

NOTICE TO CONVENE THE

# Annual General Meeting 2022



**CHR HANSEN**

*Improving food & health*

Notice to convene the Annual General Meeting of

# Chr. Hansen Holding A/S

## To the shareholders of Chr. Hansen Holding A/S

The Board of Directors has the pleasure of convening the Annual General Meeting to be held on

**Wednesday November 23, 2022 at 4.00 p.m. CET**

at Scandic Falkoner, Falkoner Alle 9,  
2000 Frederiksberg, Denmark.

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## Agenda

1. Report on the Company's activities
  2. Approval of the 2021/22 Annual Report
  3. Resolution on the appropriation of profit
  4. Presentation of the Company's 2021/22 Remuneration Report for an advisory vote
  5. Resolution on remuneration of members of the Board of Directors
  6. Proposals from the Board of Directors
    - 6a. Authorization to the Board of Directors to increase the Company's share capital with or without pre-emptive subscription rights for the existing shareholders
    - 6b. Authorization to the Board of Directors for the Company to acquire own shares
    - 6c. Proposed amendments to the Company's Articles of Association
  7. Election of members to the Board of Directors
    - 7a. Election of a Chair of the Board of Directors
    - 7b. Election of other members to the Board of Directors
  8. Election of a company auditor
    - 8a. Re-election of PwC Statsautoriseret Revisionspartnerselskab
  9. Authorization of the Chair of the Annual General Meeting
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## Full proposals for the items on the agenda:

### Re item 1 on the agenda

The Board of Directors proposes that the Annual General Meeting takes note of the Board of Directors' report on the Company's activities in 2021/22.

### Re item 2 on the agenda

The Board of Directors proposes that the Annual General Meeting approves the Company's Annual Report for 2021/22. The Annual Report for 2021/22 is available on the Company's website, [www.chr-hansen.com](http://www.chr-hansen.com).

### Re item 3 on the agenda

The Board of Directors proposes that the Annual General Meeting approves the Board of Directors' proposal for the appropriation of profit as stated in the Annual Report for 2021/22, including a proposal to distribute an ordinary dividend of DKK 7.04 per share of DKK 10 in connection with the Annual General Meeting, corresponding to an amount of EUR 125 million or 55% of the profit of the Chr. Hansen Group for the year.

### Re item 4 on the agenda

The Board of Directors proposes that the Annual General Meeting approves the Company's Remuneration Report for 2021/22.

The Remuneration Report has been prepared in accordance with applicable rules. The report aims to further enhance transparency in relation to remuneration paid by the Company. The report covers remuneration awarded or due in the course of the financial year 2021/22 to the Company's Board of Directors and Executive Board. The Executive Board includes executive management members registered as such with the Danish Business Authority.

The 2021/22 Remuneration Report is available on the Company's website, [www.chr-hansen.com](http://www.chr-hansen.com), [www.chr-hansen.com](http://www.chr-hansen.com).

### Re item 5 on the agenda

The Board of Directors proposes that the Annual General Meeting approves the following remuneration of the members of the Board of Directors for the financial year 2022/23 (unchanged compared to the remuneration level for 2021/22):

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Members of the Board of Directors	DKK	420,000	(base fee)
Chair of the Board of Directors	DKK	1,260,000	(corresponding to 3 times the base fee)
Vice Chair of the Board of Directors	DKK	840,000	(corresponding to 2 times the base fee)

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The Board of Directors has established an Audit Committee, a Nomination Committee, a Remuneration Committee and a Science & Innovation Committee. The Board of Directors proposes committee members receive the following supplementary fees for the financial year 2022/23 (unchanged compared to the remuneration level for 2021/22):

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Chair of the Audit Committee	DKK	315,000	(corresponding to 0.75 times the base fee)
Chair of the Remuneration and Science & Innovation Committees	DKK	262,500	(corresponding to 0.625 times the base fee) per committee
Chair of the Nomination Committee	DKK	210,000	(corresponding to 0.5 times the base fee)
Members of the Audit and Science & Innovation Committees	DKK	157,500	(corresponding to 0.375 times the base fee) per committee
Members of the Nomination and Remuneration Committees	DKK	131,250	(corresponding to 0.3125 times the base fee) per committee

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In addition to the above fees, the Board of Directors proposes that board members and committee members be entitled to the following differentiated fixed travel allowances, when travelling for a Board and/or committee related meeting, dependent on the travelling distance:

#### Travelling outside country of residence

DKK 22,500 (unchanged compared to the remuneration level for 2021/22)

#### Travelling between continents

DKK 37,500 (unchanged compared to the remuneration level for 2021/22)

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In addition, the Company pays social security duties and similar taxes imposed by foreign authorities in relation to the board members' fees.

#### **Re item 6a on the agenda**

The Board of Directors proposes that the existing authorizations to increase the Company's share capital with or without pre-emptive rights for existing shareholders set out in Articles 5.1-5.4 of the Company's Articles of Association be extended for a period of 5 years, i.e. until November 23, 2027. The current five-year authorization to the Board of Directors to increase the Company's share capital expires on November 28, 2022. The authorization is proposed to remain limited to 10% of the existing share capital (individually and in aggregate).

The revised wording of the proposed authorizations in Articles 5.1-5.4 shall be as follows:

"5.1 Until and including November 23, 2027, the Board of Directors shall be authorized to increase the share capital in one or more stages, with pre-emptive subscription rights for the existing shareholders, by up to a total nominal value of DKK 131,852,496. The capital increase shall be effected by payment in cash.

5.2 Until and including November 23, 2027, the Board of Directors shall be authorized to increase the share capital in one or more stages, without pre-emptive subscription rights for the existing shareholders, by up to a total nominal value of DKK 131,852,496, provided that the increase takes place at market price. The capital increase may be effected by payment in cash or by contribution of assets other than cash.

