

Unofficial translation of minutes from the Extraordinary General Meeting of shareholders of **Dustin Group AB**, reg. no. 556703-3062, on 10 November 2023, Hovslagargatan 3 in Stockholm.

Time: 10.00 – 10.20 CET.

Present: Shareholders and proxy holders, **Appendix 1**, stating the number of shares and votes.

Also noted as present were the Chair of the Board Mia Brunell Livfors, the Board members Stina Andersson, Gunnel Duveblad, Thomas Ekman, Johan Fant, Tomas Franzén and Morten Strand, CEO Johan Karlsson and acting CFO Johan Ryrberg.

§ 1

Opening of the Extraordinary General Meeting (agenda item 1)

The lawyer Fredrik Lundén, who had been appointed by the Board of Directors to open the Meeting, opened and welcomed the shareholders.

§ 2

Election of Chair of the Extraordinary General Meeting (agenda item 2)

The Meeting elected Fredrik Lundén as Chair of the Meeting.

The Chair informed that Charlotte Törnberg, General Counsel at Dustin, had been appointed to keep the minutes at the Meeting and that an audio recording for internal use was made to facilitate the preparation of the minutes and that other audio or video recording was not permitted.

It was noted that the Board of Directors had resolved that the shareholders would be able to exercise their voting rights at the Meeting also by postal voting in advance pursuant to the provisions of the Articles of Association.

The Meeting approved that invited guests and other persons who were not shareholders were welcome to attend the Meeting without the rights to address the Meeting and participate in the Meeting's resolutions.

§ 3

Drawing up and approval of the voting list (agenda item 3)

The Meeting approved the list in **Appendix 1** of shareholders who had given notice of participation and were present at the Meeting, including shareholders who had casted postal votes in advance, as the voting list for the Meeting.

§ 4

Approval of the agenda (agenda item 4)

The Meeting approved the proposed agenda, **Appendix 2**, which had been included in the notice of the Meeting.

The Board of Directors' report pursuant to Chapter 13, Section 6 of the Companies Act, and other documents which had been made available to shareholders in accordance with the Companies Act, were presented.

§ 5

Election of one or two persons to check and verify the minutes (agenda item 5)

The Meeting elected Camilla Wideroth, representing AxMedia AB, to check and verify the minutes jointly with the Chair of the Meeting.

§ 6

Determination as to whether the Extraordinary General Meeting has been duly convened (agenda item 6)

It was noted that notice of the Meeting had been made by way of an announcement in the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*) on 13 October 2023, that the notice of the Meeting had been held available on the company's website since 11 October 2023, and that the company had announced information that the notice had been made in Svenska Dagbladet on 13 October 2023.

The Meeting resolved to approve the notice procedure and declared the Meeting duly convened.

§ 7

Resolution on amendments of the Articles of Association (agenda item 7)

The Meeting resolved to amend the Articles of Association in accordance with the Board of Directors' proposal, **Appendix 3**.

The new Articles of Association are set out in **Appendix 4**.

It was noted that all shareholders participating in the resolution supported the resolution except for shareholders that in advance had given notice or by postal voting casted no or abstain votes, and that the resolution was conditional upon the Meeting resolving in accordance with the Board of Directors' proposal to approve the Board of Directors' resolution on a new issue of ordinary shares with preferential rights for the shareholders under item 8 on the agenda.

§ 8

Resolution to approve the Board of Directors' resolution on a new issue of ordinary shares with preferential rights for the shareholders (agenda item 8)

It was noted that the Board of Directors had resolved on the complete terms of the new share issue by way of a Board resolution on 31 October 2023, which the same day had been made public through a press release.

The final terms were attached to the minutes, **Appendix 5**.

The Meeting resolved to approve the Board of Directors' resolution on a new issue of ordinary shares with preferential rights for the shareholders in accordance with **Appendix 6**.

§ 9

Closing of the Extraordinary General Meeting (agenda item 9)

The Chair declared the Meeting closed. _____

At the minutes:

Charlotte Törnberg

Verified:

Fredrik Lundén

Camilla Wideroth

Agenda

1. Opening of the Extraordinary General Meeting.
2. Election of Chair of the Extraordinary General Meeting.
3. Drawing up and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to check and verify the minutes.
6. Determination as to whether the Extraordinary General Meeting has been duly convened.
7. Resolution on amendments of the Articles of Association.
8. Resolution to approve the Board of Directors' resolution on a new issue of ordinary shares with preferential rights for the shareholders.
9. Closing of the Extraordinary General Meeting.

Amendments of the Articles of Association (item 7)

In order to adjust the limits of the share capital and the number of shares in the Articles of Association to the proposed new issue of ordinary shares with preferential rights for the shareholders under item 8 on the agenda, the Board of Directors proposes that section 4, first paragraph of the Articles of Association is amended as follows.

Current wording

The share capital shall be not less than SEK 400,000,000 and not more than SEK 1,600,000,000. The number of shares shall be not less than 80,000,000 and not more than 320,000,000.

Proposed wording

The share capital shall be not less than SEK 700,000,000 and not more than SEK 2,800,000,000. The number of shares shall be not less than 140,000,000 and not more than 560,000,000.

