

INDKALDELSE TIL GENERALFORSAMLING

Solar A/S afholder ordinær generalforsamling fredag den 14. marts 2025 kl. 11.00 på adressen Industrivej Vest 43, 6600 Vejen.

Generalforsamlingen transmitteres til navnenoterede aktionærer via video-webcast på www.solar.eu.

Dagsordenen for generalforsamlingen er:

1. Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår.
2. Forelæggelse og godkendelse af årsrapport med revideret årsregnskab
Bestyrelsen foreslår, at årsrapporten for 2024 godkendes.
3. Beslutning om anvendelse af overskud i henhold til den godkendte årsrapport
Bestyrelsen foreslår dernæst, at der udloddes DKK 110 mio. i udbytte for regnskabsåret 2024, svarende til DKK 15,00 pr. aktie á DKK 100.
4. Vejledende afstemning om godkendelse af vederlagsrapport
Vejledende afstemning om den af bestyrelsen udarbejdede vederlagsrapport om aflønning af medlemmerne af bestyrelsen og direktionen i 2024.

5. Godkendelse af bestyrelsens vederlag for det igangværende regnskabsår

Bestyrelsen foreslår, at det faste bestyrelseshonorar for 2025 udgør uændret DKK 200.000.

Formanden for bestyrelsen modtager tredobbelt honorar, mens næstformanden for bestyrelsen og formanden for revisionsudvalget modtager halvanden gange honorar for deres udvidede bestyrelsesopgaver.

Det foreslås i overensstemmelse med rammerne i vederlagspolitikken tillige, at bestyrelsesmedlemmer i tillæg til det faste vederlag modtager DKK 15.000 for hvert fysisk bestyrelsesmøde eller udvalgsmøde, de deltager i, samt DKK 7.500 for hvert virtuelle bestyrelsesmøde eller udvalgsmøde, de deltager i. Formanden for bestyrelsen modtager dobbelt mødehonorar, mens næstformanden for bestyrelsen modtager halvanden gange mødehonorar for hvert ordinært bestyrelsesmøde, de deltager i.

6. Valg af medlemmer til bestyrelsen

Nomineringsudvalget foreslår genvalg af de nuværende 6 bestyrelsesmedlemmer: Michael Troensegaard Andersen, Jesper Dalsgaard, Louise Knauer, Peter Bang, Morten Chrono og Katrine Borum.

Derudover har en aktionær, René Juul, meldt sit kandidatur til bestyrelsen. Bestyrelsen ønsker ikke at foreslå en udvidelse af bestyrelsen, og støtter ikke kandidaturet.

Der henvises til vedlagte bilag 2 fra nomineringsudvalget for oplysninger om de foreslåede kandidater.

7. Valg af revisor

I overensstemmelse med indstillingen fra revisionsudvalget foreslår bestyrelsen genvalg af Deloitte Statsautoriseret Revisionspartnerselskab, CVR 33 96 35 56, som revisor for selskabet. Deloitte Statsautoriseret Revisionspartnerselskab foreslås tillige genvalgt som bæredygtighedsrevisor. Revisionsudvalget er ikke blevet påvirket af tredjeparter og har ikke været underlagt nogen aftale med en tredjepart, som begrænser generalforsamlingens valg til visse revisorer eller revisionsfirmaer.

8. Forslag fra bestyrelsen:

8.1 Bemyndigelse til udlodning af ekstraordinært udbytte

Bestyrelsen foreslår, at selskabets bestyrelse bemyndiges til i tiden indtil næste ordinære generalforsamling at træffe beslutning om udlodning af ekstraordinært udbytte med indtil DKK 50,00 pr. aktie.

8.2 Bemyndigelse til erhvervelse af egne kapitalandele

Bestyrelsen foreslår endvidere, at selskabets bestyrelse bemyndiges til i tiden indtil næste ordinære generalforsamling at lade selskabet erhverve egne kapitalandele mod vederlag. Bemyndigelsen foreslås givet til erhvervelse af indtil 10% af selskabskapitalen, og således at vederlaget ikke må afvige med mere end 10% fra den senest noterede børskurs på selskabets B-aktier på erhvervelsestidspunktet.

9. Forslag fra aktionærer:

9.1 Aktiesplit

En aktionær har stillet forslag om, at selskabets aktier opdeles i kapitalandele à kr. 50, således, at hver aktie à kr. 100 giver to aktier à kr. 50. Forslaget har til formål at tiltrække nye kapitalstærke investorer. Forslaget vil indebære ændringer i vedtægternes §§ 3.1 og 5.1.

Aktionæren stiller endvidere det forslag, at overskud som følge af aktiesplittet skal anvendes til udbyttebetaling i finansåret 2025.

Bestyrelsen støtter ingen af aktionærens forslag.

10. Bemyndigelse til dirigenten

Bestyrelsen foreslår, at generalforsamlingen bemyndiger dirigenten (med substitutionsret) til at anmelde de anmeldelsespligtige beslutninger truffet af generalforsamlingen til Erhvervsstyrelsen samt til at foretage korrektioner i de dokumenter, som er udarbejdet i forbindelse med disse beslutninger, i det omfang Erhvervsstyrelsen måtte kræve dette for at gennemføre registrering af beslutningerne.

11. Eventuelt

Indkaldelsen med bilag og de fuldstændige forslag, oplysninger om det samlede antal aktier og stemmerettigheder på datoen for indkaldelsen, herunder det samlede antal for hver aktieklasser, dagsordenen, selskabets Årsrapport 2024 med koncernregnskab, vederlagsrapport, blanket til brug for anmeldelse af deltagelse samt fuldmagts- og brevstemmeblanket vil fra og med den 19. februar 2025 være tilgængelige på www.solar.eu.

For så vidt angår indsamling og behandling af persondata-oplysninger henvises til Information om persondataretlige forhold i forbindelse med den ordinære generalforsamling samt selskabets cookiepolitik, der begge er tilgængelige på www.solar.eu.

Vedtagelseskrav

Dagsordenens forslag kan vedtages med simpel stemmeflerhed. Det af en aktionær i dagsordenens punkt 9 stillede forslag kræver vedtagelse af mindst 2/3 af såvel de afgivne stemmer, som af den på generalforsamlingen repræsenterede stemmeberettigede kapital.

Deltagelse i generalforsamlingen og ret til at afgive stemme

En aktionærs ret til at deltage i og afgive stemmer på generalforsamlingen fastsættes i forhold til de aktier, som aktionæren ejer og har registreret i eller anmeldt til notering i selskabets ejerbog senest fredag den 7. marts 2025 (registreringsdatoen). Deltagelsen er endvidere betinget af, at aktionæren rettidigt har anmeldt sin deltagelse som beskrevet nedenfor.