5.3 For capital increases under articles 5.1 - 5.2, the new shares shall be negotiable instruments and shall be registered in the holder's name in the Company's register of shareholders. The transferability of the shares will not be subject to any restrictions. Other terms and conditions for capital increases implemented under the authorization in articles 5.1 - 5.2 will be determined by the Board of Directors.

5.4 The authorizations under articles 5.1 and 5.2 may only be exercised to increase the share capital with a total of nominally DKK 131,852,496."

The revised Articles of Association are attached as **Annex 1** to this notice.

#### **Re item 6b on the agenda**

The Board of Directors proposes that the Board of Directors be authorized in the period until November 23, 2027 to let the Company acquire up to 13,185,249 own shares (corresponding to approximately 10% of the Company's share capital), provided that the Company's holding of own shares shall at no time exceed 10% of the Company's share capital. The current five-year authorization to the Board of Directors to acquire own shares expires on November 28, 2022. The consideration payable for the shares may not deviate by more than 10% from the share price listed on Nasdaq Copenhagen at the time of acquisition.

#### **Re item 6c on the agenda**

The Board of Directors proposes to amend Article 9.3 of the Articles of Association to use both male and female pronouns (i.e. "his/her" instead of "his"). In the English translation of the Articles of Association, similar amendments will be made to Articles 4.5 and 7.5.

The proposed amendments are reflected in the Articles of Association attached as **Annex 1** to this notice.

#### **Re item 7a on the agenda**

The Board of Directors proposes re-election for a one-year term of Dominique Reiniche as Chair of the Board of Directors.

#### **Re item 7b on the agenda**

The Board of Directors proposes that the Annual General Meeting re-elects the following board members for one-year terms: Jesper Brandgaard, Luis Cantarell, Lise Kaae, Heidi Kleinbach-Sauter and Kevin Lane. Board member Lillie Li Valeur stepped down from the Board of Directors with effect from May 1, 2022.

If all proposed board candidates are re-elected, the Board of Directors will consist of six shareholder-elected board members.

A detailed description of the candidates' competencies and managerial positions held in other commercial enterprises is attached as **Annex 2** to this convening notice and can also be found on the Company's website, [www.chr-hansen.com](http://www.chr-hansen.com).

### **Re item 8a on the agenda**

The Board of Directors proposes that the Company's current auditor, PwC Statsautoriseret Revisionspartnerselskab, be re-elected. The Audit Committee has not been influenced by third parties, and the Company is not subject to any contractual obligation limiting the Annual General Meeting's choice to certain auditors or audit firms.

### **Re items 9 on the agenda**

The Board of Directors proposes that the Annual General Meeting authorises the Chair of the Annual General Meeting (with a right of substitution) to file the resolutions passed with the Danish Business Authority and to make any such changes and additions as the Danish Business Authority may require as a condition for registering or approving the resolutions passed.

### **Majority requirement**

Adoption of the proposals under items 6a and 6c on the agenda requires adoption by at least 2/3 of both the votes cast and the share capital represented at the general meeting. The remaining proposals may be adopted by a simple majority of votes. The proposal under agenda item 4 regarding the Remuneration Report is in accordance with the Danish Companies Act subject to an advisory vote only.

### **The Company's share capital**

At the time of convening the Annual General Meeting, the Company's share capital has a nominal value of DKK 1,318,524,960, divided into shares of DKK 10 each. Each share of DKK 10 carries one vote.

### **Date of registration and shareholders' voting rights**

The date of registration (record date) is **Wednesday November 16, 2022**.

Shareholders who hold shares in the Company on the date of registration are entitled to attend and vote at the Annual General Meeting. The shares held by each individual shareholder are calculated at the date of registration (end of day) based on the record of the shareholders' shares in the register of shareholders as well as any notices concerning ownership received by the Company for recording in the register of shareholders. Attendance is furthermore subject to the shareholder obtaining an admission card in due time as further described below.

### **Admission cards**

Shareholders who wish to attend the Annual General Meeting must request an admission card no later than **Friday November 18, 2022**.

Admission cards for the Annual General Meeting may be obtained as follows:

- Electronically through the "Shareholder Portal" under the menu "Investors" on the Company's website, [www.chr-hansen.com](http://www.chr-hansen.com), or on the website of Computershare A/S, [www.computershare.dk](http://www.computershare.dk).
- By returning the signed and completed registration form to Computershare A/S either by e-mailing a scanned copy of the form to [gf@computershare.dk](mailto:gf@computershare.dk) or by sending it by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 1<sup>ST</sup>, 2800 Kgs. Lyngby, Denmark. The registration form is available on the Company's website.
- By contacting Computershare A/S by phone **+45 45 46 09 97** (weekdays between 09:00 a.m. and 3:30 p.m. CET) or by e-mail to [gf@computershare.dk](mailto:gf@computershare.dk).

Duly requested admission cards will be sent electronically to the e-mail address provided by the shareholder in the Shareholder Portal and which has been registered in the register of shareholders. Accordingly, admission cards will no longer be distributed to the shareholders by ordinary mail.

Shareholders must present admission cards at the Annual General Meeting either electronically on a smartphone/tablet or in a printed version. Shareholders, who have requested admission cards without specifying an email address, are required to collect their admission card at the door upon presentation of proof of identity. Printed voting cards will be handed out at the door.

