



## Notice of General Meeting

Roblon Aktieselskab, Frederikshavn, convenes an annual general meeting.

**Thursday, 28 January 2021 at 16.30 in Det Musiske Hus, Rådhusallé 98, Frederikshavn**

To minimize the spread of corona virus (COVID-19), Roblon urges shareholders not to physically attend the general meeting. Shareholders are instead encouraged to exercise their shareholder rights by giving a proxy to the Board of Directors or by postal voting in advance of the general meeting rather than physically attending the general meeting.

This year there will be no catering after the general meeting's formal program.

Questions on the agenda that are to be answered at the general meeting can be sent by email to [info@roblon.com](mailto:info@roblon.com) no later than 21 January 2021.

Roblon reserves the right to change the physical setup of the general meeting if the authorities change the applicable guidelines regarding COVID-19.

## Agenda

1. Election of a chairman of the meeting.
2. Report by the Board of Directors on the activities of the Company.
3. Presentation of the audited annual report and any consolidated financial statements for approval.
4. Resolution as to the appropriation of profit or covering of loss according to the approved annual report.
5. Resolution to discharge the members of the Board of Directors and the Executive Management from liability.
6. Proposals received.

Proposals from the Board of Directors:

- 6.1 Authorization to purchase own shares
- 6.2 Remuneration report
- 6.3 Amendments to the company's articles of association

7. Election of members to the Board of Directors.

8. Appointment of one or two auditors.

9. Any other business.

No proposals have been submitted by the shareholders for consideration at the general meeting.

## **Comments and complete suggestions**

Re the agenda item 3.

The Board of Directors proposes that the presented annual report be adopted.

Re the agenda item 4.

The Board of Directors recommends that no dividend is paid.

Re the agenda item 5.

The Board of Directors proposes that the Board of Directors and the Executive Board are granted discharge.

Re the agenda item 6.1.

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to permit the company to acquire its own shares up to 10% of the share capital until 30/6 2022 and at a price that may not exceed 10% from the price quoted on Nasdaq OMX Copenhagen A/S at the time of acquisition.

Re the agenda item 6.2.

The Board of Directors proposes that the General Meeting approves the remuneration report proposed by the Board of Directors, attached as appendix 1. The remuneration report provides a total overview of the remuneration that the individual management members (both new and former) have been awarded or have credit for during the financial year. The remuneration report is prepared in accordance with the Danish Companies Act's new requirements in this regard and in accordance with the Recommendations on Corporate Governance. The remuneration report is submitted for an indicative vote.

Re the agenda item 6.3.

The Board of Directors proposes to amend the company's Articles of Association allowing the company to hold fully or partially electronic general meetings.

The Board of Directors proposes the following wording added to § 8: "The Company's general meetings are held in the municipality of the Company's registered office, in the municipality of Aalborg, in the municipality of Copenhagen *"or electronically cf. § 12 of the Articles of Association."* at the discretion of the Board of Directors.

The Board of Directors proposes to add the following new § 12 regarding electronic general meetings: *"The Board of Directors is authorized to decide that general meetings are held fully or partially electronically. The Board of Directors must ensure that electronically held general meetings are conducted in a secure manner, and must ensure that the applied system is designed so that the legislation's requirements for holding general meetings are met, including in particular shareholders' access to attend, speak and vote at general meetings. The system must make it*

*possible to determine which shareholders are participating, which share capital and voting rights they represent, as well as the result of voting. Through their own Internet connection, the shareholders join a virtual forum where the general meeting is held. The Board of Directors determines the detailed requirements for the systems applied at electronic general meetings. In the notice convening the electronic general meeting the detailed requirements to the electronic equipment to be used when attending the general meeting are stated. It is also stated, how the registration takes place and where the shareholders can find information about the procedure in connection with the general meeting.”*

The Board of Directors propose to update the standard agenda for the Annual General Meeting to reflect the new requirements in the Danish Companies Act, according to which Roblon must submit a remuneration report for an indicative vote at the Annual General Meeting from 2021 onwards. The Board of Directors proposes to add the following new § 9.5 to the standard agenda: “*Approval of remuneration report*”.

