

HusCompagniet Annual General Meeting 2023

Notice to convene the Annual General Meeting of HusCompagniet A/S

Friday, 14 April 2023 at 10:00 am (CEST) at Bech-Bruun, Langelinie Allé 35, 2100 Copenhagen

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 and approval 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. Authorisation to the Board of Directors to increase the share capital
 - b. Deletion of secondary names
 - c. Delegation of authority to the chair of the meeting
10. Any other business

Complete proposals

1. The Board of Directors' report on the Company's activities in the past financial year

2. Presentation and adoption of the annual report

The Board of Directors proposes that the annual report for the financial year 2022 is adopted.

3. Distribution of profit or covering of loss according to the adopted annual report

The Board of Directors proposes that the result for 2022 is carried forward to next year in accordance with the annual report for 2022. Accordingly, the Board of Directors proposes that no dividends will be paid out.

4. Resolution to grant discharge of liability to the Board of Directors and the Executive Management

The Board of Directors proposes that the Board of Directors and Executive Management are granted discharge of liability.

5. Presentation and approval of the remuneration report for the past financial year for an advisory vote

The Board of Directors proposes that the remuneration report for the financial year 2022 is approved.

6. Approval of remuneration of the Board of Directors for the current financial year

The Board of Directors proposes that the following level of remuneration for 2023, which is identical to the Board of Directors' remuneration level for 2022, is approved by the Annual General Meeting:

Position	Base fee multiple	Fee (DKK)
Member of the Board of Directors	1x	300,000
Chairperson of the Board of Directors	3x	900,000
Vice Chairperson of the Board of Directors	2x	600,000
Member of the Audit Committee	1/3x	100,000
Chairperson of the Audit Committee	2/3x	200,000
Member of the Remuneration and Nomination Committee	1/4x	75,000
Chairperson of the Remuneration and Nomination Committee	1/3x	100,000

7. Election of members to the Board of Directors

The Board of Directors proposes the election of a total of six members of the Board of Directors and that the following four candidates are re-elected as members of the Board of Directors:

- Claus V. Hemmingsen
- Anja B. Eriksson
- Ylva Ekborn
- Stig Pastwa

Furthermore, the Board of Directors proposes election of the following two candidates as new members of the Board of Directors:

- Michael Troensegaard Andersen
- Ole Lund Andersen

Mads Munkholt Ditlevsen and Bo Rygaard do not stand for re-election.

Please see **Appendix 1** for a description of the candidates' qualifications, other directorships and executive functions, etc.

8. Election of auditor

The Board of Directors recommends re-election of EY Godkendt Revisionspartnerselskab, company registration no. 26 86 62 78, based on a recommendation from the Audit Committee. The Audit Committee's recommendation has not been influenced by third parties and has not been subject to any agreement with a third party restricting the Annual General Meeting's election of certain auditors or audit firms.

9. Proposals from the Board of Directors

- a. Authorisation to the Board of Directors to increase the share capital

The Board of Directors proposes that the Board of Directors is authorised, in the period until 1 May 2024, to increase the Company's share capital, in one or more issues, by up to a nominal amount of DKK 18,210,000 without pre-emption rights for the existing shareholders. Increases of the share capital pursuant to the authorisation shall take place at or above market price and may be effected by cash payment, conversion of debt or by contribution of assets other than cash. Further, the share capital may not in combination with the authorisation set out in the current Article 3.2 of the Articles of Association be increased by more than a total nominal value of DKK 18,210,000.

The purpose of the proposed authorisation is to create adequate short-term flexibility for the Board of Directors to strengthen the Company's equity capital structure.

According to the proposal:

- i. the authorisation set out in Article 3.1 (expired on 30 June 2021) will be deleted and the existing Articles 3.2 and 3.3 renumbered accordingly to Articles 3.1 and 3.2,
- ii. new Articles 3.3 and 3.4 will be added, and
- iii. the existing Article 3.4 will be amended and renumbered to Article 3.5.

