Protection Regulation (Regulation (EU) No 2016/679 of the European Parliament and of the Council). For comprehensive information regarding how personal data is handled, please refer to: <https://www.euroclear.com/dam/esw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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 share register on the record date as of Tuesday 21 May 2024. Such re-registration may be temporary (so-called “voting rights registration”) and is carried out through the nominee according to their procedures at a time predetermined by the nominee. Voting rights registration that has been completed by the nominee not later than on Thursday 23 May 2024, will be considered in the presentation of the share register.

PROXY

Shareholders represented by proxy shall issue a written power of attorney for the proxy, signed and dated by the shareholder. If the power of attorney is issued by a legal entity, a copy of the registration certificate shall be attached or, if such document does not exist, a corresponding authorization document. A copy of the power of attorney and any registration certificate should be sent to the Company well in advance of the meeting. The original power of attorney must also be presented at the meeting.

The Company provides shareholders with a proxy form, which can be obtained at the Company's head office or on the Company's website <https://deseniogroup.com/en/governance/general-meetings/>.

PROPOSED AGENDA

1. Election of the Chairman of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination as to whether the meeting has been duly convened
6. Presentation of the annual report, auditor's report, consolidated accounts and the auditor's report on the consolidated accounts
7. Resolution on
 - a. adoption of the income statement and balance sheet and consolidated income statement and consolidated balance sheet
 - b. the allocation of the Company's profit or loss as per the adopted balance sheet
 - c. discharge from liability for members of the board of directors and the CEO
8. Determination of the number of board members and auditors
9. Determination of remuneration to the board of directors and the auditors
10. Election of the board of directors and audit firm or auditors, and deputy auditors, if any
11. Resolution on authorization for the board of directors to decide on new issue
12. Closing of the meeting

THE NOMINATION COMMITTEE'S PROPOSED RESOLUTION WITH RESPECT TO ITEMS 1 AND 8-10 ON THE AGENDA

Item 1. Election of the Chairman of the meeting

The nomination committee proposes that Matilda Karlsson from Advokatfirman Delphi is elected as chairman of the meeting.

Item 8. Determination of the number of board members and auditors

The board of directors currently consists of five (5) ordinary members without deputies. The nomination committee proposes that the board of directors shall consist of five (5) ordinary members without deputies for the period until the end of the next Annual General Meeting.

The nomination committee proposes that the Company shall have a registered audit firm as auditor.

Item 9. Determination of remuneration to the board of directors and the auditors

The nomination committee proposes that fees to the board of directors for the coming term of office shall be paid in total of SEK 940,000 and that the remuneration is distributed as follows: SEK 400,000 to the Chairman of the board of directors, SEK 200,000 to a board member who is not employed by the Company or represents a major shareholder, an additional SEK 75,000 to the chairman of the audit committee and SEK 30,000 to each of the other members of the audit committee who do not represent a major shareholder and an additional SEK 45,000 to the chairman of the remuneration committee and SEK 20,000 to each of the other members of the remuneration committee who do not represent a major shareholder.

The nomination committee further proposes that fees to the Company's auditor shall be paid in accordance with approved invoices.

Item 10. Election of the board of directors and the auditors, and deputy auditors, if any

The nomination committee proposes re-election of the current board members Alexanders Hars, Martin Blomqvist, Max Carlsén, Nathalie du Preez and Sarah Kauss. Alexanders Hars is proposed to be re-elected as Chairman of the board of directors.

For a presentation of the board members proposed for re-election, please refer to the Company's website <https://deseniogroup.com/en/governance/board-of-directors/>.

The nomination committee further proposes re-election of the audit firm KPMG AB ("**KPMG**") as auditor for the period until the end of the next annual general meeting. KPMG has announced that, in case KPMG is re-elected as auditor, Mathias Arvidsson will remain as the Company's auditor in charge.

THE BOARD OF DIRECTORS PROPOSED RESOLUTIONS WITH RESPECT TO ITEMS 7b AND 11

Item 7b. Resolution on the allocation of the Company's profit or loss as per the adopted balance sheet

The board of directors proposes that no dividend be paid for the financial year 2023 and that the available funds be carried forward.

Item 11. Resolution on authorization for the board of directors to decide on new issue

The board of directors proposes that the Annual General Meeting resolves to authorize the board of directors, at one or several occasions until the next Annual General Meeting, with or without deviating from the shareholder's pre-emptive rights, to decide upon issuance of new shares, warrants and/or convertible debentures. Payment shall, apart from payment in cash, be made in kind or by set-off or otherwise with conditions. The Company's share capital may, by means of the authorization, be increased in total by an amount corresponding to a dilution of ten (10) percent of the Company's share capital at the time of the Annual General Meeting 2024.

The purpose of the proposed authorization is to increase the financial flexibility of the Company. Should the board of directors resolve on an issue with deviation from the shareholders' preferential rights, the reason for this shall be to provide the Company with working capital and/or new owners of strategic importance to the Company and/or to otherwise strengthen the Company's financial position. Upon such deviation from the shareholders' preferential rights, the new issue shall be made at market terms and conditions.

The Annual General Meeting is further proposed to authorize the board of directors, the CEO or a person appointed by the board of directors to make such minor amendments in the resolution proven necessary for registration at the Swedish Companies Registration Office.

A resolution by the Annual General Meeting in accordance with the board of director's proposal to authorize the board of directors to resolve on new issue of shares requires approval of votes cast and shares represented at the meeting representing not less than two-thirds (2/3).

SHAREHOLDERS RIGHT TO REQUEST INFORMATION

Pursuant to Chapter 7, Sections 32 and 57 of the Swedish Companies Act, the board of directors and the CEO shall, if any shareholder so request and the board of directors deems that it may be done without significant harm to the Company, provide information at the meeting regarding circumstances that may affect the assessment of a matter on the agenda and conditions that may affect the assessment of the Company's financial situation. The disclosure requirement also covers the Company's relationship to another group company, the consolidated financial statements and such relationships concerning subsidiaries as referred to in the previous sentence.

DOCUMENTATION

Accounting documents and the auditor's report will be available at the Company no later than three (3) weeks before the Annual General Meeting and the board of directors' complete proposals will be available at the Company's head office on Maria Bangata 4A in Stockholm no later than two (2) weeks before the Annual General Meeting and will be sent to shareholders who so request and provide their postal address. The documents will also be available on the Company's website, <https://deseniogroup.com/en/governance/general-meetings/>, from the same date. The nomination committee's proposals and motivated statement as well as information about all proposed board members and other documents for the Annual General Meeting are available on the Company's website.

Stockholm, April 2024

Desenio Group AB (publ)

Board of directors

This is a translation of the Swedish original. In case of any discrepancies between this translation and the Swedish original, the latter shall prevail.

PRESS RELEASE
25 April 2024 08:00:00 CEST

DESENIO GROUP

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About Desenio Group

Desenio Group is the leading e-commerce company within affordable wall art in Europe, with a growing presence in North America. We offer our customers a unique and curated assortment of about 9,000 designs as well as frames and accessories in 37 countries via 44 local websites and are steadily expanding to new markets.

Desenio Group is well positioned to build upon our dynamic growth model, including our proprietary technical platform, industrialized creative processes and efficient customer acquisition approach.

We are headquartered in Stockholm, Sweden, with fulfilment centres in Sweden, Czech Republic and USA. Our share is traded on Nasdaq First North Growth market, under the ticker "DSNO".

Certified Adviser

FNCA Sweden AB is the company's certified adviser.

Attachments

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