

**Company announcement no. 5/2021**

*This is a translation into English of the original Danish text. In case of any discrepancies between the two texts, the Danish text shall prevail.*

Notice convening the annual general meeting of Brødrene Hartmann A/S (CVR no.: 63049611)

**Tuesday 27 April 2021 at 1 pm**

The board of directors of Brødrene Hartmann A/S has in accordance with article 8a of the articles of association decided that the general meeting be held as a **completely electronic general meeting**, i.e. without the possibility of physical attendance. Shareholders will thereby be able to attend, ask questions and vote at the general meeting by electronic means – further information about electronic participation in the meeting is included in the end of this notice.

**AGENDA**

1. Report from the board of directors on the company's activities in the past financial year.
2. Presentation of the audited annual report for adoption.
3. Presentation of and indicative vote on the remuneration report.
4. Resolution on the discharge from liability of members of the executive board and the board of directors.
5. Resolution on the distribution of profit or the payment of loss in accordance with the adopted annual report.
6. Election of members to the board of directors.
7. Adoption of the remuneration to the board of directors for 2021.
8. Election of auditor.
9. Proposal from the board of directors for an authorisation to acquire treasury shares.
10. Proposal from the board of directors to authorise the chairman of the annual general meeting with full right of substitution to file the resolutions passed at the general meeting for registration with the Danish Business Authority.
11. Any other business.

**ELABORATION ON THE PROPOSALS****Re item 5 on the agenda**

Resolution on the distribution of profit or the payment of loss in accordance with the adopted annual report.

The board of directors recommends to the general meeting that the result of the year of DKK 273,857,847 is carried forward to next year (retained earnings).

**Re item 6 on the agenda**

Election of members to the board of directors.

According to the articles of association, board members are elected by the general meeting for a term of one year.

The board of directors proposes re-election of Jan Klarskov Henriksen, Steen Parsholt, Jan Madsen and Marianne Schelde.

In accordance with section 3.2.1 of the Corporate Governance Recommendations Jan Klarskov Henriksen, Steen Parsholt and Jan Madsen are considered independent candidates.

Karen Hækkerup does not stand for re-election.

An outline of the background of the individual candidates:

Jan Klarskov Henriksen (55) is managing director of Aviagen Broiler Breeding Group Inc., USA with a comprehensive experience in international management within the food industry and special competencies in sale and marketing within the poultry and egg industry from previous employments as CEO of respectively Lantmännen Unibake Holding A/S (2012-2014), Lantmännen Kronfågel Holding AB (2009-2012) and Danæg a.m.b.a. (2005-2008). Jan Klarskov Henriksen is chairman of the board of directors of BPI A/S.

Steen Parsholt (69) has special competencies in international management, finance and controlling. Until 2005 Nordic manager of Aon and member of the European management. Previously Steen Parsholt was group CEO of NCM Holding in Amsterdam and inter alia CEO of Citibank in Denmark. Today he is involved in board work etc. on a full-time basis. Steen Parsholt is chairman of the boards of DADES A/S, Ejendomsaktieselskabet af 1. maj 2015, Reviva S.A. in Luxembourg and ISS Finance BV., vice chairman of the boards of directors of NGF Denmark Holding ApS, NGF General Partner ApS and NGF Nature Energy Biogas A/S and board member of N2F Management ApS and Glitnir HoldCo ehf in Iceland.

Jan Madsen (51) is CEO of Coop Invest A/S and the software company Lobyco A/S. Jan Madsen was previously group executive director of Coop Danmark A/S. Through Jan Madsen's employment in Coop Danmark A/S and his former positions in Carlsberg Group, McKinsey & Company and Nestlé, he has acquired special competencies within retail trade with a particular focus on food industry, international sale and marketing, business development, digitalisation and supply chain management. Jan Madsen is chairman of the boards of directors of FDB Møbler A/S and Coop Folkeskove A/S, vice chairman of the board of directors of Coop Bank A/S and board member of Færch & Co. Gastro ApS (including in a subsidiary), Republica A/S and Quick Info ApS.

