



**HusCompagniet A/S** Annual General Meeting 2024

## **Minutes of Annual General Meeting**

**HusCompagniet A/S**

**Annual General Meeting – 11 April 2024**

On 11 April 2024 at 10.00 AM (CEST), the Annual General Meeting of HusCompagniet A/S (the "Company") was held at Bech-Bruun Law Firm on Gdanskgade 18, 2150 Nordhavn, Denmark.

The Annual General Meeting was convened with the following agenda:

1. The Board of Directors' report on the Company's activities in the past financial year
2. Presentation and adoption of the annual report
3. Distribution of profit or covering of loss according to the adopted annual report
4. Resolution to grant discharge of liability to the Board of Directors and the Executive Management
5. Presentation of the remuneration report for the past financial year for an advisory vote
6. Approval of remuneration of the Board of Directors for the current financial year
7. Election of members to the Board of Directors
8. Election of auditor
9. Proposals from the Board of Directors
  - a. Approval of the Remuneration Policy
  - b. Amendments to Article 3 of the Articles of Association
  - c. Delegation of authority to the chair of the meeting
10. Any other business

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The Chairperson of the Board of Directors, Claus V. Hemmingsen, welcomed the attending shareholders and the shareholders following via the live webcast transmission of the Annual General Meeting.

The Chairperson of the Board of Directors then informed the general meeting that the Board of Directors had appointed Simon Milthers, attorney-at-law, as Chairperson of the Meeting in accordance with Article 4.8 of the Articles of Association.

The Chairperson of the Meeting presented the legal basis for convening the Annual General Meeting set out in the Danish Companies Act and the Company's Articles of Association.

Based on the foregoing, the Chairperson of the Meeting stated that the Annual General Meeting had been duly and lawfully convened and that the Annual General Meeting was legally competent to transact the items comprised by the agenda of the Annual General Meeting.

The Chairperson of the Meeting then informed that 66% of the share capital and votes were represented at the Annual General Meeting.

Lastly, the Chairperson of the Meeting stated, with consent of the general meeting, that no complete account according to section 101(5) of the Danish Companies Act was being made for the Annual General Meeting.

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**Item 1 – The Board of Directors’ report on the Company’s activities in the past financial year**

**Item 2 – Presentation and adoption of the annual report**

**Item 3 – Distribution of profit or covering of loss according to the adopted annual report**

**Item 4 – Resolution to grant discharge of liability to the Board of Directors and the Executive Management**

**Item 5 – Presentation of the remuneration report for the past financial year for an advisory vote**

The Chairperson of the Meeting gave the floor to the Chairperson of the Board of Directors, Claus V. Hemmingsen, who presented the Board of Directors’ report on the Company’s activities in 2023, the annual report for 2023 and the proposal for distribution of profits for 2023 according to the annual report for 2023.

The Chairperson of the Board of Directors gave the floor to the Chief Executive Officer, Martin Ravn-Nielsen, who presented key points of the Company’s financial outlook and the Company’s strategic initiatives.

The Chief Executive Officer gave the floor to the Chairperson of the Board of Directors who presented the remuneration report for the past financial year, 2023. The Chairperson of the Board of Directors concluded that the remuneration of the Board of Directors and the Executive Management for the financial year 2023 had been in accordance with the Company’s remuneration policy. Reference was made to the remuneration policy for further details.

Claus V. Hemmingsen’s and Martin Ravn-Nielsen’s presentation is attached as *appendix 1*.

The Chairperson of the Meeting thanked the Chairperson of the Board of Directors and the Chief Executive Officer for the presentation.

The Chairperson of the Meeting stated that the annual report for 2023 had been signed by the Board of Directors, the Executive Management and the Company’s auditor and provided with an unqualified audit report as set out on pages 139-143 of the annual report for 2023.

The Chairperson of the Meeting stated, with consent of the general meeting, that the general meeting:

1. Had noted the Board of Directors’ report on the Company’s activities in 2023.
2. Had adopted the annual report for 2023.
3. Had adopted the distribution of profits for 2023 according to the annual report for 2023.

4. Had adopted the proposal to grant discharge of liability for the Board of Directors and Executive Management.
5. Had approved the remuneration report for 2023.

#### **Item 6 – Approval of remuneration of the Board of Directors for the current financial year**

The Chairperson of the Meeting presented the Board of Directors' proposal on approval of remuneration of the Board of Directors for the financial year 2024. The Chairperson of the Meeting explained that the proposed fee was unchanged compared to the financial year of 2023 and that the specific fees were proposed to be fixed as follows:

- That ordinary members of the Board of Directors were each paid an annual base fee of DKK 300,000.
- That the Vice Chairperson of the Board of Directors was paid an annual fee of DKK 600,000, equivalent to 2 times the base fee.
- That the Chairperson of the Board of Directors was paid an annual fee of DKK 900,000, equivalent to 3 times the base fee.
- That the ordinary members of the Audit Committee would receive a supplementary remuneration of DKK 100,000, equivalent to 1/3 of the base fee.
- That the Chairperson of the Audit Committee would receive a supplementary remuneration of DKK 200,000, equivalent to 2/3 of the base fee.
- That the ordinary members of the Remuneration and Nomination Committee would receive a supplementary remuneration of DKK 75,000, equivalent to 1/4 of the base fee.
- That the Chairperson of the Remuneration and Nomination Committee would receive a supplementary remuneration of DKK 100,000, equivalent to 1/3 of the base fee.

