

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

THE NOMINATION COMMITTEE'S PROPOSAL FOR RESOLUTION AT THE ANNUAL GENERAL MEETING ON 25 MAY 2023 (INCLUDING MOTIVATED STATEMENT)

Description of the nomination committee's work for the Annual General Meeting

In accordance with the guidelines adopted by the Annual General Meeting 2022 in Desenio Group AB (publ) (the "**Company**" or "**Desenio**") for the appointment of members of the nomination committee, as well as for the nomination committee's assignment, it was announced on 6 October 2022 that the nomination committee would consist of Jacob Wiström (chairman of the nomination committee, representing Verdane Capital), Martin Blomqvist (representing MBHB Holding AB) and Alexander Hars (in his capacity as chairman of the board of directors of Desenio and third largest shareholder through Hars Holding AB). On 1 December 2022, a change of representative was announced where Thomas Blomqvist replaced Martin Blomqvist as representative of MBHB Holding AB.

The nomination committee has held three (3) official meetings and have had ongoing contact and shorter coordination meetings.

The nomination committee has applied section 4.1 of the Swedish Corporate Governance Code as a diversity policy when preparing its proposal. This means that the nomination committee has had as a starting point that the board of directors shall have a composition that is appropriate with regard to Desenio's operations, stage of development and other circumstances. The nomination committee has also taken into account that the composition of the board members elected by the general meeting shall be characterized by versatility and wide in terms of competence, experience and background.

The nomination committee also considers it important that the board members can devote the time and care required to fulfill their duties as board members in Desenio and the nomination committee has therefore assessed the board members' assignments outside Desenio and the time these assignments require.

The nomination committee has received a report from the Chairman of the board of directors on how the board of director's work has been conducted. The nomination committee has, through the Chairman of the nomination committee, interviewed the board members and the overall evaluation of the board of director's work shows that it is well-functioning. The nomination committee has discussed the size and composition of the board of directors in light of the Company's situation and development opportunities. The nomination committee considers that the competence of the board of directors is good. The nomination committee's intention has been to maintain the board of director's versatility and breadth.

In preparing the nomination committee's proposal for the election of the auditor and resolution on the auditor's fee, the nomination committee has been in contact with the audit committee in order to understand the board of director's and the audit committee's assessment of the quality and efficiency of the auditor's work. The nomination committee's proposal for the election of the auditor and resolution on the auditor's fee is in line with the audit committee's recommendation.

The nomination committee's assessment of the proposed board composition

In the opinion of the nomination committee, the proposed board of directors constitutes a well-balanced composition of persons in terms of competence, experience and extent of different qualifications that together complement each other, while taking into account continuity and diversity. The nomination committee's proposal for the board of directors means that 40 percent of the board members elected by the Annual General Meeting are women. The nomination committee continuously strives for a more even gender distribution on the board of directors. All things considered, the assessment is that the board of directors proposed by the nomination committee has the competence, experience and composition that best suits Desenio in the current situation. The nomination committee continues to work for increased diversity and as equal a board of directors as possible in

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

accordance with rule 4.1 of the Swedish Corporate Governance Code. Furthermore, the nomination committee assesses that the proposed board members have sufficient time to fulfill their tasks as board members of Desenio.

The nomination committee's assessment of the independence of the proposed board members

Taking into account applicable independence rules, the nomination committee has made the following assessment of the proposed board members' independence in relation to Desenio and its management team, and Desenio's major shareholders:

- The nomination committee considers that all proposed board members are independent in relation to Desenio and its management team.
- The nomination committee considers that Nathalie du Preez and Sarah Kauss are independent in relation to Desenio's major shareholders. Thus, the requirement for independence according to rule 4.5 of the Swedish Corporate Governance Code is fulfilled. Alexander Hars, Martin Blomqvist and Max Carlsén are not considered to be independent as they are employed by, and are respectively members of, major shareholders.

The nomination committee's assessment of the proposed remuneration to the board of directors

The nomination committee considers it important that board fees (including fees for committee work) are kept at a level that makes it possible to recruit and retain high and internationally competitive competence to the board of directors of Desenio. The nomination committee has interviewed the Chairman of the board of directors about the scope and complexity of the work of the board of directors and compared Desenio's fees to the board of directors with the fees of other comparable companies on Nasdaq First North Growth Market. Based on this, the nomination committee has concluded that the proposed remuneration for the work of the board of directors and the committees are market-based and reasonable.

Nomination committee's proposal

The nomination committee has, in accordance with the instruction adopted by the Annual General Meeting 2022 and the Swedish Corporate Governance Code, been tasked with preparing proposals on the following issues to be presented at Desenio's Annual General Meeting 2023:

- proposal for the chair of the Annual General Meeting;
- propose the number of board members elected by the general meeting and, where appropriate, the number of auditors;
- proposals for the remuneration of the non-executive board members and of the non-executive members of its various committees (if any);
- proposal for auditors' fees;
- proposals for the election of the Chairman and other board members, and the election of auditors; and
- where appropriate, proposed guidelines for the appointment of members of the nomination committee and for the tasks of the nomination committee.

The nomination committee's proposed resolutions are presented below. The nomination committee has decided not to propose any changes to the instruction for the nomination committee that was adopted at the Annual General Meeting 2022 and, according to the decision of the Annual General Meeting, applies until further notice.

The nomination committee of the Company proposes that the Annual General Meeting on 25 May 2023 resolves on the following:

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

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 seven (7) 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. Jakob Tolleryd and Cecilia Marlow have declined re-election. 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.

Stockholm, April 2023

Desenio Group AB (publ)

Nomination committee