Marianne Schelde (58) is CFO of Thornico Holding A/S and CEO of the subsidiary Thornico IT A/S. Marianne Schelde has experience and special competencies within international financial management, financial reporting and accounting. Marianne Schelde is further a board member of Hummel Holding A/S (including in five subsidiaries), Mount Baldy A/S, Ovodan Europe ApS (including in a subsidiary), Sanovo Packaging Denmark ApS, Stanico A/S (including in a subsidiary), Thorco Africa Holding ApS, Thorco Projects A/S, Thornico IT A/S and West Star Real Estate A/S.

**Re item 7 on the agenda**

Adoption of the remuneration to the board of directors for 2021.

It is the board of directors' recommendation that the base remuneration be increased by DKK 25,000 compared to 2020, so that the base remuneration in the future will be DKK 250,000. The latest increase in the remuneration of the board of directors took place in 2017.

Thus, the proposed remuneration for 2021 amounts to the following:

The remuneration for ordinary board members will amount to DKK 250,000. The vice chairman and the chairman will continue to receive this remuneration multiplied by 1½ and 3, respectively.

Ordinary members of the audit committee continue to receive remuneration equaling ½ of the base remuneration. The chairman of the audit committee continues to receive remuneration equaling 1½ of the base remuneration.

The members of the nomination and remuneration committee will not receive remuneration for their work related to this committee.

**Re item 8 on the agenda**

Election of auditor.

The board of directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab be re-elected as the company's auditor in accordance with the audit committee's recommendation.

The audit committee has not been influenced by third parties and has not been subject to any agreement with third parties, which limits the general meeting's election to certain auditors or to certain auditing firms.

**Re item 9 on the agenda**

Proposal from the board of directors for an authorisation to acquire treasury shares.

The board of directors is authorised to let the company acquire treasury shares with up to a nominal value of DKK 14,030,180 in the period until the next annual general meeting at the stock price plus/minus 10 per cent as a maximum at the time of the acquisition.

**Re item 10 on the agenda**

Proposal from the board of directors to authorise the chairman of the annual general meeting with full right of substitution to file the resolutions passed with the Danish Business Authority and to make such alterations or additions to the resolutions passed as may be required for registration of the said resolutions with the Danish Business Authority.

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## GENERAL INFORMATION

According to section 97 of the Danish Companies Act, information is hereby given that the share capital of Brødrene Hartmann A/S amounts to nominally DKK 140,301,800 and each share of nominally DKK 20 entitles the holder to one vote at the general meeting.

The company's annual report for 2020 is available in Danish and English at [hartmann-packaging.com](http://hartmann-packaging.com) under "Investor > Financials". The agenda and the complete proposals are included in this notice.

As of Tuesday 30 March 2021, the following documents and information will be available at [hartmann-packaging.com](http://hartmann-packaging.com) under "Investor > General meetings": (i) this notice, including the agenda and the full text of the proposed resolutions, (ii) information about the total number of shares and voting rights on the date of the notice, (iii) remuneration report for 2020, and (iv) information to shareholders on how to participate in the electronic general meeting, including guidance on how to vote and ask questions.

The shareholders may via the investor portal, as described in more detail below, request for admission cards, submit a proxy or submit postal votes:

1. Go to Brødrene Hartmann A/S' website, [hartmann-packaging.com](http://hartmann-packaging.com), under "Investor > Investor Portal"
2. Click on the direct link to the investor portal "Investor portal - English"
3. Log in to the investor portal: Use either NemID or username and password
4. The shareholder then selects request for/submission of (i) admission card, (ii) proxy to the board of directors, (iii) instruction proxy, (iv) proxy to a third party or (v) postal votes

This notice was sent electronically on 30 March 2021 to the registered shareholders who have requested it.

The following requirements for adoption of the proposals must be fulfilled in order for the proposals to be considered adopted: The proposals under items 2 – 10 can be adopted by simple majority of votes.

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### Electronic general meeting without physical attendance

The general meeting is held in accordance with article 8a of the articles of association as a completely electronic general meeting via the general meeting portal Lumi AGM, i.e. without the possibility of the shareholders' physical attendance.

Shareholders participate in the general meeting via the website <http://web.lumiagm.com>, which can be accessed via a web browser on a computer, tablet or smartphone, and which enables the shareholders to follow the general meeting's webcast, ask questions and cast votes.

