

Annual General Meeting 2024

B&O

Reg. number: 41257911

The annual general meeting of Bang & Olufsen a/s will be held on Thursday 15 August 2024 at 4 p.m. CEST at

Bang & Olufsen a/s
Bang og Olufsen Allé 1
7600 Struer
Denmark

Agenda

- 1. The Board of Directors' report on the company's activities during the past year**
- 2. Presentation and adoption of the company's audited annual report for the financial year 2023/24, including a resolution to grant discharge to the Executive Management Board and the Board of Directors**
- 3. Resolution as to the distribution of profit or the covering of loss, as the case may be, in accordance with the approved annual report**
- 4. Presentation of the company's remuneration report for an advisory vote**
- 5. Proposals from the Board of Directors**
 - 5.1. Approval of the remuneration of the Board of Directors for 2024/25
 - 5.2. Renewal of authorisation to acquire treasury shares
 - 5.3. Renewal and change of authorisations to increase the share capital
 - 5.4. Indemnification of the Board of Directors and Executive Management Board
 - 5.5. Approval of the remuneration policy
 - 5.6. Authorisation to the chair of the meeting
- 6. Election of members to the Board of Directors**
- 7. Appointment of auditors**
- 8. Any other business**

Complete proposals

Re 1:

The Board of Directors' report on the company's activities during the past year

The Board of Directors proposes that the Board of Directors' report on the company's activities during the past year be noted.

Re 2:

Presentation and adoption of the company's audited annual report for the financial year 2023/24, including a resolution to grant discharge to the Executive Management Board and the Board of Directors

The Board of Directors proposes that the audited annual report for the financial year 2023/24 be approved and that discharge be granted to the Executive Management Board and the Board of Directors.

Re 3:

Resolution as to the distribution of profit or the covering of loss, as the case may be, in accordance with the approved annual report

The Board of Directors proposes that no dividend be paid and that the profit for the year be carried forward to the next financial year.

Re 4:

Presentation of the company's remuneration report for an advisory vote

The Board of Directors proposes that the remuneration report for 2023/24 be approved by advisory vote.

The remuneration report has been prepared in accordance with the requirements in Section 139b of the Danish Companies Act. The report describes the remuneration awarded or due to the Board of Directors and the Executive Management Board of Bang & Olufsen a/s for the financial year 2023/24.

The remuneration report for 2023/24 is available on the company's website.

Re 5:

Proposals from the Board of Directors

5.1. Approval of the remuneration of the Board of Directors for 2024/25

The Board of Directors proposes that the remuneration of the Board of Directors for the financial year 2024/25 be set as follows (the remuneration is unchanged compared to the financial year 2023/24):

Members of the Board of Directors - base fee:	DKK	350,000
Chair of the Board of Directors - 3 x base fee:	DKK	1,050,000
Vice chair of the Board of Directors - 1.5 x base fee:	DKK	525,000
Members of the Audit Committee:	DKK	100,000
Chair of the Audit Committee - 3 x fee to ordinary members of the Audit Committee:	DKK	300,000
Members of the Remuneration, Nomination, Technology and Strategy Committees (per committee):	DKK	75,000
Chair of the Strategy Committee:	DKK	300,000
Chair of the Remuneration, Nomination and Technology Committees (per committee):	DKK	100,000

5.2. Renewal of authorisation to acquire treasury shares

The Board of Directors proposes that the existing authorisation to allow the company to acquire treasury shares be renewed, so that the Board of Directors is authorised to allow the company to acquire treasury shares during the period until 14 August 2025 for up to a total of 10% of the company's share capital at the time of the authorisation, provided that the company's total holding of treasury shares does not at any time exceed 10% of the company's share capital. The purchase price paid in connection with the acquisition of treasury shares may not differ by more than 10% from the

quoted price on Nasdaq Copenhagen A/S at the time of acquisition.

5.3. Renewal and change of authorisations to increase the share capital

The Board of Directors proposes that the authorisations in Article 4, sections 4-7, of the articles of association to increase the company's share capital with or without pre-emptive rights be renewed so that they run until and including 14 August 2025.

With reference to company announcement 24.02 of 3 July 2024 and to facilitate the planned share capital increase referred to therein, it is further proposed to

adjust the size of the authorisations to each nominally DKK 122,772,087 (corresponding to 20% of the share capital), provided the authorizations shall be subject to an aggregate limit of a corresponding amount.

