

Nasdaq Copenhagen  
Nikolaj Plads 6  
DK-1067 Copenhagen K

Copenhagen, 28 February 2023  
ANNOUNCEMENT no. 3/2023

**CEMAT A/S**  
Company reg. (CVR) no. 24 93 28 18  
Annual general meeting

The Board of Directors hereby convene the annual general meeting of Cemat A/S (the "Company") for Thursday, 23 March 2023, at 02:00 pm at the office of DLA Piper Denmark, Oslo Plads 2, 2100 Copenhagen OE, Denmark.

**Agenda**

The agenda of the annual general meeting is the following:

1. The management's report on the Company's activities during the past financial year.
2. Presentation of the audited annual report for adoption.
3. The Board of Directors' proposal for appropriation of profit or covering of loss according to the adopted annual report.
4. Presentation of and indicative vote on remuneration report.
5. Approval of the Board of Directors' fees for the current financial year.
6. Election of members to the Board of Directors.
7. Appointment of auditor.
8. Proposals from the Board of Directors or shareholders.
9. Any other business.

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www.cemat.dk • CVR-nr. 24932818

## **Complete proposals**

### **Re item 1 The management's report on the Company's activities during the past financial year.**

The Board of Directors proposes that the general meeting takes note of the management's report.

### **Re item 2 Presentation of the audited annual report for adoption.**

The Board of Directors proposes that the general meeting adopts the annual report.

### **Re item 3 The Board of Directors' proposal for appropriation of profit or covering of loss according to the adopted annual report.**

The Board of Directors proposes that the profit for the year as recorded in the Annual Report as adopted by the general meeting be carried forward to next year.

### **Re item 4 Presentation of and indicative vote on remuneration report.**

The Board of Directors proposes that the general meeting adopts the presented remuneration report.

### **Re item 5 Approval of the Board of Directors' fees for the current financial year.**

The Board of Directors proposes that members of the Board of Directors will receive the basic fee of DKK 200,000 for the financial year 2023.

The chairman of the Board of Directors will receive the basic fee multiplied by a factor of 2.5, and the vice-chairman will receive the basic fee multiplied by a factor of 1.75.

### **Re item 6 Election of members to the Board of Directors.**

The Board of Directors proposes to expand the board of directors and proposes election of a new board member:

#### **Brian Winther Almind**

Executive Vice President, DSV Group Property

Other duties and offices:

Shipping agent - Ellegard Transport, of which 2 years were in Verona, Italy

Traffic manager - DFDS Transport

Traffic manager - DHL A/S

Executive Vice President - DSV A/S since 1997

Member of the board in several companies owned by DSV A/S

Network - Dansk Industri Byggeudvalg, European Logistics Forum (ELF), VL 111.

Special competences:

General management, business development, integration of companies. Property in relation with purchase of land, public sector handling, project management, building activities, purchase and sale, leasing, law, strategy, finances, various large projects in more than 90 countries.

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Languages: Danish and English.

Furthermore, the Board of Directors proposes to re-elect:

**Frede Clausen**, chairman, age 63

Holds a Graduate Diploma in Business Administration

Various banking educations

Elected chairman in 2018

Other duties and offices:

Frede Clausen Holding ApS (CEO)

Core Poland Residential V

Malik Supply A/S

Developnord A/S (chairman)

Søndergaard Holding Aalborg ApS (chairman)

Ib Andersen VVS A/S (chairman)

Palma Ejendomme ApS (chairman)

Ejendomsselskabet Gøteborgvej 18 ApS (vice chairman)

PL Holding Aalborg A/S (chairman)

Independent

Special competences: Strategic management, business development and acquisition, sale, valuation and rental of business and investment properties as well as property management

Languages: Danish and English

**Eivind Dam Jensen**, vice-chairman, age 71

Member of the Danish Association of Chartered Estate Agents

Diploma in Administration

Chartered Estate Agent

Elected vice-chairman in 2005

Other duties and offices:

Owner of Chartered Estate Agency E. Dam Jensen

Chairman and sole shareholder of A/S Eivind Dam Jensen

Owner of Brundtland Golfcenter (via A/S Eivind Dam Jensen)

Non-independent

Special competences: Purchase, sale, valuation and letting of commercial and investment properties and property management

Languages: Danish, English and German.

**Joanna L. Iwanowska-Nielsen**, age 54

Real Estate Expert

Degree in International Trade, Organisation and Management

from the Warsaw School of Economics Joined the Board of Directors in 2016

Other duties and offices:

Member of the board of directors of Sustainable Malkowo

Member of the board of directors of Coille Righ Green Energy, Scotland

Member of the board of directors of WildaNova Sp.z.o.o.

Partner in NOLTA Consultants and NOLTA Career Experts

Member of the EPI (European Property Institute) expert panel

Member of Warsaw Women in Real Estate & Development

No directorships in other Danish companies

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Independent

Special competences: Experience in the real estate trade in Poland, CEE and internationally (development, strategy, sales and project management in both the commercial and residential property sectors).