### **Proxy voting**

Shareholders unable to attend the Annual General Meeting may attend by proxy. Proxies may be issued as follows:

- Electronically through the "Shareholder Portal" under the menu "Investors" on the Company's website, [www.chr-hansen.com](http://www.chr-hansen.com)
- In writing using the proxy voting form available on the Company's website. The signed and completed form must be returned to Computershare A/S either by e-mailing a scanned copy of the form to [gf@computershare.dk](mailto:gf@computershare.dk) or by sending it by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 1<sup>ST</sup>, 2800 Kgs. Lyngby, Denmark
- By contacting Computershare A/S by phone **+45 45 46 09 97** (weekdays between 09:00 a.m. and 3:30 p.m. CET) or by e-mail to [gf@computershare.dk](mailto:gf@computershare.dk).

The completed proxy form must reach Computershare A/S no later than **Friday November 18, 2022**. It is possible to either issue a proxy or to vote by postal vote (see below), but not both.

Due documentation proving the right to attend and vote by proxy must be presented. Failure to present such documentation may result in the right to attend and/or vote being denied.

### **Postal voting**

Shareholders unable to attend the Annual General Meeting may vote by postal vote. Postal votes may be submitted as follows:

- Electronically through the "Shareholder Portal" under the menu "Investors" on the Company's website, [www.chr-hansen.com](http://www.chr-hansen.com)
- In writing using the postal voting form available on the Company's website. The signed and completed form must be returned to Computershare A/S either by e-mailing a scanned copy of the form to [gf@computershare.dk](mailto:gf@computershare.dk) or by sending it by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 1<sup>ST</sup>, 2800 Kgs. Lyngby, Denmark
- By contacting Computershare A/S by phone **+45 45 46 09 97** (weekdays between 09:00 a.m. and 3:30 p.m. CET) or by e-mail to [gf@computershare.dk](mailto:gf@computershare.dk).

Postal votes must reach Computershare A/S no later than **Friday November 18, 2022**. It is possible to either vote by postal vote or to issue a proxy (see above), but not both.

### **Practical information**

Distribution of dividends adopted at the Annual General Meeting will be effected by VP Securities A/S on **November 28, 2022**.

Until and including the day of the Annual General Meeting, additional information concerning the Annual General Meeting will be available on the Company's website, [www.chr-hansen.com](http://www.chr-hansen.com), including:

- This notice to convene the Annual General Meeting, including **Annex 1 and 2**
- Forms to be used for voting by proxy or by postal vote
- Information on the total number of shares and votes at the date of the notice to convene the Annual General Meeting
- The 2021/22 Annual Report

- The 2021/22 Remuneration Report
- Information on handling of personal information in connection with the Annual General Meeting.

The Annual General Meeting will be held in English and broadcast directly by webcast on the Company's website, [www.chr-hansen.com](http://www.chr-hansen.com). Simultaneous interpretation from English to Danish will be available at the meeting.

### **Questions from shareholders**

Shareholders are welcome to submit written questions to the Company concerning the agenda or the documents, etc. to be considered at the Annual General Meeting. Such questions should be submitted by ordinary mail to the Company's offices at Boege Allé 10-12, 2970 Hoersholm, Denmark, on [www.chr-hansen.com](http://www.chr-hansen.com) or by e-mail to [investorrelations@chr-hansen.com](mailto:investorrelations@chr-hansen.com), and must reach the Company at least one week prior to the date of the Annual General Meeting.

Hoersholm, October 27, 2022

Chr. Hansen Holding A/S  
Board of Directors

**ANNEX 1** - Articles of Association

**ANNEX 2** - Description of the candidates for the Board of Directors

# Annex 1

## Articles of Association for Chr. Hansen Holding A/S

<b>1. Navn</b>	<b>1. Name</b>
1.1 Selskabets navn er Chr. Hansen Holding A/S.	1.1 The Company's name is Chr. Hansen Holding A/S.
<b>2. Formål</b>	<b>2. Objects</b>
2.1 Selskabets formål er at drive investeringsvirksomhed samt direkte eller indirekte at drive fabrikation af og handel med bioteknologiske og kemiske produkter, processer og anlæg samt at drive forsknings- og rådgivningsvirksomhed og anden virksomhed, der efter bestyrelsens skøn er forbundet dermed. Selskabet søger i enhver henseende at drive sin virksomhed på social, miljømæssig og økonomisk ansvarlig vis.	2.1 The Company's objects are to carry on investment activities and to carry on, directly or indirectly, manufacture of and trade in biotechnological and chemical products, processes and facilities and to carry on research and consulting activities as well as any other activities which, in the opinion of the Board of Directors, are related thereto. In every respect, the Company will seek to carry on its activities in a socially, environmentally and financially responsible manner.
<b>3. Aktiekapital</b>	<b>3. Share capital</b>
3.1 Selskabets aktiekapital udgør nominelt kr. 1.318.524.960.	3.1 The Company's nominal share capital is DKK 1,318,524,960.
3.2 Aktiekapitalen er fordelt i aktier à kr. 10 eller multipla heraf.	3.2 The share capital is divided into shares of DKK 10 each or any multiples thereof.
3.3 Aktiekapitalen er fuldt indbetalt.	3.3 The share capital has been paid up in full.
<b>4. Aktier</b>	<b>4. Shares</b>
4.1 Aktierne skal noteres på navn i selskabets ejerbog.	4.1 The shares must be registered in the holder's name in the Company's register of shareholders.
4.2 Ejerbogen føres af Computershare A/S, CVR-nr. 27088899, der af selskabet er udpeget som ejerbogsfører på selskabets vegne.	4.2 The register of shareholders will be kept by Computershare A/S, CVR No. 27088899, which has been elected company registrar on behalf of the Company.
4.3 Aktierne er omsætningspapirer og der gælder ingen indskrænkninger i aktiernes omsættelighed.	4.3 The shares are negotiable instruments and the transferability of the shares is not subject to any restrictions.
4.4 Ingen aktier skal have særlige rettigheder.	4.4 No share confers any special rights or privileges on the holder.
4.5 Ingen aktionær er forpligtet til at lade sine aktier indløse helt eller delvist af selskabet eller andre.	4.5 No shareholder will be obliged to have his/her shares redeemed in whole or in part by the Company or any third party.
4.6 Eventuelt udbytte udbetales ved overførsel til de af aktionærerne anviste konti i overensstemmelse med de til enhver tid gældende regler for VP Securities A/S.	4.6 Dividends, if any, will be paid by transfer to the accounts designated by the shareholders in accordance with the rules applicable from time to time to VP Securities A/S.



