



## **Tivoli A/S – Notice convening Annual General Meeting**

In accordance with article 8 of the articles of association, notice is hereby given of the annual general meeting of Tivoli A/S:

**on Thursday, 28 April 2022, at 13:30 CET**

at Tivoli's Concert Hall, Vesterbrogade 3, 1630 Copenhagen V. The Concert Hall can be accessed via Tivoli's Main Entrance and the entrance across Copenhagen Central Station

### **Agenda:**

1. Report by the board of directors on the company's activities during the past year;
2. Presentation and adoption of the annual report;
3. Resolution on the appropriation of profit or loss as recorded in the adopted annual report;
4. Any proposals by the board of directors or the shareholders.

The board of directors submits the following proposals:

- a. Proposal to amend the articles of association: possibility of holding general meetings by electronic means only
- b. Proposal to amend the remuneration policy
- c. Proposal to approve the remuneration of the board of directors for 2022
5. Advisory vote on remuneration report;
6. Election of members to the board of directors;
7. Election of auditors;
8. Any other business.

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### **Majority requirements**

Adoption of the proposals submitted under agenda items 2, 3, 4b), 4c), 6 and 7 will require a simple majority of votes. The vote under agenda item 5 will be an advisory vote only.

Adoption of the proposals submitted under agenda item 4a) will require a special majority of votes, see section 106 of the Danish Companies Act and article 17 of the company's articles of association. Hence, adoption of the proposal will require that the proposal is adopted by at least 2/3 of the votes cast and of the voting share capital represented at the general meeting.

### **Attendance, admission cards and voting rights**

Admission cards will be provided to shareholders who are entitled to attend and vote at the general meeting. Anyone who (i) no later Thursday, 21 April 2021 at 23:59 CET, have had their shares registered

in the register of shareholders or have contacted the Company for entry in the register of shareholders, and this request has been received by the Company, and (ii) has given notice of their attendance at the general meeting no later than Sunday, 24 April 2022 at 23:59 CET, will be entitled to attend and vote at the general meeting, see article 12 of the articles of association.

Shareholders may announce their participation in the general meeting and request admission cards electronically via the investor portal on the company's website [www.tivoli.dk/en/om/virksomheden/aktionaerinformation](http://www.tivoli.dk/en/om/virksomheden/aktionaerinformation) or via VP Securities A/S' (Euronext Securities) website on [www.vp.dk/agm](http://www.vp.dk/agm). It is also possible to return the completed attendance form via postal mail to VP Securities A/S (Euronext Securities), Nicolai Eigtveds Gade 8, 1402 København K or via e-mail to [vp\\_vpinvestor@euronext.com](mailto:vp_vpinvestor@euronext.com), however, the attendance form must be received by VP Securities A/S (Euronext Securities) no later than Sunday, 24 April 2022, at 23:59 CET.

Admission cards will be sent to the email address specified at the time of confirming attendance. The admission card must be presented at the general meeting either electronically on a smartphone/tablet or printed. In case you forget your admission card to the general meeting, it can be reprinted upon presentation of valid ID (for instance passport or driver's licence).

Any shareholder who has requested an admission card without specifying an email address can pick up the admission card at the entrance to the general meeting upon presentation of valid ID.

Voting papers will be handed out at the admission checkpoint for entry to the general meeting.

The general meeting can be followed as a live webcast on the investor portal on the company's website [www.tivoli.dk/en/om/virksomheden/aktionaerinformation](http://www.tivoli.dk/en/om/virksomheden/aktionaerinformation). In case the general meeting is followed via webcast, it will not be possible to submit questions/comments nor vote.

### **Voting by proxy**

Shareholders may vote by proxy. The proxy must be in writing and dated. An instrument of proxy issued to the board of directors of the company may only concern a specific general meeting with an agenda that is known in advance. Appointment of a proxy must either be notified to the company electronically on the investor portal on the company's website [www.tivoli.dk/en/om/virksomheden/aktionaerinformation](http://www.tivoli.dk/en/om/virksomheden/aktionaerinformation) or VP Securities A/S' (Euronext Securities) website [www.vp.dk/agm](http://www.vp.dk/agm) or by the proxy form which is sent to the shareholders together with the notice convening the general meeting and at the same time made available on the company's website. Instruments of proxy must be received by VP Securities A/S (Euronext Securities) no later than Sunday, 24 April 2022, at 23:59 CET. The proxy may also present a written and dated instrument of proxy at the general meeting.

### **Postal vote**

Votes may also be cast by post. Postal votes may be submitted electronically on the investor portal on the company's website [www.tivoli.dk/en/om/virksomheden/aktionaerinformation](http://www.tivoli.dk/en/om/virksomheden/aktionaerinformation) or VP Securities A/S' (Euronext Securities) website [www.vp.dk/agm](http://www.vp.dk/agm) or by the proxy form which is sent to the shareholders together with the notice convening the general meeting and at the same time made available on the company's website. Postal votes must be received by VP Securities A/S (Euronext

Securities) no later than Wednesday, 27 April 2022, at 23:59 CET. Once a postal vote has been submitted, it cannot be revoked.

### **Written questions**

Shareholders may in writing submit questions about the agenda, the documents to be presented at the general meeting, or the company's position in general. Questions may be submitted by post or by e-mail to [investor@tivoli.dk](mailto:investor@tivoli.dk). Questions submitted will be answered at the general meeting.

### **Information on the company's website**

The following documents and information will be available on the company's website in the period from 6 April 2022 to 28 April 2022 (both days inclusive): 1) The notice convening the general meeting; 2) information about the total number of shares and voting rights as at the date of the convening notice; 3) all documents to be presented at the general meeting, including the annual report 4) the agenda of the general meeting and the full text of all proposals; and 5) postal and proxy voting forms.

### **Inspection of documents**

The agenda and the complete proposals as well as the documents to be presented at the general meeting including the annual report, have been submitted for inspection to the shareholders from 6 April 2022 to 28 April 2022 in Tivoli Box Office, Vesterbrogade 3, 1630 Copenhagen V.

### **Share capital and account-holding bank**

The company's share capital is DKK 57,166,600 divided into shares of DKK 10 each. Each share of nominally DKK 10 carries one vote. The company's account-holding bank is Danske Bank.

### **Personal data**

For the purposes of the general meeting, the company will collect, process and store certain personal data. In this connection, reference is made to the company's personal data policy, which is accessible on the company's website <https://www.tivoli.dk/en/om/behandling-af-personoplysninger>.

Copenhagen, 6 April 2022  
The board of directors  
Tivoli A/S