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Company announcement

# Notice to convene Annual General Meeting

According to Art. 9.1 of the Articles of Association, notice is hereby given of the Annual General Meeting of Columbus A/S to be held on:

**Thursday 25 April 2023 at 10.00**  
at Columbus, Lautrupvang 6, 2750 Ballerup

Agenda:

1. Board of Directors' report on the business of the Company during the past year.
2. Presentation and approval of the Annual Report.
3. Resolution on the appropriation of profit or covering of loss as recorded in the adopted Annual Report.
4. Presentation of and indicative ballot on the Remuneration Report.
5. Proposal to authorize the Board of Directors to acquire for the Company up to 10 per cent of the Company's share capital
6. Election of members of the Board of Directors
7. Election of one or two state authorized public accountants as auditors.
  - 7.1. Election of state authorized public accountants as auditors
  - 7.2. Election of state authorized public accountants as sustainability auditors
8. Proposal from the Board of Directors or shareholders
  - 8.1. Amendment of Articles of Association
  - 8.2. Authorization to the chairman of the meeting
9. Any other business

## Full wording of proposals

### Re. item 1:

The Board of Directors proposes that the General Meeting takes note of the Board of Director's report on the business of the Company during the past year.

### Re. item 2:

The Board of Directors recommends that the Annual Report 2023 be approved.

### Re. item 3:

The Board of Directors proposes that the General Meeting approves the Board of Directors' proposal for the allocation of profit as stated in the Annual Report for 2023, including distribution of an ordinary dividend to shareholders of DKK 0.125 per share of DKK 1.25 (nom.), corresponding to total dividends of DKK 16,159,533.

### Re. item 4:

The Board of Directors recommends that the General Meeting approves the Remuneration Report.

### Re. item 5:

The Board of Directors proposes that the General Meeting authorizes the Board of Directors for a period of 18 months from the date of the General Meeting to acquire for the Company up to 10 per cent of the Company's share capital against payment which shall not deviate more than 10 per cent up or downwards from the latest listed price of the shares at Nasdaq Copenhagen prior to the acquisition.

### Re. item 6:

The Board of Directors proposes re-election of the following Board members:

Ib Kunøe  
Sven Madsen  
Peter Skov Hansen  
Karina Kirk  
Per Kogut

For further information about the individual Board members, see Appendix 1.

### Re. item 7.1:

The Board of Directors recommends that Pricewaterhousecoopers Statsautoriseret Revisionspartnerselskab, CVR-no. 33 77 12 31 be re-elected in accordance with the recommendation from the Audit Committee. The Audit Committee has not been influenced by third parties and has not been subjected to any agreement with third parties which limits the General Meeting's election of certain auditors or auditing firms.

### Re. item 7.2:

The Board of Directors recommends that Pricewaterhousecoopers Statsautoriseret Revisionspartnerselskab, CVR-no. 33 77 12 31 be elected to provide a statement on sustainability reporting in the management's review in accordance with the recommendation from the Audit Committee. The Audit Committee has not been influenced by third parties and has not been subjected to any agreement with third parties which limits the General Meeting's election of certain auditors or auditing firms.

### Re. item 8.1:

The Board of Directors proposes that the current authorizations to the Board of Directors in section 5.1 (issue of warrants), 5.4 (increase of the Company's share capital in relation to exercise of warrants) and 8.2 (electronically held General Meetings) in the Company's Articles of Association to be changed as follows:

"5.1 Until 25 April 2029, the Board of Directors is authorised to issue warrants in one or more tranches to employees and members of the Board of Directors of the Company and its subsidiaries of up to a nominal value of DKK 10,000,000, corresponding to 8,000,000 shares of a nominal value of DKK 1.25 and authorised to implement the capital increases required for this purpose. The warrants will carry the right to subscribe for shares at market price at the time of allocation of the warrants".

“5.4 Up to and including 25 April 2029, the Board of Directors is authorised to increase the Company's share capital in one or more tranches by up to a nominal value of DKK 13,999,997.75 against cash payment when warrants are exercised. Shareholders of the Company will have no pre-emptive rights to shares issued as part of issued warrants being exercised”.

“8.2 Regardless of section 8.1, the Board of Directors is authorised to decide that the Company's General Meetings can be held electronically without physical attendance. Participation in such General Meetings will occur via the internet, video conference, or telephone conference. Further details will be specified in the invitation and can be found on the Company's website: [www.columbusglobal.com](http://www.columbusglobal.com) under Investors”.

