

MALMÖ, 11 APRIL 2024

Notice to the Annual General Meeting of Duni AB (publ), May 21, 2024

In accordance with the listing agreement with Nasdaq Stockholm, Duni AB hereby also announces, by issuing a press release, the content of the notice concerning Duni's Annual General Meeting on May 21, 2024.

The shareholders of Duni AB (publ), Reg. No. 556536-7488, are hereby invited to attend the Annual General Meeting to be held on Tuesday, 21 May 2024, at 15.00 p.m. at Glasklart, Dockplatsen 1, in Malmö, Sweden. Registration starts at 14.15 p.m.

The board of directors has decided that shareholders shall be able to exercise their voting rights at the annual general meeting also by postal voting in accordance with the provisions in Duni's Articles of Association.

For more information, please contact:

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PRESS RELEASE**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, 21 May 2024, at 15.00 p.m. at Glasklart, Dockplatsen 1, in Malmö, Sweden. Registration starts at 14.15 p.m.

The board of directors has resolved, in accordance with the provisions of the company's Articles of Association, that shareholders may also exercise their voting rights by postal voting.

Registration and notificationParticipation at the meeting venue

A) A person who wishes to attend the meeting venue in person or by proxy must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on 13 May 2024; and
- give notice of participation in the annual general meeting no later than 15 May 2024. Notification shall be given by post to Duni AB, "annual general meeting", Att: Helena Haglund, Box 237, SE-201 22 Malmö, Sweden, by e-mail to bolagsstamma@duni.com or by telephone +46 40 10 62 00. Name, personal identity number/corporate registration number, address, telephone number and, number of advisors, should be stated when notification is given.

If the shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder shall be issued for the proxy. Proxy forms are available on the company's website www.dunigroup.com. If the power of attorney has been issued by a legal entity, registration certificate or equivalent authorization document must be enclosed. In order to facilitate the registration at the meeting, the power of attorney, registration certificate and other authorisation documents, shall be received by the company at the address stated above well in advance of the meeting and no later than 15 May 2024.

A person who wishes to attend the meeting venue in person or by proxy, must give notice in accordance with the instructions stated under this item A). Hence, a notice of participation only through postal voting according to below is not sufficient for a person who wishes to attend the meeting venue.

Participation by postal voting

B) A person who wishes to participate in the annual general meeting by postal voting must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on 13 May 2024; and
- give notice of participation in the annual general meeting no later than 15 May 2024, by having submitted a postal voting form in accordance with the instructions below, so that the postal vote is received by Duni AB no later than that day.

PRESS RELEASE

A special form shall be used for postal voting. The form is available on the company's website www.dunigroup.com. The completed and signed form may be sent by post to Duni AB, "annual general meeting", Att: Helena Haglund, Box 237, SE-201 22 Malmö, Sweden or by email to bolagsstamma@duni.com. The completed and signed form must be received by Duni AB no later than 15 May 2024.

Shareholders may not provide special instructions or conditions in the voting form. If so, the postal vote (in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

If the shareholder postal votes by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. Form of proxy is available on the company's website, www.dunigroup.com. If the shareholder is a legal person, a registration certificate or other corresponding authorizations document must be attached to the form.

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, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of 13 May 2024. 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 15 May 2024 will be taken into account in the presentation of the share register.

Proposed agenda

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Preparation and approval of the voting list
4. Election of persons to check the minutes
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and the auditor's report, and the consolidated financial statements and the consolidated audit report and the auditor's report regarding compliance with the guidelines for remuneration to senior executives
8. Speech by the CEO
9. Report on the work of the board of directors and the board committees
10.
 - 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 and record date
 - c) Resolution on discharge from personal liability of the directors and the CEO
11. Resolution on approval of remuneration report
12. Report on the work of the nomination committee
13. Resolution on the number of directors
14. Resolution on remuneration to the chairman of the board and the other directors of the board
15. Resolution on remuneration to the auditor
16. Election of directors and chairman of the board of directors
 - a. Re-election of Thomas Gustafsson
 - b. Re-election of Viktoria Bergman
 - c. Re-election of Morten Falkenberg