Anmeldelse af deltagelse

Aktionærer, der ønsker at deltage i generalforsamlingen, skal anmelde deres deltagelse senest mandag den 10. marts 2025 kl. 23.59.

En aktionær eller dennes fuldmægtig kan endvidere deltage på generalforsamlingen sammen med en rådgiver, forudsat at der rettidigt er anmeldt deltagelse for rådgiveren.

Anmeldelse af deltagelse kan ske:

- digitalt via Solars InvestorPortal på www.solar.eu eller på www.uronext.com/cph-agm,

- ved at udfylde, underskrive og returnere en blanket, som kan printes fra www.solar.eu, til Euronext Securities, Nicolai Eigtveds Gade 8, 1402 København pr. post alternativt til CPH-investor@uronext.com pr. e-mail,
- ved henvendelse til Euronext Securities på tlf.: +45 4358 8866, pr. e-mail: CPH-investor@uronext.com, eller ved personlig eller skriftlig henvendelse til Euronext Securities, Nicolai Eigtveds Gade 8, 1402 København.

Bekræftelse på tilmelding samt digitalt adgangskort vil blive sendt via e-mail til den e-mailadresse, aktionæren har oplyst i forbindelse med sin anmeldelse af deltagelse. Såfremt e-mail ikke indtastes ved tilmelding, kan et fysisk adgangskort afhentes ved indgangen til generalforsamlingen mod forevisning af legitimation. Stemmesedler vil blive udleveret i ankomstregistreringen ved generalforsamlingen ved fremvisning af adgangskortet.

Fuldmagt/brevstemme

Aktionærer har mulighed for at afgive stemme ved fuldmagt eller stemme skriftligt pr. brev. Fuldmagt eller brevstemme kan afgives digitalt via Solars InvestorPortal på www.solar.eu eller på www.uronext.com/cph-agm (begge kræver digital signatur) eller skriftligt ved brug af fysisk fuldmagts- eller brevstemmeblanket, der kan printes fra www.solar.eu. Hvis fuldmagtsblanket eller brevstemmeblanket anvendes, skal den udfyldte og underskrevne blanket sendes pr. brev til Euronext Securities, Nicolai Eigtveds Gade 8, 1402 København. Alternativt kan den udfyldte og underskrevne blanket indscannes og sendes pr. e-mail til CPH-investor@uronext.com.

Fuldmagter skal være Euronext Securities i hænde senest mandag den 10. marts 2025 kl. 23.59, mens brevstemmer skal være Euronext Securities i hænde senest onsdag den 12. marts 2025 kl. 16.00. Der kan afgives enten fuldmagt eller brevstemme men ikke begge dele.

Selskabskapital, stemmeret og kontoførende pengeinstitut

Selskabskapitalen udgør nominelt DKK 736.000.000 fordelt på aktier à DKK 100,00 og multipla heraf. Af selskabskapitalen er DKK 90.000.000 A-aktier og DKK 646.000.000 B-aktier. A-aktierne har 10 stemmer for hvert kapitalandelsbeløb på DKK 100,00, mens B-aktierne har 1 stemme for hvert kapitalandelsbeløb på DKK 100,00.

Aktionærerne udøver de finansielle rettigheder gennem egen depotbank.

Spørgsmål fra aktionærerne

Aktionærer kan stille spørgsmål til dagsordenen eller til dokumenter mv. til brug for generalforsamlingen ved skriftlig henvendelse til Solar A/S, Industrivej Vest 43, 6600 Vejen, eller på e-mail investor@solar.dk. Aktionærer kan endvidere stille spørgsmål til selskabets ledelse under generalforsamlingen.

Video-webcast

Som en service til navnenoterede aktionærer, der ikke har mulighed for at deltage i den fysiske generalforsamling, vil hele generalforsamlingen blive webcastet via InvestorPortalen på selskabets hjemmeside www.solar.eu. Ligeledes vil denne webcast efterfølgende kunne ses på selskabets hjemmeside. Derudover vil navnenoterede aktionærer via Investorportalen have mulighed for under generalforsamlingen at indsende skriftlige spørgsmål til Solars Director, Investor Relations, der vil stille spørgsmålene på generalforsamlingen. Spørgsmål vil kunne begrænses, redigeres og eventuelt samles, inden disse stilles mundtligt på generalforsamlingen af Solars Director, Investor Relations. Log-on til InvestorPortalen kræver dels, at dine aktier er navnenoterede, og dels, at du har en digital signatur. Hvis der benyttes et dansk CPR-nummer, vil den digitale signatur, der benyttes til netbank via danske kreditinstitutter (MitID), typisk være kompatibel. Hvis du ikke har adgang til MitID, kan du oprette et personligt VP-ID. Vejledning til oprettelse af VP-ID er tilgængelig på www.solar.eu

Kontaktpersoner

Bestyrelsesformand Michael Troensegaard Andersen - tlf. +45 79 30 00 00
IR Director Dennis Callesen - tlf. +45 29 92 18 11

Bilag 1: Vederlagsrapport 2024

Bilag 2: Forslag fra Nomineringsudvalget

FAKTA OM SOLAR

Solar er en førende europæisk sourcing- og servicevirksomhed, der leverer løsninger primært inden for el, vvs samt klima og energi. Vores kerneforretning centrerer sig om sourcing af produkter, værdiskabende services og optimering af vores kunders forretning.

Vi fremmer effektivitetsforbedringer og tilbyder digitale værktøjer, der gør vores kunder til vindere. Vi driver den grønne omstilling og leverer de bedste løsninger, der sikrer bæredygtig brug af ressourcer.

Solar-koncernen har hovedsæde i Danmark, havde i 2024 en omsætning på ca. 12,2 mia. kroner og beskæftiger ca. 2.900 medarbejdere. Solar er noteret på Nasdaq Copenhagen med kortnavn SOLAR B. Du kan finde flere oplysninger på www.solar.eu

Ansvarsfraskrivelse

Denne meddelelse er offentliggjort dags dato på dansk og engelsk via Nasdaq Copenhagen. I tilfælde af uoverensstemmelse mellem de to versioner er det den danske version, der er gældende.

Bilag 1 Remuneration Report 2024

solar

Solar A/S
CVR no. 15 90 84 16

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The Remuneration Report

This Remuneration Report (the Report) provides an overview of the total remuneration received by each member of the Board of Directors (the Board) and the Executive Board (EB) of Solar A/S, CVR no. 15908416, (the Company) during 2024 with comparative figures for 2023-2019. The EB comprises the members of the Executive Board of Solar A/S registered as such with the Danish Business Authority.

Remuneration of the Board and EB in the past financial year has been provided in accordance with the Remuneration Policy of Solar A/S adopted by the Annual General Meeting on 15 March 2024 and is available on the Company's website, <https://www.solar.eu/investor/policies/> (Remuneration Policy).

