

## **NOTICE OF ANNUAL GENERAL MEETING OF DESENIIO GROUP AB (PUBL)**

The shareholders of Desenio Group AB (publ) (the “**Company**”), reg. no. 559107–2839, are hereby given notice to attend the Annual General Meeting to be held at 10:00 CEST on 9 June 2026, in the Company's premises at Maria Bangata 4A, 118 63 Stockholm. Registration for the meeting commences at 09:30 CEST.

### **NOTICE OF PARTICIPATION**

Shareholders who wish to attend in the proceedings of the Annual General Meeting must:

- (i) be entered in the share register kept by Euroclear Sweden AB on the record date, as of 1 June 2026; and
- (ii) notify the Company of their and any possible attending counsels’ participation in writing by post to Desenio Group AB (publ), Att: Annual General Meeting, Box 11025, 100 61 Stockholm, Sweden or by e-mail to [carl.caap@deseniogroup.com](mailto:carl.caap@deseniogroup.com) no later than on 2 June 2026.

The notification must include full name, personal or corporate identity number, address, daytime telephone number and, where applicable, details of deputies, proxies and counsels. The number of counsels may not exceed two. To facilitate registration for the meeting, the notification should, where applicable, be accompanied by powers of attorney, registration certificates and other authorization documents.

Personal data obtained from the share register kept by Euroclear Sweden AB and participation in the meeting and information on deputies, proxies and counsels will be used for preparation of the voting list for the meeting and, where applicable, the minutes of the meeting. Personal data is handled in accordance with the General Data Protection Regulation (Regulation (EU) No 2016/679 of the European Parliament and of the Council). For comprehensive information regarding how personal data is handled, please refer to: <https://www.euroclear.com/dam/esw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

### **NOMINEE-REGISTERED SHARES**

To be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to providing notification of their participation to the Annual General Meeting, register the shares in their own name so that the shareholder is registered in the share register on the record date as of 1 June 2026. Such re-registration may be temporary (so-called “voting rights registration”) and is carried out through the nominee according to their procedures at a time predetermined by the nominee. Voting rights registration that has been completed by the nominee not later than on 3 June 2026, will be considered in the presentation of the share register.

### **PROXY**

Shareholders represented by proxy shall issue a written power of attorney for the proxy, signed and dated by the shareholder. If the power of attorney is issued by a legal entity, a copy of the registration certificate shall be attached or, if such document does not exist, a corresponding authorization document. A copy of the power of attorney and any registration certificate should be sent to the Company well in advance of the meeting. The original power of attorney must also be presented at the meeting.

The Company provides shareholders with a proxy form, which can be obtained at the Company's head office or on the Company's website <https://deseniogroup.com/en/governance/general-meetings/>.

## **PROPOSED AGENDA**

1. Election of the Chairman of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination as to whether the meeting has been duly convened
6. Presentation of the annual report, auditor's report, consolidated accounts and the auditor's report on the consolidated accounts
7. Resolution on
  - a. adoption of the income statement and balance sheet and consolidated income statement and consolidated balance sheet
  - b. the allocation of the Company's result as per the adopted balance sheet
  - c. discharge from liability for members of the board of directors and the CEO
8. Determination of the number of board members and auditors
9. Determination of remuneration to the board of directors and the auditors
10. Election of the board of directors and audit firm or auditors, and deputy auditors, if any
11. Resolution regarding approval of a related-party transaction
12. Resolution on issuance of warrants and implementation of long-term CEO incentive program 2026/2029
13. Resolution on issuance of warrants and implementation of long-term employee incentive program 2026/2029
14. Resolution on authorization for the board of directors to decide on new issue of shares and issue of warrants and/or convertibles
15. Closing of the meeting

## **THE MAJOR SHAREHOLDERS PROPOSED RESOLUTION WITH RESPECT TO ITEMS 1 AND 8-10 ON THE AGENDA**

### **Item 1. Election of the Chairman of the meeting**

The major shareholders proposes that Emil Apelman 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 four (4) ordinary members without deputies. The major shareholders proposes that the board of directors shall consist of four (4) ordinary members without deputies for the period until the end of the next Annual General Meeting.

The major shareholders 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**

Major shareholders proposes that no remuneration shall be paid to the board of directors.

