

Malmö, March 25, 2021

## Notice of the Annual General Meeting of Duni AB (publ), May 4, 2021

Duni AB announces, by issuing a press release, the content of the notice concerning Duni's Annual General Meeting on May 4, 2021.

The shareholders of Duni AB (publ), are hereby invited to attend the Annual General Meeting to be held on Tuesday, 4 May 2021.

Due to the COVID-19 pandemic and the temporary legislation during 2021, the board of directors has decided that the Annual General Meeting shall be conducted by way of postal vote only. This means that the Annual General Meeting will be held without the physical presence of shareholders, representatives or third parties. Instead, shareholders will be able to participate at the Annual General Meeting by postal voting in advance by following the instructions in the notice.

A speech by the CEO Robert Dackeskog, in which he will comment on Duni AB's operations, will be published on the company's website on 4 May 2021.

Attachment: Notice of Duni's Annual General Meeting 2021.

**For more information, contact**  
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## Notice of the Annual General Meeting of Duni AB (publ)

The shareholders of Duni AB (publ), Reg. No. 556536-7488, are hereby invited to attend the annual general meeting to be held on Tuesday, 4 May 2021.

The board of directors has decided that the annual general meeting shall be conducted by way of postal vote only, pursuant to temporary legislation in effect 2021. This means that the annual general meeting will be held without the physical presence of shareholders, representatives or third parties. The shareholders will therefore only be able to exercise their voting rights by postal voting in the manner prescribed below.

A speech by the CEO Robert Dackeskog, in which he will comment on Duni AB's operations, will be published on the company's website [www.duni.com](http://www.duni.com) on 4 May 2021.

### Registration and notification to Annual General Meeting by postal voting

A person who wishes to participate in the annual general meeting must be registered as a shareholder in the share register prepared by Euroclear Sweden AB as per Monday, 26 April 2021 and give notice of participation by casting its postal vote in accordance with the instructions under the heading "Postal voting" below so that the postal voting form is received by Duni AB no later than Monday, 3 May 2021.

In order to be entitled to participate in the annual general meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the annual general meeting by submitting its postal vote, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of Monday, 26 April 2021. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee's routines at such a time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than Wednesday, 28 April 2021 will be taken into account in the presentation of the share register.

### Postal voting

Shareholders may exercise their voting rights at the annual general meeting only by postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form must be used for the postal vote. The form is available on the company's website [www.duni.com](http://www.duni.com). The postal vote form is considered as notice to participate in the annual general meeting.

To be included in the count, the completed and signed form must be received by Duni AB no later than Monday, 3 May 2021. The completed and signed form must be sent by mail to Duni AB, "Annual general meeting", Att: Helena Haglund, Box 237, SE-201 22 Malmö, Sweden or by courier to Duni AB, Att: Helena Haglund, Östra Varvsgatan 9A, SE-211 73 Malmö, Sweden. A completed and signed form may also be submitted electronically and shall, in that case, be sent to [bolagsstamma@duni.com](mailto:bolagsstamma@duni.com).

If the shareholder submits its postal vote by proxy, a power of attorney must be attached to the postal voting form. Proxy forms in Swedish and in English are available on the company's website [www.duni.com](http://www.duni.com) and also upon request. A power of attorney is valid (1) year from its issue date or such longer time period as set out in the power of attorney, however not more than (5) years. If the shareholder is a legal person, a registration certificate or other authorization document, not older than one (1) year, must be attached to the form, listing the authorized signatories.

The shareholders may not provide the postal vote with special instructions or conditions. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

## Proposed agenda

1. Election of the chairman of the meeting
2. Election of persons to check the minutes
3. Preparation and approval of the voting list
4. Determination of whether the meeting has been duly convened
5. Approval of the agenda
6. Presentation of the annual report and the auditor's report, and the consolidated financial statements and the consolidated audit report
7.
  - a) Resolution on adoption of the income statement and balance sheet, and of the consolidated income statement and the consolidated balance sheet
  - b) Resolution on disposition of the company's result in accordance with the approved balance sheet
  - c) Resolution on discharge from personal liability of the directors and the CEO
8. Resolution on approval of remuneration report
9. Resolution on the number of directors
10. Resolution on remuneration to the chairman of the board and the other directors of the board
11. Resolution on remuneration to the auditor
12. Election of directors of the board
13. Election of chairman of the board
14. Election of auditor
15. The nomination committee's proposal for resolution regarding the nomination committee
16. Resolution on amendments to the Articles of Association

## Proposals

### *Item 1 - Election of the chairman of the meeting*

The nomination committee has proposed the chairman of the board Thomas Gustafsson, as chairman of the meeting.