The proposed amendments to the Articles of Association are listed in Appendix 2.

Re the agenda item 7.

The Board of Directors proposes re-election of Jørgen Kjær Jacobsen, Ole Lønsmann Andersen, Peter Sloth Vagner Karlsen and Randi Toftlund Pedersen. A description of the candidates’ competences and an overview of management positions in other companies is attached as appendix 3.

Re the agenda item 8.

The Board of Directors recommends re-election of PwC based on the recommendation from the audit committee. The audit committee has in its assessment and recommendation not been influenced by third parties and has not been subject to any agreements with third parties restricting the general meeting’s election of auditor.

## **Adoption requirements**

Adoption of the proposals made under items 1 – 6.2 and 7 – 8 are subject to a simple majority of votes, cf. § 11 of the Articles of Association. The adoption of the proposal to amend the Articles of Association under item 6.3, pursuant to section 106 of the Danish Companies Act and the Articles of Association, requires that two-thirds of both votes cast and the capital represented at the meeting vote in favour of the proposal.

## **Share capital and voting rights**

The company’s capital is nom. DKK 35.763.000 distributed on 27.775 DKK 200 A-shares (nom. DKK 5.555.000) and 1.510.400 DKK 20 B-shares (nom DKK 30.208.000). Each DKK 200 A-share carries 100 votes. Each DKK 20 B-share carries 1 vote.

A shareholder’s shareholding and voting rights are defined on the registration date. A shareholder may only participate in the general meeting if the shares are registered in the shareholder’s name in the register of shareholders or the acquisition of which the shareholder has reported and documented on this date. The registration date is 1 week before the general meeting.

Only persons who, at the date of registration at the latest, are shareholders in the company, have the right to participate and vote at the general meeting.

## **Presentation of documents**

From 23 December 2020, the following documents will be available on the company’s website [roblon.com](http://roblon.com) and in the company’s office for inspection by shareholders:

1. Notice of the general meeting
2. The total number of shares and votes on the date of the notice
3. The documents to be presented at the general meeting, including annual report 2019/20
4. The agenda and the full text of all proposals, and
5. Proxy form

According to the company's articles of association, registered shareholders making a written request are entitled, free of charge, to have a draft of the annual report sent to the address stated in the register of shareholders.

### **Admission card, power of attorney or postal vote**

A shareholder's right to attend and vote at the general meeting is determined by the shares held by the shareholder on the registration date (1 week before the general meeting) 21 January 2021.

In addition, the right of a shareholder to attend the general meeting presupposes that the shareholder has ordered an admission card to the general meeting no later than Friday, 22 January, 2021. As previously stated, however, instead of physically attending, we encourage shareholders to give a proxy to the Board of Directors no later than January 22, 2021 or to postal vote no later than 27 January 2021 at 4. Pm. Postal votes may not be revoked.

Ordering an admission card, giving a proxy to the Board of Directors or submitting a postal vote can be done as follows:

1. Electronically via the Investor Portal on the company's website [www.roblon.com](http://www.roblon.com).  
The Investor Portal can be found by selecting "Investor" in the upper left corner. Then select the tab "Investor Portal" and finally press the yellow button  
When registering, use NemID or username and password. If you have forgotten your password for the Investor Portal, a new password can be ordered via the portal.
2. Submission of the registration / proxy form via e-mail to [gf@computershare.dk](mailto:gf@computershare.dk)
3. Submission of the registration / proxy form via post to Computershare A/S, Lottenborgvej 26, 2800 Kgs. Lyngby
4. Via phone to Computershare A/S on tel. +45 45 46 09 97 on weekdays between 09:00 – 15:00.

***Please note that admission cards will be sent out electronically via e-mail to the e-mail address specified in the Investor Portal when registering. The admission card must be brought to the general meeting either electronically on a smartphone/tablet or in print.***

***Shareholders who have requested an admission card without providing an e-mail address can pick up the admission card at the entrance to the general meeting on presentation of a valid ID..***

***Voting papers will be handed out at the access control at the general meeting.***

The Board of Directors