



## INDKALDELSE TIL GENERALFORSAMLING

Solar A/S afholder ordinær generalforsamling fredag den 18. marts 2022 kl. 11.00 på adressen Industrivej Vest 43, 6600 Vejen. Generalforsamlingen transmitteres til navnenoterede aktionærer via video-webcast på [www.solar.eu](http://www.solar.eu). Dagsorden for generalforsamlingen er:

1. Valg af dirigent
2. Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår.
3. Forelæggelse og godkendelse af årsrapport med revideret årsregnskab

Bestyrelsen foreslår, at årsrapporten for 2021 godkendes.

4. Beslutning om anvendelse af overskud i henhold til den godkendte årsrapport

Bestyrelsen foreslår dernæst, at der udloddes DKK 329 mio. i udbytte for regnskabsåret 2021, svarende til DKK 45,00 pr. aktie á DKK 100.

5. Forslag fra bestyrelsen:

### 5.1 Bemyndigelse til udlodning af ekstraordinært udbytte

Bestyrelsen foreslår, at selskabets bestyrelse bemyndiges til i tiden indtil næste ordinære generalforsamling at træffe beslutning om udlodning af ekstraordinært udbytte med indtil DKK 50,00 pr. aktie.

### 5.2 Bemyndigelse til erhvervelse af egne kapitalandele

Bestyrelsen foreslår endvidere, at selskabets bestyrelse bemyndiges til i tiden indtil næste ordinære generalforsamling at lade selskabet erhverve egne kapitalandele mod vederlag. Bemyndigelsen foreslås givet til erhvervelse af indtil 10% af selskabskapitalen, og således at vederlaget skal ske til den gældende børskurs plus/minus 10%.

6. Godkendelse af vederlagsrapport

Vejledende afstemning om den af bestyrelsen udarbejdede vederlagsrapport om aflønning af medlemmerne af bestyrelsen og direktionen i 2021.

7. Forslag til bestyrelsens vederlag

Bestyrelsen foreslår, at bestyrelseslønnen i 2022 udgør uændret DKK 200.000.

Formanden for bestyrelsen modtager tredobbelt honorar, mens næstformanden for bestyrelsen og formanden for revisionsudvalget modtager halvanden gange honorar for deres udvidede bestyrelsesopgaver.

8. Valg af medlemmer til bestyrelsen

Nomineringsudvalget foreslår nyvalg af Katrine Borum og genvalg af de nuværende bestyrelsesmedlemmer: Michael Troensegaard Andersen, Morten Chroné, Peter Bang, Louise Knauer og Jesper Dalsgaard.

Jens Borum har meddelt, at han ikke ønsker genvalg.



Der henvises til vedlagte bilag 1 fra nomineringsudvalget for oplysninger om de foreslåede kandidater.

#### 9. Valg af revisor

I overensstemmelse med anbefalingen fra revisionsudvalget foreslår bestyrelsen genvalg af Deloitte, Statsautoriseret Revisionspartnerselskab, CVR 33 96 35 56, som revisor for selskabet. Revisionsudvalget er ikke blevet påvirket af tredjeparter og har ikke været underlagt nogen aftale med en tredjepart, som begrænser generalforsamlingens valg til visse revisorer eller revisionsfirmaer.

#### 10. Bemyndigelse til dirigenten

Bestyrelsen foreslår, at generalforsamlingen bemyndiger dirigenten (med substitutionsret) til at anmelde de anmeldelsespligtige beslutninger truffet af generalforsamlingen til Erhvervsstyrelsen samt til at foretage korrektioner i de dokumenter, som er udarbejdet i forbindelse med disse beslutninger, i det omfang Erhvervsstyrelsen måtte kræve dette for at gennemføre registrering af beslutningerne.

#### 11. Eventuelt

Indkaldelsen, det samlede antal aktier og stemmerettigheder på datoen for indkaldelsen, herunder det samlede antal for hver aktieklasser, dagsordenen, de fuldstændige forslag, selskabets Årsrapport 2021 med koncernregnskab, vederlagsrapport, blanket til brug for anmeldelse af deltagelse samt fuldmagts- og brevstemmeblanket vil fra og med den 23. februar 2022 være tilgængelige på [www.solar.eu](http://www.solar.eu).

For så vidt angår indsamling og behandling af persondata-oplysninger henvises til Information om persondatarettelige forhold i forbindelse med den ordinære generalforsamling samt selskabets cookiepolitik, der begge er tilgængelige på [www.solar.eu](http://www.solar.eu).

#### Vedtægelseskrav

Til vedtagelse af bestyrelsens forslag kræves simpel majoritet.

#### Deltagelse i generalforsamlingen og ret til at afgive stemme

En aktionærs ret til at deltage i og afgive stemmer på generalforsamlingen fastsættes i forhold til de aktier, som aktionæren ejer og har registreret i eller anmeldt til notering i selskabets ejerbog senest fredag den 11. marts 2022 (registreringsdatoen). Deltagelsen er endvidere betinget af, at aktionæren rettidigt har anmeldt sin deltagelse som beskrevet nedenfor.

#### Anmeldelse af deltagelse

Aktionærer, der ønsker at deltage i generalforsamlingen, skal anmelde sin deltagelse senest mandag den 14. marts 2022 kl. 23.59.

Anmeldelse af deltagelse kan ske:

- digitalt via Solars InvestorPortal på [www.solar.eu](http://www.solar.eu) eller på [www.vp.dk/agm](http://www.vp.dk/agm),



- ved at udfylde, underskrive og returnere en blanket, som kan printes fra [www.solar.eu](http://www.solar.eu), til Euronext Securities, Nicolai Eigtsveds Gade 8, 1402 København pr. post alternativt til [vp\\_vpinvestor@euronext.com](mailto:vp_vpinvestor@euronext.com) pr. e-mail,
- ved henvendelse til Euronext Securities på tlf.: +45 4358 8866, pr. e-mail: [vp\\_vpinvestor@euronext.com](mailto:vp_vpinvestor@euronext.com), eller ved personlig eller skriftlig henvendelse til Euronext Securities, Nicolai Eigtsveds Gade 8, 1402 København

Bekræftelse på tilmelding vil blive sendt via e-mail til den e-mailadresse, aktionæren har oplyst i forbindelse med sin anmeldelse af deltagelse. Såfremt e-mail ikke indtastes ved tilmelding, kan adgangskortet afhentes ved indgangen til generalforsamlingen mod forevisning af legitimation. Stemmesedler vil blive udleveret i ankomstregistreringen ved generalforsamlingen ved fremvisning af adgangskortet.

