



HusCompagniet Annual General Meeting 2021

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

**Monday, 12 April 2021 at 10:00 am (CET)**

Due to the current Covid-19 situation and in order to reduce the spread of infection as much as possible, the Board of Directors has decided that this year's Annual General Meeting will be held as a fully electronic meeting without physical attendance.

### **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 or shareholders
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 2020 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 3 per share of a nominal value of DKK 5.

### 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 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 2020 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 2021, which is identical to the Board of Directors' remuneration level for 2020, 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:

- Claus V. Hemmingsen
- Anja B. Eriksson
- Ylva Ekborn
- Mads Munkholt Ditlevsen

Furthermore, the Board of Directors proposes election of Bo Rygaard and Stig Pastwa as new members of the Board of Directors.

Steffen Martin Baungaard and Magnus Tornling will not be up 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. 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**

(No proposals have been made)

## **10. Any other business**

### **Majority requirements**

Adoption of all agenda items are subject to a simple majority of votes.

### **Share capital and voting rights**

The current total nominal share capital of the Company is DKK 100,000,000 divided into shares of DKK 1 each or multiples hereof. Each share of nominally DKK 1 carries one vote (100,000,000 votes in total).

### **Participation and voting rights**

All shareholders holding shares in the Company on the date of registration, **Monday 5 April 2021** 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 Thursday, 8 April 2021 at 11.59 pm (CET). 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 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 address of the advisor, when submitting the order for admission card.

Admission card with login details 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. To receive admission card electronically, please register email address in the shareholders portal which can be accessed via [investors.huscompagniet.com](https://investors.huscompagniet.com).

### **Attending the general meeting electronically**

Participation in the Annual General Meeting will take place through the virtual meeting portal LUMI which can be accessed by a web browser on desktop devices, smartphones or tablets. LUMI provides the possibility of asking questions, providing comments and voting (if required) during the live webcast of the Annual General Meeting.

Links for accessing LUMI, information on the procedure for electronically attending the Annual General Meeting will be provided by email to shareholders having notified the Company of his/her attendance at the Annual General Meeting.

To attend the Annual General Meeting, shareholders must have an electronic device with a supported web browser as well as an adequate and functioning internet connection available at the time of the Annual General Meeting. For attending the Annual General Meeting, you should install the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure that your browser is compatible by logging in early.

Information on how to electronically attend the Annual General Meeting can also be found at [investors.huscompagniet.com/AGM](https://investors.huscompagniet.com/AGM).

### **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/AGM](https://investors.huscompagniet.com/AGM).

Proxies must be received by the Company no later than Thursday, 8 April 2021 at 11:59 pm (CET) 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, with proper identification and signature.

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

Postal votes must be received by the Company no later than Friday, 9 April 2021 at 11:59 am (CET), 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/AGM](https://investors.huscompagniet.com/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 forms and the LUMI AGM user guide. The annual report for 2020 and the remuneration report for 2020 are available at [investors.huscompagniet.com/AGM](https://investors.huscompagniet.com/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. Questions and answers will be published at the Company's website.

During the Annual General Meeting, shareholders can electronically submit questions to the Board of Directors and the Executive Management through LUMI. If a question cannot be answered at the Annual General Meeting, the answer will be published at 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 2020 on pages 50-51.

## Technical assistance

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

## Personal data

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 through LUMI. 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 chairman 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 Friday 9 April 2021 at 11:59 am (CET).

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The Board of Directors

17 March 2021

## 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

**Nationality:** Danish

**Education:**

London Business School, MBA from IMD  
International Directors Programme, INSEAD

**Other positions:**

Managing Director, CVH Consulting ApS

Chairman: Maersk Drilling (The Drilling Company of 1972 A/S),  
DFDS A/S

Board member: A.P. Møller Holding A/S, A.P. Møller og Hustru  
Chastine Mc-Kinney Møllers Fond til almene Formaal, Den A.P.  
Møllerske Støttefond, Bacher A/S, Maersk Mc-Kinney Møller  
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**

Direct: 31,712  
Indirect: 14,741



**Anja B. Eriksson**

**Vice-Chairperson (Independent),**

**Chair of Audit Committee**

Member since: July 2020

**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

**Other positions:**

Chairman: Scandinavian Corporate Finance advisors A/S,  
Chairman: M.J. Eriksson Holding, Chairman: Anders Nielsen &  
Co. A/S, Board member: M.J Eriksson A/S, Board member: M-  
Tec Holding Danmark ApS, Board member: Pihl & Søn A/S,  
Board member: Trackunit ApS

**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**

Direct: 16,910  
Indirect: 14,269



### Ylva Ekborn

**Board member (independent), Member of Audit Committee, Member of Remuneration and Nomination Committee**

Member since: July 2019

**Nationality:**

Swedish

**Education:**

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

**Other positions:**

CEO PostNord Strålfors Group, Postnord Strålfors Oy (Chairman), PostNord Strålfors AS

**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**

Direct: 4,026



### Mads Munkholt Ditlevsen

**Board member (not independent),**

**Member of Remuneration and Nomination Committee**

Member since: August 2015

**Nationality:**

Danish

**Education:**

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

**Other positions:**

Partner at EQT Partners, Head of EQT Partners Denmark. DVCA (Board Member), Banking Circle (Vice Chairman), Zebra A/S (Board Member)

**Competencies:**

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

**Holdings**

No shares



## Candidates for election:



**Stig Pastwa**

(Independent)

**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

**Other positions:**

Partner, Copenhagen Infrastructure Partners P/S, Member of the Board, Apleona HSG Facility Management AG, Industrial Advisor, EQT Partners, 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 with a strong financial background as both CFO and CEO from executive roles and non-executive directorships in several large Danish corporations and institutions.

**Former Positions:**

2016-2019 Group CFO, TDC Group, TDC A/S  
2015-2016 CFO, Codan Forsikring A/S  
2013-2015 Acting CEO and formerly CFO, DSB  
2009-2013 COO and formerly COO, Saxo Bank A/S  
1998-2009 COO and other roles, ISS A/S  
1986-1998 Various roles A.P.Møller-Maersk A/S  
2015-2020 Member of the Board, Global Knowledge Training Inc.  
2018-2020 Member of the Board, Nordic Investment Opportunities A/S  
2010-2019 Chairman of the Board, Chr. Olesen A/S  
2014-2016 Chairman of the Board, Allianceplus A/S  
2010-2015 Member of the Board, HedeDanmark A/S  
2013-2014 Member of the Board, Rejsekort & Rejseplan A/S  
2013-2014 Chairman of the Board, DSB Ejendomsudvikling A/S  
2011-2012 Chairman of the Board, Boliga Gruppen A/S

**Holdings:** 0



**Bo Rygaard**

(Independent)

**Nationality:** Danish

**Education:**

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

**Other positions:**

CEO, Dreyers Foundation, Chairman of the Board Netcompany Group A/S, Chairman of the Board, EET A/S, Chairman of the Board, Skamol A/S, Chairman of the Board KFI Erhvervsdrivende Fond, Chairman of the Board, KV Foundation, , Deputy Chairman of the Board, Statens Ejendomsselskab A/S, Member of the Board Fondenes Videnscenter

**Competencies:**

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

**Former Positions:**

2015-2021 Chairman of the Board, Parken Sport & Entertainment  
2012-2015 Chairman of the Board, HusCompagniet A/S  
2005-2012 Senior Vice President, Rockwool Group  
2003-2005 Senior Vice President Duni Group  
1996-2002 Senior Vice President, Fazer Group  
1988-1996 CEO, Nordisk Film A/S

**Holdings:** 0