

NOTICE OF ANNUAL GENERAL MEETING 2024
MT HØJGAARD HOLDING A/S

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MT HØJGAARD HOLDING A/S
(CVR NO. 16888419)

Notice is hereby given of the Annual General Meeting ("AGM") of MT Højgaard Holding A/S ("MTHH") to be held on:

Tuesday, 19 March 2024, at 03.00 p.m. CET

The AGM will be held as a physical AGM at the address Knud Højgaards Vej 7, 2860 Søborg, Denmark. Shareholders who are unable to attend the AGM may observe via webcast.

Practical information on the webcast is provided at the end of this notice.

AGENDA

The agenda for the AGM is as follows:

1. Report of the Board of Directors
2. Presentation and adoption of the annual report
3. Decision on discharge for the Executive Management and the Board of Directors
4. Presentation of and advisory vote on the remuneration report
5. Approval of the remuneration of the Board of Directors and board committees
6. Proposed distribution of profit or covering of loss according to the adopted annual report
7. Resolutions proposed by the Board of Directors or shareholders
 - 7.1. Proposal for the approval of MTHH's remuneration policy
 - 7.2. Proposal for the renewal of authorisation to acquire treasury shares
 - 7.3. Proposal for the amendment of the voluntary scheme on group representation
8. Election of members to the Board of Directors
9. Election of auditor
10. Any other business

FURTHER DETAILS ON AGENDA ITEMS

Re item 1

Report of the Board of Directors on MTHH's activities in 2023.

The Board of Directors recommends that the report be approved.

Re item 2

Presentation and adoption of MTHH's audited annual report for 2023.

The Board of Directors recommends that the annual report be approved.

The annual report will be available at the MTHH website at www.mthh.eu, under "Investor > General meetings", from 26 February 2024.

Re item 3

Decision on discharge for the Executive Management and the Board of Directors.

The Board of Directors recommends that discharge be granted to the Executive Management and the Board of Directors of MTHH.

Re item 4

Presentation of and advisory vote on MTHH's remuneration report 2023.

The Board of Directors recommends that the remuneration report be approved.

The remuneration report will be available at the MTHH website at www.mthh.eu, under "Investor > General meetings", from 26 February 2024.

Re item 5

Approval of the remuneration of the Board of Directors and board committees.

The Board of Directors proposes that the ordinary remuneration to Board members for 2024 remain unchanged at DKK 350,000, with a supplement to the Chairman and the Deputy Chairman in accordance with the remuneration policy. This means that the Chairman of the Board of Directors will receive three times the ordinary remuneration and the Deputy Chairman one and a half times the ordinary remuneration.

The Chairman of the Audit Committee will receive a supplement of DKK 166,667 and ordinary Committee members will receive DKK 83,333.

The Chairman of the Nomination Committee will receive a supplement of DKK 25,000 and ordinary Committee members will receive DKK 12,500.

The Chairman of the Remuneration Committee will receive a supplement of DKK 25,000 and ordinary Committee members will receive DKK 12,500.

The Chairman of the Sustainability Committee will receive a supplement of DKK 25,000 and ordinary Committee members will receive DKK 12,500.

Re item 6

Resolution on the distribution of profit according to the adopted annual report for 2023.

The Board of Directors recommends that the profit for the year be distributed as stated in the annual report for 2023.

The annual report for 2023 will be available at the MTHH website at www.mthh.eu, under "Investor > General meetings", from 26 February 2024.

Re item 7

Resolutions proposed by the Board of Directors or shareholders.

Re item 7.1

Proposal for the approval of MTHH's remuneration policy.

The remuneration policy must be submitted for approval by the shareholders at least every four years. The company's remuneration policy was originally approved at the AGM in 2020. The Board of Directors therefore proposes that the shareholders approve MTHH's remuneration policy.

The remuneration policy will be available at the MTHH website at www.mthh.eu, under "Investor > General meetings", from 26 February 2024.

Re item 7.2

Proposal for the renewal of authorisation to acquire treasury shares.