The objective of the Remuneration Policy is to ensure common interests between the Company's shareholders and the Company's decision-makers, the decision-makers being the Board and the EB. The purpose of the Remuneration Policy is also to increase long-term value creation and thereby support the Company's business strategy and resilience. In this regard, it is important that the Company is able to attract and retain a qualified management team by offering them market-consistent remuneration within the scope of an approved remuneration policy.

The Report has been prepared in accordance with section 139b of the Danish Companies Act (DCA) and the guidelines from the Danish Business Authority of November 2021 (Guidelines).

Information included in the Report primarily derives from the audited Annual Reports of the Company for 2024-2019, which are available on the Company's website, <https://www.solar.eu/investor/downloads/>.

All amounts are gross and stated in DKK.

Letter from the Chair

Financial results

Although 2024 was a challenging year, we successfully navigated through the uncertainties by adapting our business. Doing so allowed us to meet our customers' needs, both in terms of product offerings and service quality.

We delivered on our guidance and as part of our path towards greater sustainability we lowered our emissions.

Our Solve strategy 2024-26

A year into our Solve strategy, we have launched several initiatives to drive progress and enhance future performance. These include securing the right resources for our Climate & Energy and Solution sales focus areas, investing in digitalisation to support a continued increase in the conversion rate for Concepts, and introducing Solar Industrial Solutions to the Norwegian, Swedish, and Dutch markets to support sales of high-capacity heat pumps. Additionally, we have formed new partnerships for Solar Polaris, enabling the construction of even larger solar parks.

Financial outlook

As our markets also appear challenging and unpredictable in 2025, we expect an EBITDA between DKK 530m and 600m. The market development prompts us to adapt our strategic ambition for EBITDA margin for 2026 to >5.0% down from >6%. However, we remain confident that we, over time, will strengthen the margin even further.

Management composition

All board members were re-elected at the Annual General Meeting in March 2024.

The Executive Board consists of CEO Jens E. Andersen and CFO Michael H. Jeppesen following the departure of Hugo Dorph who by agreement left his position on 3 January 2024, see announcement no. 1 2024 on www.solar.eu.

Remuneration

At the annual general meeting in March 2024, the Remuneration Policy was revised, and all amendments concern the framework for granting of variable remuneration to the Executive Board. The amendments made it possible to include sustainability targets set in relation to Solar's sustainability priorities - such as climate impact - as a performance criterion.

Based on the revised Remuneration Policy, the Board in 2024 introduced long-term targets for the share-based incentives by replacing restricted shares with performance shares, where vesting is dependent on an assessment of the degree of achievement of the long-term targets.

The improvement of the long-term share-based incentive program to include sustainability priorities and to measure outcome against long-term targets, increased the potential risk for EB and consequently the framework for the maximum annual short-term and long-term variable remuneration that may be granted was broadened, and the general framework was increased from 100% to 110% of the Executive Board member's fixed annual remuneration.

More information about the financial results, the Solve strategy and the Remuneration Policy can be found on our website at www.solar.eu.



In 2024, we successfully navigated through the challenges by adapting our business to meet customer needs, delivering on our guidance, and reducing emissions.



Michael Troensegard Andersen
Chair of the Board of Directors and
of the Remuneration Committee

Governance

Remuneration Committee

The Board has established a Remuneration Committee with three members elected from among the Board members.

In March 2024, Michael Troensegaard Andersen, Louise Knauer and Morten Chrono were re-elected. Michael Troensegaard Andersen chairs the committee.

The Remuneration Committee's most important tasks in relation to the Board are to:

- make recommendations to the remuneration policy and put forward general guidelines for incentive-based remuneration for the EB.
- suggest remuneration for the EB, including ensuring that remuneration aligns with the remuneration policy and the EB's performance assessment.
- monitor that information about the Board's and EB's remuneration in the Annual Report is correct, accurate and complete.
- assist in the preparation of the annual remuneration report.

The Remuneration Committee held two meetings in 2024. Two meetings are planned for 2025.

Compliance with the remuneration policy

Remuneration of the Board and EB for the 2024 financial year complies with the framework provided by the Remuneration Policy.

The Board received fixed remuneration only.

EB received a combination of fixed and variable remuneration. The fixed remuneration consisted of a base salary and benefits. The variable remuneration consisted of allocation of cash bonus and performance share units based on both financial and non-financial performance. The allocation is part of safeguarding value creation in Solar and achieving Solar's long-term objectives.

There was no deviation or derogation from the framework provided by the Remuneration Policy.

At the Annual General Meeting in March 2024, the Remuneration Report 2023 was approved without comments.



Financial performance

2024 was a year with difficult market conditions and where market recovery came at a slower pace than we initially expected.

We navigated the volatility and adapted our business accordingly. We implemented mitigating measures, including cost containment, process improvements and the necessary staff reductions to ensure profitability.

Revenue of DKK 12.2bn was below projections while EBITDA of DKK 646m (2023: DKK 871m) was above our expectations. Non-recurring items supported EBITDA by net DKK 81m mainly related to proceeds from sale of warehouses, see page 24-25 of the 2024 Annual Report.

In 2024, we paid an ordinary dividend of DKK 30 per share (with a face value of DKK 100), resulting in a total dividend payment of DKK 219m to our shareholders.

The Board proposes that DKK 110m be distributed as dividend for the 2024 financial year, corresponding to DKK 15.00 for each share of DKK 100. The proposed dividend reflects our major investments in further automation and digitalisation of our business.



Comparison of remuneration and company performance

In 2024, EBITDA declined by 26%. The EB's overall remuneration also declined by 26%, largely owing to the departure of CCO Hugo Dorph from the EB. The CFO's fixed salary was adjusted to 60% of the CEO's salary which is more in line with market standards. In 2024, the long-term incentive-based remuneration was changed from RSU to PSU. As a part of this transition, RSUs allocated in 2023 with a value of DKK 3.4m were forfeited. Moreover, the equitable ceiling on the allocated non-share-based incentive remuneration and the allocated share-based incentive remuneration relative to the relevant EB member's fixed base salary was increased from 100% to 110% at the time of allocation.