<b>5. Forhøjelse af aktiekapitalen</b>	<b>5. Increase of the share capital</b>
5.1 Bestyrelsen er frem til og med den 23. november 2027 bemyndiget til ad én eller flere gange at forhøje aktiekapitalen med fortegningsret for de eksisterende aktionærer med indtil i alt nominelt kr. 131.852.496. Kapitalforhøjelsen skal ske ved kontant indbetaling.	5.1 Until and including November 23, 2027, the Board of Directors shall be authorized to increase the share capital in one or more stages, with pre-emptive subscription rights for the existing shareholders, by up to a total nominal value of DKK 131,852,496. The capital increase shall be effected by payment in cash.
5.2 Bestyrelsen er frem til og med den 23. november 2027 bemyndiget til ad én eller flere gange at forhøje aktiekapitalen uden fortegningsret for de eksisterende aktionærer med indtil i alt nominelt kr. 131.852.496, forudsat forhøjelsen sker til markedskurs. Kapitalforhøjelsen kan ske ved kontant indbetaling eller ved indskud af andre værdier end kontanter.	5.2 Until and including November 23, 2027, the Board of Directors shall be authorized to increase the share capital in one or more stages, without pre-emptive subscription rights for the existing shareholders, by up to a total nominal value of DKK 131,852,496, provided that the increase takes place at market price. The capital increase may be effected by payment in cash or by contribution of assets other than cash.
5.3 For kapitaludvidelser i medfør af pkt. 5.1 - 5.2 gælder, at de nye aktier skal være omsætningspapirer og skal noteres på navn i selskabets ejerbog. Der skal ikke gælde nogen indskrænkninger i aktiernes omsættelighed. Øvrige vilkår for kapitalforhøjelser, der gennemføres i henhold til bemyndigelsen i pkt. 5.1 - 5.2, fastsættes af bestyrelsen.	5.3 For capital increases under articles 5.1 - 5.2, the new shares shall be negotiable instruments and shall be registered in the holder's name in the Company's register of shareholders. The transferability of the shares will not be subject to any restrictions. Other terms and conditions for capital increases implemented under the authorization in articles 5.1 - 5.2 will be determined by the Board of Directors.
5.4 Bemyndigelserne i pkt. 5.1 og 5.2 kan tilsammen udnyttes til at forhøje aktiekapitalen med i alt maksimalt nominelt kr. 131.852.496.	5.4 The authorizations under articles 5.1 and 5.2 may only be exercised to increase the share capital with a total of nominally DKK 131,852,496.
<b>6. Generalforsamling</b>	<b>6. General Meetings</b>
6.1 Generalforsamling afholdes på selskabets hjemsted eller et andet sted i Region Hovedstaden. Bestyrelsen kan beslutte at en Generalforsamling afholdes enten delvist eller fuldstændigt elektronisk i overensstemmelse med selskabslovens regler herom. I tilfælde af elektronisk Generalforsamling vil deltagelse kunne ske gennem dedikerede internet-baserede løsninger, herunder gennem applikationer til mobiltelefoner og tilsvarende enheder. Nærmere oplysning om fremgangsmåden for elektronisk fremmøde og deltagelse, herunder tekniske krav og krav til behørig identifikation, vil i givet fald blive fremlagt på selskabets hjemmeside <a href="http://www.chr-hansen.com">www.chr-hansen.com</a> og i indkaldelsen for den pågældende Generalforsamling.	6.1 General Meetings of the Company must be held at its registered office or at any other place within the Capital Region of Denmark. The Board of Directors may decide that a General Meeting be held as either a partial or full electronic General Meeting in accordance with the relevant provisions of the Danish Companies Act. In case of an electronic General Meeting, shareholders may participate through dedicated internet-based solutions, including applications for mobile devices. Further information on the procedures for electronic attendance and participation, including technical requirements and requirements for identification purposes, will in such case be made available on the company's website <a href="http://www.chr-hansen.com">www.chr-hansen.com</a> and in the relevant notices convening the General Meetings.
6.2 Generalforsamlinger kan afholdes på engelsk uden simultantolkning. Dokumenter udarbejdet i forbindelse med eller efter generalforsamlingen kan efter bestyrelsens beslutning udarbejdes på engelsk.	6.2 General Meetings may be conducted in English without simultaneous interpretation. Any documents drafted in connection with or after the General Meeting may be drawn up in English subject to a resolution to that effect by the Board of Directors.
6.3 Ordinær generalforsamling skal afholdes hvert år inden udgangen af december.	6.3 Annual General Meetings must be held each year before the end of December.