### *Item 2 - Election of persons to check the minutes*

The board proposes Orvar Magnusson representing Mellby Gård AB, and John Strömgren representing Carnegie Fonder, or in the event of any of them being prevented, the person(s) appointed by the board, as the person(s) to check the minutes. The assignment also includes checking the voting list and that the postal votes received are correctly reflected in the minutes of the meeting.

### *Item - 3 Preparation and approval of the voting list*

The voting list proposed to be approved, is the voting list prepared by the company, based on the transcript of the share register and postal votes received, controlled by the persons assigned to check the minutes.

### *Item 7b - Resolution on disposition of the company's profit or loss in accordance with the approved balance sheet*

The board proposes that no dividend should be paid for the financial year 2020 and that the company's available funds of in total SEK 1 862 m, including the year's profit of SEK 78 m, should be carried forward.

### *Item 8 - Approval of remuneration report*

The board proposes that the annual general meeting resolves to approve the Board of Directors' report regarding compensation pursuant to Chapter 8, Section 53a of the Swedish Companies Act.

### *Item 9-14 - Resolution on the number of directors; resolution on remuneration to the chairman of the board, the other directors of the board, and to the auditor; election of directors, chairman of the board and auditor*

The nomination committee has proposed that the number of directors of the board shall be six and has proposed re-election of the directors Morten Falkenberg, Thomas Gustafsson, Sven Knutsson, Pauline Lindwall, Pia Marions and Alexander Myers. Thomas Gustafsson is proposed to be re-elected as chairman of the board. Information about all proposed directors for re-election, as well as the nomination committee's reasoned statement, will be available on Duni's website, [www.duni.com](http://www.duni.com), in connection with the notice.

The nomination committee proposes that the chairman of the board shall receive SEK 578,000 and the other directors appointed by the annual general meeting SEK 309,000 each. In addition the chairman of the remuneration committee shall receive SEK 65,000 and the other members of the remuneration committee SEK 30,000 each, and the chairman of the audit committee shall receive SEK 125,000 and the other members of the audit committee SEK 59,000 each. The proposal means that the board remuneration and committee remuneration remains unchanged from the previous year.

The nomination committee has also proposed, in accordance with the Audit Committee's recommendation, the re-election of the registered public accounting firm PricewaterhouseCoopers AB for the period until the end of the next annual general meeting. PricewaterhouseCoopers AB has informed that Carl Fogelberg will be auditor in charge. The nomination committee has further proposed that fair remuneration to the auditor is to be paid as charged.

*Item 15 - Proposal regarding the nomination committee*

The nomination committee of the company proposes that the representatives of the nomination committee shall be appointed through a procedure where the chairman of the board contacts the three largest shareholders in terms of votes as per 30 September 2021, and that each such shareholder appoints a representative to, together with the chairman of the board, constitute the nomination committee up until the next annual general meeting, or, if applicable, up until a new nomination committee has been appointed. The nomination committee shall be convened no later than 31 October. If any of the three largest shareholders, in terms of votes, renounces its right to appoint a representative, the right shall pass to the largest shareholder in turn. Should a representative resign from the nomination committee before its work is completed, a substitute shall be appointed by the same shareholder that has appointed the resigning representative, if considered necessary, or, if this shareholder does not belong to the three largest shareholders in terms of votes anymore, by the new shareholder that belongs to this group. The nomination committee shall appoint one of its members as chairman. The composition of the nomination committee shall be made public as soon as the nomination committee has been formed and no later than six months before the annual general meeting. In the event that the ownership structure is changed after the nomination committee has been composed such that one or several shareholders that have appointed a representative to the nomination committee is no longer in the group of the three largest shareholders in terms of votes, the composition of the nomination committee may be changed in accordance therewith if the nomination committee considers that it is necessary. The tasks of the nomination committee shall be to prepare, for the next annual general meeting, proposals in respect of number of members of the board, remuneration to the members of the board and the auditors, remuneration, if any, for committee work, the composition of the board, the chairman of the board, resolution regarding the nomination committee, chairman at the annual general meeting and election of auditors.