Re. item 8.2:

The board proposes that the chairman of the meeting be authorized to notify the resolutions adopted by the General Meeting to the Danish Business Authority (Erhvervsstyrelsen) and, in connection therewith, to make any necessary amendments and additions, including changes to the Articles of Association, as required by the Danish Business Authority for the purpose of registering the adopted resolutions.

#### **Adoption requirements**

For adoption of the proposals under the items 2, 3, 4, 5, 6, 7 and 8.2 on the agenda simple majority is required.

For adoption of the proposals under item 8.1 on the agenda it is required that two-thirds of the votes cast as well as the voting share capital represented at the general meeting accedes hereto. In addition, at least half of the share capital must be represented, cf. section 13.2 in the Company's Articles of Association.

#### **Registration date**

The date of registration is 18 April 2024, at 23:59 CET.

Only shareholders who possess shares in the Company at the expiration of the registration date are entitled to participate and vote at the Annual General Meeting. On expiry of the date of registration, the shares held by each of the Company's shareholders on the date of registration date is determined on the basis of the shares registered in the register of shareholders and duly evidenced notifications to the Company of share acquisitions not yet entered in the register of shareholders, but received by the Company before expiry of the date of registration.

Participation is furthermore conditional on the shareholder's punctual requisitioning of an admission card as described below.

#### **Procedure for participating in and voting at the Company's Annual General Meeting**

Requisition of admission cards:

digitally via the Shareholder Portal on the Company's website: [www.columbusglobal.com](http://www.columbusglobal.com) > Investors

by submission of registration form to Computershare A/S, Lottenborgvej 26D, 1<sup>st</sup> floor, 2800 Kgs. Lyngby (or by fax 4546 0998)

The registration form can be downloaded from [www.columbusglobal.com](http://www.columbusglobal.com) > Investors by written request to the Company's office at Lautrupvang 6, 2750 Ballerup or by e-mail to [cgr@columbusglobal.com](mailto:cgr@columbusglobal.com).

Registration must reach Computershare A/S or the Company no later than Friday 19 April 2024 at 23:59 CET.

Ordered admission cards will be sent out by e-mail. This requires that your email address is registered on the Shareholder Portal, or that you register your e-mail address when ordering admission card via the Shareholder Portal. After registration, you will receive an electronic admission card. Bring your electronic version on your smartphone or tablet. If you have forgotten your admission card for the general meeting, it can be obtained against presentation of appropriate proof of identification. Ballot papers will be handed out at the entry point at the General Meeting.

Proxies:

Proxies can be granted:

digitally via the shareholder portal on the Company's website: [www.columbusglobal.com](http://www.columbusglobal.com) > Investors

by submission of proxy form to Computershare A/S, Lottenborgvej 26D, 1<sup>st</sup> floor, 2800 Kgs. Lyngby (or by fax 4546 0998)

The proxy form can be downloaded from [www.columbusglobal.com](http://www.columbusglobal.com) > Investors

The proxy must reach Computershare A/S no later than Friday 19 April 2024 at 23:59 CET.

Postal voting:

Postal voting can be done:

digitally via the shareholder portal on the Company's website: [www.columbusglobal.com](http://www.columbusglobal.com) > Investors

by submission of postal voting form to Computershare A/S, Lottenborgvej 26D, 1<sup>st</sup> floor, 2800 Kgs. Lyngby (or by fax 4546 0998)

The postal voting form can be downloaded from [www.columbusglobal.com](http://www.columbusglobal.com) > Investors

The postal voting form must reach Computershare A/S no later than Thursday 25 April 2024 at 8.00am CET. Received postal votes cannot be withdrawn.

#### **Further information**

Questions from shareholder regarding the agenda must be submitted in written form to the Company.

The share issuing bank is Nordea A/S, through which shareholders may exercise their financial rights.

#### Information from the Company

No later than 4 April 2024 the following information will be available to the shareholders at the Company's website [www.columbusglobal.com](http://www.columbusglobal.com) > Investors:

- This agenda including the full wording of proposals for the Annual General Meeting and information about the nominated Board candidates (appendix 1)
- The total number of shares and entitled voters at the time of notice to convene the Annual General Meeting
- The documents which will be presented at the Annual General Meeting, including the audited Annual Report 2023, the Remuneration Report for 2023 and the proposed revised Articles of Association.
- The forms which must be used when voting by proxy or postal votes

By the notice to convene annual general meeting Columbus A/S has registered a share capital of nominal DKK 161,595,330, corresponding to 129,276,264 shares of nominal DKK 1.25. Each share of nominal DKK 1.25 provides 1 vote.