### Fuldmagt/brevstemme

Aktionærer har mulighed for at afgive stemme ved fuldmagt eller stemme skriftligt pr. brev. Fuldmagt eller brevstemme kan afgives digitalt via Solars InvestorPortal på [www.solar.eu](http://www.solar.eu) eller på [www.vp.dk/agm](http://www.vp.dk/agm) (begge kræver digital signatur) eller skriftligt ved brug af fysisk fuldmagts- eller brevstemmeblanket, der kan printes fra [www.solar.eu](http://www.solar.eu). Hvis fuldmagtsblanket eller brevstemmeblanket anvendes, skal den udfyldte og underskrevne blanket sendes pr. brev til Euronext Securities, Nicolai Eigtsveds Gade 8, 1402 København. Alternativt kan den udfyldte og underskrevne blanket indscannes og sendes pr. e-mail til [vp\\_vpinvestor@euronext.com](mailto:vp_vpinvestor@euronext.com).

Fuldmagter skal være Euronext Securities i hænde senest mandag den 14. marts 2022 kl. 23.59, mens brevstemmer skal være Euronext Securities i hænde senest onsdag den 16. marts 2022 kl. 16.00.

Der kan afgives enten fuldmagt eller brevstemme men ikke begge dele.

### Selskabskapital, stemmeret og kontoførende pengeinstitut

Selskabskapitalen er DKK 736.000.000 fordelt på aktier à DKK 100,00 og multipla heraf. Af selskabskapitalen er DKK 90.000.000 A-aktier og DKK 646.000.000 B-aktier. A-aktierne har 10 stemmer for hvert kapitalandelsbeløb på DKK 100,00, mens B-aktierne har 1 stemme for hvert kapitalandelsbeløb på DKK 100,00.

Aktionærerne udøver de finansielle rettigheder gennem egen depotbank.

### Spørgsmål fra aktionærerne

Aktionærer kan stille spørgsmål til dagsordenen eller til dokumenter mv. til brug for generalforsamlingen ved skriftlig henvendelse til Solar A/S, Industrivej Vest 43, 6600 Vejen, eller på e-mail [investor@solar.dk](mailto:investor@solar.dk). Aktionærer kan endvidere stille spørgsmål til selskabets ledelse under generalforsamlingen.

### Video-webcast

Som en service til navnenoterede aktionærer, der ikke har mulighed for at deltage i den fysiske generalforsamling, vil hele generalforsamlingen blive simultantolket til engelsk direkte og webcastet via InvestorPortalen på selskabets hjemmeside [www.solar.eu](http://www.solar.eu). Ligeledes vil denne webcast efterfølgende kunne ses på selskabets hjemmeside.



Derudover vil navnenoterede aktionærer have mulighed for under generalforsamlingen at indsende skriftlige spørgsmål til Solars Director, Investor Relations, der vil stille spørgsmålene på generalforsamlingen. Spørgsmål vil kunne begrænses, redigeres og eventuelt samles, inden disse stilles mundtligt på generalforsamlingen af Solars Director, Investor Relations. Log-on til InvestorPortalen kræver dels, at dine aktier er navnenoterede, og dels, at du har en digital signatur. Hvis der benyttes et dansk CPR-nummer, vil den digitale signatur, der benyttes til netbank via danske kreditinstitutter (NemID), typisk være kompatibel. Hvis du ikke har adgang til NemID, kan du oprette et personligt VP-ID. Vejledning til oprettelse af VP-ID er tilgængelig på [www.solar.eu](http://www.solar.eu).

#### Kontaktpersoner

Bestyrelsesformand Jens Borum - tlf. +45 79 30 00 00

IR Director Dennis Callesen - tlf. +45 29 92 18 11

Bilag 1: Forslag fra Nomineringsudvalget

Bilag 2: Vederlagsrapport 2021

#### FAKTA OM SOLAR

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Solar-koncernen er en førende europæisk sourcing- og servicevirksomhed, der leverer løsninger primært inden for el, vvs samt klima og energi. Vores kerneforretning centrerer sig om sourcing af produkter, værdiskabende services og optimering af vores kunders forretning.

Vi fremmer effektivitetsforbedringer og tilbyder digitale værktøjer, der gør vores kunder til vindere. Vi driver den grønne omstilling og leverer de bedste løsninger, der sikrer bæredygtig brug af ressourcer.

Solar-koncernen har hovedsæde i Danmark, havde i 2021 en omsætning på ca. 12,4 mia. kroner og beskæftiger ca. 2.900 medarbejdere. Solar er noteret på Nasdaq Copenhagen med kortnavn SOLAR B. Flere oplysninger kan findes på: <https://www.solar.eu/>.

#### Ansvarsfraskrivelse

Selskabsmeddelelsen er offentliggjort dags dato på dansk og engelsk via Nasdaq Copenhagen. I tilfælde af uoverensstemmelse mellem de to versioner er det den danske version, der er gældende.



# BILAG 1

## FORSLAG FRA NOMINERINGSUDVALGET

### NOMINERINGSUDVALGETS ROLLE

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Bestyrelsen har etableret et forum for dialog vedrørende bestyrelsens fremtidige sammensætning. En repræsentant fra selskabets majoritetsaktionær (Fonden af 20. December) udgør sammen med to bestyrelsesrepræsentanter, herunder formanden for selskabets bestyrelse et udvalg, som skal komme med forslag til bestyrelsen omkring genvalg og nyvalg af bestyrelsesmedlemmer. For mere information om nomineringsudvalget, gå til <https://www.solar.eu/investor/corporate-governance/>.

### FORSLAG TIL SAMMENSÆTNING AF BESTYRELSEN FOR SOLAR A/S

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Nomineringsudvalget har gennemgået og drøftet resultatet af bestyrelsesevalueringen, som bestyrelsesformanden har foretaget via spørgeskema, og konkluderer, at bestyrelsen matcher selskabets nuværende behov for branche-, funktions- og ledelsesmæssige kvalifikationer og erfaringer. Derfor foreslår vi genvalg af Michael Troensegaard Andersen, Morten Chrone, Peter Bang, Louise Knauer, og Jesper Dalsgaard. Da Jens Borum udtræder af bestyrelsen, foreslår nomineringsudvalget nyvalg af Katrine Borum.

**Katrine Borum** er fjerde generation af stifterfamilien og er vokset op med Solar som en vigtig del af familiens historie og aktiviteter. Hun har altid haft interesse for og lyst til at engagere sig i Solar.

