



Annual General Meeting 2023

April 27, 2023

On Thursday, 27 April 2023 at 4 pm CEST Royal Unibrew A/S held its Annual General Meeting at which the below resolutions were adopted.

Agenda and full contents of the proposals:

1. Report on the Company's business activities during the year

The Board of Directors' report was noted.

2. Presentation of the audited Annual Report for 2022 for approval

The Company's Annual Report for 2022 was adopted by the Annual General Meeting.

3. Resolution to discharge the Board of Directors and the Executive Management from liability

The General Meeting adopted the resolution to discharge the Board of Directors and the Executive Board from liability.

4. Proposed distribution of profit for the year, including resolution on the amount of dividend

The General Meeting adopted the Board of Directors' proposal to pay out dividend of DKK 14.50 per share of nominally DKK 2 corresponding to a total dividend of DKK 728 million.

5. Presentation of the Remuneration Report for 2022 for approval

The Company's Remuneration Report for 2022 was approved by the Annual General Meeting.

6. Approval of remuneration of the Board of Directors for 2023

The General Meeting adopted the Board of Directors' proposal regarding the fees to the Board of Directors for 2023 to the effect that the base fee is increased to DKK 415,000 per board member ("Base Fee"). The Chair shall receive 3 times the Base Fee (including Base Fee) and the Deputy Chair shall receive 1¼ times the Base Fee (including Base Fee) for their extended duties and obligations.

Board members who also serve on the Nomination and Remuneration Committee or the Audit Committee will receive an additional annual fixed fee corresponding to 33% of the Base Fee per membership of one of the board committees, and the Chairs of the committees receive an annual fixed fee corresponding to 50% of the Base Fee per chairmanship for their extended duties and obligations.

In addition to the above stated remuneration to members of the Board of Directors, the Company pays out-of-pocket expenses, including travel and transport costs, associated with the services rendered for the Board of Directors, and the Company may also pay foreign social charges and similar charges within the EU, charged by foreign authorities in relation to the fees.

7. Consideration of proposals submitted by the Board of Directors

7.1 Authorisation to acquire treasury shares

The General Meeting adopted the Board of Directors proposal to authorize the Board of Directors until next Annual General Meeting to let the Company acquire treasury shares equivalent to a total of 10% of the Company's share capital at the time of the authorization, provided that the Company's total holding of treasury shares at no point exceeds 10% of the Company's share capital. The consideration must not deviate by more than 10% from the official price quoted at Nasdaq Copenhagen at the time of acquisition.

7.2 Approval of Remuneration Policy

The General Meeting approved the updated Remuneration Policy as proposed by the Board of Directors.

8. Election of members of the Board of Directors

The General Meeting re-elected:

- o Peter Ruzicka
- o Jais Valeur
- o Christian Sagild
- o Catharina Stackelberg-Hammarén
- o Heidi Kleinbach-Sauter
- o Torben Carlsen

9. Appointment of state-authorized public auditor

The General Meeting adopted the Board of Directors proposal to elect Deloitte as the Company's auditor.

Following the Annual General Meeting, the Board of Directors elected:

- o Peter Ruzicka as Chairman and
- o Jais Valeur as Deputy Chairman

Board composition following the Annual General Meeting:

- o Peter Ruzicka (Chairman)
- o Jais Valeur (Deputy Chairman)

- o Christian Sagild
- o Catharina Stackelberg-Hammarén
- o Heidi Kleinbach-Sauter
- o Torben Carlsen
- o Martin Alsø (employee representative)
- o Claus Kærgaard (employee representative)
- o Michael Nielsen (employee representative)

Nomination and Remuneration Committee:

- o Peter Ruzicka (Chairman)
- o Jais Valeur

Audit Committee:

- o Christian Sagild (Chairman)
- o Peter Ruzicka

Yours sincerely
Royal Unibrew A/S

The Board of Directors

Attachment

- [Fond-RU-14-2023-uk - Annual General Meeting](#)