Table 1: Comparison of remuneration and company performance

	2024 (amount)	2023 (amount)	2022 (amount)	2021 (amount)	2020 (amount)	2019 (amount)	2024 vs, 2023 (change)	2023 vs, 2022 (change)	2022 vs, 2021 (change)	2021 vs, 2020 (change)	2020 vs, 2019 (change)
Financial performance¹											
EBITDA	646,000,000	871,000,000	1,175,000,000	911,000,000	637,000,000	538,000,000	-26%	-26%	29%	43%	18%
Executive Board											
Jens Ellegaard Andersen, CEO	12,513,967	12,923,584 ⁵	12,230,376	10,957,230	10,100,738	7,899,283	-3%	6%	12%	8%	28%
Michael H, Jeppesen, CFO	7,470,481	7,006,622 ⁵	6,906,871	6,204,304	5,330,721	4,197,065	7%	1%	11%	16%	27%
Hugo Dorph ⁶ , former CCO	-	7,063,923	6,906,744	6,682,294	5,620,793	4,539,776	-	2%	3%	19%	24%
Board of Directors											
Michael Troensegaard Andersen ² , Chair	855,000	840,000	726,250	306,250	-	-	2%	2%	13%	-	-
Jesper Dalsgaard, Vice-Chair	450,000	450,000	453,750	425,000	418,750	378,125	0%	-1%	7%	1%	11%
Peter Bang, Board member & Chair of Audit Committee	495,000	487,500	511,250	468,750	400,000	343,750	2%	-5%	9%	17%	16%
Katrine Borum ³ , Board member	350,000	350,000	270,000	-	-	-	0%	-6%	-	-	-
Morten Chrone ⁴ , Board member	380,000	380,000	338,750	312,500	312,500	218,750	0%	12%	8%	0%	14%
Louise Knauer, Board member	417,500	425,000	411,250	393,750	393,750	356,250	-2%	3%	4%	0%	11%
Denise Goldby ³	335,000	290,000	150,000	-	-	-	16%	60%	-	-	-
Rune Jesper Nielsen ³	320,000	290,000	150,000	-	-	-	10%	60%	-	-	-
Michael Kærgaard Ravn ³	335,000	290,000	150,000	-	-	-	16%	60%	-	-	-
Average for the listed company Solar A/S's employees (FTE)											
Remuneration	643,363	635,829	638,381	624,917	611,178	588,891	1,2%	-0,4%	2.2%	2.3%	3.8%
No. of employees (FTE)	810	858	866	810	760	765	-5,6%	-0,9%	7.3%	6.6%	-0.6%

1) Consolidated figures for Solar Group as remuneration for the Executive Board is based on consolidated figures.

2) Elected 19 March 2021. Elected as chair of the Board of Directors 18 March 2022. Changes are adjusted to comparable period and function.

3) Elected / joined 18 March 2022. Changes are adjusted to comparable period. Attendance fee introduced for employee representatives in 2023.

4) Elected / joined 19 March 2019. The change 202 vs. 2019 is adjusted to comparable period.

5) The 2023 RSU allotment forfeited in connection with the change to a new incentive programme decreasing the 2023 remuneration for Jens Ellegaard Andersen to DKK 10,813,854 and for Michael H. Jeppesen to DKK 5,896,401.

6) On 3 January 2024 Hugo Dorph by agreement left his position as CCO. Fixed remuneration for 2024 amounted to DKK 3,879,619 and cash bonus amounted to DKK 764,750. Moreover the former CCO is entitled to one month's salary and pro-rata cash bonus in 2025 as well as 6 months severance pay amounting to a total of DKK 2,300,255.

Total remuneration after leaving EB amounts to DKK 6,944,624. When leaving EB the former CCO remains the right to exercise the restricted share units three years after the date of the grant. Value of unvested share units outstanding as per year end 2024 amounts to DKK 2,094,104.

Board of Directors' remuneration

Board fee

Members of the Board receive a fixed annual base fee approved by the Annual General Meeting. The Chair receives a multiplier of three times the annual base fee for his extended duties, while the Vice-Chair and the Chair of the Audit Committee each receive a multiplier of 1.5 times the annual base fee for their extended duties. No member of the Board is entitled to receive any share-based incentives, other variable remuneration or pension contribution.

Members of the Board may be entitled to additional fees as set out in the Remuneration Policy, including for undertaking specific ad hoc tasks beyond the scope of the Board's normal duties. Expenses such as travel expenses and accommodation in respect of board-related meetings are refunded as per account rendered.

Until April 2023 all members of the Board, not employed by the Solar Group, were compensated for lost income in accordance with the rules set out by the Board. From April 2023, all members of the Board receive an attendance fee for attending meetings.

For each physical meeting of the Board of Directors attended, a fee of up to 10% of the fixed annual remuneration is payable, while the fee for attending virtual meetings of the Board of Directors represents up to 5% of the fixed annual remuneration. For each physical committee meeting attended, a fee of up to 10% of the

fixed annual remuneration is payable, while the fee for attending virtual committee meetings represents up to 5% of the fixed annual remuneration. The attendance fees are approved at the Annual General Meeting.

The following fees for 2024 were approved at the Annual General Meeting on 15 March 2024.

Table 2: Board fee for 2024 (2023)

DKK		Board of Directors
Member, base fee	2024	200,000
	2023	200,000
Chair, 3 x base fee	2024	600,000
	2023	600,000
Vice Chair, 1.5 x base fee	2024	300,000
	2023	300,000
Chair Audit Committee, 1.5 x base fee	2024	300,000
	2023	300,000
Attendance fee, physical meetings	2024	15,000
	2023	15,000
Attendance fee, virtual meetings	2024	7,500
	2023	7,500



Table 3: Board remuneration (DKK) for 2024 (2023)

Name	Current position		Annual fee	Attendance fee	Total remuneration
Michael Troensegaard Andersen	Chair of Board of Directors, Member of Audit Committee	2024	600,000	255,000	855,000
	Chair of Remuneration Committee	2023	600,000	240,000	840,000
Jesper Dalsgaard	Vice Chair of Board of Directors	2024	300,000	150,000	450,000
	Chair of Nomination Committee	2023	300,000	150,000	450,000
Peter Bang	Board member	2024	300,000	195,000	495,000
	Chair of Audit Committee	2023	300,000	187,500	487,500
Katrine Borum	Board member, Member of Remuneration Committee	2024	200,000	150,000	350,000
	Member of Nomination Committee	2023	200,000	150,000	350,000
Morten Chroné	Board member	2024	200,000	180,000	380,000
	Member of Nomination Committee	2023	200,000	180,000	380,000
Louise Knauer	Board member, Member of Audit Committee	2024	200,000	217,500	417,500
	Member of Remuneration Committee	2023	200,000	225,000	425,000
Denise Goldby	Board member, employee elected	2024	200,000	135,000	335,000
		2023	200,000	90,000	290,000
Rune Jesper Nielsen	Board member, employee elected	2024	200,000	120,000	320,000
		2023	200,000	90,000	290,000
Michael Kærgaard Ravn	Board member, employee elected	2024	200,000	135,000	335,000
		2023	200,000	90,000	290,000
Total		2024	2,400,000	1,537,500	3,937,500
		2023	2,400,000	1,402,500	3,802,500

Executive Board's remuneration

Members of the EB are entitled to an annual remuneration in accordance with the Remuneration Policy, which may consist of the following fixed and variable remuneration components:

- a fixed remuneration,
- employee benefits,
- variable remuneration, including
 - non-share-based incentives to optimise the EB's incentive in the short and/or long term,
 - share-based incentives to optimise the EB's incentive in the long term, and
- extraordinary incentives that can be both share-based and non-share-based.