Katrine Borum er uddannet læge i 2010 på Københavns Universitet og speciallæge i ortopædkirurgi i 2021. Hun arbejder i dag som afdelingslæge på Nordsjællands Hospital og har erfaring med at lede mange faggrupper samtidig, skabe udvikling af uddannelsesmiljø og få alle faggrupper til at spille hinanden gode. Hun arbejder desuden med uddannelse af speciallæger på nationalt plan, som medlem af Dansk Ortopædkirurgisk Selskabs uddannelsesudvalg og har tidligere været bestyrelsesmedlem i Yngre Ortopædkirurger Danmark i 5 år.

Katrine Borum kan med en anden tilgang til erhvervslivet medvirke til at sikre en mere bred forståelse af problemers kerne og samtidig skabe forankring til Solars historie. Som forberedelse til bestyrelsesposten har hun desuden gennemgået Børsen og CBS's bestyrelsesuddannelse i foråret 2021.

Katrine Borum er født den 24 maj 1981.



**Michael Troensegaard Andersen** har været CEO for H+H International A/S siden april 2011. Tidligere har Michael Troensegaard Andersen haft topledelsesposter hos Trelleborg AB, Alto (nu del af Nilfisk), Incentive A/S og Lundbeck A/S.

Gennem sin karriere har Michael Troensegaard Andersen stået i spidsen for succesfuld strategisk, strukturel og organisatorisk transformation. Han har bred erfaring fra ledelsesposter inden for forskellige fag- og forretningsområder. Via sin position hos H+H International A/S har Michael Troensegaard Andersen opnået dybtgående kendskab til den europæiske byggeindustri og byggematerialeindustri.

Michael Troensegaard Andersen har en M.Sc. i Mechanical Engineering fra DTU (1987) og har en HD i regnskab fra CBS (1988).

Michael Troensegaard Andersen blev indvalgt i bestyrelsen for Solar A/S i 2021 og er desuden bestyrelsesmedlem i HS Hansen Group A/S samt formand for bestyrelsen i ni selskaber i H+H koncernen.

Michael Troensegaard Andersen er beskrevet på Solars hjemmeside <https://www.solar.eu/our-company/management-and-board-of-directors/michael-troensegaard-andersen/>

Michael Troensegaard Andersen er født den 27. marts 1961.

**Morten Chrono** er Group CEO i Unisport Saltex Oy og har tidligere været koncerndirektør hos NCC Construction A/S (2005-2009), Group CCO hos Brdr. A&O Johansen A/S (2009-2013), adm. dir. for Spæncom (2013-2017) samt Group COO i HusCompagniet A/S (2017-2020). Morten Chrono har i sit virke ledet forretningsenheder i Danmark, Sverige, Norge, Tyskland og England.

Morten Chrono, har de seneste 25 år haft ledende stillinger i byggeindustrien/grossistbranchen i ind- og udland og har betydeligt kendskab til Solars kerneforretning og de markeder, der opereres i.

Morten Chrono er uddannet MBA fra Cranfield School of Management (2001) og bygningsingeniør fra Ingeniørhøjskolen i Århus (1994) og har efterfølgende suppleret med en række uddannelser på IMD samt Stanford Graduate School of Business, senest The Corporate Entrepreneur (2015) og Stanford Executive Program (2011).

Morten Chrono blev indvalgt i bestyrelsen for Solar A/S i 2019 og sidder desuden i bestyrelsen i Unisport Scandinavia ApS.

Morten Chrono er beskrevet på Solars hjemmeside <https://www.solar.eu/our-company/management-and-board-of-directors/morten-chrono/>

Morten Chrono er født 4. januar 1966.



**Peter Bang** har arbejdet i VELUX Gruppen i perioden fra 1994-2021 og siden 2011 som koncerndirektør og CFO med ansvar for Group Functions (Finans, Performance Management & BI, IT, HR, Global Business Services, Kommunikation, CSR og Public Affairs). Han har endvidere haft ansvar for koncernens digitale strategiske initiativer samt en række transformationsprojekter, hvor der implementeres en mere global organisering og kultur i VELUX. Han har desuden fungeret i en række forskellige roller indenfor VELUX-koncernen siden 1994.

Peter Bang har erfaring inden for byggeri, klima/energi, globalisering, digitalisering, organisationsudvikling, change management, kommunikation samt økonomi og performance management.

Peter Bang er uddannet som cand. oecon (1994) fra Aarhus Universitet med speciale i driftsøkonomi og finansiering. Han har qua sit virke i VELUX erhvervet sig et godt kendskab til fondsledelede selskaber og virksomheder med tilknytning til byggebranchen.

Peter Bang blev indvalgt i bestyrelsen for Solar A/S i 2018 og er desuden direktør for og medlem af bestyrelsen for O.B. Holding. Aabenraa ApS samt bestyrelsesmedlem og formand for revisionsudvalget i BIMobject AB.

Peter Bang er beskrevet på Solars hjemmeside <https://www.solar.eu/our-company/management-and-board-of-directors/Peter-Bang/>

Peter Bang er født 2. april 1969.

**Louise Knauer** har i perioden 2015-18 arbejdet i TDC Group som koncerndirektør senest i stillingen som Senior Executive Vice President for Group Data, Security og Wholesale, samt Group Chief Data & Security Officer hos TDC A/S. Hendes forhenværende rolle i TDC Group var som Group Chief Strategy Officer, med ansvar for Strategy, Business Intelligence, M&A, mm. Hun har tidligere som CEO i Wibroe, Duckerts & Partners, People Group A/S (2013-15) haft ansvaret for gennemførelse af en strategisk og finansiell turn-around og arbejdet internationalt som management konsulent i McKinsey & Company (2008-13).

Louise Knauer har som CEO og direktionsmedlem erfaring med strategi- og virksomhedsudvikling både nationalt og internationalt. Derudover har Louise Knauer ekspertise inden for teknologisk drevet innovation, digitalisering, data / AI / ML og cyber security.

Louise Knauer er uddannet på CBS (2003-8) med en B.Sc. i Commercial Law and Business Economics og en M.Sc. i Finance and Strategic Management.

Louise Knauer blev indvalgt i bestyrelsen for Solar A/S i 2017 og varetager herudover en række andre bestyrelsesopgaver som beskrevet på Solars hjemmeside: <https://www.solar.eu/our-company/management-and-board-of-directors/louise-knauer/>

Louise Knauer er født 6. november 1983.