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| <p>6.4 Generalforsamling indkaldes af bestyrelsen med ikke mere end 5 ugers og ikke mindre end 3 ugers varsel på selskabets hjemmeside: <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>, via Nasdaq Copenhagen A/S samt ved skriftlig meddelelse til enhver navnenoteret aktionær, der har fremsat begæring herom på den adresse, som aktionæren har oplyst til selskabet, jf. dog pkt. 8.</p>  | <p>6.4 General Meetings must be convened by the Board of Directors by no more than five weeks' and no less than three weeks' notice by publication on the Company's website: <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>, through Nasdaq Copenhagen A/S and by written notice to any registered shareholder who has so requested to the address recorded in the Company's register of shareholders, but see article 8.</p>   |
| <p>6.5 Ekstraordinær generalforsamling afholdes, når bestyrelsen beslutter det, eller når den generalforsamlingsvalgte revisor har forlangt det eller når aktionærer, der ejer 5 % af aktiekapitalen skriftligt har forlangt det. Indkaldelse til ekstraordinær generalforsamling skal ske senest to uger efter, at det er forlangt.</p>   | <p>6.5 Extraordinary General Meetings must be held when decided by the Board of Directors or upon request by the auditor appointed by the General Meeting, or upon the written request of shareholders holding 5% of the share capital. Extraordinary General Meetings must be convened no later than two weeks from receipt of a request to that effect.</p>   |
| <p>6.6 Indkaldelsen skal angive tid og sted for generalforsamlingen samt dagsorden, hvoraf fremgår, hvilke emner der skal behandles på generalforsamlingen. Hvis der på generalforsamlingen skal behandles forslag til vedtægtsændringer, skal forslaget væsentligste indhold angives.</p>   | <p>6.6 The notice convening the General Meeting must specify the date, time and place of the General Meeting as well as the agenda of all business to be transacted. If the General Meeting is to consider a proposal to amend the Articles of Association, the notice must specify the essence of the proposal.</p>  |
| <p>6.7 Senest 3 uger før enhver generalforsamling inklusive dagen for generalforsamlingens afholdelse skal følgende oplysninger gøres tilgængelige for aktionærene på selskabets hjemmeside: <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>:</p> <ul style="list-style-type: none"> <li>▪ Indkaldelsen</li> <li>▪ Det samlede antal aktier og stemmerettigheder på datoen for indkaldelsen</li> <li>▪ De dokumenter der skal fremlægges på generalforsamlingen, herunder for den ordinære generalforsamlings vedkommende den seneste reviderede årsrapport</li> <li>▪ Dagsordenen og de fuldstændige forslag</li> <li>▪ Formularer, der anvendes ved stemmeafgivelse ved fuldmagt og ved stemmeafgivelse pr. brev. Gøres disse ikke tilgængelige på internettet, oplyser selskabet på hjemmesiden, hvordan formularerne kan rekvireres i papirform, og sender formularerne til enhver aktionær, der ønsker det.</li> </ul> | <p>6.7 No later than three weeks prior to a General Meeting, including the day before the General Meeting, the following information must be made available to the shareholders on the Company's website: <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>:</p> <ul style="list-style-type: none"> <li>▪ The notice convening the meeting</li> <li>▪ The total number of shares and voting rights as at the date of the notice convening the meeting</li> <li>▪ The documents to be presented at the General Meeting, including, with respect to the Annual General Meeting, the latest audited Annual Report</li> <li>▪ The agenda and the complete wording of the proposals</li> <li>▪ The forms to be used in connection with proxy voting and postal ballots. If such forms are not made available on the Internet, the Company will inform how such forms may be obtained in paper form and subsequently send the forms to any shareholder so requesting.</li> </ul> |
| <p>6.8 En aktionær har ret til at få et bestemt emne behandlet på generalforsamlingen, hvis aktionæren skriftligt fremsætter krav herom over for bestyrelsen senest seks uger inden den ordinære generalforsamlings afholdelse.</p>  | <p>6.8 Any shareholder is entitled to have particular business transacted at the General Meeting, provided that the shareholder submits a written request to that effect to the Board of Directors no later than six weeks before the Annual General Meeting.</p>   |

6.9	Dagsordenen for den ordinære generalforsamling skal omfatte følgende: 1. Beretning om selskabets virksomhed 2. Godkendelse af årsrapporten 3. Beslutning om resultatdisponering  4. Fremlæggelse af selskabets vederlagsrapport til vejledende afstemning 5. Fastsættelse af honorar for bestyrelsen  6. Valg af formand for bestyrelsen 7. Valg af øvrige bestyrelsesmedlemmer  8. Valg af revisor	6.9	The agenda for the Annual General Meeting must include: 1. Report on the Company's activities 2. Adoption of the Annual Report 3. Resolution on appropriation of profit or covering of loss 4. Presentation of the Company's remuneration report for an advisory vote 5. Resolution on fee to the members of the Board of Directors 6. Election of the Chair of the Board of Directors 7. Election of other members to the Board of Directors 8. Appointment of auditor
6.10	Aktionærerne kan forud for generalforsamlingen skriftligt stille spørgsmål til dagsordenen eller til dokumenter mv. til brug for generalforsamlingen. Sådanne spørgsmål skal være selskabet i hænde en uge før generalforsamlingens afholdelse.	6.10	Prior to the General Meeting, the shareholders are entitled to ask questions in writing regarding the agenda or documents, etc. to be used at the General Meeting. Such questions must be received by the Company one week prior to the General Meeting.
6.11	Forhandlingerne på generalforsamlingen ledes af en dirigent, der udpeges af bestyrelsen. Dirigenten påser, at generalforsamlingen afholdes på en forsvarelig og hensigtsmæssig måde.	6.11	The Board of Directors must appoint a Chair of the meeting to preside over the proceedings at the General Meeting and to ensure that the General Meeting is held in a proper and appropriate manner.
6.12	Et referat af generalforsamlingen indføres i selskabets forhandlingsprotokol. Referatet skal underskrives af dirigenten. Senest to uger efter generalforsamlingens afholdelse gøres protokollen eller en bekræftet udskrift af denne tilgængelig for aktionærerne på selskabets hjemmeside: <a href="http://www.chr-hansen.com">www.chr-hansen.com</a> .	6.12	Minutes of the proceedings at General Meetings must be entered into the Company's minute book to be signed by the Chair of the meeting. No later than two weeks after the date of the General Meeting, the minute book or a certified transcript must be made available for the shareholders on the Company's website: <a href="http://www.chr-hansen.com">www.chr-hansen.com</a> .
<b>7.</b>	<b>Stemme- og repræsentationsret</b>	<b>7.</b>	<b>Voting rights and right of representation</b>
7.1	På generalforsamlingen giver hver aktie på 10 kr. én stemme.	7.1	Each share of DKK 10 carries one vote at the General Meeting.
7.2	En aktionær kan på generalforsamlinger kun deltage i og udøve stemmeret for de aktier, som aktionæren på registreringsdatoen, som ligger en uge før generalforsamlingens afholdelse, enten er blevet noteret for i ejerbogen, eller for hvilke aktionæren på dette tidspunkt har anmeldt og dokumenteret sin erhvervelse til selskabet.	7.2	At General Meetings, a shareholder may only participate in and exercise the voting rights attaching to shares which as at the deadline for registration, which is one week prior to the General Meeting, either have been recorded in the Company's register of shareholders or of which the shareholder no later than on such date have duly notified the Company of their acquisition.
7.3	Deltagelse i generalforsamlingen forudsætter tillige, at aktionæren har anmeldt sin deltagelse til den pågældende generalforsamling senest tre dage forud for afholdelsen.	7.3	A shareholder's attendance at General Meetings is furthermore subject to such shareholder having notified his/her attendance no later than three days before the date of the General Meeting.