The proposed Articles 3.3-3.5 of the Articles of Association will have the following wording:

"3.3 In the period until 1 May 2024, the Board of Directors is authorised to increase the Company's share capital in one or more issues of new shares without pre-emption rights for the Company's existing shareholders by up to a nominal amount of DKK 18,210,000. The capital increase shall take place at or above market price as determined by the Board of Directors and may be effected by cash payment, conversion of debt or by contribution of assets other than cash.

3.4 Increases of the share capital pursuant to the authorisations set out in Articles 3.1 and 3.3 may not in total exceed a nominal value of DKK 18,210,000.

3.5 New shares issued pursuant to Articles 3.1, 3.2 and 3.3 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."

b. Deletion of secondary names

The Board of Directors proposes to delete the secondary names of the Company from the Company's Articles of Association, given that the secondary names are no longer applied by the Company. The proposal implies that the second sentence in Articles 1.1 of the Articles of Association is deleted.

c. Delegation of authority to the chair of the meeting

The Board of Directors proposes that the General Meeting authorises the chair 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.

10. Any other business

Majority requirements

Adoption of the proposals made under items 2-8 and 9c are subject to a simple majority of votes. Adoption of the proposal made under item 9a and 9b requires at least 2/3 of the votes cast as well as the share capital represented at the Annual General Meeting.

Share capital and voting rights

The current total nominal share capital of the Company is DKK 91,050,000 divided into shares of DKK 5. Each share of nominally DKK 5 carries five votes (91,050,000 votes in total).

Participation and voting rights

All shareholders holding shares in the Company on the date of registration, **Friday 7 April 2023**, have a right to attend the Annual General Meeting and vote.

The number of shares held by each shareholder is based on the information recorded in the Company's register of shareholders on the registration date and any notification received by the Company for registration prior to or on the registration date for entry into the register of shareholders, but not yet registered.

A shareholder who wishes to attend the Annual General Meeting must order an admission card no later than **Tuesday, 11 April 2023 at 11.59 am (CEST)**. Admission cards are ordered electronically via the Company's Shareholder Portal which can be accessed from the Company's website, <https://investors.huscompagniet.com>. NemID/MitID or VP account number is required for access.

A shareholder or his/her proxy holder wishing to register an advisor for attending the Annual General Meeting must state the name and email address of the advisor when submitting the order for admission card.

Admission card for the Annual General Meeting will be sent electronically to the email address registered by the shareholder in the Shareholder Portal and is also available for download directly from the Shareholder Portal.

Please bring the admission card to the Annual General Meeting in order to access the meeting. You may bring your admission card electronically on your smartphone or tablet or bring a printed version.

Proxy

Shareholders may attend by proxy. Proxies can be granted electronically via the Shareholder Portal, or by completing, signing and returning a dated proxy form. Proxy forms can be found at <https://investors.huscompagniet.com/governance/annual-general-meeting/>.

Proxies must be received by the Company no later than **Tuesday, 11 April 2023 at 11.59 am (CEST)**, e.g. as scanned copy by email to gf@computershare.dk or by regular mail to Computershare A/S, Lottenborgvej 26 D, 2800 Kongens Lyngby, Denmark.

Proxies can be revoked by the shareholder at any time. Revocation must be in writing by email to gf@computershare.dk or by regular mail to Computershare A/S, Lottenborgvej 26 D, 2800 Kongens Lyngby, Denmark.

All proxies to the Board of Directors will by the Board of Directors be considered submitted in accordance with the proxy form accessible at the Company's website, unless otherwise stated in the proxy or as part of the submission of the proxy concerned.

Postal vote

Shareholders may vote by post for the items on the agenda. Postal votes can be submitted electronically via the Shareholder Portal, or by completing, signing and returning a dated postal vote form. Postal vote forms can be found at <https://investors.huscompagniet.com/governance/annual-general-meeting/>.