With the proposed amendments, sections 4-7 in Article 4 of the articles of association will read as follows:

”Article 4 (...)

Section 4.

The Board of Directors is authorised in the period until 14 August 2025 at one or more times to decide to increase the company’s share capital by up to a nominal value of DKK 122,772,087 by issuing new shares at market price or at a discount to market price by way of payment in cash or by contribution of assets other than cash. The capital increase shall be with pre-emptive subscription rights for the company’s existing shareholders. The new shares shall in all respects rank pari passu with the existing shares. The new shares shall be negotiable instruments, shall be issued to named holders and shall rank for dividends and other rights in the company from such time as is determined by the Board of Directors in its decision to increase the company’s share capital pursuant to this section, although no more than one year after the date of registration.

Section 5.

The Board of Directors is authorised in the period until 14 August 2025 at one or more times to decide to increase the company’s share capital by up to a nominal value of DKK 122,772,087 by issuing new shares at market price by way of payment in cash or by contribution of assets other than cash. The capital increase shall be without pre-emptive subscription rights for the company’s existing shareholders. The new shares shall in all respects rank pari passu with the existing shares. The new shares shall be negotiable instruments, shall be issued to named holders and shall rank for dividends and other rights in the company from such time as is determined by the Board of Directors in its decision to increase the company’s share capital pursuant to this section, although no more than one year after the date of registration.

Section 6.

Pursuant to Article 4, sections 4 and 5 above, the Board of Directors may not decide to increase the company’s share capital by more than a total nominal value of DKK 122,772,087.

Section 7.

The Board of Directors may implement the necessary amendments to the articles of association in connection with changes to the capital structure in accordance with the above resolution.”

The updated articles of association are available on the company’s website.

5.4. Indemnification of the Board of Directors and Executive Management Board

As described in the company’s remuneration policy, it is the company’s policy to take out a customary directors’ and officers’ liability insurance (“**D&O Insurance**”) and, further, to indemnify members of the Board of Directors and of the Executive Management Board in situations where the available coverage under the D&O Insurance is insufficient and/or associated with disproportionate costs.

The indemnification scheme (the “**Scheme**”) currently in place was approved by the annual general meeting in 2021 and is reflected in the company’s current remuneration policy (section 4.6).

In a statement of 13 April 2023, the Danish Business Authority has expressed certain new guiding principles for indemnification schemes. With a view to reflect this new guidance, the Board of Directors proposes that the Scheme be updated and reapproved by the annual general meeting.

With due regard to the regulatory environment in which the company operates and to be able to attract suitable candidates for the Board of Directors and the Executive Management Board, the Board of Directors continues to consider it in the best interest of the company and its

shareholders to offer appropriate liability coverage for the company’s Board of Directors and Executive Management Board through a combination of indemnification and D&O Insurance.

The Scheme is intended to cover claims raised against directors and officers in the discharge of their duties as well as related defence and investigation costs to the fullest extent possible, in each case subject to the exclusions further described below under item 5.4(a). If claims are covered by D&O Insurance, indemnification under the Scheme shall not be available. The Scheme will thus cover only those matters not covered by D&O Insurance and matters exceeding the coverage available under any applicable D&O Insurance. For the avoidance of doubt, indemnification under the Scheme is not conditional upon any coverage under the D&O Insurance or other sources first being exhausted.

(a) Indemnification of the Board of Directors and Executive Management

The Board of Directors proposes that the following revised Scheme for indemnification of members of the Board of Directors and the Executive Management Board be adopted by the annual general meeting:

“Indemnification

Indemnification scope

With due regard to the regulatory environment in which the company operates and to be able to attract qualified

members to the board and the executive management board of the company, it is the company's policy to take out customary directors' and officers' liability insurance ("D&O Insurance"), from time to time. Further, it is considered in the best interest of the company to supplement the D&O Insurance with a scheme to allow for indemnification, to the fullest extent permitted by applicable law, of current, former and future members of the Board of Directors and the Executive Management Board where there is no or inadequate coverage under the D&O Insurance.