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7.4 Aktionærerne har mulighed for at afgive deres stemme skriftligt til bestyrelsen forud for generalforsamlingen (brevstemme). En sådan brevstemme skal være selskabet i hænde senest tre dage inden generalforsamlingens afholdelse. Er en brevstemme modtaget af selskabet, er den bindende for aktionæren og kan ikke tilbagekaldes.

7.5 Stemmeretten kan udøves ved skriftlig og dateret fuldmagt i overensstemmelse med den til enhver tid gældende lovgivning herom. Afgivelse af fuldmagt senere end tre dage forud for generalforsamlingens afholdelse forudsætter, at aktionæren rettidigt har tilmeldt sig generalforsamlingen.

## **8. Meddelelser**

8.1 Selskabet kan give alle meddelelser til selskabets aktionærer i henhold til selskabsloven eller disse vedtægter ved elektronisk post, ligesom alle dokumenter kan fremlægges eller sendes elektronisk.

8.2 Selskabets direktion anmoder selskabets aktionærer om en elektronisk postadresse, hvortil meddelelser, jf. pkt. 8.1 kan sendes. Alle aktionærer skal sikre, at selskabet er i besiddelse af den korrekte elektroniske postadresse, og den enkelte aktionær skal løbende sørge for at ajourføre denne. Er oplysningerne mangelfulde, har bestyrelsen ingen pligt til at søge disse berigtiget eller til at indkalde på anden måde.

8.3 Hvis bestyrelsen måtte beslutte det, kan den i pkt. 8 nævnte kommunikationsform også anvendes mellem selskabet og bestyrelsens medlemmer. Selskabets direktion fører en liste over bestyrelsens medlemmers elektroniske postadresser.

8.4 Oplysninger om krav til anvendte systemer og om anvendelsen af elektronisk kommunikation gives af selskabets direktion direkte til aktionærene eller på selskabets hjemmeside: [www.chr-hansen.com](http://www.chr-hansen.com).

7.4 Shareholders may cast their votes in writing to the Board of Directors prior to the General Meeting (postal vote). Postal votes must be received by the Company no later than three days prior to the General Meeting. A postal vote received by the Company is irrevocable and binding upon the shareholder.

7.5 Voting rights may be exercised by written and dated proxy in accordance with applicable laws in force from time to time. The validity of proxy statements issued later than three days prior to a General Meeting is subject to the shareholder having notified the Company in due time of his/her attendance at the General Meeting.

## **8. Notices**

8.1 The Company is entitled to give any notices to the Company's shareholders to be given under the Companies Act or these articles of association by electronic mail, and all documents may be made available or forwarded in electronic form.

8.2 The Executive Board will ask all shareholders of the Company to provide their current email addresses to which notices etc., cf. article 8.1 above, may be given. It is the responsibility of the shareholder to provide the Company with a correct and current email address. If the information contained in the register of shareholders is insufficient or incorrect, the Board of Directors will not be obliged to seek to rectify the incorrect information or to give notice of meetings in any other manner.

8.3 At the option of the Board of Directors, the form of communication mentioned in article 8 may also be used for communication between the Company and the members of the Board of Directors. The Company's Executive Board must keep a list of the email addresses of the members of the Board of Directors.

8.4 Information on system requirements and the use of electronic communication must be provided directly to the shareholders by the Company's Executive Board or published on the Company's website: [www.chr-hansen.com](http://www.chr-hansen.com).