The electronic general meeting functions in the latest version of either Chrome, Safari, Internet Explorer 11, Edge or Firefox – shareholders are recommended to log in well before the start of the general meeting to ensure timely access to the general meeting. The shareholders are responsible for ensuring adequate internet connection at the time of the general meeting (a stable connection requires as a minimum 5-10 Mbit/s band width).

A detailed guide to Brødrene Hartmann A/S' electronic general meeting, including the procedures for participating in the general meeting, is - as stated above - available via [hartmann-packaging.com](http://hartmann-packaging.com) under "Investor > General meetings".

Questions of a technical nature, including in relation to registration and participation in the electronic general meeting, can be sent to [gf@computershare.dk](mailto:gf@computershare.dk). Computershare's help desk opens one hour before the start of the general meeting and may be contacted on +45 45 46 09 97.

In order to be able to attend the electronic general meeting and cast votes, the following procedures must be followed.

### **Date of registration**

The shareholders' right to vote at the electronic general meeting or the right to vote by post are determined in proportion to the shares held by the shareholders on the date of registration. The date of registration is Tuesday 20 April 2021.

Only persons who are shareholders in Brødrene Hartmann A/S on the date of registration are entitled to attend and vote at the electronic general meeting, note however below regarding the shareholders' timely request for participation.

The number of shares held by each shareholder in Brødrene Hartmann A/S on the date of registration is calculated as of the expiry of the registration date. The calculation will be based on the registration of shares in the register of shareholders and such duly documented notifications to the company regarding the acquisition of shares that have not yet been recorded in the register of shareholders but have been received by the company before expiry of the registration date.

In order to be recorded in the register of shareholders and included in the calculation, information about shareholdings must be substantiated by the presentation of a transcript from VP Securities A/S or other similar documentation that may not be more than one month old. Such documentation must be received by Brødrene Hartmann A/S before the expiry of the registration date.

### **Registration**

In order to attend Brødrene Hartmann A/S' electronic general meeting, shareholders must no later than on Friday, 23 April 2021 at 11.59 pm have requested to participate in the general meeting via the investor portal which is accessible via Brødrene Hartmann A/S' website, [hartmann-packaging.com](http://hartmann-packaging.com) under "Investor > Investor Portal".

Confirmations of requests to participate (the "admission card") and details on how to participate in the electronic general meeting (including login details and link to the general meeting) will be sent to the e-mail address specified in the investor portal upon registration. **It is thus crucial that the individual shareholder ensures that the shareholder's e-mail address is correctly entered in the investor portal.**

For good measure, it is noted that participation in Brødrene Hartmann A/S' electronic general meeting requires that a request for participation has been submitted as described above.

### **Proxy**

Shareholders may also appoint a proxy holder.

Proxy holders may be appointed electronically through the investor portal, which is accessible via the company's website, hartmann-packaging.com under "Investor > Investor Portal", no later than on Friday, 23 April 2021 at 11.59 pm.

### **Postal voting**

Instead of voting in person at the electronic general meeting, the shareholders may vote by post, i.e. vote in writing before the general meeting is held.

Postal votes may be submitted electronically through the investor portal which is accessible via Brødrene Hartmann A/S' website, hartmann-packaging.com under "Investor > Investor Portal", no later than Monday 26 April 2021 at 11.59 pm.

A postal vote that has been received by Brødrene Hartmann A/S cannot be revoked.

### **Questions**

Shareholders may ask questions about the agenda before the general meeting, provided that such questions are received by the company no later than Friday, 23 April 2021 at 11.59 pm. Questions may also be asked during the general meeting. Shareholders are requested to send any questions to the individual agenda items per e-mail to [agl@hartmann-packaging.com](mailto:agl@hartmann-packaging.com) in advance of the general meeting in order to facilitate the general meeting process.

### **Processing of personal data**

For a description of the company's processing and safe-keeping of your personal data, e.g. name, e-mail address, telephone no. and information on the shareholding, obtained by the company in connection with your participation in the electronic general meeting, a reference is made to Brødrene Hartmann A/S' Privacy Policy for Shareholders etc. which is available in Danish and English at the company's website, [www.hartmann-packaging.com](http://www.hartmann-packaging.com) under "Investor > General Meetings".

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Gentofte, 30 March 2021

The board of directors for Brødrene Hartmann A/S,  
Ørnegårdsvej 18, DK-2820 Gentofte  
Telephone: (+45) 45 97 00 00