Consequently, the general meeting has approved a scheme of indemnification (the "Scheme") pursuant to which the company undertakes to indemnify and hold harmless each member of the Board of Directors and the Executive Management Board from and against any losses (including any costs, expenses and potential tax liabilities associated therewith) incurred by such member of the Board of Directors and/or the Executive Management Board and arising out of such person's discharge of his/her duties as a director or manager of the company including without limitation any claim or investigation by a governmental or administrative authority.

Conditions and limitations

Any indemnification under the Scheme shall be secondary to any coverage under the D&O Insurance taken out by the company from time to time.

Indemnification under the Scheme shall not be conditional upon coverage being available under the D&O Insurance in whole or in part, nor shall indemnification under the Scheme be conditional upon any coverage under the D&O Insurance or other sources first being exhausted. For the avoidance of doubt, the secondary coverage does not preclude the company from covering defence costs upfront with a view to claim reimbursement under the D&O Insurance.

The Scheme is for the sole benefit of the members of the Board of Directors and the Executive Management Board, and no third party shall be entitled to rely on or derive any benefits from the Scheme or have any recourse against the company on account of the Scheme.

Excluded from coverage under the Scheme are losses, etc., derived from:

- a) Any claims if and to the extent covered by insurance taken out by the company, including the D&O Insurance, it being understood that the indemnification may cover claims not covered in whole or in part by such D&O Insurance,
- b) Any claims raised against a member of the Board of Directors or Executive Management Board arising out of such member's wilful misconduct, gross negligence or other improper acts or omissions (in Danish "utilbørlige dispositioner"),

- c) Any claims raised against a member of the Board of Directors or Executive Management Board by the company or a subsidiary of the company,
- d) Any claims raised against a member of the Board of Directors or Executive Management Board arising out of any sanctioned offence under applicable criminal law committed by such member, and
- e) Any other claims, if and to the extent it would be inconsistent with applicable law to offer the benefits of the Scheme to the member of the Board of Directors or Executive Management Board.

The Scheme is to be approved by the general meeting at least every four years.

Administration and authorization to the Board of Directors

The Board of Directors shall administer and implement the Scheme within the framework above, including by laying down the detailed terms and conditions, defining monetary thresholds, period for coverage, run-off coverage and other coverage and extension of the Scheme to the management in any subsidiaries of the company. The individual member of the Board of Directors or the Executive Management Board is covered by the Scheme only to the extent provided for in such detailed terms and conditions communicated to such management member.

The Board of Directors is further authorised to take any decisions in relation to the Scheme. In this context, the Board of Directors may determine whether a claim is comprised by the Scheme and/or refer such determination and/or any other specific decisions related to the Scheme to a third-party expert or independent committee. For the avoidance of doubt, the company may adopt separate indemnification arrangements for other key employees and management members, which may be subject to terms and conditions that vary from the Scheme."

(b) Amendment of the articles of association

The Board of Directors proposes that adoption of the Scheme be reflected in the articles of association, to the extent approved pursuant to agenda item 5.4(a) above. Accordingly, the Board of Directors proposes to include the following as a new Article 9 in the company's articles of association:

"Article 9.

The company's general meeting has adopted a resolution approving a scheme for indemnification of current, former and future members of the Board of Directors and the Executive Management Board in respect of certain losses (including any costs, expenses and potential tax liabilities associated therewith) incurred by such persons arising out of the discharge of their duties as a director or manager of the company. The scheme is managed and

implemented by the Board of Directors in accordance with the resolution of the general meeting.”

As a consequence of the proposal, the following articles of the articles of association will be numbered consecutively.

5.5. Approval of the remuneration policy

The company's remuneration policy was approved at the annual general meeting in 2020 with certain adjustment being approved at the annual general meeting in 2021. The Danish Companies Act requires that the remuneration policy be approved by the general meeting at least every four years, and the Board of Directors consequently submits an updated remuneration policy for approval.

The updated policy is identical to the existing policy except for an updated description of the company's indemnification scheme to reflect the proposal under item 5.4(a) above (inserted as new Clause 8 in the policy while deleting Clause 4.6).

The updated remuneration policy is available on the company's website.

5.6. Authorisation to the chair of the meeting

The Board of Directors proposes that the general meeting authorises the chair (with right of substitution) to notify the Danish Business Authority of the resolutions adopted and to make such amendments to

the documents submitted to the Danish Business Authority as the Danish Business Authority may require or deem appropriate.