Articles of Association

Dustin Group AB (publ) (reg. no. 556703-3062)

Adopted at the Extraordinary General Meeting on 10 November 2023.

1 § Business name

The company's business name (*Sw. företagsnamn*) is Dustin Group AB. The company is a public limited liability company (publ).

2 § Registered office

The Board of Directors' registered office shall be situated in Stockholm, Sweden.

3 § Object of the company's business

The object of the company's business is to, directly or indirectly through subsidiaries, (i) carry out trade in goods and services in the IT and electronics industry, (ii) carry out leasing of movable property and other financial operations, (iii) own and administer securities and (iv) carry out other activities compatible therewith.

4 § Share capital and shares

The share capital shall be not less than SEK 700,000,000 and not more than SEK 2,800,000,000. The number of shares shall be not less than 140,000,000 and not more than 560,000,000.

The shares shall be of two classes, ordinary shares and class C shares. Ordinary shares may be issued up to a maximum number of shares that represents the full share capital and class C shares may be issued up to a maximum number of 5,000,000.

Class C shares do not entitle to dividends. Upon the company's liquidation, class C shares carry equivalent right to the company's assets as other shares, however not to an amount exceeding the quota value of the share.

Should the company resolve on an issue of new ordinary shares and class C shares against other payment than contribution in kind, each holder of ordinary shares and class C shares has preferential rights to subscribe for new shares of the same class in proportion to the number of shares previously held by such holder (primary preferential rights). Shares not subscribed for with primary preferential rights should be offered for subscription to all shareholders in the company (subsidiary preferential rights). If the number of shares so offered is less than the number subscribed for with subsidiary preferential rights, the shares shall be distributed among the subscribers in proportion to the number of shares already held, or, to the extent that this is not possible, by lot.

Should the company resolve on a new issue of solely ordinary shares or class C shares, against other payment than contribution in kind, all shareholders, irrespective of which class of shares held, are entitled to preferential rights to subscribe for new shares in proportion to the number of shares previously held.

Should the company resolve on an issue of warrants or convertibles, against other payment than contribution in kind, the above stated regarding the shareholders' preferential rights should apply *mutatis mutandis*.

The stipulations in the sections above should not infringe on the possibility to resolve on an issue in which the preferential rights of shareholders are waived.

In the event of a share capital increase by a bonus issue including issuance of new shares, new ordinary shares shall be issued pro rata to the number of ordinary shares previously issued. Thereby, previously issued ordinary

shares entitle to new ordinary shares. Class C shares do not carry rights to participate in bonus issues. Following a requisite amendment in the Articles of Association, the aforementioned stipulation shall not infringe on the possibility to issue shares of a new class by a bonus issue.

Reduction of the share capital, however not below the minimum share capital, may on request of holders of class C shares or as resolved by the company's Board of Directors or General Meeting, be made by redemption of class C shares. A request from a shareholder shall be made in writing to the company's Board of Directors and the Board of Directors shall process the request promptly. When a resolution on reduction has been passed, an amount corresponding to the reduction amount shall be transferred to the company's reserves, if the required funds are available. The redemption amount per class C share shall correspond to the quota value of such shares.

Following notice of the redemption resolution, holders having requested redemption shall promptly receive payment for the share, or, if authorization from the Swedish Companies Registration Office (Sw. *Bolagsverket*) or a court is required, following notice that the final decision has been registered.

Upon decision by the Board of Directors, class C shares held by the company shall be reclassified into ordinary shares. Immediately thereafter, the Board of Directors shall report the reclassification to the Swedish Companies Registration Office for registration. The reclassification is effected when it has been registered and the reclassification been noted in the Central Securities Depository register.

5 § Euroclear company

The company's shares shall be registered in a securities register in accordance with the Swedish Financial Instruments Accounts Act (1998:1479).

6 § Board of Directors

The Board of Directors elected by the shareholders' meeting shall consist of not less than three (3) and not more than ten (10) with no deputy members.

7 § Auditor

The company shall have not less than one (1) and not more than two (2) auditors and not more than two (2) deputy auditors. As auditor and, when applicable, deputy auditor, an authorised public accountant or a registered public accounting firm shall be elected.

8 § Notice of Shareholders' Meeting

Notice of Shareholders' Meetings shall be published in the Swedish Official Gazette and be kept available on the company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet.

9 § Participation in Shareholders' Meetings

A shareholder may participate in a shareholders' meeting only if the shareholder notifies the company of his or her intention to attend no later than the day stipulated in the notice to attend the Annual Shareholders' Meeting. The aforementioned day must not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not fall earlier than five weekdays prior to the meeting.

If a shareholder wishes to be joined by counsel at the shareholders' meeting, the number of counsels (not more than two) must be stated in the notice of participation.

10 § Vote by post

The Board of Directors may, before a shareholders' meeting, resolve that the shareholders shall be able to exercise their right to vote by post before the shareholders' meeting.

11 § The right for persons not being shareholders to attend a shareholders' meeting

The Board of Directors may resolve that persons not being shareholders of the company shall, on the conditions stipulated by the Board of Directors, be allowed to attend or in any matter follow the discussions at a shareholders' meeting.

