

Report from the Annual General Meeting of Desenio Group AB (publ)

At the annual general meeting (the “AGM”) of Desenio Group AB (publ) (“Desenio” or the “Company”), on 25 May 2023 the AGM adopted, inter alia, the following resolutions. For more detailed information regarding the contents of the resolutions, please refer to the notice to the AGM and the complete proposals, which have previously been published and are available on the Company’s website, www.deseniogroup.com.

Adoption of the income statement and balance sheet, allocation of the Company’s profit and loss and discharge from liability

The AGM resolved to adopt the income statements and balance sheets of the Company and the group included in the 2022 Annual Report and to discharge the Board of Directors and the CEO from liability for the financial year 2022. The AGM also resolved, in accordance with the Board of Directors’ proposal, that no dividend will be paid for the financial year 2022 and that the Company’s available funds will be carried forward.

Remuneration to the Board of Directors and the auditors

The AGM resolved, in accordance with the nomination committee’s proposal, that the remuneration 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 each of the other board members who is not employed by the Company or representing a major shareholder, an additional SEK 75,000 to the Chairman of the Audit Committee and additionally SEK 30,000 to each of the other members of the Audit Committee not representing a major shareholder, additionally SEK 45,000 to the Chairman of the Remuneration Committee and additionally SEK 20,000 to each of the other members of the Remuneration Committee not representing a major shareholder.

The AGM resolved that remuneration to the auditor shall be paid according to approved invoice.

Election of the Board of Directors and auditor

The AGM resolved, in accordance with the nomination Committee’s proposal, that the Board of Directors shall consist of five (5) ordinary board members without deputies. For the period until the end of the next annual general meeting the AGM re-elected the current board members Alexander Hars, Martin Blomqvist, Max Carlsén, Nathalie du Preez and Sarah Kauss. Furthermore, it was resolved to re-elect Alexander Hars as Chairman of the Board of Directors.

The AGM resolved, in accordance with the nomination committee’s proposal, to re-elect the registered audit firm KPMG AB as auditor for the period until the end of the next annual general meeting. KPMG AB has informed that the authorized public accountant Mathias Arvidsson will remain auditor in charge.

Amendment of the articles of association

The AGM resolved, in accordance with the Board of Directors' proposal, to amend the articles of association in order to be able to use the alternatives specified in the Swedish Companies Act with regard to collect proxies before a general meeting and to decide on postal voting. The amendment of the articles of association entails the Board of Directors to, before a general meeting, decide to collect proxies and that the shareholders shall be able to exercise their voting rights by post in advance of the general meeting.

Resolution on long-term incentive program for employees within the group

The AGM resolved, in accordance with the Board of Directors' proposal, to implement an additional long-term incentive program for employees within the Desenio group ("MIP 2023/2026").

MIP 2023/2026 consists of 1,300,000 warrants. Upon full exercise of all warrants issued within MIP 2023/2026, up to 1,300,000 shares (with reservation for any recalculation) may be issued, equivalent to a maximum dilution of approximately 0.86 percent of the shares and votes of the Company. The dilution calculation has been based on the maximum number of shares and votes which may be issued upon exercise of the warrants of MIP 2023/2026, divided by the total number of shares and votes in the Company after such issues and upon full exercise. Upon full exercise of the warrants, the Company's share capital may be increased by not more than SEK 4,642.86.

Resolution on authorization for the Board of Directors to decide on new issue

The AGM resolved, in accordance with the Board of Directors' proposal, 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 2023 Annual General Meeting. The purpose of the proposed authorization is to secure the Company's commitments under the incentive programs that were decided on at the Extraordinary General Meeting 2018 and the Annual General Meetings 2021 and 2022.

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

Swedish original, the latter shall prevail.

Certified Adviser

FNCA Sweden AB is the company's certified adviser. FNCA can be reached at info@fnca.se.

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PRESS RELEASE
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DESENIO GROUP

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 35 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".

This information is information that Desenio Group AB (publ) is obliged to make public pursuant to the Nasdaq First North Growth Market Rulebook.

Attachments

[Report from the Annual General Meeting of Desenio Group AB \(publ\)](#)