

*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 Board of Directors of Desenio Group AB (the "Company") complete proposal for resolution regarding approval of a related-party transaction**

### **Background**

For the Annual General Meeting, major shareholders have proposed re-election of the current board members Martin Weiss, Andreas Otto and Petra von Strombeck, as well as new election of Konark Modi as an ordinary board member. In light of the recent challenges faced by the Company, the Company, through its subsidiary Desenio AB, reg. no. 556763-0693, decided to engage the proposed board members, Martin Weiss, Andreas Otto, Petra von Strombeck and Konark Modi (through wholly-owned consultancy companies) (the "**Consultants**" or, individually, the "**Consultant**") under consultancy agreements (the "**Agreements**") to perform services for the Company that go beyond their ordinary board duties.

Major shareholders of the Company have submitted a proposed resolution to the Board regarding the approval of the Agreements, which the Board has subsequently decided to refer to the Annual General Meeting for approval. The proposal is set out below.

### **Proposed resolution**

The Board proposes that the Annual General Meeting resolves to approve the Agreements in accordance below. The Agreements are considered to be significant transactions within the meaning of AMN 2019:25 (Swedish Securities Council). The Board hereby provides the following report regarding the Agreements.

### **Report**

As stated above, the Agreements have been entered into with the Consultants for services that go beyond their regular board duties. Under the Agreements, the Consultants will support the Company in areas including financial governance, operational efficiency, capital allocation, investor relations and strategic planning (the "**Services**"). The proposed remuneration for the Services, for each Consultant, consists of a fixed base remuneration and performance-based components. For the avoidance of doubt, the Agreements state that no remuneration shall be paid for the performance of services deemed to fall within the scope of the board duties. The proposal to enter into the Agreements and to approve the Agreements, in accordance with this proposed resolution, originates from the Company's major shareholders but has been submitted by the Board in accordance with applicable rules.

The reasons for entering into the Agreements are as follows. The Company is in a strained financial situation with significant challenges relating to, inter alia, refinancing, liquidity and operational profitability. Against this background, major shareholders and the Board have assessed that there is an urgent need for qualified support in the areas covered by the Services, beyond what falls within the scope of ordinary board duties. The Consultants possess specific expertise and experience in the areas critical to the Company. Furthermore, engaging the Consultants has been assessed to be the most effective and appropriate solution having regard to the Company's current financial position and the urgent need for action.

The Consultants shall receive the following fees in accordance with the Agreements.

### Martin Weiss

A fixed fee of EUR 200,000 per year, excluding VAT. Any additional work beyond what is stipulated in the agreement shall be remunerated with a maximum of EUR 25,000 per year, calculated at EUR 3,500 per additional day. In addition, the following variable remuneration applies:

- Upon refinancing of the Company's existing bonds (ISIN: NO0013481374) for a minimum of SEK 350 million, the Consultant is entitled to a bonus payment equivalent to 0.50 per cent of the refinanced amount.
- Upon an exit, the Consultant is entitled to a bonus payment of EUR 100,000 provided that the Company's equity value amounts to at least SEK 250 million, and in addition a further 0.75 per cent of the equity value exceeding SEK 250 million.

### Andreas Christian Otto, Konark Modi and Petra von Strombeck

A fixed fee of between EUR 60,000-75,000 per year, excluding VAT. In addition, the following variable remuneration applies:

- Upon refinancing of the Company's existing bonds (ISIN: NO0013481374) of at least SEK 350 million, the Consultant is entitled to a bonus payment corresponding to 0.25 per cent of the refinanced amount.
- Upon an exit, the Consultant is entitled to a bonus payment of between EUR 75,000-100,000 provided that the Company's equity value amounts to at least SEK 250 million, and in addition a further 0.50 per cent of the equity value exceeding SEK 250 million.

### **Fairness Opinion**

The Board has obtained an independent valuation from BDO Mälardalen AB ("**BDO**") which confirms that the Agreements, from a financial perspective, are fair to the shareholders and the Company. The statement from BDO is available on the Company's website. Finally, the Board's assessment is that the Agreements are on market terms, that the Agreements contain customary terms and conditions, and that the Agreements are advantageous to the Company.

The Company's costs for the Agreements are estimated to correspond to the fixed fees for each Consultant and the sum of any bonus payments.

For a valid resolution, the proposal must be supported by shareholders representing more than half of the votes cast at the general meeting. In the general meeting's resolution regarding approval of a related-party transaction, shares held by the related party shall not be taken into account. Nor shall shares held by another company in the same group as the related party be taken into account.

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Stockholm in May 2026

**Desenio Group AB**

The Board of Directors