12 § Place for shareholders' meetings

Shareholders' meetings shall be held in Stockholm or Nacka.

13 § Business at shareholders' meetings

The following business shall be addressed at Annual Shareholders' Meetings:

1. election of a chairman of the meeting;
2. preparation and approval of the voting list;
3. approval of the agenda;
4. election of one or two persons who shall approve the minutes of the meeting;
5. determination of whether the meeting was duly convened;
6. submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group;
7. resolutions regarding:
 1. adoption of the income statement and the balance sheet and, when applicable, the consolidated income statement and the consolidated balance sheet;
 2. allocation of the company's profits or losses in accordance with the adopted balance sheet;
 3. discharge of the members of the Board of Directors and the managing director from liability;
8. determination of the number of members and deputy members of the Board of Directors to be elected by the shareholders' meeting and the number of auditors and, where applicable, deputy auditors;
9. determination of fees for members of the Board of Directors and auditors;
10. election of the members of the Board of Directors;
11. election of auditors and, where applicable, deputy auditors;
12. other matters, which should be resolved by the shareholders' meeting according to the Swedish Companies Act or the company's articles of association.

14 § Fiscal year

The company's fiscal year shall be 0901-0831.

Resolution by the Board of Directors of Dustin Group AB, corporate registration number 556703-3062, on the complete terms for a new issue of ordinary shares with preferential rights for the company's shareholders

On 11 October, 2023, the Board of Directors resolved on a new issue of ordinary shares with preferential rights for the company's shareholders conditional upon approval by the general meeting. In accordance with the resolution, the Board of Directors, or whoever the Board of Directors may appoint among its members, were authorised to resolve, at the latest on November 7, 2023, on the maximum amount by which the company's share capital shall be increased, the maximum number of ordinary shares to be issued, the number of existing shares that shall entitle to subscription for a certain number of new ordinary shares and the subscription price to be paid per new ordinary share.

The Board of Directors hereby resolves that the terms of the new share issue shall be as follows:

1. The share capital shall be increased with not more than 1,696,781,677.437408 SEK.
2. The number of new issued ordinary shares shall be not more than 339,356,328.
3. Those who are registered as shareholders in Dustin on the record date will receive one (1) subscription right for each share in the company held. One (1) subscription right entitles subscription for three (3) new ordinary shares.
4. The subscription price shall be SEK 5.15 per ordinary share.

New issue of ordinary shares with preferential rights for the shareholders (item 8)

The Board of Directors proposes that the Extraordinary General Meeting resolves to approve the Board of Directors' resolution from October 11, 2023, on a new issue of ordinary shares with preferential rights for the shareholders on the main terms and conditions set out below.

1. The Board of Directors, or whoever the Board of Directors may appoint among its members, is authorised to resolve, at the latest November 7, 2023, on the maximum amount by which the Company's share capital shall be increased, the maximum number of ordinary shares to be issued, the number of existing shares that shall entitle to subscription for a certain number of new ordinary shares and the subscription price to be paid per new ordinary share.
2. The Company's shareholders shall have preferential rights to subscribe for the new ordinary shares in proportion to the shares previously held.
3. Such portion of the subscription price for the new ordinary shares that exceeds the quota value of the previous shares shall be allocated to the unrestricted share premium reserve.
4. The record date for the right to participate in the new share issue with preferential rights shall be November 14, 2023.
5. If not all of the ordinary shares are subscribed for by exercise of subscription rights, the Board of Directors shall resolve on allotment of ordinary shares subscribed for without exercise of subscription rights, within the maximum amount of the new share issue, whereby allotment of such ordinary shares firstly shall be made to those who also have subscribed for ordinary shares by exercise of subscription rights (irrespective of whether the subscriber was registered as a shareholder on the record date or not), and in the event that allotment cannot be made in full to those, allotment shall be made pro rata in relation to the number of subscription rights that have been exercised for subscription of ordinary shares and should this not be possible, by drawing of lots. Secondly, allotment of ordinary shares shall be made to those who have only applied for subscription of ordinary shares only without exercise of subscription rights, and in the event that allotment cannot be made in full to those, allotment shall be made pro rata in relation to the number of ordinary shares that each one has applied to subscribe for, and should this not be possible, by drawing of lots. Thirdly, any remaining ordinary shares shall be allotted to Axel Johnson as guarantor, subject to the terms and conditions of the guarantee undertaking.
6. Subscription by exercise of subscription rights shall be made by cash payment during the period from and including November 16, 2023, up to and including November 30, 2023. Notification of subscription without exercise of subscription rights shall be made on a designated application form or subscription list during the period set out above, and for those who have guaranteed the new share issue up to and including December 8, 2023. Ordinary shares subscribed for without exercise of subscription rights shall be paid no later than three banking days after notice of allotment has been sent to the subscriber. The Board of Directors shall have the right to extend the subscription period and the term of payment.
7. The new ordinary shares will entitle to dividend as from the time the new shares are recorded in the shareholders' register maintained by Euroclear Sweden.
8. The new share issue requires an amendment of the limits for share capital and number of shares in the Articles of Association.