

The Board of Directors of Desenio Group AB (the “Company”)'s complete proposal for resolution on issue of warrants and implementation of a long-term CEO Incentive Program 2026/2029

Background and motives

The Board proposes that the Annual General Meeting resolves on implementation of a long-term incentive program for the Company's CEO ("**CEO Incentive Program 2026/2029**").

The purpose of the CEO Incentive Program 2026/2029 is to ensure long-term commitment from the Company's CEO through a remuneration system linked to the Company's future value growth and constitutes an agreement between the Company's CEO and the Company in connection with employment. The Board considers that it is in the interest of all shareholders that the Company's CEO, who is considered important for the Group's development, has a long-term interest in positive value development of the share in the Company. Through the implementation of a share-related incentive program, a long-term ownership commitment is created, which is thereby expected to stimulate an increased interest in the business and the earnings trend.

The CEO Incentive Program 2026/2029 consists of warrants to be transferred to the Company's CEO. The warrants have a total term of approximately three (3) years, in accordance with an agreement dated 20 February 2026 between the Company's CEO and the Company. The agreement is conditional upon the approval of the general meeting. The holder is entitled to exercise the warrants for subscription of ordinary shares during an exercise window of two (2) weeks from and including the date of publication of the Company's Q4 report 2028.

In light of the above, the Board proposes that the Annual General Meeting resolves to issue warrants and implement the CEO Incentive Program 2026/2029 in accordance with the proposal below.

A) Issue of warrants

The Board of Directors proposes that the Annual General Meeting resolves on a directed issue of a maximum of 165,000,000 warrants of series CEO 2026/2029, where each warrant entitles to subscription of one (1) ordinary share, entailing an increase of the share capital upon full exercise with a maximum of SEK 589,285.72. The following conditions shall otherwise apply to the resolution:

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, belong to the Company. The Company shall transfer the warrants to the Company's CEO in accordance with section B below.
2. The reasons for the deviation from the shareholders' preferential rights are to implement the CEO Incentive Program 2026/2029, whereby the Company's CEO shall participate in and promote a positive value development of the share in the Company throughout the entire period covered by the proposed incentive program, and that the Company shall retain competent and committed personnel. The implementation of the program constitutes an agreement between the Company's CEO and the Company.
3. The warrants shall be issued to the Company free of charge.

4. Subscription for the warrants shall take place on a separate subscription list no later than 10 June 2026. The Board of Directors is entitled to extend the subscription period.
5. Oversubscription is not permitted.
6. Each warrant entitles the holder to subscribe for one (1) new ordinary share in the Company from and including the first trading day following the date of publication of the Company's Q4 report 2028 up to and including the day falling fourteen (14) calendar days thereafter.
7. If the holder intends to subscribe for ordinary shares via a so-called net strike in accordance with point 13 below, subscription shall instead take place from and including the sixth trading day following the date of publication of the Company's Q4 report 2028 up to and including the last day for subscription determined in accordance with point 6 above.
8. If a warrant holder is prevented from subscribing for shares during the subscription period due to Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the Market Abuse Regulation) or other applicable legislation in force at any time, the Company's Board of Directors shall be entitled to permit such holder to subscribe for shares instead as soon as they are no longer prevented from doing so, but no later than 30 calendar days after such impediment has ceased.
9. Each warrant entitles the holder, during the exercise period, to subscribe for one (1) ordinary share in the Company at a subscription price of SEK 0.0830, in accordance with the agreement between the Company and the Company's CEO. However, the price shall not be less than the quota value of the share. If the subscription price exceeds the quota value of the shares, the share premium shall be transferred to the unrestricted premium reserve upon exercise of the warrants.
10. Warrants held by the Company and not transferred in accordance with section B may be cancelled by the Company following a resolution by the Company's Board of Directors. Cancellation shall be notified to the Swedish Companies Registration Office for registration.
11. The new ordinary shares issued upon subscription of ordinary shares through exercise of the warrants shall entitle to dividends for the first time on the record date for dividends that falls immediately after the new ordinary shares have been registered with the Swedish Companies Registration Office and entered in the share register maintained by Euroclear Sweden AB.
12. The subscription price for the warrants, determined as set out above, shall be rounded to the nearest SEK 0.00001, whereby SEK 0.00005 shall be rounded up. Furthermore, the subscription price, as well as the number of ordinary shares that the warrant entitles to subscription for, may be recalculated in the event of a split, consolidation, bonus issue, new issue and in certain other cases in accordance with customary recalculation terms.
13. Upon exercise of the warrants, the warrant holder may choose to subscribe for ordinary shares at the share's quota value via a so-called net strike, rather than at the subscription price that would otherwise have applied, and to subscribe for a lower number of ordinary shares than the warrants would otherwise have entitled them to in total. This results in a reduced dilution effect as fewer new ordinary shares are issued, but the financial terms for the warrant holder remain the same as a lower subscription price is paid per ordinary share.