Moreover, there is remuneration of a more individual nature, such as severance pay or compensation related to non-competition clauses.

It is the Board's opinion that a combination of the above-mentioned remuneration elements contributes towards ensuring that the Company attracts and retains competent executive officers while at the same time encouraging the EB to create both short and long-term value for its shareholders.

The Board has established a Remuneration Committee. Negotiations regarding changes to the EB's remuneration are conducted by the Remuneration Committee with a mandate from the Board.

The Remuneration Policy was amended at the Annual General Meeting in 2024 with an ambition to incorporate ESG targets in the variable remuneration as well as to introduce long-term targets for share-based incentives by replacing restricted shares with performance share units.

The non-share-based remuneration and the grant of share-based incentives for 2023 were adjusted following the adoption of the Remuneration Policy to reflect the approved amendments.

The balance between the types of remuneration is outlined below and is justified because the Board believes that a combination of these elements is imperative for achieving the Company's short-term and long-term objectives.

At the same time, the Board has determined that an equitable ceiling on variable remuneration should be established in relation to Solar's other employees and the relevant EB member's fixed remuneration. For a given year,

therefore, the total value of the variable remuneration will, at most correspond to a maximum of 110% of the EB member's annual fixed remuneration at the time of allocation.

In this Remuneration Report, the value of share-based incentives is included at the total value at the time of granting. In the Annual Report, the estimated value of the share-based incentive remuneration is calculated in compliance with the principles of recognition and in accordance with the accounting policies applicable at the given time.

Fixed remuneration

The fixed annual remuneration is intended to attract and retain competent key employees with a view to contributing to the Company's ability to achieve its short and long-term targets.

The EB may participate in the Company's employer managed pension scheme. The scheme is set up as a defined contribution scheme. EB members may choose to deposit cash bonuses into a pension scheme set up by the EB member.

Non-share-based remuneration

The Board may allocate variable non-share-based remuneration to the EB, which may include current, one-off and event-based bonuses. The object of the allocation is to safeguard value creation and to achieve the Company's short-term and/or long-term objectives. Non-share-based variable remuneration consists of a cash bonus.

Non-share-based remuneration may be obtained in different ways. Remuneration is based on actual performance in relation to the company's EBITDA guidance. The maximum award corresponds to 60% of the annual fixed remuneration for each member. The maximum is reached if the actual performance exceeds the guidance by 10 percentage points. If the performance is below a certain threshold, remuneration can be 0.

Table 4: EB remuneration (DKK) for 2024 (2023)

Name and position		Fixed remuneration			Variable remuneration			Share of remuneration		
		Base salary	Benefits	Pension contribution	Cash bonus (earned)	Restricted share units (RSU)	Performance share units (PSU) ²	Total remuneration	Fixed	Variable
Jens Ellegaard Andersen, CEO	2024	6,654,000	257,048	2,376	3,806,088	-	1,794,454	12,513,967	55%	45%
	2023	6,330,000	261,312	2,272	4,220,000	2,110,000 ¹	-	12,923,584	51%	49%
Michael H, Jeppesen, CFO	2024	3,992,400	115,151	2,376	2,283,653	-	1,076,902	7,470,481	55%	45%
	2023	3,532,140	141,546	2,272	2,220,443	1,110,221 ¹	-	7,006,622	52%	48%
Hugo Dorph ³ , former CCO	2024	-	-	-	-	-	-	-	-	-
	2023	3,532,140	198,847	2,272	2,220,443	1,110,221	-	7,063,923	53%	47%
Total	2024	10,646,400	372,200	4,752	6,089,741	-	2,871,356	19,984,448	55%	45%
	2023	13,394,280	601,705	6,816	8,660,886	4,330,442	-	26,994,129	52%	48%

1) 2023 RSU allotment forfeited in connection with the change to a new incentive programme

2) Value of performance share units based on grant price with adjustments due to dividend distribution at the expected degree of achievement of the long-term targets.

3) On 3 January 2024 Hugo Dorph by agreement left his position as CCO. Fixed remuneration for 2024 amounted to DKK 3,879,619 and cash bonus amounted to DKK 764,750.

Moreover the former CCO is entitled to one months salary and pro-rata cash bonus in 2025 as well as 6 months severance pay amounting to a total of DKK 2,300,255. Total remuneration after leaving EB amounts to DKK 6,944,624.

Table 5: KPI for cash bonus for 2024 (see page 5 for comments on financial performance)

Name and position	Description of KPI		Relative weighting of KPIs	Minimum and maximum award	Actual KPI performance			Actual cash
					EBITDA	Relative achievement KPIs	Maximum achievement KPIs	
Jens Ellegaard Andersen, CEO	Actual performance related to EBITDA guidance	2024	100%	0 - 3,992,400	646,000,000	98%	100%	3,806,088
Michael H, Jeppesen, CFO	Actual performance related to EBITDA guidance	2024	100%	0 - 2,395,440	646,000,000	98%	100%	2,283,653

Table 6: KPI for cash bonus and restricted shares up to and including 2023

Name and position	Description of KPI		Relative weighting of KPIs	Minimum and maximum award	Actual KPI performance					Actual value of restricted share units	
					EBITA	Amortisation	Average invested capital	Relative achievement KPIs	Maximum achievement KPIs		Actual cash
Jens Ellegaard Andersen, CEO	EBITA less amortisation less interests on invested capital	2023	100%	0 - 6,330,000	648,000,000	90,000,000	3,272,750,000	105%	100%	4,220,000	2,110,000
Michael H, Jeppesen, CFO	EBITA less amortisation less interests on invested capital	2023	100%	0 - 3,532,140	648,000,000	90,000,000	3,272,750,000	94%	100%	2,220,443	1,110,221
Hugo Dorph, former CCO	EBITA less amortisation less interests on invested capital	2023	100%	0 - 3,532,140	648,000,000	90,000,000	3,272,750,000	94%	100%	2,220,443	1,110,221

Share-based remuneration

Under the current Remuneration Policy the Board may allocate share-based incentives to the EB, such as performance share units in the Company, where vesting is dependent on an assessment of the degree of achievement of the long-term targets.

The objective of the allocation is to safeguard value creation and to achieve the Company's long-term objectives.

Allocation takes place annually following publication of the Annual Report. The Board decided to grant restricted shares to the EB in 2019- 2023. As of 2024 the board has granted performance share units for 2024, in line with the Remuneration Policy for long-term incentives.