Re 6:

Election of members to the Board of Directors

Pursuant to Article 8, section 2, of the articles of association, the members of the Board of Directors elected by the general meeting are up for election each year at the annual general meeting.

The Board of Directors proposes re-election of Juha Christen Christensen, Albert Bensoussan, Jesper Jarlbæk, Anders Colding Friis, Tuula Ryttilä and M. Claire Chung.

A more detailed description of the candidates' qualifications, including directorships in other companies, is attached as **annex 1** to this notice and can also be found in the company's annual report on pages 44-46.

Re 7:

Appointment of auditors

On the basis of a recommendation from the company's Audit Committee, the Board of Directors proposes the appointment of Deloitte Statsautoriseret Revisionspartnerselskab ("Deloitte") as the company's auditor in respect of both statutory financial and sustainability reporting.

The Audit Committee has not been influenced by third parties and is not subject to contractual terms limiting the election by the general meeting to certain auditors or audit firms.

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Adoption requirements

On the date of publishing the notice convening the annual general meeting, the company's nominal share capital amounts to DKK 613,860,435 divided into shares with a nominal value of DKK 5 or multiples thereof. Each share with a nominal value of DKK 5 carries one vote.

The proposals under agenda item 5.3 and 5.4(b) must be adopted by 2/3 of both the votes cast and the share capital represented at the general meeting. All other items on the agenda may be adopted by simple majority.

Date of registration and shareholders' voting rights

The date of registration (record date) is Thursday 8 August 2024. A shareholder's right to vote at the annual general meeting is determined on the basis of the shares for which the shareholder has either been recorded in the register of shareholders at the date of registration (11.59 p.m. CEST), i.e. one week before the annual general meeting, or for which the shareholder

has notified the company and documented his/her acquisition at that time.

Notice and other available information

The notice convening the annual general meeting will be published and distributed in accordance with Article 6 of the company's articles of association. The annual general meeting will be convened via the company's website and by email to all shareholders recorded in the register of shareholders who have made a request to this effect. The notice will also be published via Nasdaq Copenhagen A/S.

The agenda and the complete proposals are available for inspection by the shareholders at the company's office located Bang og Olufsens Allé 1, 7600 Struer, and on the Shareholder Portal via <https://investor.bang-olufsen.com> by logging in with user name and password or MitID from 12 July 2024. The agenda as well as the full proposals, revised articles of association, the annual report for 2023/24, the remuneration policy, information on the total number of shares and voting rights on the date of publishing the notice of the annual general meeting and the forms to be used for voting by proxy/postal vote are also available on the company's website <https://investor.bang-olufsen.com>.

The general meeting will be conducted in Danish. Shareholders will have the opportunity to follow the general meeting live via webcast through the Shareholder Portal at <https://investor.bang-olufsen.com>.

olufsen.com. It is not possible to vote or ask questions via webcast.

Admission card

Any shareholder is entitled to participate in the annual general meeting provided that the shareholder has requested an admission card upon presentation of proper identification, such request to be received by the company no later than 11.59 p.m. CEST on Friday 9 August 2024.

Shareholders may request an admission card to the annual general meeting:

- online via the Shareholder Portal on the company's website: <https://investor.bang-olufsen.com>,
- by completing, signing and returning the registration form by email to gf@computershare.dk or by post to Computershare A/S, Lottenborgvej 26 D, 1st floor, 2800 Kgs. Lyngby, or by using the registration form available on the company's website: <https://investor.bang-olufsen.com>. Please note the postal delivery time if the registration form is sent by ordinary mail, or
- by contacting Computershare A/S, Lottenborgvej 26 D, 1st floor, 2800 Kgs. Lyngby, via gf@computershare.dk

Admission cards will only be sent out electronically via email to the email address provided in the Shareholder Portal upon registration. The admission card must be presented at the general meeting either electronically on a smartphone/tablet or as a physical printout. Shareholders who have ordered an admission card without providing their email address may collect the admission card at the entrance to the annual general meeting upon presentation of a valid photo ID. Shareholders with voting rights will receive a voting card at the entrance to the annual general meeting.

Processing of personal data

In connection with the annual general meeting, the company collects, processes and stores certain personal data. Please refer to the company's policy on "Collection, processing and storing of personal data in connection with general meetings", which is available at <https://investor.bang-olufsen.com>.