Postal votes must be received by the Company no later than **Thursday, 13 April 2023 at 11:59 am (CEST)**, e.g. as scanned copy by email to gf@computershare.dk or by regular mail to Computershare A/S, Lottenborgvej 26 D, 2800 Kongens Lyngby, Denmark.

Postal votes cannot be revoked.

All postal votes will by the Board of Directors be considered submitted in accordance with the postal vote form accessible at the Company's website, unless otherwise stated in the postal vote or as part of the submission of the postal vote concerned.

Information at the Company's website

Further information about the Annual General Meeting is available at the Company's website <https://investors.huscompagniet.com/governance/annual-general-meeting/>, including this notice to convene the Annual General Meeting with the agenda and complete proposals, the total number of shares and voting rights as of the date of the Annual General Meeting, the proxy and postal vote form, and the documents to be presented at the Annual General Meeting.

The annual report for 2022 and the remuneration report for 2022 are available at <https://investors.huscompagniet.com/governance/annual-general-meeting/>.

Questions from shareholders

Prior to the Annual General Meeting, shareholders may submit questions relating to the documentation to be considered at the Annual General Meeting, including the annual report and the remuneration report, the Company in general or the agenda. Questions can be submitted by email to ir@huscompagniet.dk.

Questions from shareholders submitted prior to the Annual General Meeting will, as far as possible, be answered in writing prior to the Annual General Meeting and published at the Company's website or presented by the chairperson of the Annual General Meeting and answered at the Annual General Meeting.

Moreover, shareholders can ask questions at the Annual General Meeting. If a question cannot be answered at the Annual General Meeting, the answer will be published on the Company's website no later than two weeks after the Annual General Meeting.

Technical assistance

Questions on notification of attendance of the Annual General Meeting or use of the Company's Shareholder Portal may be directed to Computershare A/S by telephone (+45) 4546 0997 (weekdays at 09:00 (CET/CEST) to 15:00 (CET/CEST)).

Webcast

The Annual General Meeting will be webcasted live on the Company's website <https://investors.huscompagniet.com/governance/annual-general-meeting/> and via the Shareholder Portal.

Personal data

Prompted by requirements set out in the Danish Companies Act, the Company processes personal information about its shareholders as part of the administration of the Company's register of shareholders and other communications. The following information is processed: Name, address, contact information, VP account number, shareholding and participation in events. Furthermore, the Annual General Meeting will be broadcasted live by webcast. You can read more about how the Company processes personal information on the Company's website: <https://www.huscompagniet.dk/cookies-persondatapolitik> (Danish only).

Language

The Annual General Meeting will be conducted in Danish and all representatives of the Company and the chairperson of the Annual General Meeting will make their presentations and answer questions in Danish. Shareholders may choose to submit questions and comments in Danish or in English. The Company does not offer simultaneous interpretation from Danish to English and from English to Danish (in case of questions being submitted in English) at the Annual General Meeting.

Members of the press

Press representatives may gain access to the Annual General Meeting by contacting the Company at ir@huscompagniet.dk no later than Thursday 13 April 2023 at 11:59 am (CEST).

The Board of Directors

23 March 2023

Appendix 1 – Candidates for the Board of Directors

Candidates for re-election:



Claus V. Hemmingsen

Chairperson (Independent)

Chair of Remuneration and Nomination

Committee

Member since: May 2020

Born: 1962 **Gender:** Male **Nationality:** Danish

Education:

Management Programmes, London Business School and Cornell University;
Exec. MBA, IMD; International Directors Programme, INSEAD

Position:

Non-executive board-member

Other management positions:

Chair: DFDS A/S, Innargi A/S. Board member: Noble Corporation plc, A.P. Moller Holding A/S, A.P. Moller og Hustru Chastine Mc-Kinney Mollers Fond til almene Formaal, Den A.P. Mollerske Stottefond, Bacher Workwear A/S, Maersk Mc-Kinney Moller Center for Zero Carbon Shipping, Global Maritime Foundation, Det Forenede Dampskibs-Selskabs Jubilaeumsfond, Owner and director of CVH Consulting ApS.