Performance share units are granted for no consideration and provide the holder with the right and obligation to receive B shares. 25% of the granting is conditional on employment, but 75% is conditional on employment and achievement of certain forward-looking performance targets with the following weighting within a) Solution Sales 20%, b) EBITDA margin 60% and c) CO2 reduction 20%.

The value of share-based remuneration, at the time of granting equates to 50% of the annual fixed remuneration for each member. The share price at the time of granting is based on the average share price on Nasdaq Copenhagen on the first 10 business days following publication of the Annual Report. The performance share units vest three years after the time of granting.

The share price at the time of granting is fixed at DKK 381.88 (The restricted shares granted in 2023 had a price of DKK 629.95). The grant of performance shares vests in 2027.

Restricted shares and performance share units can be vested at the expiry of the vesting period if the individual EB member is still employed.

Termination and severance payments

EB members are employed with no time limit but with the right of mutual termination. The Company can terminate employment at 12 months' notice. A member of the EB can terminate their employment with the Company at 6 months' notice.

If the EB member resigns from their position due to termination, a proportional share of any cash bonus up until the date of the termination of the employment will be paid.

EB members' employment contracts provide for severance pay. If the Company terminates the employment or the agreement expires, the EB member is entitled to up to 12 months' salary, providing the EB member to a reasonable extent being available with information during the notice period or until resignation in the event of expiry of the agreement. Severance pay is paid upon the expiry of the notice period or upon resignation in the event of expiry of the agreement.

EB members are subject to a non-competition clause for a period of 12 months after the termination of the employment. During the period after the resignation, the EB member will receive compensation corresponding to 50% of the EB member's monthly gross salary, at the time of resignation.

In case of a Change of Control the EB member has the right to terminate his position with a notice of 1 month without forfeiting any outstanding RSU/PSU. In such a situation, the

EB member is entitled to a severance pay corresponding to 12 months' gross salary, and a cash bonus, calculated based on the amount paid to the EB member as a cash bonus in the previous 12 months.

The CCO employment contract was terminated in the 2024 financial year, see announcement 1 2024 on www.solar.eu. In 2024, total remuneration including severance payment to former CCO Hugo Dorph amounted to DKK 6.9m.

Non-monetary benefits

A number of work-related benefits are available to the EB, including a company car and minor fringe benefits. The extent/size of the individual benefits is negotiated with the individual EB member.

The EB is also covered by the Company's insurance schemes. The EB's dependents, i.e. cohabiting spouse/a cohabitant at the same officially registered address,

alternatively children under the age of 18, are in addition secured up to six months' salary in the event of the death of an EB member while he is still employed by the Company.

Clawback

If after the allocation of variable remuneration components, it is established that these were paid in error, the Company may reclaim the variable components, either in full or in part.

No incentive remuneration was reclaimed during the year under review.

Table 7: EB's existing performance share units from 2024 and forth

Name and position	Number of performance share units				Max. value of unvested share units outstanding	
	Beginning of year	Granted	Settled	End of year		
Jens Ellegaard Andersen, CEO	2024	-	9,397	-	9,397	2,814,402
Michael H. Jeppesen, CFO	2024	-	5,639	-	5,639	1,688,881

In 2027, the holder may vest the performance shares granted in 2024. The share price at at time of granting is fixed at KK 381.88.

Table 8: EB's previous and existing restricted share units

Name and position		Number of restricted share units					Max. value of unvested share units outstanding
		Beginning of year	Granted	Settled	Left EB	End of year	
Jens Ellegaard Andersen, CEO	2024	11,164	285	4,795	-	6,654	1,992,873
	2023	10,952	4,007	3,795	-	11,164	3,393,392
Michael H, Jeppesen, CFO	2024	5,959	159	2,398	-	3,720	1,114,140
	2023	5,643	2,212	1,896	-	5,959	1,773,254
Hugo Dorph ¹ , former CCO	2024	6,089	3,301	2,398	-6,992	0	0
	2023	5,766	2,219	1,896	-	6,089	1,810,408

1) When leaving EB the former CCO remains the right to exercise the restricted share units three years after the date of the grant. Value of unvested share units outstanding as per year end 2024 amounts to DKK 2,094,104.

In 2026, the holder may exercise the restricted shares granted in 2023. The restricted share units settled in 2024 (2023) had an exercise price of DKK 456.39 (DKK 319.39) while the price at time of settlement was DKK 381.88 (DKK 629.95). Grants in 2024 relate to dividend distribution.

Table 9: Reconciliation to Annual Report

Name and position	Board		EB	
	2024	2023	2024	2023
Remuneration cf, Remuneration Report	3,937,500	3,802,500	19,984,448	26,994,129
RSU & PSU:				
Granted versus expensed pay	-	-	-2,169,739	-1,402,538
Remuneration cf, Annual Report	3,937,500	3,802,500	17,814,709	25,591,591

Table 10: Shareholding management

Executive Board		Beginning	Joined/left Board	Acquired	Divested	End	Market value
Jens Ellegaard Andersen, CEO	2024	10,664	-	-	-	10,664	3,193,868
	2023	10,664	-	-	-	10,664	4,958,760
Michael H, Jeppesen, CFO	2024	4,080	-	-	-	4,080	1,221,960
	2023	4,080	-	-	-	4,080	1,897,200
Hugo Dorph, former CCO	2024	-	-	-	-	-	-
	2023	-	-	-	-	-	-
Total	2024	14,744	-	-	-	14,744	4,415,828
	2023	14,744	-	-	-	14,744	6,855,960

Board of Directors		Beginning	Joined/left Board	Acquired	Divested	End	Market value
Michael Troensegaard Andersen, Chair	2024	774	-	1,400	-	2,174	651,113
	2023	774	-	-	-	774	359,910
Jesper Dalsgaard, Vice-Chair	2024	1,550	-	-	-	1,550	464,225
	2023	1,100	-	450	-	1,550	720,750
Peter Bang, Board member & Chair of Audit Committee	2024	1,200	-	-	-	1,200	359,400
	2023	1,200	-	-	-	1,200	558,000
Katrine Borum, Board member	2024	42,723	-	-	-	42,723	12,795,539
	2023	42,723	-	-	-	42,723	19,866,195
Morten Chronne, Board member	2024	712	-	-	-	712	213,244
	2023	712	-	-	-	712	331,080
Louise Knauer, Board member	2024	381	-	-	-	381	114,110
	2023	381	-	-	-	381	177,165
Total	2024	47,340	-	1,400	-	48,740	14,597,630
	2023	46,890	-	450	-	47,340	22,013,000

Statement by the Board of Directors

The Board of Directors has today considered and approved the Remuneration Report for the financial year 2024 for the listed company Solar A/S.