Proxy and postal vote

A shareholder may exercise his/her shareholder rights by voting by proxy or by postal vote, but not both. Proxies or postal votes can be submitted electronically via the Shareholder Portal on the company's website, <https://investor.bang-olufsen.com>. Proxy and postal votes may also be cast using the forms available on the company's website, <https://investor.bang-olufsen.com>. The completed form is sent by post to Computershare A/S, Lottenborg 26 D, 1st floor, 2800 Kgs. Lyngby, or by email to gf@computershare.dk.

The proxy must be submitted by 11.59 p.m. CEST on Friday 9 August 2024 and postal votes must be received by the company or Computershare A/S in accordance with the above by 4.00 p.m. CEST on Wednesday 14 August 2024.

Q&A

At the annual general meeting, the Executive Management Board and certain members of the Board of Directors will answer questions from shareholders concerning the items on the agenda of the annual general meeting. Questions may be sent by ordinary mail to Bang & Olufsen a/s, Bang og Olufsens Allé 1, 7600 Struer, Denmark, att.: Line Køhler Ljungdahl, or by email to llj@bang-olufsen.dk until the day before the annual general meeting.

Visit to Factory 3

Prior to the annual general meeting, the company would like to offer shareholders a guided tour of Bang & Olufsen's product service team in Factory 3. The guided tour begins at 2:30 p.m. CEST. Shareholders are asked to meet up no later than 2:30 p.m. CEST at Bang og Olufsen Allé 3, 7600 Struer. There is a limited number of places – 30 in total. The places will be allocated on a first-come, first-served basis. Please submit your participation request by sending an email to GF2024Fabriksrundvisning@bang-olufsen.dk. Please state whether the participation request is for Factory 3 and the names of all the participants you are signing up

for the guided tour. You will receive an email with a confirmation.

Yours sincerely
Bang & Olufsen a/s
Juha Christen Christensen
Chair of the Board of Directors, 12 July 2024

Board of Directors

JUHA CHRISTENSEN

Danish, born 1964
He/him

Chair since 2020
Joined (until): 2016 (2024)
Independent

Committee memberships
Remuneration Committee
Technology Committee
Nomination Committee
Strategy Committee

Bang & Olufsen shares held, year-end:
200,864 (2022/23: 200,864)

Competencies

- Luxury, omnichannel, retailing and marketing
- Brand management
- Consumer electronics knowledge
- Key market insights
- Partnership management
- Innovation, digitalisation & technology
- Stakeholder relations & ESG
- Consumer product supply chain
- New product introduction
- International management & strategy development
- Risk management
- Finance & accounting
- Corporate governance of listed companies

Directorships and other offices

CM Star Global, Inc. and associated subsidiaries
VC Netcompany A/S



ALBERT BENSOUSSAN

French, born 1959
He/him

Vice Chair since: 2020
Joined (until): 2020 (2024)
Independent

Committee memberships
Audit Committee
Strategy Committee

Bang & Olufsen shares held, year-end:
18,000 (2022/23: 18,000)

Competencies

- Luxury, omnichannel, retailing and marketing
- Brand management
- Consumer electronics knowledge
- Key market insights
- Partnership management
- Innovation, digitalisation & technology
- Stakeholder relations & ESG
- Consumer product supply chain
- New product introduction
- International management & strategy development
- Risk management
- Finance & accounting
- Corporate governance of listed companies

Directorships and other offices

O CEO and founder of AB Consultants Paris



ANDERS COLDING FRIIS

Danish, born 1963
He/him

Joined (until): 2018 (2024)
Independent

Committee memberships
Nomination Committee
Remuneration Committee
Strategy Committee

Bang & Olufsen shares held, year-end:
23,400 (2022/23: 23,400)

Competencies

- Luxury, omnichannel, retailing and marketing
- Brand management
- Consumer electronics knowledge
- Key market insights
- Partnership management
- Innovation, digitalisation & technology
- Stakeholder relations & ESG
- Consumer product supply chain
- New product introduction
- International management & strategy development
- Risk management
- Finance & accounting
- Corporate governance of listed companies