<b>9. Bestyrelse</b>	<b>9. Board of Directors</b>
9.1 Generalforsamlingen vælger mindst tre og højst otte medlemmer til bestyrelsen, herunder en formand. Bestyrelsen vælger selv næstformanden.	9.1 The General Meeting must elect at least three and no more than eight members to the Board of Directors, including a Chair. The Board of Directors will elect its own Vice-chair.
9.2 Medlemmer af bestyrelsen, som er valgt af generalforsamlingen, afgår på hvert års ordinære generalforsamling, men kan genvælges.	9.2 Members of the Board of Directors elected by the General Meeting must retire from office at each Annual General Meeting, but will be eligible for re-election.
9.3 Bestyrelsen er beslutningsdygtig, når mere end halvdelen af dens medlemmer, herunder formanden eller næstformanden, er til stede. Bestyrelsens beslutninger træffes ved flertal af de mødende bestyrelsesmedlemmer. I tilfælde af stemmelighed er formandens (og i hans/hendes fravær næstformandens) stemme afgørende.	9.3 The Board of Directors forms a quorum when at least half of its members are present, including the Chair or Vice-chair. Resolutions by the Board of Directors are passed by a majority of the votes present at the meeting. In case of equality of votes, the Chair (and in his/her absence the Vice-Chair) will have a casting vote.
9.4 Bestyrelsesmedlemmer kan give fuldmagt til et andet medlem af bestyrelsen, hvis dette er betryggende henset til emnet for drøftelserne.	9.4 Members of the Board of Directors may issue an instrument of proxy to another member of the Board of Directors when appropriate considering the topic of discussion.
9.5 Bestyrelsen træffer ved en forretningsorden nærmere bestemmelse om udførelsen af sit hverv.	9.5 The Board of Directors must lay down rules of procedure for the performance of its duties.
<b>10. Direktion</b>	<b>10. Executive Board</b>
10.1 Bestyrelsen ansætter en direktion bestående af en eller flere direktører til at lede den daglige drift. Bestyrelsen fastsætter vilkårene for direktionens ansættelse og de nærmere regler om direktionens kompetence. Hvis direktionen består af flere direktører, skal én af disse udnævnes til administrerende direktør.	10.1 The Board of Directors will appoint an Executive Board consisting of one or more managers who will be in charge of the day-to-day operations of the Company. The Board of Directors will lay down the terms for the appointment of the Executive Board and rules specifying the powers of the Executive Board. Where more than one member is appointed to the Executive Board, one of them must be appointed chief executive officer.
10.2 Hvis direktionen består af flere direktører, kan nærmere regler for direktørernes indbyrdes kompetence og forretningsførelse fastlægges i en forretningsorden for direktionen.	10.2 Where more than one member is appointed to the Executive Board, rules specifying their powers and the performance of their duties may be laid down in the rules of procedure for the Executive Board.

<b>11. Sprog</b>	<b>11. Language</b>
11.1 Selskabets koncernsprog er engelsk.	11.1 The Company's corporate language is English.
11.2 Selskabsmeddelelser kan udarbejdes alene på engelsk, såfremt bestyrelsen måtte beslutte det.	11.2 Company announcements may be prepared in English only, if decided by the Board of Directors.
<b>12. Tegningsregel</b>	<b>12. Power to bind the Company</b>
12.1 Selskabet tegnes af bestyrelsens formand eller bestyrelsens næstformand i forening med et bestyrelsesmedlem eller en direktør eller af den administrerende direktør i forening med en direktør eller af den samlede bestyrelse.	12.1 The Company is bound by the joint signatures of the Chair or the Vice-chair of the Board of Directors and a member of the Board of Directors or a member of the Executive Board or by the joint signatures of the managing director and a member of the Executive Board or by the joint signatures of all members of the Board of Directors.
<b>13. Revisor</b>	<b>13. Auditor</b>
13.1 Selskabets årsrapport revideres af en statsautoriseret revisor, der vælges af generalforsamlingen for 1 år ad gangen.	13.1 The Company's Annual Report must be audited by a state-authorized public accountant appointed by the General Meeting for terms of one year.
<b>14. Årsrapport</b>	<b>14. Annual Report</b>
14.1 Selskabets regnskabsår løber fra den 1. september til den 31. august. Selskabets årsrapport udarbejdes og aflægges på engelsk.	14.1 The financial year of the Company runs from September 1 to August 31. The Company's Annual Report shall be prepared and presented in English.

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Vedtaget på Selskabets ordinære generalforsamling den 23. november 2022.

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As adopted by the Company's Annual General Meeting on November 23, 2022.

# Annex 2

## Description of the candidates for the Board of Directors



**Dominique Reiniche** - Chair



**Jesper Brandgaard** - Vice Chair

	<p>Nominated for re-election as Chair of the Board of Directors</p> <p>Chair of the Board of Directors since 2018</p> <p>Vice Chair of the Board of Directors since 2015 and a member of the Board of Directors since 2013</p> <p>Chair of the Nomination and Remuneration Committees and member of the Audit Committee</p>	<p>Nominated for re-election as a member of the Board of Directors</p> <p>Member of the Board of Directors since 2017 and Vice Chair since 2018</p> <p>Member of the Audit and the Nomination Committees</p>
Nationality	French	Danish
Gender	Female	Male
Born	July 1955	October 1963
Independence*	Yes	Yes
Profession	Professional board member	Professional board member
Main competencies	<p>Global business management, strategic operations, and governance. Global sales and marketing, manufacturing and logistics of fast-moving consumer goods within the food, beverages and homecare industries. People leadership and HR development. Innovation and technology. Environmental, social and governance (ESG). Investor Relations.</p>	<p>Global business management, strategic operations, and governance. Finance &amp; Accounting and Investor Relations. Business development, M&amp;A and alliance management. Global manufacturing and logistics of ingredients for the pharmaceutical industry. IT security.</p>
Board positions and other offices	<p>Member: PayPal Luxembourg, LU, chair of the remuneration committee and member of the audit committee. Mondi plc, UK, chair of the sustainability committee and member of the nomination and remuneration committees. Deliveroo plc, UK, member of the audit and risk, nomination and remuneration committees.</p>	<p>Chair: Leo Pharma A/S, DK.</p> <p>Vice Chair: William Demant Invest A/S, DK.</p> <p>Member: William Demant Fonden and the Advisory Board of the private equity company, VækstPartner Kapital ApS and the Danish Committee on Corporate Governance, all DK.</p> <p>Director of JBR Counselling ApS, DK.</p>
Education	MBA from ESSEC Business School, Paris, F.	MSc. in Economics and Auditing, as well as an MBA, both from the Copenhagen Business School, DK.