**Jesper Dalsgaard** er siden 2019 Managing Director for Rambøll Environment & Health og har i perioden 2017-2019 fungeret som Managing Director for Rambøll Buildings med globalt ansvar for Rambølls aktiviteter inden for rådgivning rettet mod bygninger. Han har tidligere været Senior Director og Head of Maersk Management Consulting i A.P. Møller-Maersk (2015-17), Group Director, Strategy and M&A i Rambøll Group (2013-14), Business Development Director i VKR Holding (2006-13), Principal i Boston Consulting Group, Business Development Director i C.W. Obel, Vice President i Araneum Consulting samt management konsulent i A.T. Kearney / Aarsø Nielsen & Partners.

Jesper Dalsgaard har direktionserfaring for fondsledede selskaber samt virksomheder med tilknytning til byggebranchen og har erfaring med strategi- og forretningsudvikling samt fusioner og virksomhedsovertagelser. Han har endvidere erfaring med bestyrelsesarbejde fra tidligere poster i en række virksomheder inden for byggeri.

Jesper Dalsgaard er uddannet på CBS (1987-93) med en bachelor og master i Law and Business Administration.

Jesper Dalsgaard blev indvalgt i bestyrelsen for Solar A/S i 2017. Han er endvidere medlem af bestyrelsen Fonden af 20. December, Mannaz A/S samt en række danske og udenlandske selskaber i Rambøll gruppen.

Jesper Dalsgaard er beskrevet på Solar's hjemmeside <https://www.solar.eu/our-company/management-and-board-of-directors/jesper-dalsgaard/>

Jesper Dalsgaard er født 15. januar 1968.

Bestyrelsesmedlemmerne vælges for ét år ad gangen.

Alle foreslåede kandidater er danske statsborgere.

Af de foreslåede kandidater kan Michael Troensegaard Andersen, Morten Chrone, Peter Bang og Louise Knauer betragtes som uafhængige af selskabet ifølge definitionen i anbefalingerne for god selskabsledelse i Danmark. Jesper Dalsgaard og Katrine Borum er tilknyttet Fonden af 20. december, der er majoritetsaktionær i Solar A/S.





# REMUNERATION REPORT

2021

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## THE REMUNERATION REPORT

This Remuneration Report (the "Report") provides an overview of the total remuneration received by each member of the Board of Directors ("Board") and the Executive Board ("EB") of Solar A/S, CVR no. 15908416, ("Company") during 2021 with comparative figures for 2020 and 2019. The EB comprises the members of the Executive Board of Solar A/S registered as such with the Danish Business Authority.

Remuneration of the Board and EB during the past financial year has been provided in accordance with the Remuneration Policy of Solar A/S adopted by the Annual General Meeting on 13 March 2020 and available on the Company's website, <https://www.solar.eu/investor/policies/> (the "Remuneration Policy").

The objective of the Remuneration Policy is to ensure common interests between the Company's shareholders and the Company's decision-makers, the decision-makers being the Board and the Executive Board. Furthermore,

the purpose of the Remuneration Policy is to increase long-term value creation and thereby support the Company's business strategy and resilience. In this connection, it is important that the Company is able to attract and retain a qualified management team by offering them market-consistent remuneration within the scope of an approved remuneration policy.

The Report has been prepared in accordance with section 139b of the Danish Companies Act (the "DCA") and the guidelines from the Danish Business Authority from November 2021 (the "Guidelines").

The information included in the Report is derived from the audited Annual Reports of the Company for 2021-2019 available on the Company's website, <https://www.solar.eu/investor/downloads/>.

All amounts are included in DKK, gross.

# GOVERNANCE

## REMUNERATION COMMITTEE

The Board has established a Remuneration Committee with three members elected among the members of the Board.

In March 2021, Jens Borum and Louise Knauer were re-elected, while Morten Chroné was newly elected. Jens Borum is chairman of the committee.

The Remuneration Committee's most important tasks in relation to the Board of Directors are:

- To make recommendations for suggestions to the remuneration policy and general guidelines for incentive-based remuneration for the Executive Board.
- To suggest remuneration for the Executive Board, including ensuring that the remuneration is in agreement with the remuneration policy and the Executive Board's performance assessment.
- To monitor that information about the Board of Directors' and Executive Board's remuneration in the annual report is correct, accurate and complete.
- To assist in the preparation of the annual remuneration report.

The Remuneration Committee held one meeting in 2021. One meeting is planned for 2022.

## COMPLIANCE WITH THE REMUNERATION POLICY

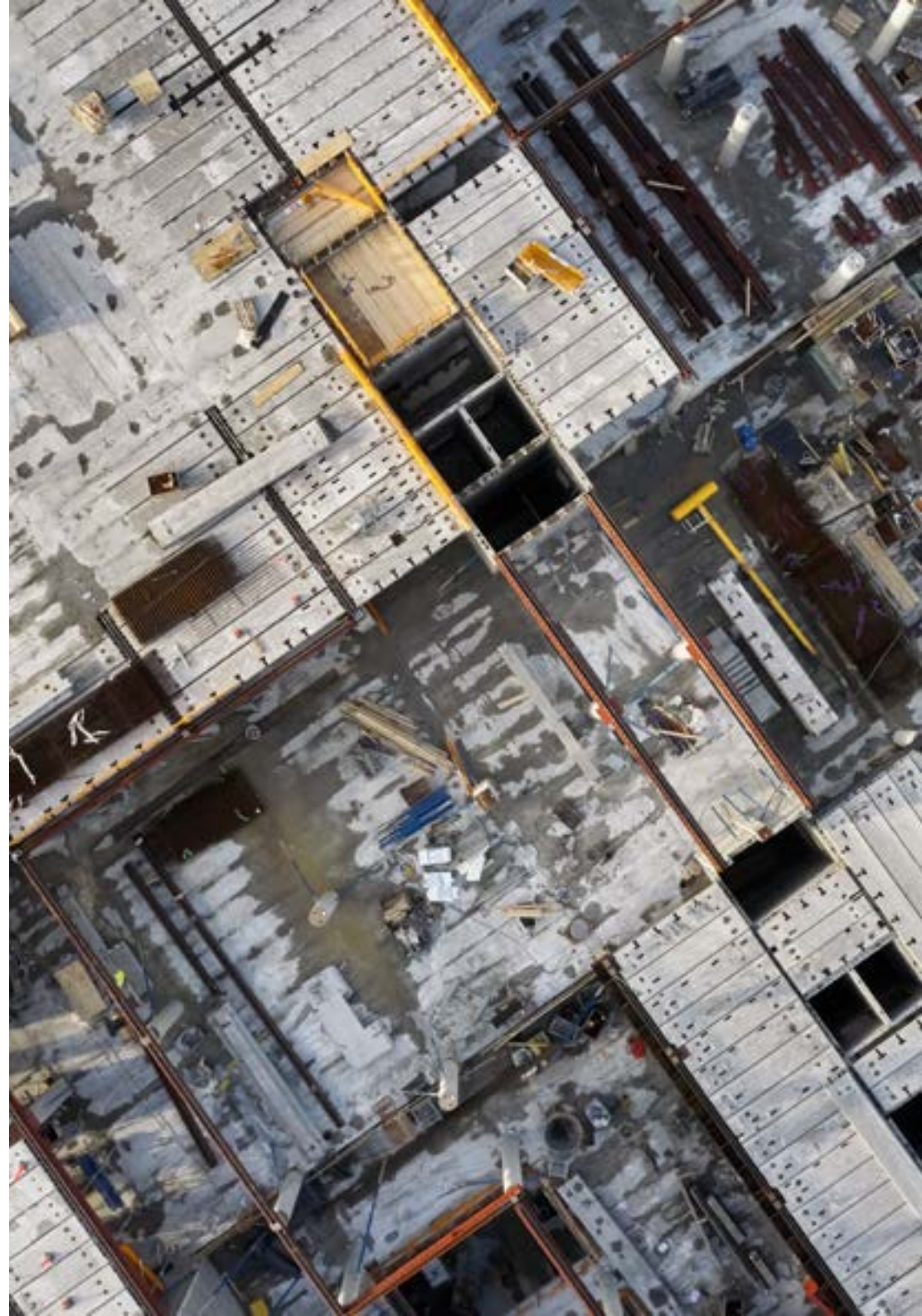
Remuneration of the Board and EB for the 2021 financial year complies with the framework provided by the Remuneration Policy.

