

MALMÖ, 10 APRIL 2025

# Notice to the Annual General Meeting of Duni AB (publ), May 19, 2025

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 19, 2025.

The shareholders of Duni AB (publ), Reg. No. 556536-7488, are hereby invited to attend the Annual General Meeting to be held on Monday, 19 May 2025, at 15.00 p.m. at Spill, Stora Varvsgatan 11, in Malmö, Sweden. Registration starts at 14.30 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:**

Magnus Carlsson, EVP Finance/CFO, +46 40-10 62 00, [magnus.carlsson@duni.com](mailto:magnus.carlsson@duni.com)

Amanda Larsson, Head of Communications, +46 766-08 33 08, [amanda.larsson@duni.com](mailto:amanda.larsson@duni.com)

**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 Monday, 19 May 2025, at 15.00 p.m. at restaurant Spill, Stora Varvsgatan 11 (Gängtappen), in Malmö, Sweden. Registration starts at 14.30 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.



# PRESS RELEASE

## Registration and notification

### Participation 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 9 May 2025; and
- give notice of participation in the annual general meeting no later than 13 May 2025. 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](mailto: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](http://www.dunigroup.com). If the power of attorney has been issued by a legal entity, registration certificate or equivalent authorisation 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 13 May 2025.

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 9 May 2025; and
- give notice of participation in the annual general meeting no later than 13 May 2025, 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.

A special form shall be used for postal voting. The form is available on the company's website [www.dunigroup.com](http://www.dunigroup.com). The completed and signed form may be sent by post to Duni AB, "annual general meeting", Att: Helena Haglund,



# PRESS RELEASE

Box 237, SE-201 22 Malmö, Sweden or by email to [bolagsstamma@duni.com](mailto:bolagsstamma@duni.com). The completed and signed form must be received by Duni AB no later than, 13 May 2025.

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](http://www.dunigroup.com). If the shareholder is a legal person, a registration certificate or other corresponding authorisation 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 9 May 2025. 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 13 May 2025 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



## PRESS RELEASE

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
  - d. Re-election of Sven Knutsson
  - e. Re-election of Pia Marions
  - f. Re-election of Janne Moltke-Leth
  - g. New election of Magnus Holmberg
  - h. 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 21 May 2025, and record date for second instalment is proposed to be 11 November 2025. If the meeting resolves in accordance with the proposal, the first instalment is expected to be distributed through Euroclear Sweden AB on 26 May 2025, and the second instalment on 14 November 2025.

*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 seven and has proposed re-election of the directors Viktoria Bergman, Morten Falkenberg, Thomas Gustafsson, Sven Knutsson, Pia Marions and Janne Moltke-Leth and new election of Magnus Holmberg. Further, Thomas Gustafsson is proposed to be re-elected as chairman of the board.



# PRESS RELEASE

Information about all proposed directors for re-election and new election, as well as the nomination committee's reasoned statement, will be available on Duni's website, [www.dunigroup.com](http://www.dunigroup.com), in connection with the notice.

The nomination committee proposes that the chairman of the board shall receive SEK 655,000 (SEK 630,000) and the other directors appointed by the annual general meeting SEK 350,000 (SEK 337,000) each. In addition, the chairman of the remuneration committee shall receive SEK 74,000 (SEK 71,500) and the other members of the remuneration committee SEK 34,000 (SEK 33,000) each, and the chairman of the audit committee shall receive SEK 144,000 (SEK 138,000) and the other members of the audit committee SEK 71,000 (SEK 68,000) each.

The nomination committee has also proposed, in accordance with the Audit Committee's recommendation, re-election of the registered public accounting firm Öhrlings 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 - Proposal regarding resolution on guidelines for remuneration to senior executives*

The Board of Directors proposes that the annual general meeting resolves on an adjustment in the section "Pension" in the current guidelines for remuneration to senior executives adopted by the annual general meeting 2024. The proposal entails that senior executives shall be covered by the ITP plan and a so called alternative ITP for all salary components exceeding 7.5 income base amounts. Pension premiums for alternative ITP shall not exceed 35 percent (CEO) and 30 percent (other senior executives) of the pensionable salary. Variable remuneration is included as a three-year average in the pensionable salary. No other changes are proposed.

*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 2025 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 2025. 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



**PRESS RELEASE**

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 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](mailto: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](http://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>.

If you have questions regarding our processing of your personal data, you can contact us by emailing [gdp@Duni.com](mailto:gdp@Duni.com). Duni AB (publ) has company Reg. No. 556536-7488 and the Board's registered office is in Malmö.

Malmö in April 2025  
DUNI AB (publ)  
*The Board of Directors*