\* As defined in the Danish Recommendations on Corporate Governance.

## Description of the candidates for the Board of Directors



**Luis Cantarell** - Member



**Lise Kaae** - Member

	Nominated for re-election as a member of the Board of Directors Member of the Board of Directors since 2016 Chair of the Science & Innovation Committee and member of the Remuneration Committee	Nominated for re-election as a member of the Board of Directors Member of the Board of Directors since 2020 Chair of the Audit Committee and member of the Remuneration Committee
Nationality	Spanish/Swiss	Danish
Gender	Male	Female
Born	August 1952	July 1969
Independence*	Yes	Yes
Profession	Professional board member	CEO of Heartland A/S
Main competencies	Global business management, strategic operations, and governance. Global sales and marketing of fast-moving consumer goods within the food, beverages, nutritional and agricultural industries. Business development, M&A and alliance management. Science, Innovation and Technology. People leadership and HR development.	Global business management, strategic operations, and governance. Finance & Accounting. Global sales and marketing of fast-moving consumer goods primarily within fashion. Business development, M&A and alliance management. People leadership and HR development. Environmental, social and governance (ESG).
Board positions and other offices	Chair: Angulas Aguinaga S.A. and URIACH S.A., both ES. Member: Senda Biosciences Inc., US and Werfen S.A. and "Foundation Fero", both ES.	Member: VKR Holding A/S, Bestseller A/S, and Normal A/S, all in DK. Klarna Bank AB, SE, member of the audit, compliance & risk committee.
Education	Economic Sciences graduate from Universitat de Barcelona, Spain, and a graduate of the Program for Executive Development from IMD, CH.	MSc., Business Economics and Auditing, Aarhus School of Business and State Authorized Public Accountant, both DK.

\* As defined in the Danish Recommendations on Corporate Governance.



## Description of the candidates for the Board of Directors



**Heidi Kleinbach-Sauter** - Member



**Kevin Lane** - Member

	Nominated for re-election as a member of the Board of Directors Member of the Board of Directors since 2017 Member of the Nomination and Science & Innovation Committees	Nominated for re-election as a member of the Board of Directors Member of the Board of Directors since 2020 Member of the Nomination and the Science & Innovation Committees
Nationality	German/US	Irish
Gender	Female	Male
Born	June 1956	February 1965
Independence*	Yes	Yes
Profession	Professional board member	Professional board member
Main competencies	Global business management, strategic operations, and governance. Science, innovation, and technology. Environmental, social and governance (ESG). Experience and expertise within bioscience, food, beverages and nutritional industries. Global manufacturing and logistics of ingredients for the food, beverages and nutritional industries.	Global business management, strategic operations, and governance. Global sales and marketing of fast-moving consumer goods within the food, beverages, nutritional and agricultural industries. Business development, M&A and alliance management. Global manufacturing and logistics of ingredients for the food, beverages, nutritional and agricultural industries. People leadership and HR development.
Board positions and other offices	Member: Royal Unibrew A/S, DK, and Women's Business Collaborative, US.	Member: Grosvenor Food and AgTech Ltd., UK, chair of the investment committee. Senior advisor: PAI Partners and Cinven, both UK.
Education	European Quality Manager and Auditor, German Society of Quality Management, DE. BS, MS and a PhD degree in Food Science and Food Technology, University of Stuttgart-Hohenheim, DE. Graduate of the General Management Program from Harvard Business School, US.	MSc., Business, Sales and Marketing, University of Limerick, IRL.

\* As defined in the Danish Recommendations on Corporate Governance.

## Description of the elected group representatives until 2025



**Casper Lynghoej Giedo**  
- Employee representative\*\*



**Charlotte Hemmingsen**  
- Employee representative\*\*

	Member of the Board of Directors since 2021	Member of the Board of Directors since 2017
Nationality	Danish	Danish
Gender	Male	Female
Born	June 1982	September 1964
Independence*	No	No
Profession	Principal Specialist Production, Production Management Cultures Avedoere, Chr. Hansen A/S	Senior Specialist, CMC Documentation, QA, Chr. Hansen A/S
Education	Diploma in biotechnology, process technology and chemistry from University of Southern Denmark, DK.	Master of Science (Agro) from The Royal Danish Veterinarian and Agricultural University, DK.

\* As defined in the Danish Recommendations on Corporate Governance.

\*\* Employee representative elected by the employees of Chr. Hansen Holding A/S and Chr. Hansen A/S.

## Description of the elected group representatives until 2025



**Karen Louise Lauesen**  
- Employee representative\*\*



**Kim Ib Soerensen**  
- Employee representative\*\*

	Member of the Board of Directors since 2021	Member of the Board of Directors since 2017
Nationality	Danish/British	Danish
Gender	Female	Male
Born	December 1977	July 1963
Independence <sup>*</sup>	No	No
Profession	Head of Organizational Communications, Corporate Communications, Chr. Hansen A/S	Senior Research Fellow, Strain Development, Chr. Hansen A/S
Education	B.A. Hons in French and Spanish from Royal Holloway University of London, UK, and certified change management practitioner.	Master of Science in Biochemistry and a Ph.D. in Molecular Biology from the University of Copenhagen, DK.

<sup>\*</sup> As defined in the Danish Recommendations on Corporate Governance.

<sup>\*\*</sup> Employee representative elected by the employees of Chr. Hansen Holding A/S and Chr. Hansen A/S.

### Company information

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