The Board received fixed remuneration only.

EB received a combination of fixed and variable remuneration. The fixed remuneration consisted of a base salary and benefits. The variable remuneration consisted of allocation of cash bonus and restricted share units based on financial performance. The allocation is part of safeguarding value creation in Solar and achieving Solar's long-term objectives.

There was no deviation or derogation from the framework provided by the Remuneration Policy.

At the Annual General Meeting in March 2021, the Remuneration Report 2020 was approved without comments.



# FINANCIAL PERFORMANCE

We look back on a profitable year where we exceeded our expectations. In 2021, we delivered an all-time high EBITDA result.

Compared to 2020, we increased EBITDA by DKK 274m to DKK 911m due to strong execution of our CORE+ strategy. Compared to 2020, EBITDA was up by more than 40%.

In 2021, we launched the CORE+ strategy for the period 2021-23 and we set an ambition of an EBITDA margin of >6% for core business. Due to the strong strategy execution and positive one-off price effects amounting to DKK 115m, the ambition was reached already in 2021, as the EBITDA margin was 7.4%

In 2021, we paid ordinary dividend of DKK 28 per share of DKK 100 and in addition extraordinary dividend of DKK 15 per share, totalling dividend payments of DKK 314m to our shareholders.

The Board proposes that DKK 329m be distributed as dividend for the 2021 financial year, corresponding to DKK 45.00 for each share of DKK 100 or an increase of DKK 61% compared to the 2020 ordinary dividend.

In addition, the Board proposes that the Company's Board is authorised in the period until the next annual general meeting to decide to distribute extraordinary dividend of up to DKK 50.00 per share.

## COMPARISON OF REMUNERATION AND COMPANY PERFORMANCE

In 2021, EBITDA increased by 43% while the remuneration to EB increased by 13%.

The remuneration to EB did not increase as much as company performance as the Board has established an equitable ceiling on incentive-based remuneration relative to the relevant EB member's fixed base salary.

This means that for a given year, the total value of the allocated non-share-based incentive remuneration and the allocated share-based incentive remuneration constitutes - as a maximum - an amount corresponding to the EB member's fixed annual base salary at the time of allocation.

**TABLE 1: COMPARISON OF REMUNERATION AND COMPANY PERFORMANCE**

	2021 (amount)	2020 (amount)	2019 (amount)	2021 vs. 2020 (change)	2020 vs. 2019 (change)
<b>Financial performance</b>					
EBITA	727,000,000	455,000,000	360,000,000	59%	26%
Invested capital	1,866,000,000	1,760,000,000	2,297,000,000	6%	-23%
Basis for variable remuneration (KPI)	552,830,000	257,980,000	134,260,000	114%	92%
<b>Executive Board</b>					
Jens Ellegaard Andersen, CEO	10,957,230	10,100,738	7,899,283	8%	28%
Hugo Dorph, CCO	6,682,294	5,620,793	4,539,776	19%	24%
Michael H. Jeppesen, CFO	6,204,304	5,330,721	4,197,055	16%	27%
<b>Board of Directors</b>					
Jens Borum, Chairman	750,000	712,500	675,000	5%	6%
Jesper Dalgaard, Vice-Chairman	425,000	418,750	378,125	1%	11%
Michael Troensegaard Andersen, Board member	306,250	-	-	-	-
Peter Bang, Board member & Chairman of Audit Committee	468,750	400,000	343,750	17%	16%
Morten Chroner <sup>1</sup> , Board member	312,500	312,500	218,750	0%	14%
Louise Knauer, Board member	393,750	393,750	356,250	0%	11%
Jens Peter Toft <sup>2</sup> , Board member	112,500	500,000	456,250	6%	10%
Lars Lange Andersen, Board member (employee representative)	200,000	200,000	175,000	0%	14%
Ulrik Damgaard, Board member (employee representative)	200,000	200,000	175,000	0%	14%
Bent Frisk, Board member (employee representative)	200,000	200,000	175,000	0%	14%
<b>Average for the listed company Solar A/S's employees (FTE)</b>					
Remuneration	624,917	611,178	588,891	2.3%	3.8%
No. of employees (FTE)	810	760	765	6.6%	-0.6%

<sup>1</sup>) Elected 19 March 2019. The change 2020 vs. 2019 is adjusted to comparable period.

<sup>2</sup>) Declined re-election 19 March 2021. The change 2021 vs. 2020 is adjusted to comparable period.