The major shareholders 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 major shareholders propose re-election of the current board members Martin Weiss, Andreas Otto and Petra von Strombeck, and Konark Modi is proposed to be elected as new board member. Erik Flinck has declined re-election. Martin Weiss is proposed to be re-elected as Chairman of the board of directors.

##### Brief description of Konark Modi

Konark Modi is an experienced expert in tech and has held senior positions at the search engine company Cliqz – now part of Brave – as well as at HolidayCheck AG, one of Europe's leading online travel companies.

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 major shareholders 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.

#### **THE BOARD OF DIRECTORS PROPOSED RESOLUTIONS WITH RESPECT TO ITEMS 7b AND 11-14**

##### **Item 7b. Resolution on the allocation of the Company's result as per the adopted balance sheet**

The board of directors proposes that no dividend be paid for the financial year 2025 and that the available funds be carried forward.

##### **Item 11. 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 a 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.

## **Item 12. Resolution on issuance of warrants and implementation of 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 the Board of Directors complete proposal.

## **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.

### **Item 13. Resolution on issuance of warrants and implementation of long-term incentive program employees 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 current and future senior executives, other key persons and other employees in the group ("**Employee Incentive Program 2026/2029**").

The purpose of the Employee Incentive Program 2026/2029 is to ensure long-term commitment among the Company's senior executives, other key persons and other employees within the group through a remuneration system linked to the Company's future value growth. The Board considers that it is in the interest of all shareholders that such persons, who are considered important for the Group's development, have a long-term interest in positive 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 expected to stimulate an increased interest in the business and the earnings trend.

The Employee Incentive Program 2026/2029 consists of warrants to be transferred to the Company's current and future senior executives, other key persons and other employees in the group (the "**Participants**"). The warrants have a total term of approximately three (3) years and one (1) month. The holder is entitled to exercise the warrants for subscription of ordinary shares during two separate quarterly exercise windows of two (2) weeks each. The period from the acquisition of the warrants to the earliest date for exercising the warrants amounts to approximately two (2) years and ten (10) months and is thus slightly shorter than three (3) years. The exercise period for the warrants has been determined with regard to the publication of the Company's quarterly reports (and the associated quiet periods), and the Board therefore considers it justified to have a term that is marginally less than three (3) years.

In light of the above, the Board proposes that the Annual General Meeting resolves to issue warrants and implement the Employee 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 Employee 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 Participants in accordance with section B below.
2. The reasons for the deviation from the shareholders' preferential rights are to implement the Employee Incentive Program 2026/2029, whereby the Participants shall participate in and promote a positive value development in the Company throughout the entire period covered by the proposed program, and that the Company shall retain competent and committed personnel.
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 during the following two periods:
  - i. From and including the first trading day following the date of publication of the Company's Q1 report for 2029 up to and including the day falling fourteen (14) calendar days thereafter.
  - ii. From and including the first trading day following the date of publication of the Company's Q2 report for 2029 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 during the following two periods:
  - i. From and including the sixth trading day following the date of publication of the Company's Q1 report for 2029 up to and including the final subscription date determined in accordance with point 6(i) above.
  - ii. From and including the sixth trading day following the date of publication of the Company's Q2 report for 2029 up to and including the final subscription date determined in accordance with point 6(ii) 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 corresponding to 150 per cent of the average volume-weighted price of the Company's share on Nasdaq First North Growth Market during the period from 26 May 2026 to 8 June 2026. However, the price shall not be less than the quota value of the share. Day without price quotation shall not be included in the calculation. 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, warrant holders 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 holders remain the same as a lower subscription price is paid per ordinary share. The number of ordinary shares that warrant holders 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 Board of Directors complete proposal.

## **B) Approval of transfer of warrants**

### *Right of allocation*

Entitlement to receive warrants free of charge from the Company shall be granted to the Company's current and future senior executives, other key persons and other employees in the group. The warrants may be received personally or through a wholly-owned company.

The allocation of warrants and the Participants' right to receive allocation of warrants have been differentiated with reference to position, responsibility and performance within the group.

A total of up to 165,000,000 warrants of series Employee 2026/2029 will be allocated and transferred to the Participants under the Employee Incentive Program 2026/2029, distributed across the following allocation categories:

| <b>Category</b>                         | <b>Maximum number of warrants per Participant</b> | <b>Maximum number of warrants in the category</b> |
|---|---|---|
| Senior executives (up to 2 persons)     | 27,500,000  | 55,000,000  |
| Other key personnel (maximum 5 persons) | 13,750,000  | 68,750,000  |
| Other employees (maximum 9 persons)     | 4,583,333   | 41,250,000  |
| <b>Total</b>                            |   | <b>165,000,000</b>                                |

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 warrants acquired and notifies the Company of this.