Directorships and other offices

CM Officeguru A/S, Logisnap ApS, Phoenix Film Productions ApS
VC Chr. Augustinus Fabrikker Aktieselskab, Goodwings ApS
BM Augustinus Fonden, Caf Invest a/s



M. CLAIRE CHUNG

Chinese, born 1968
She/her

Joined (until): 2019 (2024)
Independent

Committee memberships
Remuneration Committee

Bang & Olufsen shares held, year-end:
26,000 (2022/23: 26,000)

Competencies

- Luxury, omnichannel, retailing and marketing
- Brand management
- Consumer electronics knowledge
- Key market insights
- Partnership management
- Innovation, digitalisation & technology
- Stakeholder relations & ESG
- Consumer product supply chain
- New product introduction
- International management & strategy development
- Risk management
- Finance & accounting
- Corporate governance of listed companies

Directorships and other offices

BM Delsey
O CEO of Ignae
Advisory Board Member, Shilling Founders Fund



CM = Chair VC = Vice Chair BM = Board member O = Other offices

■ Competencies possessed by Board member

JESPER JARLBÆK

Danish, born 1956
He/him

Joined (until): 2011 (2024)
Not Independent*



Committee memberships
Audit Committee
Nomination Committee
Strategy Committee

Bang & Olufsen shares held, year-end:
26,372 (2022/23: 26,372)

Competencies

- Luxury, omnichannel, retailing and marketing
- Brand management
- Consumer electronics knowledge
- Key market insights
- Partnership management
- Innovation, digitalisation & technology
- Stakeholder relations & ESG
- Consumer product supply chain
- New product introduction
- International management & strategy development
- Risk management
- Finance & accounting
- Corporate governance of listed companies

Directorships and other offices

- CM Able ApS, A-Solutions A/S, Basico Consulting Group, Catacap Management ApS, DanBAN FAIF ApS and related entities, Falcon Fondsmæglerselskab A/S, HR-ON ApS, Materiel Udlejning Holding Group ApS,
BM Berlin Invest 2017 ApS, Business Angels Fond II A/S, Earlbrook Holdings Group A/S, Polaris III Invest Fonden, SCANVENTURE A/S, Smartshare Systems A/S, 1900 Søernes Privathospital ApS,
O JJ 2021 Holding ApS

CM = Chair VC = Vice Chair BM = Board member O = Other offices

■ Competencies possessed by Board member

* Having served on the Board for more than 12 years.

