

Notice of Extraordinary General Meeting of Desenio Group AB (publ)

The shareholders of Desenio Group AB (publ) (the "**Company**"), reg. no 559107-2839, are hereby invited to the Extraordinary General Meeting on Thursday, 24 June 2021. To counteract the spread of covid-19, the Board of Directors has decided that the Extraordinary General Meeting shall be conducted without the physical presence of shareholders, representatives, or outsiders and that the shareholders before the meeting shall have the opportunity to exercise their voting rights by post.

RIGHT TO ATTEND THE GENERAL MEETING

Shareholders who wish to participate in the meeting shall:

- (i) be entered as a shareholder in the share register kept by Euroclear Sweden AB on Wednesday, 16 June 2021, whereas registration of voting rights regarding nominee-registered shares that have been made no later than Friday, 18 June 2021 will be taken into account, and
- (ii) have registered by casting their postal vote in accordance with the instructions under the heading *Postal voting* below so that the postal vote have been received by the Company no later than Wednesday, 23 June 2021.

Personal data collected from the share register and the notification of attendance will be used for the preparation of the voting register for the meeting and, where applicable, minutes of the meeting. Personal data is processed in accordance with the General Data Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and of the Council).

NOMINEE-REGISTERED SHARES

Shareholders who have their shares registered in the name of a nominee must, in order to exercise their voting rights at the meeting, register their shares in their own name (so-called "voting registration") in the share register kept by Euroclear Sweden AB by the latest on Wednesday, 16 June 2021. Such voting registration, which is temporary, must be duly effected no later than Friday, 18 June 2021, which means that the shareholder must ask their nominee to effectuate the voting registration well in advance of said date.

POSTAL VOTING

The Board of Directors of the Company has decided that the shareholders of the Company at the Extraordinary General Meeting shall be able to exercise their voting rights by mail and email in accordance with Section 20 and Section 22 of the Swedish Act (2020:198) regarding Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations. For postal voting, shareholders shall use the postal voting form available on the Company's website www.deseniogroup.com/general-meetings and the Company's office.

Completed and signed form for postal voting is sent by mail to Desenio Group AB (publ), box 11025, 100 61 Stockholm or by e-mail to ir@deseniogroup.com. If shareholders cast a postal vote by proxy, the proxy form shall be attached to the form for postal voting. Proxy forms are provided on request

and are also available on the Company's website, www.deseniogroup.com/general-meetings. If the proxy has been issued by a legal person, a copy of the registration certificate must be attached or, if such document does not exist, the corresponding document shall be attached to the postal voting form.

Shareholders may not provide the postal vote with specific instructions or conditions. In such case, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

DRAFT AGENDA

1. Election of the Chairman of the General Meeting.
2. Preparation and approval of voting list.
3. Election of one person to approve the minutes.
4. Approval of the Board of Directors' proposed agenda.
5. Determination of whether the General Meeting has been duly convened.
6. Determination of the number of board members.
7. Election of new board members:
 - a. Cecilia Marlow;
 - b. Sarah Kauss.
8. Resolution of fees for the Board of Directors.
9. Closing of the General Meeting.

THE BOARD'S PROPOSAL FOR A RESOLUTION

Paragraph 1. Election of the Chairman of the General Meeting

The Board of Directors' proposes that Alexander Hars be elected Chairman of the General Meeting and in case of impediment to him, the person whom the Board of Directors designates.

Paragraph 2. Preparation and approval of voting list

The voting list proposed to be approved in paragraph 2 is the voting list drawn up by the Company based on the General Meeting share register and received postal votes that have been verified and approved by the adjuster.

Paragraph 3. Election of one person to approve the minutes

The Board of Directors' proposes that one person to approve the minutes be elected and to elect Martin Blomqvist to approve the minutes of the General Meeting together with the Chairman and in case of impediment to him, the person whom the Board of Directors' designates. The assignment of the person approving the minutes also includes controlling the voting list and that the postal votes received are correctly reproduced in the minutes of the General Meeting.

MAJOR SHAREHOLDER'S PROPOSAL FOR A RESOLUTION

Paragraph 6. Determination of the number of board members

Major shareholders propose that the Board of Directors should consist of seven members.

Paragraph 7 (a-b). Election of new board members

Major shareholders propose that Cecilia Marlow and Sarah Kauss be elected as new board members for the period until the next Annual General Meeting. If the Meeting resolves in accordance with the major shareholders' proposal, the Board of Directors will consist of Alexander Hars (Chairman), Nathalie du Preez, Jakob Tolleryd, Martin Blomqvist, Max Carlsén, Cecilia Marlow and Sarah Kauss.