However, the repurchase of warrants may not 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 the time.

The right to receive warrants free of charge from the Company shall only be granted to persons who have not resigned or been dismissed at the end of the application period.

In order to encourage participation and contribute to the financing of benefit taxation in the Employee Incentive Program 2026/2029, a grant may be paid equivalent to 50 per cent of the market value of

the warrants, calculated by an independent third party using the Black–Scholes model. In such cases, payment of the grant will be made at the latest in March 2027.

#### *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 of the Company shall be entitled to extend the period for notification of acquisition.

If, upon applying for the Employee Incentive Program 2026/2029, the Participant 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 free of charge to the Participants.

Warrants that are not allocated and transferred following the standard notification period for participation in the Employee Incentive Program 2026/2029, the Company shall be entitled, for a period of six months from the resolution of the Annual General Meeting, to offer any senior executives, other key persons and other employees employed in the group during this period following the Annual General Meeting, to acquire warrants in accordance with the guidelines for allocation and entitlement to participate, and otherwise on the terms set out in this proposal.

### **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 9.96 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 0.1145, SEK 0.0174 per warrant, assuming a subscription price of SEK 0.1718 per share. The Black & Scholes model has been used for the option valuation, assuming a risk-free interest rate of 2.46 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 2.9 million will arise, along with SEK 0.9 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.

In addition, there will be a cost of approximately SEK 1.4 million in grants and approximately SEK 0.5 million in social security contributions. In the event that pension costs (under the ITP or equivalent) arise, the cash compensation shall be reduced so as to ensure cost neutrality for the Company.

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 matter*

The proposal for the Employee Incentive Program 2026/2029 has been prepared by the Board in consultation with external advisers. No employee who may be covered by the incentive program has 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 authorised 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.

#### **Item 14. Resolution on authorization for the board of directors to decide on new issue of shares and issue of warrants and/or convertibles**

The board of directors proposes that the Annual General Meeting resolves 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 Annual General Meeting 2026.

The purpose of the proposed authorization is to increase the financial flexibility of the Company. Should the board of directors resolve on an issue with deviation from the shareholders' preferential rights, the reason for this shall be to provide the Company with working capital and/or new owners of strategic importance to the Company and/or to otherwise strengthen the Company's financial position. Upon such deviation from the shareholders' preferential rights, the new issue shall be made at market terms and conditions, subject to a customary issue discount, where applicable.

The Annual General Meeting is further proposed to authorize the board of directors, the CEO or a person appointed by the board of directors to make such minor amendments in the resolution proven necessary for registration at the Swedish Companies Registration Office.

A resolution by the Annual General Meeting in accordance with the board of director's proposal to authorize the board of directors to resolve on new issue of shares and issue of warrants and/or convertible debentures requires approval of votes cast and shares represented at the meeting representing not less than two-thirds (2/3).

## **SHAREHOLDERS RIGHT TO REQUEST INFORMATION**

Pursuant to Chapter 7, Sections 32 and 57 of the Swedish Companies Act, the board of directors and the CEO shall, if any shareholder so request and the board of directors deems that it may be done without significant harm to the Company, provide information at the meeting regarding circumstances that may affect the assessment of a matter on the agenda and conditions that may affect the assessment of the Company's financial situation. The disclosure requirement also covers the Company's relationship to another group company, the consolidated financial statements and such relationships concerning subsidiaries as referred to in the previous sentence.

## **DOCUMENTATION**

Accounting documents and the auditor's report will be available at the Company no later than three (3) weeks before the Annual General Meeting and the board of directors' complete proposals will be available at the Company's head office on Maria Bangata 4A in Stockholm no later than two (2) weeks before the Annual General Meeting and will be sent to shareholders who so request and provide their postal address. The documents will also be available on the Company's website, <https://deseniogroup.com/en/governance/general-meetings/>, from the same date. The major shareholders' proposals and motivated statement as well as information about all proposed board members and other documents for the Annual General Meeting are available on the Company's website.

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Stockholm, May 2026

**Desenio Group AB (publ)**

*Board of directors*

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