# BOARD OF DIRECTORS' REMUNERATION

## FIXED ANNUAL FEE

Members of the Board receive a fixed annual base fee approved by the Annual General Meeting. The Chairman receives a multiplier of the annual base fee of three for his extended duties, while the Vice-Chairman and the Chairman of the Audit Committee each receive a multiplier of the annual base fee of 1.5 for their extended duties. No member of the Board is entitled to receive any share-based incentives, other variable remuneration or pension contribution.

Members of the Board may be entitled to additional fees as set out in the Remuneration Policy, including for undertaking specific ad hoc tasks beyond the scope of the Board's normal duties. Expenses such as travel expenses and accommodation in connection with board meetings are refunded as per account rendered. When attending meetings, members of the Board, who are not employed by the Solar Group, are compensated for lost income in accordance with the rules set out by the Board.

The following fees for 2021 were approved at the Annual General Meeting on 19 March 2021 as the fees for 2020 and 2019 were approved at the Annual General Meetings previous years.

**TABLE 2: BOARD FEE FOR 2021 (2019-20)**

DKK		Board of Directors
<b>Member, base fee</b>	2021	200,000
	2020	200,000
	2019 <sup>1)</sup>	175,000
<b>Chairman, 3 x base fee</b>	2021	600,000
	2020	600,000
	2019	525,000
<b>Vice Chairman, 1.5 x base fee</b>	2021	300,000
	2020	300,000
	2019	262,000
<b>Chairman Audit Committee, 1.5 x base fee</b>	2021	300,000
	2020	300,000
	2019	262,500

<sup>1)</sup> Base fee of DKK 175,000 was unchanged in the period 2015-2019



**TABLE 3: REMUNERATION OF BOARD (DKK) FOR 2021 (2019-20)**

Name	Position		Annual Fee	Compensation lost income	Total remuneration
Jens Borum	Chairman, Member of Audit Committee (until 15/3 2019) Chairman of Remuneration Committee (from 15/3 2019), Member of Nomination Committee	2021	600,000	150,000	750,000
		2020	600,000	112,500	712,500
		2019	525,000	150,000	675,000
Jesper Dalsgaard	Vice Chairman (from 15/3-2019), Member of Audit Committee (until 15/3 2019) Chairman of Nomination Committee	2021	300,000	125,000	425,000
		2020	300,000	118,750	418,750
		2019	240,625	137,500	378,125
Michael Troensegaard Andersen	Board member, Member of Audit Committee (from 19/3 2021)	2021	150,000	156,250	306,250
		2020	-	-	-
		2019	-	-	-
Peter Bang	Board member, Member of Audit Committee (from 15/3 2019 to 19/3 2021) Chairman of Audit Committee (from 19/3 2021)	2021	275,000	193,750	468,750
		2020	200,000	200,000	400,000
		2019	175,000	168,750	343,750
Morten Chrono	Board member (from 15/3 2019) Member of Remuneration Committee (from 19/3 2021)	2021	200,000	112,500	312,500
		2020	200,000	112,500	312,500
		2019	131,250	87,500	218,750
Louise Knauer	Board member, Member of Audit Committee (from 15/3 2019) Member of Remuneration Committee (from 15/3 2019)	2021	200,000	193,750	393,750
		2020	200,000	193,750	393,750
		2019	175,000	181,250	356,250
Lars Lange Andersen	Board member, employee elected	2021	200,000	-	200,000
		2020	200,000	-	200,000
		2019	175,000	-	175,000
Ulrik Damgaard	Board member, employee elected	2021	200,000	-	200,000
		2020	200,000	-	200,000
		2019	175,000	-	175,000
Bent Frisk	Board member, employee elected	2021	200,000	-	200,000
		2020	200,000	-	200,000
		2019	175,000	-	175,000
Jens Peter Toft	Board member, Chairman of Audit Committee (until 19/3 2021) Member of Remuneration Committee (until 19/3 2021)	2021	75,000	37,500	112,500
		2020	300,000	200,000	500,000
		2019	262,500	193,750	456,250
Ulf Gundemark	Vice Chairman (until 15/3 2019) Chairman of Remuneration Committee (until 15/3 2019)	2020	-	-	-
		2019	65,625	25,000	90,625
Total		2021	2,400,000	968,750	3,368,750
		2020	2,400,000	937,500	3,337,500
		2019	2,100,000	943,750	3,043,750

# EXECUTIVE MANAGEMENT BOARD'S REMUNERATION

Members of the EB are entitled to an annual remuneration in accordance with the Remuneration Policy, which may consist of the following fixed and variable remuneration components:

- a fixed base salary,
- non-share-based incentives to optimise the EB's incentive in the short and/or long term,
- share-based incentives to optimise the EB's incentive in the long term, and
- employee benefits

It is the Board's opinion that a combination of the above-mentioned remuneration elements contributes towards ensuring that the Company can attract and retain competent executive officers while at the same time encouraging the EB to create value to the benefit of the shareholders – both in the short and long term.

The Board has established a Remuneration Committee. Negotiations regarding changes to the EB's remuneration are conducted by the Remuneration Committee with a mandate from the Board.

The mutual balance between the types of remuneration is stated below and justified because the Board finds that a combination hereof is expedient in the efforts to meet the Company's short-term and long-term objectives.

At the same time, the Board has determined that an equitable ceiling on incentive-based remuneration must be established relative to the relevant EB member's fixed base salary. So, for a given year, the total value of the allocated non-share-based incentive remuneration and the allocated share-based incentive remuneration constitutes - as a maximum - an amount corresponding to the EB member's fixed annual base salary at the time of allocation.

In this Remuneration Report, the value of share-based incentives is included at the total value at the time of granting. In the Annual Report, the estimated present value of the share-based incentive remuneration is calculated in compliance with the principles of recognition and in accordance with the accounting policies applicable at the given time.

## FIXED BASE SALARY

The fixed annual base salary is intended to attract and retain competent key employees with a view to contributing to the Company's ability to obtain its short and long-term targets.

The EB may participate in the Company's employer-managed pension scheme. The scheme is set up as a defined contribution scheme. The EB members may choose to deposit cash bonuses into a pension scheme set up by the EB member.

## NON-SHARE-BASED INCENTIVES

The Board may allocate non-share based incentive remuneration to the EB, which may include current, one-off and event-based bonuses. The object of the allocation is to safeguard value creation and to achieve the Company's short-term and/or long-term objectives.

Non-share-based incentive remuneration may be obtained in different ways. The remuneration may be based on individual results that have been approved by the Board and on results for the Company or the Solar Group, including the result from primary operations (EBITA) or other key figures.

