



Annual General Meeting 2024

May 1, 2024 at 4:27 PM CEST

COMPANY ANNOUNCEMENT NO 13/2024 - May 1, 2024

On Tuesday, 30 April 2024 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 2023 for approval

The Company's Annual Report for 2023 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 in relation to the approved Annual Report 2023.

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

The General Meeting adopted the Board of Directors' proposal that no ordinary dividend is paid out and that the net profit of DKK 1,095 million is to be carried forward.

5. Presentation of the Remuneration Report for 2023 for approval

The Company's Remuneration Report for 2023 was approved by the Annual General Meeting.

6. Approval of remuneration of the Board of Directors for 2024

The General Meeting adopted the Board of Directors' proposal regarding the fees to the Board of Directors for 2024 remain unchanged. The base fee will thus be DKK 415,000 per board member ("Base Fee"). The Chair shall continue to receive three times the Base Fee (including Base Fee) and the Deputy Chair shall continue to 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 transportation costs, associated with the services rendered as member of 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 Authorization to distribute extraordinary dividend

The General Meeting adopted the Board of Directors proposal to distribute extraordinary dividend of up to DKK 14.5 per share (of a nominal value of DKK 2) to the shareholders of the Company, cf. section 182(2) of the Danish Companies Act. The authorization shall be in force until the next annual general meeting of the Company.

8. Election of members of the Board of Directors

The General Meeting re-elected:

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

The General Meeting elected new board member:

- o Lise Mortensen

9. Appointment of state-authorised public auditor

The General Meeting adopted the Board of Directors proposal to elect Deloitte as the Company's auditor. The appointment applies to both the financial auditing as well as assurance engagements relating to sustainability reporting.

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

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

Board composition following the Annual General Meeting:

- o Peter Ruzicka (Chair)
- o Jais Valeur (Deputy Chair)
- o Catharina Stackelberg-Hammarén
- o Heidi Kleinbach-Sauter
- o Torben Carlsen
- o Lise Mortensen
- o Kenn Hvarre (employee representative)
- o Claus Kærgaard (employee representative)
- o Michael Nielsen (employee representative)

Nomination and Remuneration Committee:

- o Peter Ruzicka (Chair)
- o Jais Valeur

Audit Committee:

- o Lise Mortensen (Chair)
- o Peter Ruzicka

Yours sincerely
Royal Unibrew A/S

The Board of Directors

Attachment

- [Fond-RU-13-2024-uk - Annual General Meeting](#)