PRESS RELEASE

- d. Re-election of Sven Knutsson
 - e. Re-election of Pia Marions
 - f. Re-election of Janne Moltke-Leth
 - g. Re-election of Thomas Gustafsson as chairman of the board
17. Election of auditor
 18. Resolution on guidelines for remuneration to senior executives
 19. The nomination committee's proposal for resolution regarding the nomination committee
 20. Closing of the meeting

Proposals*Item 2 - 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 3 - Preparation and approval of the voting list

The voting list proposed for approval is the voting list drawn up by the company, based on the annual general meeting's register of shareholders, shareholders having given notice of participation and being present at the meeting venue, and postal votes received. *Item 10b - Resolution on disposition of the company's profit or loss in accordance with the approved balance sheet and record date*

The board of directors proposes a dividend of SEK 5.00 per share, distributed to the shareholders in two equal payments of SEK 2.50 per share to achieve a more balanced cash flow in relation to Duni's seasonal variation. Record date for the first instalment is proposed to be 23 May 2024, and record date for second instalment is proposed to be 12 November 2024. If the meeting resolves in accordance with the proposal, the first instalment is expected to be distributed through Euroclear Sweden AB on 28 May 2024, and the second instalment on 15 November 2024.

Item 13-17 - 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 Viktoria Bergman, Morten Falkenberg, Thomas Gustafsson, Sven Knutsson, Pia Marions and Janne Moltke-Leth. Further, 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.dunigroup.com, in connection with the notice.

The nomination committee proposes that the chairman of the board shall receive SEK 630,000 (SEK 610,500) and the other directors appointed by the annual general meeting SEK 337,000 (SEK 326,000) each. In addition, the chairman of the remuneration committee shall receive SEK 71,500 (SEK 69,000) and the other members of the remuneration committee SEK 33,000 (SEK 32,000) each, and the chairman of the audit committee shall receive SEK 138,000 (SEK 132,000) and the other members of the audit committee SEK 68,000 (SEK 65,000) each.

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

Item 18 - Resolution on guidelines for remuneration to senior executives

PRESS RELEASE

Individuals who are members of the Group Management of Duni AB (“senior executives”), during the period of which these guidelines are in force, as well as Board members as set out below, fall within the provisions of these guidelines. These guidelines do not apply to any remuneration decided or approved by the general meeting such as share-related or share price-related incentive programs. These guidelines are similar to the guidelines adopted by the Annual General Meeting 2020. However, in the now proposed guidelines it has been clarified that the variable cash remuneration may, for example, be based upon sustainability criteria determined by the Board of Directors and may, inter alia, be linked to sustainability measurement. These guidelines shall be applicable until new guidelines have been adopted by the general meeting.

Remuneration under employments subject to other rules than Swedish may be duly adjusted to comply with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

A description of Duni’s business strategy and sustainability work is set forth in, inter alia, Duni AB’s annual and sustainability report. A prerequisite for the successful implementation of the Duni’s business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. The objective of these guidelines for remuneration is to offer a remuneration on market terms, in order to attract, motivate and retain competent and skilled employees.

The total remuneration to senior executives shall be related to the senior executive’s responsibility and authority. The total remuneration may consist of fixed cash salary, variable cash remuneration (bonus), pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

Variable cash remuneration

The variable cash remuneration shall be limited in advance to a maximum amount and be based on the outcome of predetermined and measurable criteria of result, designed with the purpose to promote the business strategy and long-term interests of the company, including its sustainability. The annual variable cash remuneration (annual bonus) shall amount to a maximum of 75% of the fixed cash salary. The variable cash remuneration may for example be based upon criteria in relation to financial profitability and capital tied up as well as sustainability criteria, as determined by the Board of Directors, and inter alia, be linked to the group’s adjusted operating profit, adjusted return on capital employed and a sustainability measurement.