TABLE 4: REMUNERATION OF EB (DKK) FOR 2021 (2019-20)

Name and position		Fixed remuneration		Variable remuneration			Share of remuneration		
		Base salary	Benefits	Cash bonus (earned)	Restricted share units (RSU)	Pension contribution	Total remuneration	Fixed	Variable
Jens Ellegaard Andersen, CEO	2021	5,362,800	229,358	3,575,200	1,787,600	2,272	10,957,230	51%	49%
	2020	5,336,400	247,422	3,009,763	1,504,881	2,272	10,100,738	55%	45%
	2019	5,300,000	247,527	1,566,323	783,161	2,272	7,899,283	70%	30%
Hugo Dorph, CCO	2021	3,237,600	204,822	2,158,400	1,079,200	2,272	6,682,294	52%	48%
	2020	3,222,000	139,199	1,504,881	752,441	2,272	5,620,793	60%	40%
	2019	3,200,000	162,762	783,161	391,581	2,272	4,539,776	74%	26%
Michael H. Jeppesen, CFO	2021	3,001,600	198,831	2,001,067	1,000,534	2,272	6,204,304	52%	48%
	2020	2,869,200	201,927	1,504,881	752,441	2,272	5,330,721	58%	42%
	2019	2,850,000	170,041	783,161	391,581	2,272	4,197,055	72%	28%
Total	2021	11,602,000	633,011	7,734,667	3,867,334	6,816	23,843,828	51%	49%
	2020	11,427,600	588,548	6,019,525	3,009,763	6,816	21,052,252	57%	43%
	2019	11,350,000	580,330	3,132,645	1,566,323	6,816	16,636,114	72%	28%

TABLE 5: KPI FOR CASH BONUS AND RESTRICTED SHARES

Name and position	Description of KPI		Relative weighting of KPIs	Minimum and maximum award	Actual KPI performance					Actual cash bonus earned	Actual value of restricted share units
					EBITA	Amortisation	Average invested capital	Relative achievement KPIs	Maximum achievement KPIs		
Jens Ellegaard Andersen, CEO	EBITA less amortisation less interests on invested capital	2021	100%	0 - 5,362,800	727,000,000	55,000,000	1,996,000,000	180%	100%	3,575,200	1,787,600
		2020	100%	0 - 5,336,400	455,000,000	68,000,000	2,102,000,000	85%	85%	3,009,763	1,504,881
Hugo Dorph, CCO	EBITA less amortisation less interests on invested capital	2021	100%	0 - 3,237,600	727,000,000	55,000,000	1,996,000,000	149%	100%	2,158,400	1,079,200
		2020	100%	0 - 3,222,000	455,000,000	68,000,000	2,102,000,000	70%	70%	1,504,881	752,441
Michael Jeppesen, CFO	EBITA less amortisation less interests on invested capital	2021	100%	0 - 3,001,600	727,000,000	55,000,000	1,996,000,000	161%	100%	2,001,067	1,000,534
		2020	100%	0 - 2,869,200	455,000,000	68,000,000	2,102,000,000	79%	79%	1,504,881	752,441



**SHARE-BASED INCENTIVES**

The Board may allocate share-based incentives to the EB, such as restricted B shares in the Company, the right to acquire a number of B shares (share options) in the Company, phantom shares or similar instruments. The objective of the allocation is to safeguard value creation and to achieve the Company's long-term objectives.

The allocation takes place annually after publication of the Annual Report. The allocation may be estimated based on targets set out by the Board. The Board decided to grant restricted shares to the EB in 2021-2019, which is in line with the remuneration policy for long-term incentives.

Restricted shares are granted for no consideration and provide the holder with the right and obligation to receive B shares at a nominal value of DKK 100.

Variable remuneration is based on a percentage of EBITA less amortisation less interest on the average invested capital. The allocation is 50% for the CEO and 25% for the CCO and CFO respectively. The maximum award corresponds to the annual base salary for each member. One third of the calculated award is allocated as restricted share units, while the remaining two thirds of the award are allocated as cash bonus.

The share price at the time of granting is based on the average share price on Nasdaq Copenhagen on the first 10 business days after publication of the Annual Report. The restricted shares vest three years after the time of granting. At this point, the holder may exercise the restricted share granting.

The share price at the time of granting is fixed at DKK 456.39 (2020: DKK 319.39 / 2019: DKK 297.7). The grant of shares vests in 2024 (2023 / 2022).

Restricted shares can be vested at the expiry of the vesting period if the individual EB member is still employed.

**TERMINATION AND SEVERANCE PAYMENTS**

The Company can terminate employment at 12 months' notice. A member of the EB can terminate employment with the Company at 6 months' notice.

In the event of the EB member's resignation or the Company's termination of employment, a proportional part of any cash bonus up to the time of the termination of the employment is paid.

The EB members' employment contracts provide for severance pay, which, if the Company terminates the employment or the agreement expires, implies payment of up to 12 months' salary, against the EB member to a reasonable extent being available with information during the notice period or until resignation in case of expiry of the agreement. Severance pay is paid upon the expiry of the notice period or upon resignation in the event of expiry of the agreement.

In the 2021 financial year, no termination or severance payments took place.

**NON-MONETARY BENEFITS**

A number of work-related benefits are available to the EB, including company car and other minor fringe benefits. The extent/size of the individual benefits is negotiated with the individual EB member.

The EB is also covered by the Company's insurance schemes. The EB's dependants, i.e. such as a cohabiting spouse / a cohabitant at the same officially registered address, alternatively children under the age of 18, will receive up to six months' salary in the event of the death of an Executive Board member while he is still employed by the Company.

**CLAWBACK**

If it is found after the allocation of variable remuneration components that these were paid erroneously, the Company may reclaim the variable components in full or in part.

In the 2021 financial year, no incentive remuneration was reclaimed.

**TABLE 6: EB'S PREVIOUS AND EXISTING RESTRICTED SHARE UNITS**

Name and position		Number of restricted share units				Value of share units outstanding
		Beginning of year	Granted	Settled	End of year	
Jens Ellegaard Andersen, CEO	2021	5,076	4,184	1,088	8,172	3,447,059
	2020	2,410	2,666	0	5,076	940,080
Hugo Dorph, CCO	2021	2,738	2,110	630	4,218	1,822,248
	2020	1,397	1,341	0	2,738	524,360
Michael Jeppesen, CFO	2021	2,496	2,089	526	4,059	1,702,858
	2020	1,165	1,331	0	2,496	458,640

In 2024 (2023), the holder may exercise the restricted shares granted in 2021 (2020). The restricted share units settled in 2021 had an exercise price of 399.19 while the price at time of settlement was 456.39.