*Item 16 - Amendments to the Articles of Association*

According to Chapter 7, Section 4 of the Swedish Companies Act, the board may collect proxies for the General Meeting if provided for in the Articles of Association. According to Chapter 7, Section 4 a of the Swedish Companies Act it may also be provided for in the Articles of Association that the board may decide that the shareholders shall be able to exercise their voting rights by post before the General Meeting. In order to be able to use the alternatives provided by the Swedish Companies Act with regard to decisions on proxy collection and postal voting, the board proposes that a new article 13 is included in the Articles of Association, with the wording set out below.

The board further proposes three editorial amendments to the Articles of Association due to previously adopted legislative changes and that an unofficial English translation of the Articles of Association is added to the Articles of Association.

<b>Current wording</b>	<b>Proposed wording</b>
<p><b>Article 1</b> The company's name is Duni AB (Reg. No. 556536-7488). The company is a public company (publ).</p>	<p><b>Article 1</b> The <del>company's name is</del> <i>business name of the company</i> is Duni AB (Reg. No. 556536-7488). The company is a public company (publ).</p>

<p><b>Article 11</b></p> <p>Shareholders who want to participate in shareholders' meetings are to notify the company not later than 4.00 pm CET the day which is specified in the notice to the meeting. The last-mentioned day may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Years Eve and not fall earlier than the fifth weekday prior to the meeting.</p>	<p><b>Article 11</b></p> <p>Shareholders who want to participate in shareholders' meetings are to notify the company not later than <del>4.00 pm CET</del> the day which is specified in the notice to the meeting. The last-mentioned day may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Years Eve and not fall earlier than the fifth weekday prior to the meeting.</p>
<p><b>Article 12</b></p> <p>The company's shares are to be registered in a securities register in accordance with the Swedish Financial Instruments Accounts Act (1998:1479).</p>	<p><b>Article 12 para. 1</b></p> <p>The company's shares are to be registered in a securities register in accordance with the Swedish <i>Central Securities Depositories and Financial Instruments Accounts Act</i> (1998:1479).</p>
<p>-</p>	<p><b>Article 13</b></p> <p>The Board of Directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005:551). The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act (2005:551).</p>

For a resolution in accordance with the board's proposal to be valid, the resolution must be accepted by shareholders holding no less than 2/3 of the votes cast as well as the shares represented at the annual general meeting.

#### Shareholders' right to receive information

The board and the CEO shall, if any shareholder so requests and the board believes that it can be provided without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to another company within the group. A request for such information shall be made in writing to the company no later than ten days prior to the annual general meeting, i.e. no later than Saturday, 24 April 2021, at Duni AB, "Annual general meeting", Box 237, SE-201 22 Malmö, Sweden, or by email to [bolagsstamma@duni.com](mailto:bolagsstamma@duni.com). The information will be made available on the company's website [www.duni.com](http://www.duni.com) and at the company's head office, Östra Varvsgatan 9A, SE-211 73 Malmö, Sweden, no later than Thursday, 29 April 2021. The information will also be sent to any shareholder who so requests and who states its address.

#### Provision of documents

The accounts, the auditor's report, complete proposals and other documents that must be available to the shareholders in accordance with the Swedish Companies Act are presented by being available at the company and on the company's website [www.duni.com](http://www.duni.com) no later than three weeks before the annual general meeting. The documents will also be distributed, free of charge, to shareholders that so request, and provide their postal address.

#### Other information

There are in total 46,999,032 shares outstanding in Duni carrying one vote each; accordingly there are 46,999,032 votes. The company does not hold any own shares.

**Processing of personal data**

For information about the processing of your personal data, see

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Malmö in March 2021

DUNI AB (publ)

*The Board of Directors*