Ballerup, 22 March 2024

Board of Directors, Columbus A/S

## **Appendix 1: Election of members to the Board of Directors**

### **Election of members to the Board of Directors and recruitment criteria**

Pursuant to Columbus A/S' Articles of Associations, the Board of Directors must consist of 3-7 members to be elected by the general meeting for a term of one year.

When nominating new Board members, management experience, professional and financial competencies needed to ensure that the Board has the necessary competencies to be able to manage the interests of the Company and thereby the shareholders are carefully assessed.

Besides competencies and qualification, new candidates are selected on the basis of criteria such as the need for seniority, renewal and diversity.

The Company's Articles of Association do not include restrictions concerning the number of times a member is allowed to be re-elected to the Board of Directors. Seniority in itself is not a crucial criterion, but the Board of Directors finds that long seniority and thereby extensive experience for part of the Board members is highly beneficial to the company. Seniority combined with continuous renewal ensure a broad-based composition of the Board of Directors.

Gender, age and nationality are not qualifications alone, but are part of the total assessment of the competencies of a board candidate.

### **Information about proposed candidates**

Below, competencies and directorships in other companies are described for each of the proposed candidates.

It is the Board of Director's assessment that the proposed candidates represent the necessary competencies in the Board of Directors to ensure that the size, composition and competencies of the Board of Directors is such that constructive discussions and efficient decision-making process can be ensured during Board meetings.

**Ib Kunøe**

Born 1943

Chairman of the Board

Member of the Board since 2004,  
re-elected in 2023

Does not fulfill the Committee of Corporate Governance definition of independency

**Education:**

Holds an HD Graduate Diploma in Organisation and Management as well as a background as a professional officer (major).

**Chairman of the Board for:**

Consolidated Holdings A/S, X-Yachts A/S, X-Yachts Marina A/S, CALUM Ballerup K/S, CALUM Åbyhøj K/S, CALUM Værløse K/S, CALUM Bagsværdlund K/S, CALUM Rødovre K/S, Komplementarselskabet Åbyhøj ApS, Komplementarselskabet Værløse ApS, Komplementarselskabet Bagsværdlund ApS, Komplementarselskabet Rødovre ApS, Komplementarselskabet Ballerup ApS

**Member of the Board for:**

Atrium Partner A/S

**Special competencies:**

Company management, including management of IT companies, development of and dealing with companies.

**Sven Madsen**

Born 1964

Member of the Board since 2007,  
re-elected in 2023

CFO in Consolidated Holdings A/S

Member of the Audit Committee

Does not fulfill the Committee of Corporate Governance definition of independency

**Education:**

Holds a Graduate Diploma in Financial and Management Accounting and an MSc in Business Economics and Auditing

**Chairman of the Board for:**

Atea ASA, CHV III ApS, Dansk Emballage A/S

**Member of the Board for:**

Consolidated Holdings A/S, core:workers AB, core:workers Holding A/S, X-Yachts A/S, X-Yachts Marina A/S, Ejendomsaktieselskabet af 1920 A/S, CHV V A/S, DAN-Palletter Finans A/S, MonTa Biosciences ApS.

**Special competencies:**

General management, M&A, business development, economic and financial issues.

**Peter Skov Hansen**

Born 1951  
Member of the Board since 2012,  
re-elected in 2023  
Chairman of the Audit Committee  
Fulfills the Committee of Corporate Governance definition of  
independency

**Education:**

Completed State Authorized Public Accountant education in  
1980, registered as non-practicing

**Member of the Board for:**

X-Yachts A/S

**Special competencies:**

Business development and financial, accounting and tax re-  
lated issues.

**Karina Kirk**

Born 1971  
Member of the Board since 2018,  
re-elected in 2023  
Owner of KIRK & CO., Executive and board advisory  
Fulfills the Committee of Corporate Governance definition of  
independency

**Education:**

Holds a Master of Science in International Business Admin-  
istration (1996), NYU Stern School of Business, MBA se-  
lected classes (1994), Executive, Board Leadership and  
Governance (2017)

**Member of the Board for:**

Ringsted Olie A/S, BRO Kommunikation A/S

**Special competencies:**

General management, management of consulting compa-  
nies, market and customer leadership, business develop-  
ment and business transformation.

**Per Kogut**

Born 1964  
Member of the Board since 2022, reelected in 2023  
Fulfills the Committee of Corporate Governance definition of  
independency

**Education:**

Per Kogut holds a Master, Public Administration & IT sci-  
ence from the University of Copenhagen.

**Chairman of the Board for:**

Digital Hub Denmark, Epista life science A/S

**Member of the Board for:**

Loyal Solutions A/S, Automize A/S

**Special competencies:**

General management, management of consulting compa-  
nies, market and customer leadership and business devel-  
opment.