**TABLE 7: EB'S PREVIOUS AND EXISTING RESTRICTED SHARE OPTIONS**

Name and position		Number of restricted share options				Value of share units outstanding
		Beginning of year	Granted	Settled	End of year	
Jens Ellegaard Andersen, CEO	2021	2,709	0	2,709	0	-
	2020	2,709	0	0	2,709	38,976
Hugo Dorph, CCO	2021	2,703	0	2,703	0	-
	2020	2,703	0	0	2,703	38,890
Michael Jeppesen, CFO	2021	2,186	0	2,186	0	-
	2020	2,186	0	0	2,186	32,819

The share options vested in 2021, 10 banking days after the publication of Annual Report 2020. The exercise price was DKK 373.84. At time of settlement the price was DKK 456.39. Jens Ellegaard Andersen, CEO, and Michael H. Jeppesen, CFO, were granted an equivalent number of shares for their share options, while Hugo Dorph, CCO, cash settled his share options for DKK 223,140.

TABLE 8: RECONCILIATION TO ANNUAL REPORT

	Board		EB	
	2021	2020	2021	2020
Remuneration cf. Remuneration Report	3,368,750	3,337,500	23,843,828	21,052,252
<i>Restricted share units</i>				
Granted pay versus IFRS 2 expense	-	-	2,722,446	-1,610,940
Remuneration cf. Annual Report	3,368,750	3,337,500	26,566,274	19,441,312

TABLE 9: SHAREHOLDING BY THE EXECUTIVE BOARD AND THE BOARD OF DIRECTORS

		Beginning	Acquired or vested	Divested	End	Market value
<b>Executive Board</b>						
Jens Ellegaard Andersen, CEO	2021	5,520	3,722	-	9,242	7,347,390
	2020	4,480	1,040	-	5,520	1,987,200
Hugo Dorph, CCO	2021	-	-	-	-	-
	2020	-	-	-	-	-
Michael H. Jeppesen, CFO	2021	1,894	2,186	-	4,080	3,243,600
	2020	1,894	-	-	1,894	681,840
Total	2021	7,414	5,908	-	13,322	10,590,990
	2020	6,374	1,040	-	7,414	2,669,040
<b>Board of Directors</b>						
Jens Borum, Chairman	2021	118,520	1,500	-	120,020	95,415,900
	2020	118,520	-	-	118,520	42,667,200
Jesper Dalsgaard, Vice-Chairman	2021	1,100	-	-	1,100	874,500
	2020	500	600	-	1,100	396,000
Michael Troensegaard Andersen, Board member	2021	-	510	-	510	405,450
	2020	-	-	-	-	-
Peter Bang, Board member & Chairman of Audit Committee	2021	1,200	-	-	1,200	954,000
	2020	400	800	-	1,200	432,000
Morten Chronne, Board member	2021	712	-	-	712	566,040
	2020	410	302	-	712	256,320
Louise Knauer, Board member	2021	381	-	-	381	302,895
	2020	381	-	-	381	137,160
Total	2021	121,913	2,010	-	123,923	98,518,785
	2020	120,211	1,702	-	121,913	43,888,680

# STATEMENT BY THE BOARD OF DIRECTORS

The Board of Directors has today considered and approved the Remuneration Report for the financial year 2021 for the listed company Solar A/S.

The Remuneration Report has been prepared in accordance with section 139 b of the Danish Companies Act.

In our opinion, the remuneration report is in accordance with the remuneration policy adopted at the Annual General Meeting, and is free from material misstatement and omissions, whether due to fraud or error.

We recommend that the Remuneration Report be subject to an indicative vote at the Annual General Meeting.

Vejen, 10 February 2022

## BOARD OF DIRECTORS

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**Jens Borum**  
Chairman

**Jesper Dalsgaard**  
Vice-chairman

**Lars Lange Andersen**

**Michael Troensegaard Andersen**

**Peter Bang**

**Morten Chrono**

**Ulrik Damgaard**

**Bent H. Frisk**

**Louise Knauer**

# INDEPENDENT AUDITOR'S REPORT

## TO THE SHAREHOLDERS OF SOLAR A/S

We have examined whether Management has fulfilled its obligations to disclose the information required by section 139b(3) of the Danish Companies Act in the company's remuneration report for 2021.

## MANAGEMENT'S RESPONSIBILITY

Management is responsible for the preparation of the remuneration report in accordance with section 139b of the Danish Companies Act and the remuneration policy adopted at the Annual General Meeting.

Further Management is responsible for the internal control that the Board of Directors considers needed to prepare the remuneration report that is free from material misstatement and omissions, whether due to fraud or error.

## AUDITOR'S RESPONSIBILITY

It is our responsibility to express a conclusion on whether Management has fulfilled its obligations to disclose the information required by section 139b(3) of the Danish Companies Act in the company's remuneration report.

We have conducted our examinations in accordance with ISAE 3000, Assurance Engagements Other than Audits or Reviews of Historical Financial Information, and additional require-

ments under Danish audit regulation to obtain reasonable assurance about our conclusion.

Deloitte Statsautoriseret Revisionspartnerselskab is subject to International Standard on Quality Control (ISQC) 1 and, accordingly, applies a comprehensive quality control system, including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have complied with the requirements for independence and other ethical requirements of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour, and ethical requirements applicable in Denmark.

Our examinations included an examination of whether the remuneration report, to the extent relevant, includes the disclosures required by section 139b(3), items 1-6, of the Danish Companies Act for the remuneration of each member of Management.

Our examinations have not included an examination of accuracy and completeness of the disclosures, and we do not express any conclusion on this.

## CONCLUSION

It is our opinion that Management has fulfilled its obligations to disclose, in all material respects, the information required by section 139b(3) of the Danish Companies Act in the company's remuneration report for 2021.

Aarhus, 10 February 2022

## Deloitte

Statsautoriseret Revisionspartnerselskab  
Business Registration No 33 96 35 56

Henrik Vedel  
State-Authorised Public Accountant  
MNE no mne10052

Lars Siggaard Hansen  
State-Authorised Public Accountant  
MNE no mne32208



Solar A/S  
Industrivej Vest 43  
DK-6600 Vejen  
Tel. +45 79 30 00 00  
CVR no. 15908416

[www.solar.eu](http://www.solar.eu)  
<http://www.linkedin.com/company/solar-as>