The Chairperson of the Meeting stated, with consent of the general meeting, that the remuneration of the Board of Directors for the current financial year, 2024, was approved.

#### **Item 7 – Election of members to the Board of Directors**

The Chairperson of the Meeting presented item 7 on the agenda and gave the floor to the Chairperson of the Board of Directors, Claus V. Hemmingsen.

The Chairperson of the Board of Directors explained that the proposed candidates to the Board of Directors were selected based on an internal evaluation of the competencies and qualifications required to ensure the further development of the Company.

The Chairperson of the Board of Directors stated that the Board of Directors proposed to re-elect:

- Claus V. Hemmingsen
- Anja B. Eriksson

- Ylva Ekborn
- Stig Pastwa
- Michael Troensegaard Andersen
- Ole Lund Andersen

The Chairperson of the Meeting referred to appendix 1 of the notice convening the Annual General Meeting for information on the management level positions and competencies held by the candidates.

As there were no other candidates for the position as member of the Board of Directors, Claus V. Hemmingsen, Anja B. Eriksson, Ylva Ekborn, Stig Pastwa, Michael Troensegaard Andersen and Ole Lund Andersen were re-elected as members of the Board of Directors.

#### **Item 8 – Election of auditor**

The Chairperson of the Meeting presented the Board of Directors' proposal to re-elect EY Godkendt Revisionspartnerselskab as auditor of the Company.

The Chairperson of the Meeting stated that the proposal was made in accordance with a recommendation provided by the Company's Audit Committee which had not been affected by third parties and which had not been subject to any agreement with a third party limiting the general meeting's election of auditor.

As there were no other candidates for the position as auditor of the Company, EY Godkendt Revisionspartnerselskab was re-elected as the Company's auditor.

#### **Item 9 – Proposals from the Board of Directors**

##### **a. Approval of the Remuneration Policy**

The Chairperson of the Meeting presented the Board of Directors' proposal to approve the Remuneration Policy for 2024, including amendments to the Remuneration Policy.

The Chairperson of the Meeting gave the floor to the Chairperson of the Board of Directors.

The Chairperson of the Board of Directors elaborated on the Board of Directors proposed amendments to the Remuneration Policy and referred to the revised draft Remuneration Policy which had been available at the Company's website prior to the Annual General Meeting.

The Chairperson of the Meeting stated, with consent of the general meeting, that the proposal was adopted.

##### **b. Amendments to Article 3 of the Articles of Association.**

The Chairperson of the Meeting presented the Board of Directors' proposal to amend Article 3 of the Articles of Association as a consequence of the Company's share capital increase adopted on 23 May 2023.

The effect of the proposal would be that:

- i. Articles 3.3 and 3.4 would be deleted as they were no longer relevant, and

- ii. The existing Article 3.5 would be renumbered accordingly to Article 3.3 and amended to have the following wording:

*"3.3 New shares issued pursuant to Articles 3.1 and 3.2 shall be paid in full, shall be issued in the name of the holder, shall be recorded in the name of the holder in the Company's register of shareholders, shall be negotiable instruments and shall in every respect carry the same rights as the existing shares. The Board of Directors is authorised to lay down the terms and conditions for capital increases pursuant to the above authorisations and to make any such amendments to the Company's Articles of Association as may be required as a result of the Board of Directors' exercise of said authorisations."*

The Chairperson of the Meeting stated, with consent of the general meeting, that the proposal was adopted.

**c. Delegation of authority to the chair of the meeting**

The Chairperson of the Meeting presented the Board of Directors' proposal to authorise the Chairperson of the Meeting, with power of delegation, to register the adopted proposals and to make such amendments thereto as the Danish Business Authority or other authorities may demand or request as a condition for registration of approval.

The Chairperson of the Meeting stated, with consent of the general meeting, that the proposal was passed.

**Item 10 – Any other business**

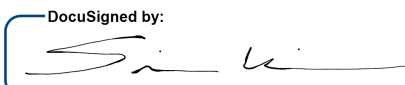
No shareholders wished to take the floor.

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There being no further items on the agenda, the Chairperson of the Meeting thanked the shareholders for a practical and efficient execution of the general meeting and resigned as Chairperson of the Meeting.

Claus V. Hemmingsen thanked the shareholders for their trust and support and the Chairperson of the Meeting for conducting the Annual General Meeting.

The Chairperson of the Board of Directors then declared the Annual General Meeting closed.

DocuSigned by:  
  
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Simon Milthers  
Chairperson of the Meeting