The Board of Directors proposes that it be authorised to permit the company, in the period until 31 December 2028, to acquire treasury shares having a nominal value of up to 10% of the company's share capital, provided the company's total holding of treasury shares at no time exceeds 10% of the share capital. The acquisition price for treasury shares may not deviate by more than 10% from the price quoted for the shares on Nasdaq Copenhagen at the time of acquisition.

Re item 7.3

Proposal for the amendment of the voluntary scheme on group representation.

The Board of Directors proposes that the voluntary scheme on group representation be changed to the effect that in future two employee representatives are elected to the Board of Directors of MTHH. Divested and discontinued companies are eliminated from the scheme.

The updated voluntary scheme on group representation will be available at the MTHH website at www.mthh.eu, under "Investor > General meetings", from 26 February 2024.

Re item 8

Election of members to the Board of Directors.

The Board of Directors proposes that Carsten Dilling, Morten Hansen, Anders Lindberg, Christine Thorsen, Pernille Fabricius and Janda Campos be re-elected as well as the election of Knut Akselvoll as a new member of the Board of Directors.

According to clause 3.2.1 of the Danish Recommendations on Corporate Governance, Carsten Dilling, Anders Lindberg, Christine Thorsen, Pernille Fabricius, Janda Campos and Knut Akselvoll are considered to be independent. Morten Hansen is not considered to be independent as he has been a member of MTHH's Executive Management within the last five years.

Details on the backgrounds and external appointments of the persons proposed for re-election to the Board of Directors are attached as Annex A.

Details on the background and external appointments of Knut Akselvoll are below:

Knut Akselvoll (f. 1962) is Group CEO of Init Group ApS and chairman of the board of directors in Init Denmark A/S, Acobia AB, Mårtensson Consulting AB, Martensson Systems AB, Industriprojektbyrå Engineering i Sverige AB, Init Norway AS, Norisol A/S, NO Invest A/S, NRSL Holding A/S and member of the board in Init Sweden AB and ProjectBinder ApS. He has extensive experience as a professional board member, consultant and COO with special competencies within strategy, business development, change management, operational experience, management and leveraging technological and digital disruption in business development. Among other things, he has previously been a partner at McKinsey and BCG, as well as COO at Rambøll.

Re item 9

Election of auditor.

The Board of Directors proposes that EY Godkendt Revisionspartnerselskab be elected in accordance with the Audit Committee's recommendation as regards to financial and sustainability reporting.

The Audit Committee has not been influenced by any third parties and has not been subject to any agreements with third parties restricting the appointment by the shareholders in general meeting of specific auditors or audit firms.

Re item 10

Any other business.

GENERAL INFORMATION

The nominal value of MTHH's share capital amounts to DKK 155,741,380, and each share with a nominal value of DKK 20 entitles the holder to one vote at the AGM.

All proposed resolutions on the agenda may be adopted by a simple majority of votes.

From Monday, 26 February 2024, the following documents and information will be available at www.mthh.eu under "Investor > General meetings": (i) this AGM notice with the agenda and the full text of proposed resolutions, (ii) information on the total number of shares and voting rights at the date of this notice, (iii) the documents to be presented at the AGM, including the annual report, the remuneration report, the remuneration policy and the updated voluntary scheme on group representation, and (iv) proxy, postal voting and registration forms.

On Monday, 26 February 2024, this notice was sent by email to shareholders who had registered their email addresses with MTHH and by ordinary letter to shareholders who had specifically requested this.

The issuing bank is Danske Bank, through which shareholders may exercise their financial rights.

Record date

Shareholders are entitled to attend and vote at the AGM in respect of the number of shares they hold at the end of the record date, which is 11.59 p.m. on Tuesday, 12 March 2024. The number of shares will be determined based on the Register of Shareholders and 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 the end of the record date.