Languages: Polish, English and Russian.

### **Re item 7 Appointment of auditor.**

The Board of Directors proposes that BDO Statsautoriseret Revisionsaktieselskab be reappointed.

### **Re item 8 Proposals from the Board of Directors.**

There are no proposals to be considered.

### **General information**

The Company's nominal share capital amounts to DKK 4,997,006.06, divided into 249,850,303 shares of DKK 0.02 each. Each share of DKK 0.02 entitles the holder to one vote.

The Company has concluded a connection agreement with VP Securities A/S. The financial rights of the shareholders may thus be exercised through VP Securities A/S.

### **Requirements for adoption**

Items 2-7 considered at the general meeting will be determined by a simple majority of votes, see article 10.1 of the Company's articles of association as well as section 105 of the Danish Companies Act.

### **The Company's website**

This notice, including the agenda, remuneration report, information about the total number of shares and voting rights on the date of the notice and proxy, postal voting and registration forms for ordering an entry card, will be made available to the shareholders on the Company's website, [www.cemat.dk](http://www.cemat.dk), under "Investor/General Meetings" from Tuesday, 28 February 2023, at 1:00 pm.

This notice has also been published via Nasdaq Copenhagen A/S, the IT system of the Danish Business Authority and the Company's website as well as by e-mail to the shareholders having requested e-mail notification of general meetings when stating their e-mail addresses.

### **Date of registration**

The shareholders will be entitled to exercise the right to vote attaching to the shareholders' shares, by attendance at the Company's general meetings or by post pro rata to their

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shareholding at the date of registration, which is one week before the general meeting.

The date of registration is Thursday, 16 March 2023.

The shareholding of each individual shareholder will be determined at the end of the date of registration based on the number of shares held by the shareholder according to the register of shareholders as well as any notice of ownership received by the Company for the purpose of registration in the register of shareholders, but not yet been registered. In order to be registered in the register of shareholders and included in the calculation, notices of shareholdings must be documented by a transcript from VP Securities A/S or other similar documentation. This documentation must be received by the Company before the end of the date of registration.

Only the persons who are shareholders of the Company on the date of registration will be entitled to participate and vote at the general meeting but see below regarding the shareholders' timely request for entry cards.

Accordingly, any person who has purchased shares, whether by transfer or otherwise, will not be entitled to vote on the shares in question at the general meeting, unless he or she has been recorded in the register of shareholders or has notified the Company and provided documentation of his or her acquisition, no later than on the date of registration, which is Thursday, 16 March 2023.

### **Entry cards**

In order to participate in the general meeting, the shareholders must request an entry card for the general meeting no later than Friday, 17 March 2023. Entry cards may be requested electronically via [www.cemat.dk](http://www.cemat.dk) until Friday, 17 March 2023, at 23:59 using NemID or custody account number and password on the Company's shareholder portal. Shareholders registering for the general meeting electronically will immediately receive a confirmation of their registration.

It is also possible to request an entry card by forwarding a completed registration form to the Company's keeper of the register of shareholders, Computershare A/S, Lottenborgvej 26D, 2800 Kongens Lyngby, Denmark, which must receive the form by Friday, 17 March 2023 at 23.59. The registration form is available at [www.cemat.dk](http://www.cemat.dk).

Please notice that ordered admission cards will no longer be sent out by ordinary mail.

Admission cards ordered via the shareholder portal will be sent out electronically via email to the email address specified in the shareholder portal upon registration. The admission card must be presented at the annual general meeting either electronically on a smartphone/tablet or in a printed version.

Admission cards can be picked up at the entrance of the general meeting upon presentation of a valid ID.

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## **Proxy**

Shareholders are entitled to attend by proxy. An electronic proxy instrument may also be submitted via the shareholder portal until Friday, 17 March 2023, at 23:59.

The complete proxy form must be received by the Company's keeper of the register of shareholders, Computershare A/S, by Friday, 17 March 2023, at 23:59. The proxy form is available at [www.cemat.dk](http://www.cemat.dk).

## **Postal voting**

Shareholders may elect to vote by post, i.e., by casting their votes in writing, before the general meeting, instead of attending the general meeting and voting there.

Shareholders who elect to vote by post may submit their postal vote electronically via the shareholder portal or send their postal vote to Computershare A/S where it must be received by Wednesday, 22 March 2023, at 16:00.

Once received, a postal vote cannot be recalled. Please note that letters may sometimes take several days to reach their destination.

## **Questions**

Shareholders will have an opportunity to ask questions to the agenda as well as to the other materials for the general meeting before the general meeting.

Any questions concerning this announcement may be directed to [info@cemat.dk](mailto:info@cemat.dk).

## **Cemat A/S**

Frede Clausen  
Chairman of the Board of Directors

This announcement has been issued in Danish and English. In case of any inconsistencies, the Danish version will prevail.

Please write to [investor@cemat.dk](mailto:investor@cemat.dk) to deregister from this mailing list.

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