The number of ordinary shares that the warrant holder may subscribe for when applying the net strike is based on the market value of the ordinary share at the start of the exercise period.

14. If a recalculation in accordance with the net strike provision results in the total number of ordinary shares that the warrant holder may subscribe for, after recalculation, being negative or zero, the net strike provision shall not apply.
15. The full terms and conditions of the warrants are set out in [Appendix 1B](#).

B) Approval of transfer of warrants

Right of acquisition

The right to acquire warrants free of charge from the Company shall be granted to the Company's CEO. The warrants may be acquired personally or through a wholly-owned company.

A total of up to 165,000,000 warrants of series CEO 2026/2029 will be allocated and transferred to the Company's CEO under the CEO Incentive Program 2026/2029.

The Company is entitled to repurchase the warrants from the holder free of charge if the participant's employment or assignment within the Group ceases, or if the participant in turn wishes to transfer the warrants before they can be exercised, or if the warrant holder does not wish to exercise all the acquired warrants and notifies the Company of this.

Repurchase of warrants may not, however, take place during any period in which trading in the Company's shares is prohibited under Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the Market Abuse Regulation), unless the Company grants an exemption for the transaction in accordance with the Market Abuse Regulation, or other applicable legislation in force at any time.

Notification period

Notification of acquisition of warrants shall be made during the period from and including 11 June 2026 up until and including 15 June 2026. However, the Board of Directors shall be entitled to extend the period for notification of acquisition.

If the Company's CEO, upon applying for the CEO Incentive Program 2026/2029, is prevented from acquiring warrants in the Company under market abuse rules or similar regulations, warrants shall instead be acquired as soon as such restrictions no longer apply.

Price and payment, etc.

The warrants shall be transferred to the Company CEO free of charge.

C) Further information on the issue and the transfer

Dilution

Upon full subscription by exercise of all warrants, 165,000,000 new ordinary shares (subject to any recalculation) may be issued, which corresponds to a dilution of approximately 5.24 per cent of the total number of shares and votes in the Company. The dilution of shares is calculated as the total number of new shares and votes that may be issued upon exercise of all warrants issued in accordance with this resolution proposal, divided by the maximum total number of shares and votes in the Company after exercise of all warrants that may be issued in accordance with this resolution proposal.

Given that the Company may in total transfer a maximum of 330,000,000 warrants under the Employee Incentive Program 2026/2029 and the CEO Incentive Program 2026/2029, the total dilution for both programs amounts to a maximum of approximately 9.94 per cent of the total number of shares and votes in the Company.

Outstanding incentive programs

The Company currently has no outstanding share-based incentive programs.

Calculation of market value

The market value of the warrant is, according to a preliminary valuation, based on a market value of the underlying share of SEK 0.0528, SEK 0.0069 per warrant, assuming a subscription price of SEK 0.0830 per share. The Black & Scholes model has been used for the option valuation, assuming a risk-free interest rate of 1.99 per cent and a volatility of 37.5 per cent.

Effects on key performance indicators and costs

As the warrants are allocated for no consideration, an IFRS 2 expense (non-cash) of approximately SEK 1.1 million will arise, along with SEK 0.4 million in social security contributions. It is assumed that these costs can be amortised over the period until the Company's repurchase right expires in accordance with point B above.

Other costs in the form of fees to external advisers, valuation, in-house work and the practical administration of the incentive program, are estimated to amount to approximately SEK 150,000 over the term of the incentive program.

Preparation of the proposal

The proposal for the CEO Incentive Program 2026/2029 has been prepared by the Board in consultation with external advisers. The Company's CEO has not participated in the preparation of the terms and conditions.

D) Authorizations and decision-making rules

The Annual General Meeting instructs the Board of Directors of the Company to implement the resolution in accordance with section A above and to carry out the transfer of warrants in accordance with section B above.

The Board of Directors, or the person designated by the Board of Directors, shall be authorized to make such minor adjustments to the resolution as may be necessary in connection with registration with the Swedish Companies Registration Office or due to other formal requirements.

A valid resolution under this item requires the support of shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the Annual General Meeting.

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

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Stockholm, May 2026
Desenio Group AB
The board of directors