

DS Plattformen

Press release

Stockholm 2023-04-11

Bulletin from the Annual General Meeting on April 11, 2023

DS Plattformen AB (publ) ("**DS Plattformen**" or the "**Company**") announced, through a press release made public on December 21, 2022, that the Company has entered into an agreement to acquire all shares in Whitepearl Holdings Limited conditional upon, *inter alia*, that the general meeting of shareholders in DS Plattformen approves, with the required majority, the transaction and set-off issue as well as certain related proposals for resolutions (the "**Transaction**"). Further information about the Transaction and its procedure can be found in the following press release:

<https://l.cdn.bequoted.com/1/ds-plattformen-ingar-avtal-om-forvarv-av-whitepearl-holdings-100426/Pressmeddelande-DS-Plattformen-ingar-avtal-om-forvarv-av-Whi.pdf>.

DS Plattformen held its Annual General Meeting (the "AGM") in Stockholm on April 11, 2023, whereby resolution have been made regarding, *inter alia*, the approval of the Transaction. Below are the summaries of the resolutions.

Resolution regarding approval of the acquisition of Whitepearl Holdings Limited

The AGM resolved, in accordance with the Board of Directors' proposal, to approve the acquisition of Whitepearl Holdings Limited, reg. no. 219746, a limited liability company formed at Jebel Ali Free Zone, Dubai, United Arab Emirates in accordance with the press release made public by the Company on December 21, 2022, and in accordance with the Company Description prepared by the Company due to the application of listing on Nasdaq First North Growth Market that have been available on the Company's website ahead of the AGM.

Following completion of the Transaction and based on the ownership structure as of today, the two largest owners of Whitepearl Holdings Limited, Webbleton Holdings Ltd and Bendflow Pty Ltd, will each hold approximately 29.45 percent of the share capital and the total number of shares and approximately 29.17 percent of the total number of votes in the Company.

Resolution regarding directed issue of new shares, amendment of the limits of the number of shares stated in the articles of association, and reverse share split

The AGM resolved, in accordance with the Board of Directors' proposal, on a reverse share split, consolidating 15 shares within each share series into one share. In order to enable the reverse split, the AGM also resolved on a directed issue of new shares and to amend the limits of the number of shares stated in the articles of association.

Directed issue of new shares

In order to achieve the quota value proposed by Board of Directors, the AGM resolved to increase the Company's share capital with SEK 0.1887 through the issuance of 3 new shares of series A and 14 new shares of series B.

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The right to subscribe for the new shares of series A and B shall, with deviation from the shareholders' pre-emption rights, vest in BGL Management Aktiebolag. The reason for not applying the shareholders' pre-emption rights is that it is a new issue of shares with a very limited value which

sole purpose is to ensure that the total number of shares in the Company within each share series is evenly divisible by 15. The subscription price for each new share is SEK 12.93. The subscription price corresponds to the theoretical value per share, as calculated by the Board of Directors, after the implementation of the various transactions that are proposed to be approved at the AGM.

Amendment of the limits of the number of shares stated in the articles of association

The AGM resolved to amend the limits of the number of shares stated in the articles of association (§5), in accordance with the proposals presented in the notice convening the AGM.

Reverse share split

The AGM resolved to carry out a reverse share split of the Company's shares (1:15), whereby the number of shares in the Company is reduced by consolidating 15 shares within each share series into one share. The implementation of the reverse share split will result in the total number of shares being reduced from a total of 45,091,875 shares (after registration of the new shares that are issued to BGL Management Aktiebolag) of which 373,335 shares of series A and 44,718,540 shares of series B to a total of 3,006,125 shares, of which 24,889 are shares of series A and 2,981,236 are shares of series B. The share's quota value through the consolidation will increase from SEK 0.0111 to SEK 0.1665.

The reason for the reverse share split is that the Company wants to achieve an appropriate number of shares for the Company. The resolution is conditional upon a guarantor, prior to the consolidation, contributing shares free of charge to those shareholders whose number of shares is not evenly divisible by 15.

Resolution regarding amendment of the limits of the share capital and the number of shares stated in the articles of association and directed issue of new shares of series B

The AGM resolved, in accordance with the Board of Directors' proposal, on a directed share issue of not more than 20,117,913 shares of series B. In order to enable the directed issue of shares, the AGM also resolved to amend the limits of the share capital and the number of shares stated in the articles of association.

Amendment of the limits of the share capital and the number of shares stated in the articles of association

The AGM resolved to amend the limits of the share capital (§ 4) and the limits of the number of shares (§5) stated in the articles of association in accordance with the proposals presented in the notice convening the AGM.

