

DUNI AB - THE BOARD OF DIRECTORS' PROPOSAL REGARDING RESOLUTION ON DISPOSITION OF THE COMPANY'S PROFITS AND THE REASONED STATEMENT IN ACCORDANCE WITH CHAPTER 18 SECTION 4 OF THE SWEDISH COMPANIES ACT (ITEM 10 B ON THE AGENDA)

The proposal by the board of directors on a dividend:

The board of directors proposes that the profit, according to the adopted balance sheet for 2022, shall be disposed so that SEK 140,997,096 is distributed to the shareholders and that the remaining unappropriated earnings amounting to SEK 2,190,418,603 are carried forward.

The board of directors proposes that the following will apply for the dividend:

- SEK 3.00 shall be distributed per share, distributed to the shareholders in two equal payments of SEK 1.50 per share,
- 19 May 2023 is record date for the first instalment,
- payment of the first instalment is estimated to be made on 24 May 2023,
- 14 November 2023 is record date for the second instalment, and
- payment of the second instalment is estimated to be made on 17 November 2023.

It is proposed that the dividend shall be divided into two installments to achieve a more balanced cash flow in relation to Duni's seasonal variation.

The board of directors' reasoned statement according to Chapter 18 Section 4 of the Swedish Companies Act:

The board of directors makes the following reasoned statement according to Chapter 18 Section 4 of the Swedish Companies Act (2005:551):

The parent company's and the group's position is good, which is demonstrated by the year-end report for 2022 and by the audited annual report that has been submitted by the board of directors. There will be sufficient coverage for the company's restricted equity after distribution of the proposed dividend. Based on the profits after tax for 2022, the proposed dividend is more than well in line with the company's dividend policy.

The proposed dividend amounts to 5.8% of the parent company's shareholders' equity and 4.4% of the consolidated shareholders' equity. The group generates good cash-flows and the board of directors assesses that Duni has a strong balance sheet. After the distribution of the dividend, the parent company's and the group's equity/asset ratios are approximately 47.7% and 43.4%, respectively. The equity/assets ratio and liquidity will also after the proposed dividend, be satisfactory considering the line of business in which the company and the group operate, and the company and the group are expected to be able to fulfill its respective obligations in the short and long term and carry out planned investments.

Shareholders' equity would have been SEK 28 k lower if financial instruments valued at fair value pursuant to Chapter 4, section 14 a of the Swedish Annual Accounts Act, instead had been valued on the basis of the lower of cost or market value principle (*Sw. lägsta värdets princip*).

With reference to the foregoing, the board of directors assess that the dividend is justifiable considering;

1. the requirements that the nature, scope and risks of the operations (of the group as well as of the parent company) impose on the size of the equity, and
2. the parent company's and the group's consolidation requirements, liquidity and position in general.

Malmö, February 2023
DUNI AB (publ)

The Board of Directors