Cecilia Marlow (born 1960) has a degree in business administration from the Stockholm School of Economics. Cecilia Marlow is Chairman of the Board of Directors of Wästbygg Gruppen AB (publ) and NCS Color Holding AB and a board member of Karl Fazer Oy, Bokusgruppen AB (publ), Spendrups bryggeriaktiebolag, AR Packaging AB and Kivra AB. Cecilia Marlow has previously been a board member of e.g. Svenska Spel, Clas Ohlson and Nordea Funds and has experience from several CEO positions in retail, for example Kronans Apotek and Internationella Engelska Skolan. Cecilia Marlow holds no shares in the Company and is independent in relation to the Company and its management as well as to the Company's major shareholders.

Sarah Kauss (born 1975) received her MBA from Harvard Business School and her BS in business and accounting from the University of Colorado at Boulder. Sarah Kauss is the founder of S'well, which manufactures reusable products for the retail and wholesale market and served as its Chief Executive Officer from 2010 to February 2020. She currently serves as Chairwoman. Prior to founding S'well, Sarah Kauss was a CPA at Ernst & Young. Sarah Kauss holds no shares in the Company and is independent in relation to the Company and its management as well as to the Company's major shareholders.

The Company's major shareholders assess that Cecilia Marlow and Sarah Kauss have competence and backgrounds that are well suited for the work of the Company's Board of Directors and that the election of Cecilia Marlow and Sarah Kauss is well in line with the discussions held between the Company's major shareholders regarding competence development and gender equality.

Paragraph 8. Resolution of fees for the board of directors

Major shareholders propose, subject to new elections in accordance with item 7 above, that Cecilia Marlow and Sarah Kauss shall receive a yearly board fee in accordance with the fee level for board members resolved by the 2021 Annual General Meeting, proportional to the length of their term until the 2022 Annual General Meeting.

Major shareholders further propose, in the event that the Board decides to establish an Audit Committee and/or Remuneration Committee, that a fee for committee work shall be paid in the amount of SEK 75,000 to the chairman of the Audit Committee, in the amount of SEK 30,000 to each of the other members of the Audit Committee not representing a major shareholder, in the amount of SEK 45,000 to the chairman of the Remuneration Committee and in the amount of SEK 20,000 to each of the other members of the Remuneration Committee not representing a major shareholder.

SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

According to Chapter 7, 32 and 57 §§ of the Companies Act, the Board of Directors and the Managing Director, if any shareholder so requests and the Board of Directors considers that this can be done without material harm to the Company, shall provide information about circumstances that may affect the assessment of a matter on the agenda. Requests for such information must be submitted in writing to Desenio Group AB (publ), box 11025, 100 61 Stockholm or by e-mail ir@deseniogroup.com no later than ten days prior to the Extraordinary General Meeting. The information is provided by keeping it available at the Company's address as below and on www.deseniogroup.com/general-meetings no later than five days prior to the Extraordinary General Meeting. The information is also sent within the same time period to the shareholder who request it and provided his address.

DOCUMENTS

Full proposals for resolutions and other documents before the general meeting will be available at the Company's office at Maria Bangata 4A, 118 63 Stockholm and on the Company's website, www.deseniogroup.com/general-meetings, no later than two weeks before the meeting, and will be sent to shareholders who request it and provide their e-mail or postal address.

Stockholm, June 2021

Desenio Group AB (publ)

The Board of Directors

For further information, please contact:

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The information in this press release is such that Desenio Group AB (publ) is required to publish in accordance with the Nasdaq First North Growth Market - Rulebook. The information in this press release was provided by the above contact persons for publication on June 7, 2021 at 11.00 (CEST).

ABOUT DESENIO

Desenio Group is a Swedish, fast growing digital direct-to consumer company with a leading position as an online based provider of affordable wall art in Europe. The Company offers its customers a unique and curated assortment of over 6,000 designs as well as frames and accessories in 35 countries via 20 local websites. Leveraging a data-driven strategy both for the creation of art and for attracting new customers, Desenio has grown rapidly and profitably since 2015. Desenio's shares are publicly listed on First North Growth market under the ticker "DSNO" with FNCA Sweden AB as its Certified Adviser; info@fnca.se, +46 8 528 00 399. Desenio Group's bonds are listed on Frankfurt Stock Exchange Open Market Quotation Board. For more information, please visit deseniogroup.com.