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## **PROPOSALS BY THE MAJORITY SHAREHOLDERS FOR RESOLUTIONS AT THE ANNUAL GENERAL MEETING ON 12 MAJ 2022**

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

The majority shareholders propose that Alexander Hars or, in the event he is prevented from participating, the person designated by the Board of Directors, 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 majority shareholders propose that the Board of Directors shall continue to consist of seven (7) ordinary members without deputies for the period until the end of the next Annual General Meeting.

It is further proposed that a registered auditing firm be appointed as auditor, with no deputy auditors.

### **Item 9 Determination of remuneration to the Board of Directors and the auditors**

The majority shareholders propose that the remuneration be distributed as follows: SEK 400,000 to the Chairman of the Board of Directors, SEK 200,000 to each of the other board members who is not employed by the Company or representing a major shareholder, additionally SEK 75,000 to the Chairman of the Audit Committee and additionally SEK 30,000 to each other member of the Audit Committee not representing a major shareholder, additionally SEK 45,000 to the Chairman of the Remuneration Committee and additionally SEK 20,000 to each other member of the Remuneration Committee not representing a major shareholder.

The majority shareholders further propose that Jakob Tolleryd should receive retroactive board fees for the period from 1 October 2021 up to and including 30 April 2022, amounting to SEK 116,667.

The board fees amount to SEK 1,390,000 and the retroactive fee amount to SEK 116,667. The total fees amount to SEK 1,506,667.

Audit fees will be paid according to approved invoices.

### **Item 10 Election of the Board of Directors and the auditors and any deputy auditors.**

The majority shareholders propose re-election of the board members Alexander Hars, Nathalie du Preez, Jakob Tolleryd, Martin Blomqvist, Max Carlsén, Sarah Kauss and Cecilia Marlow. The majority shareholders also propose that the General Meeting shall re-elect Alexander Hars as Chairman of the Board of Directors.

Information on the proposed board members main education and professional experience, assignments in the Company and other significant assignments, etc. is available on the Company's website <https://www.deseniogroup.com/board-of-directors>.

The majority shareholders propose that the registered audit firm KPMG AB is re-elected as the Company's auditor until the end of the next Annual General Meeting. KPMG AB has informed that, if KPMG AB is elected as auditor, authorized public accountant Mathias Arvidsson will remain auditor in charge.

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**Item 11            Resolution on the principles for appointing members of the Nomination committee and the duties of the Nomination committee**

The majority shareholders propose that the General Meeting adopts the following guidelines, to apply until further notice, for the appointment of members of the Nomination committee and for the mandate of the Nomination committee:

**Composition**

The Company is to have a Nomination committee comprised of members appointed by each of the three largest shareholders in terms of votes and the Chairman of the Board of Directors. At the formation of the Nomination committee, the shareholding in the Company, based on information from Euroclear Sweden AB on the last banking day of August and other reliable shareholder information which has been provided to the Company at such time, is to determine the largest shareholders in terms of votes. When determining which the three largest shareholders are in terms of votes a group of shareholders shall be considered as one owner if they (i) have been organized as a group in the Euroclear system or (ii) have made public and notified the Company that they have made a written agreement to take - through the coordinated exercise of voting rights - a common long-term view on the management of the Company. If the shareholder does not exercise his or her right to appoint a member, the second largest shareholder by votes shall be entitled to appoint a member of the Nomination committee, and so on. However, there is no need to contact more than maximum two additional shareholders, unless the chairman of the Board of Directors finds that there are special reasons for such an action. In connection to the appointment of a new Nomination committee, the chairman of the Board shall, in an appropriate manner, contact the three largest identified shareholders and invite them, within a reasonable period of time which shall not exceed ten banking days, to name in writing the person the shareholder wishes to appoint as a member of the Nomination committee.

The majority of the members of the Nomination committee shall be independent in relation to the Company and the Company management. The managing director or any other person from the executive management shall not be a member of the Nomination committee. At least one of the members of the Nomination committee shall be independent in relation to the, in terms of voting rights, largest shareholder in the Company or group of shareholders who cooperate regarding the Company's management. Board members may form part of the Nomination committee, but shall not constitute a majority of the members of the Nomination committee. If more than one board member is included in the Nomination committee, at the most one of them may be dependent in relation to the Company's major shareholders.

Information on the finally appointed Nomination committee shall include the names of the three appointed members, together with the names of the shareholders who nominated them and shall as a general rule be published in connection with the interim report for the third quarter but no later than six months before the planned annual general meeting. The Nomination committee's period of mandate is until the appointment of a new Nomination committee. The chairman of the Nomination committee shall, unless otherwise agreed by the members, be the member appointed by the largest shareholder in terms of the number of votes. The chairman of the Board of Directors or other board member shall not be the chairman of the Nomination committee.

If one or more of the shareholders who nominated members of the Nomination committee are no longer one of the three largest shareholders in terms of the number of votes, members appointed by these shareholders shall make their seats available and the shareholder(s) who have become one of the three largest shareholders in terms of voting rights shall be entitled to appoint their members. However, if there are no special reasons, no changes shall take place in the composition of the

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Nomination committee if only marginal changes in the number of votes have taken place or if the change occurs later than two months before the annual general meeting. Shareholders who have appointed a member of the Nomination committee have the right to dismiss such a member and appoint a new member of the Nomination committee, as well as to appoint a new member if the member appointed by the shareholder chooses to leave the Nomination committee. Changes in the composition of the Nomination committee shall be made public by way of a press release as soon as such changes have taken place.

### **Proposals to the annual general meeting**

In the following matters, the Nomination committee shall present proposals to be submitted to the annual general meeting for resolution:

- proposal for chairman of the annual general meeting;
- proposals for the number of board members elected by the general meeting and, if applicable, the number of auditors;
- proposals for remuneration to non-employed members of the board and to non-employed members of the Board of Directors' various committees (if committees exist);
- proposals for remuneration for auditors';
- proposals for the nomination of the chairman of the Board of Directors and other board members and the nomination of auditors; and
- if applicable, proposals for principles for appointing members of the Nomination committee and for the Nomination committee's duties.

### **Meetings**

The Company's chairman of the Board of Directors is convening the first meeting and shall ensure that the Nomination committee immediately receives relevant information about the result of the board of director's completed evaluation of its work. Such information shall be provided no later than during October and shall include information on the board of director's working methods and the effectiveness of its work. In addition to the first meeting, the Nomination committee shall meet when necessary to fulfill its tasks, whereby notice of meetings shall be issued by the Chairman of the Nomination committee.

If a member requests that the Nomination committee shall convene, that request shall be complied with. The Nomination committee is competent to make decisions if at least three of the members are present. The decisions of the Nomination committee are passed by a simple majority of votes cast by members present at the meeting. In the event of tied votes, the Chairman of the Nomination committee has the casting vote.

### **Remuneration**

The members of the Nomination committee shall not receive remuneration from the Company. The Company shall pay any costs incurred in connection with the work of the Nomination committee, provided that the chairman of the Board of Directors has approved these. At the request of the Nomination committee, the Company shall provide human resources such as secretarial function in the Nomination committee to facilitate its work.

### **Attendance at general meeting**

Representatives of the Nomination committee should always attend the Annual General Meeting.

### **Changes of this instruction**

The Nomination committee shall continuously evaluate these instructions and its work and submit proposals of changes of this instruction when considered appropriate.