

TO NASDAQ COPENHAGEN

COMPANY ANNOUNCEMENT

NO. 6/2023, 14 MARCH 2023

3 PAGES

## NOTICE

### *of the Annual General Meeting of Aktieselskabet Schouw & Co.*

**Notice is hereby given that the Company's Annual General Meeting will be held on Thursday, 13 April 2023 at 11:30 CEST at Hermans (Tivoli Friheden), Skovbrynet 5, DK-8000 Aarhus C, Denmark (the meeting will be held in Danish)**

**The Annual General Meeting will be recorded and livestreamed on the internet. The recording will also be available after the Annual General Meeting. Instructions on how to access the recording are posted on the Company's website, [www.schouw.dk/en/agm](http://www.schouw.dk/en/agm)**

Agenda:

1. Report by the Board of Directors on the activities of the Company during the past financial year
2. Presentation of the audited annual report for adoption and resolution to discharge the Board of Directors and the Executive Management from liability
3. Adoption of a resolution on the distribution of profit in accordance with the approved annual report
4. Indicative vote on the remuneration report
5. Proposals from the Board of Directors

5.i) Approval of the remuneration of the Board of Directors for 2023

The Board of Directors proposes to maintain the annual base fee at DKK 400,000 for 2023.

5.ii) Amendment of Article 3(2) of the Articles of Association – Term of office for board members

The Board of Directors proposes to reduce the term of office for board members from four years to one year. The proposal will be implemented immediately on adoption, so that all board members will stand for election at the annual general meeting to be held in 2024. The proposal entails that Article 3.2 of the Articles of Association is amended to read as follows:

*"Members of the Board of Directors shall resign not later than at the annual general meeting held a year after they were elected. Board members are eligible for re-election."*

6. Election of members to the Board of Directors

From the Board of Directors, Kjeld Johannesen is up for election.

The Board proposes that Kjeld Johannesen be re-elected. Kjeld Johannesen is not considered to be independent, having served more than 12 years on the Board.

A description of the background and managerial offices of the candidate proposed for election to the Board of Directors is enclosed as Annex 1 to the complete proposals, which are available at the Company's website, [www.schouw.dk/en/agm](http://www.schouw.dk/en/agm).

7. Appointment of auditors

The Board of Directors proposes the re-appointment of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab.

8. Authorisation to the chairman of the general meeting

The Board of Directors proposes that the shareholders in general meeting authorise the chairman of the meeting, or such person as the chairman may appoint to act in his place, to file the resolutions adopted at the Annual General Meeting for registration with the Danish Business Authority.

9. Any other business

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### Share capital and shareholder voting rights

The Company's share capital amounts to a nominal value of DKK 255,000,000 divided into 25,500,000 shares of DKK 10 each. Each share of DKK 10 carries one vote.

Adoption of the proposal under item 5.ii) of the agenda requires that not less than two-thirds of the votes cast as well as of the share capital represented at the Annual General Meeting vote in favour of the proposed resolution, see Article 4(11), second paragraph, of the Articles of Association. Adoption of the other proposals on the agenda requires a simple majority of votes.

The record date is **Thursday, 6 April 2023**, and shareholders holding shares in the Company at 23:59 (CEST) on the record date will be entitled to attend and vote at the Annual General Meeting. Shareholdings are calculated at the record date on the basis of shares registered in the register of shareholders and notifications of ownership received by the Company for entry into the register of shareholders. Attendance is also subject to the shareholder having requested an admission card in due time as described below.

### Admission cards

Shareholders wishing to attend the Annual General Meeting must request an admission card no later than on **Wednesday, 5 April 2023**. Admission cards can be ordered via Aktieselskabet Schouw & Co.'s website, [www.schouw.dk/en/agm](http://www.schouw.dk/en/agm), using MitID/NemID or the user name and password set out on the registration form. Alternatively, shareholders may order admission cards by returning the registration form received to Computershare A/S, Lottenborgvej 26D, 1st floor, DK-2800 Kgs. Lyngby, Denmark, or by contacting Computershare A/S by email to [gf@computershare.dk](mailto:gf@computershare.dk). If a shareholder appoints a proxy other than the Board of Directors, the proxy must request an admission card on the same terms as a shareholder.

### Proxies and voting by postal ballot

Shareholders may appoint a proxy or vote by postal ballot. Proxies or votes by postal ballot may be submitted electronically via Aktieselskabet Schouw & Co.'s website, [www.schouw.dk/en/agm](http://www.schouw.dk/en/agm), using MitID/NemID or the user name and password set out on the registration form. Alternatively, proxies or votes by postal ballot may be submitted in writing by returning the duly signed proxy/postal voting form received to Computershare A/S, Lottenborgvej 26D, 1st floor, DK-2800 Kgs. Lyngby, Denmark, or by email to [gf@computershare.dk](mailto:gf@computershare.dk). A vote cast by postal ballot cannot be revoked.

Proxies must be received by Computershare A/S not later than on **Wednesday, 5 April 2023**.

Votes by postal ballot must be received by Computershare A/S not later than on **Wednesday, 12 April 2023 at 16:00 (CEST)**.

### Additional information

The Company's website, [www.schouw.dk/en/agm](http://www.schouw.dk/en/agm), contains further information about the Annual General Meeting, including the 2022 Annual Report, the 2022 Remuneration Report, the notice convening the Annual General Meeting including the agenda, the complete proposals, background information about the candidates standing for election and their managerial offices, information about the total number of shares and voting rights as at the date of the notice, and a link to the investor portal for the purposes of registration, appointing a proxy or voting by postal ballot.

For details about the Company's collection and processing of personal data in relation to the Annual General Meeting, please see the information on data protection available on the Company's website, [www.schouw.dk/en/agm](http://www.schouw.dk/en/agm).

**Questions from shareholders**

Shareholders may submit questions concerning the agenda or documents to be used at the Annual General Meeting by contacting Aktieselskabet Schouw & Co., Chr. Filtenborgs Plads 1, DK-8000 Aarhus C, Denmark, by letter, or by email to [schouw@schouw.dk](mailto:schouw@schouw.dk).

Aarhus, 14 March 2023

**Aktieselskabet Schouw & Co.**

Jørgen Dencker Wisborg, Chairman  
Jens Bjerg Sørensen, President

Please direct any questions to President Jens Bjerg Sørensen on tel. +45 86 11 22 22.