

**HusCompagniet** Annual General Meeting 2022

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

**Friday, 8 April 2022 at 10:00 am (CEST) at Bech-Bruun, Langelinie Allé 35, 2100 Copenhagen**

The Annual General Meeting will be held in accordance with the Danish health authorities' Covid-19 recommendations applicable (if any) at the date of the Annual General Meeting.

### **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
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. Reduction of the share capital
  - b. Authorisation to acquire treasury shares
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 2021 is adopted.

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

The Board of Directors proposes payment of a dividend of DKK 7.35 per share of a nominal value of DKK 5. No dividend will be paid out on treasury shares.

### 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

The Board of Directors proposes that the remuneration report for the financial year 2021 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 2022, which is identical to the Board of Directors' remuneration level for 2021, 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 re-election of the following six candidates as members of the Board of Directors constituting all members of the Board of Directors:

- Claus V. Hemmingsen
- Anja B. Eriksson
- Ylva Ekborn
- Mads Munkholt Ditlevsen
- Bo Rygaard
- Stig Pastwa

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. 26866278, 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 or shareholders**

### **a. Reduction of the share capital**

The Board of Directors proposes a reduction of the Company's share capital by cancellation of treasury shares. The purpose of the share capital reduction is to distribute funds to the shareholders by way of the Company repurchasing shares in the Company.

The Board of Directors proposes that the Company's share capital shall be reduced by DKK 8,950,000 from DKK 100,000,000 to DKK 91,050,000. The share capital reduction will be effected at a price corresponding to an average price of DKK 116.45 per share of nominally DKK 5, entailing that, in addition to the nominal reduction amount, a total premium of DKK 199,495,500 has been paid to the shareholders.

Adoption of the proposal implies that article 2.1 of the Articles of Association be amended to have the following wording taking effect upon completion of the share capital reduction:

*"The Company's nominal share capital is DKK 91,050,000 divided into shares of DKK 1 each or multiples thereof."*

### **b. Authorisation to acquire treasury shares**

The Board of Directors proposes that the Board of Directors is authorised to allow the Company to acquire treasury shares up to a total nominal amount of DKK 9,105,000 corresponding to 10% of the share capital, provided that the Company's holding of treasury shares does not exceed 10% of the share capital. The purchase price for acquisition of treasury shares may not deviate by more than 10% from the share price quoted on the date of acquisition. The authorisation shall be in force until 8 April 2027.

## **10. Any other business**

### **Majority requirements**

Adoption of the proposals made under items 2-8 and 9.b are subject to a simple majority of votes. Adoption of the proposal made under item 9.a 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 100,000,000 divided into shares of DKK 5. Each share of nominally DKK 5 carries five votes (100,000,000 votes in total).

## Participation and voting rights

All shareholders holding shares in the Company on the date of registration, **Friday 1 April 2022**, 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 **Monday, 4 April 2022 at 11.59 pm (CEST)**. Admission card is ordered electronically via the Company's Shareholder Portal which can be accessed from the Company's website, [investors.huscompagniet.com](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 [investors.huscompagniet.com/English/governance/AGM](https://investors.huscompagniet.com/English/governance/AGM).

Proxies must be received by the Company no later than **Monday, 4 April 2022 at 11.59 pm (CEST)**, e.g. as scanned copy by email to [gf@computershare.dk](mailto: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](mailto:gf@computershare.dk) or by regular mail to Computershare A/S, Lottenborgvej 26 D, 2800 Kongens Lyngby, Denmark.

## 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 [investors.huscompagniet.com/English/governance/AGM/](https://investors.huscompagniet.com/English/governance/AGM/).

Postal votes must be received by the Company no later than **Thursday, 7 April 2022 at 11:59 am (CEST)**, e.g. as scanned copy by email to [gf@computershare.dk](mailto:gf@computershare.dk) or by regular mail to Computershare A/S, Lottenborgvej 26 D, 2800 Kongens Lyngby, Denmark.

Postal votes cannot be revoked.

## Information at the Company's website

Further information about the Annual General Meeting are available at the Company's website [investors.huscompagniet.com/English/governance/AGM/](https://investors.huscompagniet.com/English/governance/AGM/), 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 voting form, and the documents to be presented at the Annual General Meeting.

The annual report for 2021 and the remuneration report for 2021 are available at [investors.huscompagniet.com/English/governance/AGM/](https://investors.huscompagniet.com/English/governance/AGM/).

### **Questions from shareholders**

Prior to the Annual General Meeting shareholders may submit questions relating to the documentation to be considered at the 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](mailto: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.