When the measurement period of the criteria for awarding variable cash remuneration has been finalised, the Board of Directors shall, based on a proposal from the remuneration committee, determine to what extent the criteria have been satisfied. When determining the satisfaction of the criteria, the Board of Directors may, based on a proposal from the remuneration committee, grant exceptions from the set criteria on the basis of what is mentioned below under the section Decision process and deviations. For the satisfaction of financial criteria, the evaluation shall be based on the latest financial information made public by the company, taking into account any adjustments that the Board of Directors has determined in advance when implementing the program.

PRESS RELEASE

Variable remuneration shall not be awarded, or variable remuneration may be reclaimed, if senior executive has acted contrary to the company's code of conduct. Variable cash remuneration can be paid after the measurement period has ended or be subject to deferred payment. The Board of Directors shall have the possibility, pursuant to applicable law or contractual provisions, to in whole or in part reclaim variable remuneration paid on incorrect grounds (claw-back).

Further remuneration

Further variable cash remuneration may be awarded as one-off arrangements in extraordinary circumstances, for the purpose of recruiting or retaining executives. Such remuneration may not exceed an amount corresponding to the annual fixed cash salary. Any resolution on such remuneration shall be made by the Board of Directors based on a proposal from the remuneration committee.

Pension

The ITP plan (Sw: Industrins och handelns tilläggspension) shall be applicable to senior executives according to collective agreement or equivalent. The ITP plan entails that the pension premium for senior executives does not exceed 40% of the fixed cash salary.

Other benefits

Other benefits such as company car, fuel, supplementary health insurance or occupational health services may be provided to the extent this is considered customary for senior executives holding equivalent positions on the labour market on which the employee operates. The total value of these benefits shall amount to not more than 12% of the fixed cash salary.

Terms of notice

Senior executives shall be employed until further notice. At termination of employment, the fixed cash salary during the applicable notice period shall, together with severance pay, not exceed 18 months of fixed cash salary. At termination by the executive, there shall be no right to severance pay. Senior executives may be compensated for non-compete undertakings after the termination of the employment to the extent severance pay is not paid during the same period of time. Such remuneration may at a maximum correspond to 12 months' fixed cash salary.

Remuneration to Board members

If a Board member (including a Board member acting through a wholly owned subsidiary) perform work for the Group in addition to the assignment as Board member, certain cash remuneration may be paid for such work (consulting fee). The remuneration shall be in line with market terms and be related to the benefits for Duni Group. Such remuneration, as well as other terms and conditions, is to be resolved by the Board of Directors.

Decision process and deviations

In the preparation of the Board of Directors' proposal for these guidelines, salary and employment conditions for employees of Duni Group have been taken into account by including information on the employees' total income, the

PRESS RELEASE

components of the remuneration and increase and growth rate over time, in the remuneration committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

The remuneration committee prepares the Board of Directors' decision to propose guidelines for senior executive remuneration. These guidelines are reviewed annually and submitted for resolution by the annual general meeting when amendments are proposed or at least every fourth year. The CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

The Board of Directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the remuneration committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

Item 19 - Proposal regarding the nomination committee

The nomination committee 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 2024 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 2024. If any of the three largest shareholders, in terms of votes, renounces from 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 to be elected by the annual general meeting, 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 general meeting and election of auditors.

Shareholders' right to receive information

The board and the CEO shall, if any shareholder so requests and the board believe that it can be provided without material harm to the company, at the annual general meeting 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. Shareholders

PRESS RELEASE

who wish to submit questions in advance of the annual general meeting, shall send these to Duni AB, Att: Helena Haglund, Box 237, SE-201 22 Malmö, Sweden or per e-mail to bolagsstamma@duni.com.

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.dunigroup.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 April 2024
DUNI AB (publ)
The Board of Directors