Directed issue of shares of series B

The AGM resolved on a directed share issue to shareholders of Whitepearl Holdings Limited in accordance with an agreement with the so-called nominee shareholder in respect of not more than 20,117,913 shares of series B, entailing an increase in the share capital of not more than SEK 3,349,632.5145 (the calculation of the highest share capital increase is based on the quota value that will apply to the shares after registration with the Swedish Companies Registration Office of the

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resolutions of the reverse split). The reason for not applying the shareholders' pre-emption rights is to enable the acquisition of Whitepearl Holdings Limited. The subscription price for each new share is SEK 12.93. The basis for the subscription price is the theoretical value of the share, as calculated by

the Board of Directors, after the implementation of the various transactions that are proposed to be approved at the AGM and after the execution of the acquisition of Whitepearl Holdings Limited.

Payment can be made by set-off. Subscription shall be made no later than 45 calendar days from the day of the resolution of the AGM.

Resolution regarding amendment of the limits of the share capital stated in the articles of association, and reduction of the share capital without retirement of shares

The AGM resolved, in accordance with the Board of Directors' proposal, to reduce the share capital with SEK 3,341,423.491 without retirement of shares, whereby, in order to enable the reduction, the AGM also resolved to amend the limits of the share capital stated in the articles of association.

Amendment of the limits of the share capital stated in the articles of association

The AGM resolved to amend the limits of the share capital (§ 4) stated in the articles of association in accordance with the proposals presented in the notice convening the AGM.

Reduction of the share capital without retirement of shares

The AGM resolved on a reduction of the share capital of SEK 3,341,423.491. The reduction shall be carried out without retirement of shares entailing that the shares quota value will change from SEK 0.1665 (after registration with the Swedish Companies Registration Office of the previous resolution on the proposed agenda) to SEK 0.022 per share. The purpose of the decrease is allocation to unrestricted equity. The proposal has been submitted with the aim of adjusting the quota value and reducing the increase in share capital as a result of the various increases in share capital as a result of the issue of new shares.

Resolution regarding adoption of new articles of association

The AGM resolved, in accordance with the Board of Directors's proposal, to adopt a new articles of association, in order to reflect the changes that will occur in the Company's operations as a result of the acquisition of Whitepearl Holdings Limited.

The amendment of the articles of association mainly implies, in addition to the amendments regarding the limits of the share capital and the number of shares, the following:

- a change of the Company's company name to White Pearl Technology Group AB (1 §)
- a change of the object of the Company's business (3 §),
- a change of the matters to be addressed at Annual General Meetings (9 §)

Resolution regarding adoption of the income statement and the balance sheet

The AGM adopted the income statement and balance sheet and resolved, in accordance with the proposal of the Board of Directors, that no dividend shall be distributed for the fiscal year 2022 and that available funds will be carried forward into new account.

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Discharge from liability

The AGM discharged the members of the Board of Directors and the CEO from liability for the financial year 2022.

Election of and determination of fees payable to the Board of Directors and auditor

The AGM resolved that the number of Board members shall be four without deputies. Sven Otto Littorin, Mark Nycander Ali, Anna Weiner Jiffer and Marco Marangoni were elected as new members of the Board of Directors. Sven Otto Littorin was elected as the chair of the Board of Directors. Johan Kaijser, LR Revision, was re-elected as auditor.

The AGM resolved that remuneration to the Board of Directors for the period until the end of the next annual general meeting are to be paid with SEK 500,000 to the chair of the Board of Directors and with SEK 200,000 to the board member Anna Weiner Jiffer and that no fees shall be paid to the other Board members. The auditor's fee is paid as incurred in accordance with approved account.

Resolution regarding authorization for the Board of Directors to increase the share capital through the issue of new shares, warrants and/or convertible debentures

The AGM resolved, in accordance with the Board of Directors' proposal, to authorize the Board of Directors to, during the period until the next annual general meeting and with or without deviation from the shareholders' pre-emption rights and on one or more occasions, resolve on the issue of new shares, warrants and/or convertible debentures. Payment shall be made in cash or by non-cash consideration, set-off and may otherwise be subject to conditions.

Resolution to revoke profit distribution resolution of shares in Medicortex Oy

The AGM resolved, in accordance with the Board of Directors' proposal, to revoke the profit distribution resolution of shares in Medicortex Oy, resolved by an extraordinary general meeting of the Company held on October 14, 2021.

All resolutions were passed by the AGM unanimously.

Questions regarding the above are answered by:

Bo Lindén, CEO

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DS Plattformen AB

DS Plattformen AB is a Swedish public limited company, which historically has invested in smaller listed companies in order to create both short-term and long-term high and stable returns to its shareholders via dividends. However, the Company's activities will change in accordance with the resolutions taken by the AGM.