Vejen, 6 February 2025

Board of Directors

The Remuneration Report has been prepared in accordance with section 139 b of the Danish Companies Act.

In our opinion, the remuneration report is in accordance with the remuneration policy adopted at the Annual General Meeting, and is free from material misstatement and omissions, whether due to fraud or error.

Michael Troensegaard Andersen
Chair

Jesper Dalsgaard
Vice-chair

Peter Bang

The Remuneration Report will be presented for an advisory vote at the Annual General Meeting.

Katrine Borum

Morten Chrono

Denise Goldby

Louise Knauer

Rune Jesper Nielsen

Michael Kærgaard Ravn

Independent Auditor's Report

To the shareholders of Solar A/S

We have examined whether the remuneration report for Solar A/S for the financial year 1 January - 31 December 2024 contains the information required by section 139b(3) of the Danish Companies Act.

We express a conclusion providing reasonable assurance.

The Board of Director's responsibility

The Board of Directors is responsible for the preparation of the remuneration report in accordance with section 139b(3) of the Danish Companies Act and the remuneration policy adopted at the Annual General Meeting.

Further, the Board of Directors is responsible for the internal control that the Board of Directors considers necessary to prepare the remuneration report without material misstatement and omissions, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express a conclusion on the remuneration report based on our examinations.

We conducted our examinations in accordance with ISAE 3000, Assurance Engagements Other than Audits or Reviews of Historical Financial Information, and additional requirements under Danish audit regulation to obtain reasonable assurance about our conclusion.

Deloitte Statsautoriseret Revisionspartnerselskab applies International Standard on Quality Management 1, ISQM 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have complied with the requirements for independence and other ethical requirements of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour, and ethical requirements applicable in Denmark.

As part of our examinations, we have checked whether the remuneration report, to the extent relevant, includes the information required by section 139b(3), items 1-6, of the Danish Companies Act for the remuneration of each member of the Executive Management and the Board of Directors.

We believe that the procedures performed provide a sufficient basis for our conclusion.

Our examinations have not included an examination to verify the accuracy and completeness of the information provided in the remuneration report, and therefore we do not express any conclusion in this regard.

Conclusion

In our opinion the remuneration report contains, in all material respects, the information required by section 139b(3) of the Danish Companies Act.

Aarhus, 6 February 2025

Deloitte

Statsautoriseret Revisionspartnerselskab
Business Registration No 33 96 35 56

Henrik Vedel

State-Authorised Public Accountant
MNE no mne10052

Jakob Olesen

State-Authorised Public Accountant
MNE no mne34492

solar

Solar A/S
Industrivej Vest 43
DK 6600 Vejen
Denmark
Tel. +45 79 30 00 00
CVR no. 15908416

www.solar.eu
<http://www.linkedin.com/company/solar-as>

BILAG 2 FORSLAG FRA NOMINERINGSUDVALGET

NOMINERINGSUDVALGETS ROLLE

Bestyrelsen har etableret et forum for dialog vedrørende bestyrelsens fremtidige sammensætning. En repræsentant fra selskabets majoritetsaktionær (Fonden af 20. December) udgør sammen med tre bestyrelsesrepræsentanter, herunder formanden for selskabets bestyrelse et udvalg, som skal komme med forslag til bestyrelsen omkring genvalg og nyvalg af bestyrelsesmedlemmer. For mere information om nomineringsudvalget, gå til <https://www.solar.eu/investor/shareholders/corporate-governance/>.

FORSLAG TIL SAMMENSÆTNING AF BESTYRELSEN FOR SOLAR A/S

Nomineringsudvalget har gennemgået og drøftet resultatet af bestyrelsesevalueringen og konkluderer, at bestyrelsen matcher selskabets nuværende behov for branche-, funktions- og ledelsesmæssige kvalifikationer og erfaringer. Derfor foreslår vi genvalg af Michael Troensegaard Andersen, Jesper Dalsgaard, Louise Knauer, Peter Bang, Morten Chrone og Katrine Borum.

Michael Troensegaard Andersen har været CEO for H+H International A/S i perioden 2011-22. Tidligere har Michael Troensegaard Andersen haft topledelsesposter hos Trelleborg AB, Alto (nu del af Nilfisk), Incentive A/S og Lundbeck A/S.

Gennem sin karriere har Michael Troensegaard Andersen stået i spidsen for succesfuld strategisk, strukturel og organisatorisk transformation. Han har bred erfaring fra ledelsesposter inden for forskellige fag- og forretningsområder herunder også bæredygtighed og den grønne omstilling. Via sin position hos H+H International A/S har Michael Troensegaard Andersen opnået dybtgående kendskab til den europæiske byggeindustri og byggematerialeindustri.

Michael Troensegaard Andersen har en M.Sc. i Mechanical Engineering fra DTU (1987) og har en HD i regnskab fra CBS (1988).

Michael Troensegaard Andersen blev indvalgt i bestyrelsen for Solar A/S i 2021 og er desuden bestyrelsesformand for Shark Solutions A/S og BE Shark Holding ApS samt bestyrelsesmedlem i HusCompagniet A/S.

Michael Troensegaard Andersen er beskrevet på Solars hjemmeside <https://www.solar.eu/our-company/management-and-board-of-directors/michael-troensegaard-andersen/>

Michael Troensegaard Andersen er født den 27. marts 1961.

Jesper Dalsgaard er CEO for Combineering Group A/S. I 2019-2024 var Jesper Dalsgaard Managing Director for Rambøll Environment & Health og har i perioden 2017-2019 fungeret som Managing Director for Rambøll Buildings med globalt ansvar for Rambølls aktiviteter inden for rådgivning rettet mod bygninger. Han har tidligere været Senior Director og Head of Maersk Management Consulting i A.P. Møller-Maersk (2015-17), Group Director, Strategy and M&A i Rambøll Group (2013-14), Business Development Director i VKR Holding (2006-13), Principal i Boston Consulting Group, Business Development Director i C.W. Obel, Vice President i Araneum Consulting samt management konsulent i A.T. Kearney / Aarsø Nielsen & Partners.

Jesper Dalsgaard har direktionserfaring for fondsledede selskaber samt virksomheder med tilknytning til byggeri og logistik og har erfaring med strategi- og forretningsudvikling, fusioner og virksomhedsovertagelser samt dybdegående viden og erfaring med bæredygtighed, cirkulær økonomi og den grønne omstilling. Han har endvidere erfaring med bestyrelsesarbejde fra tidligere poster i en række virksomheder inden for byggeri.

Jesper Dalsgaard er uddannet på CBS (1987-93) med en bachelor og master i Law and Business Administration.