Notice of attendance

In order to attend MTHH's AGM, shareholders must register for the AGM by 11.59 p.m. on Friday, 15 March 2024. Shareholders may register as follows:

- electronically via the investor portal at the MTHH website, www.mthh.eu, under "Investor > General meetings > Investor portal", or via Euronext Securities' website, www.euronext.com/cph-agm, or
- by contacting Euronext Securities by phone on +45 4358 8866 or by sending an email to CPH-investor@euronext.com

Once you have registered, you will receive an email confirmation. The email will include a link to the AGM portal as well as practical information on the AGM.

Appointment of proxies

Shareholders are also entitled to appoint proxies if, for example, they are unable to attend.

Proxies may be appointed electronically via the investor portal, which can be accessed through the MTHH website, www.mthh.eu under "Investor > General meetings > Investor portal", until 11.59 p.m. on Friday, 15 March 2024.

Proxies may also be appointed in writing using the proxy form available at the MTHH website, www.mthh.eu, under "Investor > General meetings". Completed and signed forms must be sent by ordinary mail to the address Euronext Securities, Nicolai Eigveds Gade 8, 1402 Copenhagen K, Denmark, or sent by email to CPH-investor@euronext.com, to be received by 11.59 p.m. on Friday, 15 March 2024.

Postal votes

Shareholders may also opt to submit postal votes before the date of the AGM instead of voting at the AGM.

Postal votes may be submitted electronically via the investor portal, which can be accessed through the MTHH website, www.mthh.eu, under "Investor > General meetings > Investor portal", until 09.00 a.m. on Monday, 18 March 2024.

Postal votes may also be submitted in writing using the postal voting form available at the MTHH website, www.mthh.eu, under "Investor > General meetings". Completed and signed forms must be sent by ordinary mail to the address Euronext Securities, Nicolai Eigveds Gade 8, 1402 Copenhagen K, Denmark, or sent by email to CPH-investor@euronext.com, to be received by 09.00 a.m. on Monday, 18 March 2024.

Postal votes that have been received by MTHH cannot be revoked.

Questions

Shareholders may submit questions in writing concerning the agenda or documents for use at the AGM. Any such questions may be emailed to AGM@mthh.dk. Shareholders are urged to send any questions to the individual agenda items in advance in order to ensure that the AGM runs smoothly and efficiently.

Any questions submitted will be answered in writing or orally at the AGM, unless the reply already appears from a Q&A function at the MTHH website, www.mthh.eu.

Processing of personal data

Information on how MTHH processes personal information in connection with the AGM appears from MTHH's Privacy Policy for Shareholders etc. The policy is available at www.mthh.eu, under "Investor > General meetings".

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Søborg, 26 February 2024

The Board of Directors of MT Højgaard Holding A/S
Knud Højgaards Vej 7, 2860 Søborg, Denmark
Telephone: +45 2270 8428

PRACTICAL INFORMATION ON WEBCAST OF MTHH'S ANNUAL GENERAL MEETING

Shareholders who are unable to attend the AGM in person may observe the AGM via webcast. A link to the webcast of the AGM is available at the investor portal at the MTHH website, www.mthh.eu, under "Investor > General meetings > Investor portal > AGM – webcast".

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Board of Directors

External appointments at 31 December 2023
 (CB) = Chairman of the board of directors
 (DCB) = Deputy chairman of the board of directors
 (B) = Member of the board of directors
 (E) = Executive officer



CARSTEN DILLING
Chairman

Born: 1962
Gender: Male
Nationality: Danish

Independent: Yes

Elected first time in: 2018

Election term expires in: 2024

Board committees: Chairman of the Nomination Committee and the Remuneration Committee of MT Højgaard Holding A/S

Position: Professional board member

Education: BSc and Graduate Diploma in Business Administration (International Business)

External appointments:

- NNIT A/S, DK (CB)
- SAS AB, Sverige (CB)
- Terma A/S, DK (CB)
- Member of Maj Invest investment committees

Special skills: Strategic and operational management experience across sales, commercial and operational departments; mergers and acquisitions; economic and financial management of service, project and technology enterprises; digital transformation; board experience from listed and private equity-owned companies.