TUULA RYTIÄ

Finnish, born 1967
She/her

Joined (until): 2019 (2024)
Independent



Committee memberships
Technology Committee

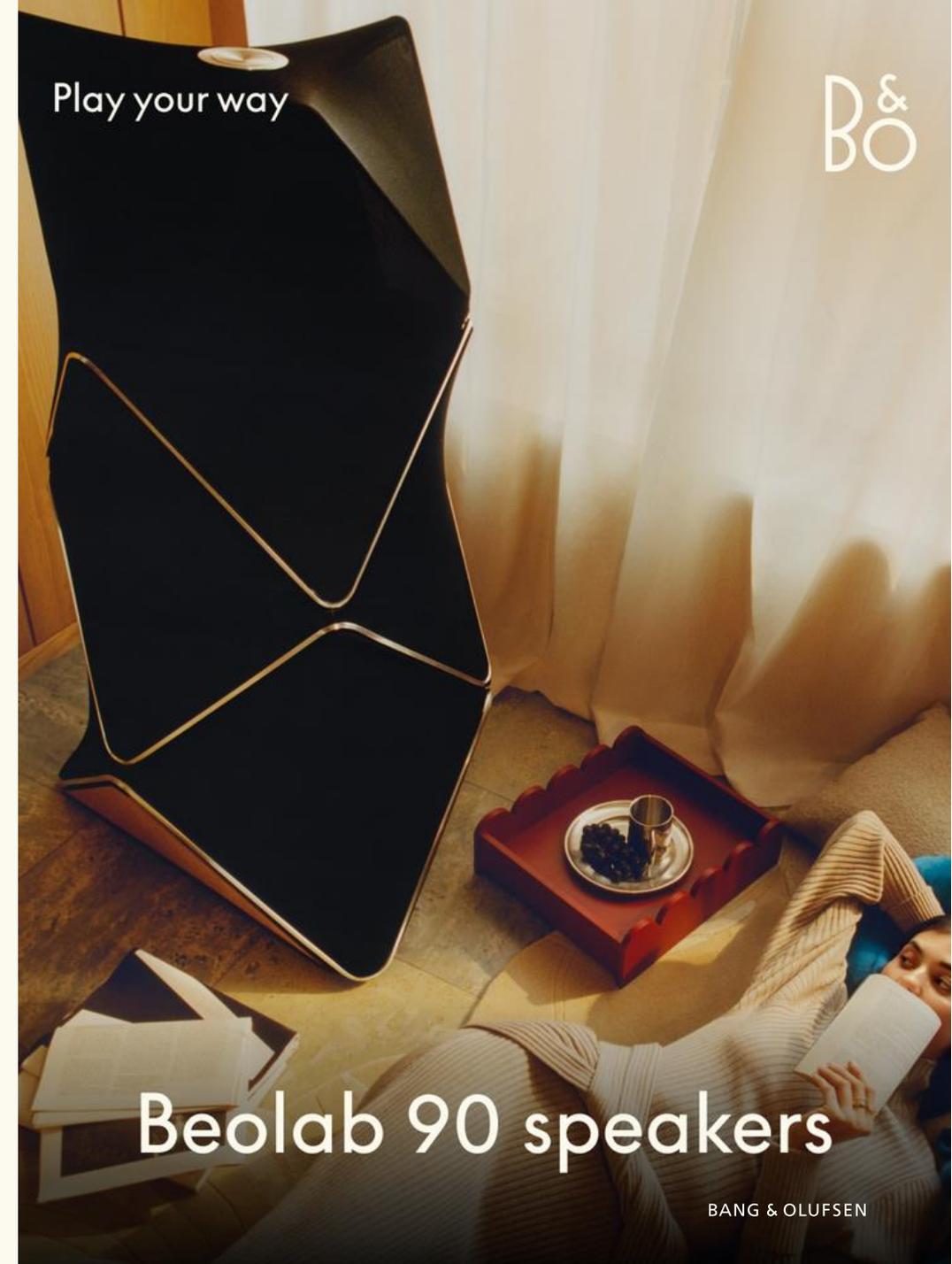
Bang & Olufsen shares held, year-end:
24,300 (2022/23: 24,300)

Competencies

- Luxury, omnichannel, retailing and marketing
- Brand management
- Consumer electronics knowledge
- Key market insights
- Partnership management
- Innovation, digitalisation & technology
- Stakeholder relations & ESG
- Consumer product supply chain
- New product introduction
- International management & strategy development
- Risk management
- Finance & accounting
- Corporate governance of listed companies

Directorships and other offices

- BM Breville Group, Australia, Kempower Oyj, eBrands Global Ltd., Tuxera



Play your way

B&O

Beolab 90 speakers

BANG & OLUFSEN

ANDRA GAVRILESCU

Romanian, Danish, born 1985
She/her

Employee-elected
Joined (until): May 2024 (2027)
Not independent

Committee memberships

-



Bang & Olufsen shares held, year-end:
0 (2022/23: 0)

Competencies
Not mapped for employee representatives.

Directorships and other offices

-

Positions and other management duties
Senior Manager, Head of Global Brand Collaboration

CM = Chair VC = Vice Chair BM = Board member O = Other offices
■ Competencies possessed by Board member

DORTE VEGERBERG

Danish, born 1972
She/her

Employee-elected
Joined (until): 2019 (2027)
Not independent

Committee memberships

-



Bang & Olufsen shares held, year-end:
0 (2022/23: 0)

Competencies
Not mapped for employee representatives.

Directorships and other offices

-

Positions and other management duties
Radio and electronics worker, Production

SØREN BALLING

Danish, born 1971
He/him

Employee-elected
Joined (until): 2017 (2027)
Not independent

Committee memberships

-



Bang & Olufsen shares held, year-end:
8,622 (2022/23: 8,622)

Competencies
Not mapped for employee representatives.

Directorships and other offices
BM Øster Hjerm Bygningsartikler

Positions and other management duties
Production Manager, Mechanics



Bang & Olufsen A/S, Bang & Olufsen Allé 1, DK-7600 Struer, Tel. +45 9684 1122, www.bang-olufsen.com, Reg. number: 41257911