### **Dividends**

The dividend approved by the Annual General Meeting, cf. item 3 of the agenda, will be transferred to the shareholders via Danske Bank after deduction of withholding tax, if any. Further information on dividends can be found in the annual report for 2021 on pages 60-61.

### **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 [investors.huscompagniet.com/English/governance/AGM/](https://investors.huscompagniet.com/English/governance/AGM/) and via 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](mailto:ir@huscompagniet.dk) no later than Thursday 7 April 2022 at 11:59 am (CEST).

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The Board of Directors

17 March 2022

## 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

#### Position:

Non-executive board-member

#### Education:

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

#### Other positions:

Managing Director, CVH Consulting ApS. Chairperson: Maersk Drilling (The Drilling Company of 1972 A/S), DFDS A/S, Innargi A/S. Board member: 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 A/S, Maersk Mc-Kinney Moller Center for Zero Carbon Shipping, Global Maritime Foundation, Det Forenede Dampskibs-Selskabs Jubilæumsfond

#### Competencies:

Extensive international, commercial and managerial experience, including HSSE & Sustainability, M&A, capital markets and non-executive directorships.

#### Holdings\*

55,044, changed from 46,453 at 31 December 2020



#### Anja B. Eriksson

**Vice-Chairperson** (Independent)

**Chair of Audit Committee**

Member since: July 2020

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

#### Position:

Director, ATP

#### 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.

#### Other positions:

Chairperson: M.J. Eriksson Holding, Chairperson: Anders Nielsen & Co. A/S, Board member: M.J Eriksson A/S, Board member: Pihl Holdings A/S, Board member: Pihl & Son A/S.

#### Competencies:

Extensive 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 changed from 31,179 at 31 December 2020

\* Indirect and direct



## Ylva Ekborn

**Board member** (independent)

**Member of Audit Committee,**

**Member of Remuneration and Nomination Committee**

Member since: July 2019

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

### Position:

CEO Postnord Strålfors Group & Member of Postnord Group Leadership Team

### Education:

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

### Other positions:

Postnord Strålfors AS (Chairperson), Postnord Strålfors A/S, Postnord Strålfors OY

### Competencies:

Extensive experience from executive positions in both B2C and B2B companies in the Nordic region with a strong focus on driving strategic business development, commercial development, M&A strategies and digital transformation.

### Holdings\*

20,247 changed from 12,687 at 31 December 2020



## Mads Munkholt Ditlevsen

**Board member** (Independent)

**Member of Remuneration and Nomination Committee**

Member since: August 2015

**Born:** 1976 **Gender:** Male **Nationality:** Danish

### Position:

Partner at EQT Partners, Head of EQT Partners Denmark

### Education:

M.Sc. in Finance & Accounting, Copenhagen Business School

### Other positions:

Brancheforeningen for Aktive Ejere i Danmark (Board Member), Banking Circle (Vice Chairperson), Fonden Human Practice Foundation (Board Member), 3Shape (Board member), Oterra (Vice Chairperson)

### Competencies:

Extensive experience within Private Equity, M&A, investments, operations and financing working out of Copenhagen and Hong Kong.

### Holdings

No shares

\* Indirect and direct





## Stig Pastwa

**Board member** (Independent)

**Member of Audit Committee**

Member since: April 2021

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

### Position:

Partner, Copenhagen Infrastructure Partners P/S

### 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

### Other positions:

Member of the Board of Representatives, Hedeselskabet. Member of the Board of Management and Board of Directors of several CIP companies and CI related funds

### Competencies:

Extensive commercial and managerial experience, including M&A, with a strong financial background as both CFO and CEO from executive roles and non-executive directorships in several large Danish corporations and institutions.

### Holdings\*

6,237

\* Indirect and direct



## Bo Rygaard

**Board member** (Independent)

**Member of Remuneration and Nomination Committee**

Member since: April 2021

**Born:** 1965 **Gender:** Male **Nationality:** Danish

### Position:

CEO, Dreyers Foundation

### Education:

M.Sc in Economics and Business Administration, Copenhagen Business School

### Other positions:

CEO, Dreyers Foundation, Chairperson of the Board Netcompany Group A/S, Chairperson of the Board, Skamol A/S, Chairperson of the Board KFI Erhvervsdrivende Fond, Chairperson of the Board, KV Foundation, Deputy Chairperson of the Board, Statens Ejendomsselskab A/S, Member of the Board Fondenes Videnscenter, Chairperson of Richters foundation, member of the board of HusCompagniet group A/S.

### Competencies:

Extensive managerial experience in industry related areas, including real-estate and development, both in Denmark and internationally and experience as both executive and chairperson in listed companies, currently as Chairperson of the Board of Netcompany Group A/S.

### Holdings

No shares