Competences:

Competences and experiences particularly from within the international maritime and offshore drilling industries, incl. M&A, commercial and general management, operational expertise, strategic planning, HSSE & Sustainability, and regulatory affairs

Holdings:

65,499



Anja B. Eriksson

Vice-Chairperson (Independent)

Member of Audit Committee

Member since: July 2020

Born: 1974 **Gender:** Female **Nationality:** Danish

Education:

M.Sc. in Applied Economics and Finance, B.Sc. International Business from Copenhagen Business School, Young Managers Programme and Negotiation Dynamics from INSEAD Business School and High Performance Boards programme at IMD

Position:

Vice President, ATP – Long Term Danish Capital

Other management positions:

Chair: M.J. Eriksson Holding A/S, Anders Nielsen & Co. A/S. Board member: M.J Eriksson A/S, Pihl Holdings A/S, Veo Technologies A/S, Ferrosan Medical Devices A/S, Owner and director F5 Invest ApS

Competences:

Experience from leading roles in the financial and construction industries, with a strong commercial focus, having driven change processes, M&A transactions, sale and HSSE.

Holdings:

33,326



Stig Pastwa

Board member (Independent)

Chair of Audit Committee

Member since: April 2021

Born: 1967 **Gender:** Male **Nationality:** Danish

Education:

Graduate Diploma, HD (r) Business Administration, Financial and Management Accounting from Copenhagen Business School. PED from IMD Business School and ADP from London Business School

Position:

Professional Board member, Advisor and Investor

Other management positions:

Member of Board of representatives: Hedeselskabet. Board member: SP Holding 2015 ApS and CC investment II ApS

Competences:

Commercial and managerial experience, including M&A, ESG and real estate with a strong financial background from executive roles and non-executive directorships in several large Danish and international corporations and institutions, both listed and private.

Holdings:

8,540



Ylva Ekborn

Board member (Independent)

Member of Remuneration and Nomination Committee & Audit Committee

Member since: July 2019

Born: 1975 **Gender:** Female **Nationality:** Swedish

Education:

M.Sc. in Economics and Business Administration, Stockholm School of Economics

Position:

CEO PostNord Strålfors Group & member of Postnord Group Leadership Team

Other management positions:

Chair: Postnord Stralfors Oy, PostNord Stralfors AS. Board member: PIHR

Competences:

Nordic CEO with experience from both B2C and B2B companies. Focus on strategy, operational excellence, digital transformation, business development and brand & communication.

Holdings:

20,247

Candidates for election:



Photo credit: H+H

Michael Troensegaard Andersen

Born: 1961 **Gender:** Male **Nationality:** Danish

Education:

MSc. Mechanical Engineering, DTU
Ba. Comm (HD accounting), CBS

Position:

Non-executive board-member

Other management positions:

Chair: Solar A/S, Board member: Hansengroup A/S

Competences:

Executive experience from industry relevant listed companies (namely H+H International A/S), as well as competences and experience within strategic, structural, and organisational transformation, sustainability and green transition, together with in-depth knowledge of the European Building and Building Material Industry

Holdings:

None



Photo credit: Lars Larsen Group

Ole Lund Andersen

Born: 1959 **Gender:** Male **Nationality:** Danish

Education:

BSc. Production Engineering, Copenhagen Teknikum

Position:

Non-executive board-member

Other management positions:

Board member: Lars Larsens JYSK Fond, Actona Group A/S, ScanCom International A/S, Contino Holding A/S, Nissen Capital A/S

Competencies:

Executive experience from both B2B and B2C with competences within consumer directed sales and marketing as well as a strong background within design, production, and manufacturing, both nationally and internationally

Holdings:

None