Jesper Dalsgaard blev indvalgt i bestyrelsen for Solar A/S i 2017. Han er endvidere medlem af bestyrelsen Fonden af 20. December, Mannaz A/S samt en række danske og udenlandske selskaber i Combineering Group.

Jesper Dalsgaard er beskrevet på Solar's hjemmeside <https://www.solar.eu/our-company/management-and-board-of-directors/jesper-dalsgaard/>

Jesper Dalsgaard er født 15. januar 1968.

Louise Knauer har i perioden 2015-18 arbejdet i TDC Group som koncerndirektør senest i stillingen som Senior Executive Vice President for Group Data, Security og Wholesale, samt Group Chief Data & Security Officer hos TDC A/S. Hendes forhenværende rolle i TDC Group var som Group Chief Strategy Officer, med ansvar for Strategy, Business Intelligence, M&A, mm. Hun har tidligere som CEO i Wibroe, Duckerts & Partners, People Group A/S (2013-15) haft ansvaret for gennemførelse af en strategisk og finansiell turn-around og arbejdet internationalt som management konsulent i McKinsey & Company (2008-13).

Louise Knauer har som CEO og direktionsmedlem erfaring med strategi- og virksomhedsudvikling både nationalt og internationalt. Derudover har Louise Knauer ekspertise inden for teknologisk drevet innovation, digitalisering, data / AI / ML og cyber security.

Louise Knauer er uddannet på CBS (2003-8) med en B.Sc. i Commercial Law and Business Economics og en M.Sc. i Finance and Strategic Management.

Louise Knauer blev indvalgt i bestyrelsen for Solar A/S i 2017 og varetager herudover en række andre bestyrelsesopgaver som beskrevet på Solars hjemmeside: <https://www.solar.eu/our-company/management-and-board-of-directors/louise-knauer/>

Louise Knauer er født 6. november 1983.

Peter Bang er CFO i Salling Group, hvor han udover at være ansvarlig for finans bl.a. også er ansvarlig for jura- og ejendomsområdet. Inden da arbejdede Peter Bang i VELUX Gruppen i perioden fra 1994-2021 og siden 2011 som koncerndirektør og CFO med ansvar for Group Functions (Finans, Performance Management & BI, IT, HR, Global Business Services, Kommunikation, CSR og Public Affairs). Han har desuden fungeret i en række forskellige roller indenfor VELUX-koncernen siden 1994.

Peter Bang har erfaring inden for retail, byggeri, klima/energi, bæredygtighed og den grønne omstilling, digitalisering, organisationsudvikling, samt økonomi og performance management.

Peter Bang er uddannet som cand. oecon (1994) fra Aarhus Universitet med speciale i driftsøkonomi og finansiering. Han har qua sit virke i VELUX og Salling Group erhvervet sig et godt kendskab til fondsledede selskaber og virksomheder med tilknytning til byggebranchen.

Peter Bang blev indvalgt i bestyrelsen for Solar A/S i 2018 og er desuden bestyrelsesmedlem i Skagenfood A/S, adm. direktør for Netto Supermarkt GmbH og bestyrelsesformand i Dansk Netto Deutschland ApS.

Peter Bang er beskrevet på Solars hjemmeside <https://www.solar.eu/our-company/management-and-board-of-directors/Peter-Bang/>

Peter Bang er født 2. april 1969.

Morten Chrone er Group CEO i Unisport Saltex Oy og har tidligere været Group COO i HusCompagniet A/S (2017-2020), adm. dir. for Spæncom (2013-2017), Group CCO hos Brdr. A&O Johansen A/S (2009-2013) samt koncerndirektør hos NCC Construction A/S (2005-2009). Morten Chrone har i sit virke ledet forretningsenheder i Danmark, Sverige, Norge, Tyskland og England.

Morten Chrone, har de seneste 25 år haft ledende stillinger i byggeindustrien/grossistbranchen i ind- og udland og har betydeligt kendskab til Solars kerneforretning og de markeder, der opereres i.

Morten Chrone er uddannet MBA fra Cranfield School of Management (2001) og bygningsingeniør fra Ingeniørhøjskolen i Århus (1994) og har efterfølgende suppleret med en række uddannelser på IMD samt Stanford Graduate School of Business, The Corporate Entrepreneur (2015) og Stanford Executive Program (2011). Morten Chrone har desuden gennemført bestyrelsesuddannelsen Board Certificate hos Board Company.

Morten Chrone blev indvalgt i bestyrelsen for Solar A/S i 2019 og sidder desuden i bestyrelsen i Unisport Scandinavia ApS.

Morten Chrone er beskrevet på Solars hjemmeside <https://www.solar.eu/our-company/management-and-board-of-directors/morten-chrone/>

Morten Chrone er født 4. januar 1966.

Katrine Borum er fjerde generation af stifterfamilien og er vokset op med Solar som en vigtig del af familiens historie og aktiviteter. Hun har altid haft interesse for og lyst til at engagere sig i Solar.

Katrine Borum er uddannet læge i 2010 på Københavns Universitet og speciallæge i ortopædkirurgi i 2021. Hun arbejder i dag som uddannelsesansvarlig ledende overlæge på Ortopædkirurgisk Afdeling, Nordsjællands Hospital. Hun har erfaring med at opbygge et godt uddannelsesmiljø på tværs af faggrupper og har fokus på, hvordan god uddannelse kan give bedre arbejdsstrivsel og sikre behandlingskvalitet. Som ledende overlæge er Katrine en del af afdelingsledelsen. I 2023 blev Katrine valgt som bestyrelsesmedlem i Dansk Ortopædisk Selskab, hvor hun er forperson for uddannelsesudvalget der arbejder med uddannelse af speciallæger i ortopædkirurgi på nationalt plan.

Katrine Borum har en anden tilgang til erhvervslivet og medvirker til at sikre en mere bred forståelse af problemers kerne og samtidig skabe forankring til Solars historie som kulturbærer. Som forberedelse til bestyrelsesposten har hun gennemgået Børsen og CBS' bestyrelsesuddannelse i foråret 2021.

Katrine Borum blev indvalgt i Solars bestyrelse i 2022 og er beskrevet på Solars hjemmeside <https://www.solar.eu/our-company/management-and-board-of-directors/Katrine-borum/>

Katrine Borum er født den 24. maj 1981.

Bestyrelsesmedlemmerne vælges for ét år ad gangen.

Alle foreslåede kandidater er danske statsborgere.

Af de foreslåede kandidater kan Michael Troensegaard Andersen, Louise Knauer, Peter Bang og Morten Chrono betragtes som uafhængige af selskabet ifølge definitionen i anbefalingerne for god selskabsledelse i Danmark. Jesper Dalsgaard og Katrine Borum er tilknyttet Fonden af 20. december, der er majoritetsaktionær i Solar A/S.