Shareholding: 0
Change in 2023: 0



MORTEN HANSEN
Deputy Chairman of the Board of Directors

Born: 1963
Gender: Male
Nationality: Danish

Independent: No

Elected first time in: 2019

Election term expires in: 2024

Board committees: Member of the Nomination Committee and the Remuneration Committee of MT Højgaard Holding A/S

Education: BSc in Civil and Structural Engineering

External appointments:

Wholly-owned companies:

MH Holding, Vejle ApS (E) and subsidiaries, including Omnia Invest A/S and Juulsbjerg Ejendomme A/S

Other companies:

- Billund Lufthavn A/S (CB)
- Raunstrup A/S (CB)
- Ejendomsselskabet Vejle A/S (CB)
- Jansson A/S (CB)

Special skills: Strategy and management experience from contracting and project development company, board experience from listed company and other board work.

Shareholding: 45,931
Change in 2023: 0



CHRISTINE THORSEN

Born: 1958
Gender: Female
Nationality: Danish

Independent: Yes

Elected first time in: 2016

Election term expires in: 2024

Board committees: Member of the Sustainability Committee of MT Højgaard Holding A/S

Position: Dynamic Approach ApS (E)

Education: Master of Management of Technology (DTU), Diploma in Consulting and Coaching for Change (INSEAD)

External appointments:

- ANT-Fonden, DK (CB)
- World Guide Foundation, DK (B)

Special skills: Change management, cost optimisation and experience from the construction industry, board experience from listed company.

Shareholding: 20,000
Change in 2023: 0

Board of Directors

External appointments at 31 December 2023

(CB)	= Chairman of the board of directors
(DCB)	= Deputy chairman of the board of directors
(B)	= Member of the board of directors
(E)	= Executive officer



PERNILLE FABRICIUS

Born: 1966
Gender: Female
Nationality: Danish

Independent: Yes

Elected first time in: 2014

Election term expires in: 2024

Board committees: Member of the Audit Committee of MT Højgaard Holding A/S

Position: Group Chief Financial Officer, Org Group, London, UK

Education: MSc in Business Economics and Auditing, MSc in Finance, LL.M (EU law), MBA

External appointments:

- K3 Technologies Inc (B og Head of Audit Committee), London UK
- Mer Norway A/S (B, head of audit committee and sustainability committee), Oslo Norway
- GreenGo Energy A/S (B, head of investment committee), Copenhagen, Denmark

Special skills: Management and strategy, financial reporting, auditing, financing, refinancing, mergers and acquisitions, board experience from listed companies.

Shareholding: 0

Change in 2023: 0



JANDA CAMPOS

Born: 1973
Gender: Female
Nationality: Brazilian and Danish

Independent: Yes

Elected first time in: 2021

Election term expires in: 2024

Board committees: Chairman of the Sustainability Committee of MT Højgaard Holding A/S

Position: Independent consultant

Education: MSc in Business Administration and Philosophy

External appointments: ProfilService A/S (B)

Special skills: Knowledge and experience of ESG from both a Danish and an international perspective, especially within corporate sustainability, including strategic integration of sustainability in organisations, ESG analyses, sustainability forecasts and related reporting. She has previously worked as relations manager of SOS Børnebyernes department for corporate partnerships and as Vice President Group CSR & Public Affairs at Carlsberg, Head of ESG and Sustainability at Grundfos, and she has served as a member of the Disclosure Committee under the Danish Ministry of Foreign Affairs.

Shareholding: 0

Change in 2023: 0



ANDERS LINDBERG

Born: 1965
Gender: Male
Nationality: Swedish

Independent: Yes

Elected first time in: 2019

Election term expires in: 2024

Board committees: Chairman of the Audit Committee of MT Højgaard Holding A/S

Position: President, Wärtsilä Energy AB

Education: MSc in Engineering, MBA

External appointments:

- Windeed AB, Sverige (B)
- Cilmeon AB, Sverige (B)

Special skills: Complex projects, including risk management and understanding of the value chain as well as cooperation with many stakeholders; technical insight; understanding of the market; broad management experience, including practical experience with change management processes.

Shareholding: 0

Change in 2023: 0