



Announcement

To NASDAQ OMX Copenhagen A/S and the press

Nørresundby, Denmark, 8 January 2014

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Annual General Meeting of RTX to be held on 31 January 2014

Enclosed please find a convening to the Annual General Meeting of RTX to be held on Friday 31 January 2014 at 3.00pm at the Company's address: Strømmen 6, Nørresundby.

Best regards,
RTX A/S

Flemming Hynkemejer
President & CEO

Questions and further information:

Flemming Hynkemejer, President & CEO, tel. +45 96 32 23 00

Please visit RTX's website at: www.rtx.dk

RTX A/S
Strømmen 6
DK-9400 Nørresundby,
Danmark
Tel : +45 96 32 23 00
Fax : +45 96 32 23 10
VAT# : DK 17 00 21 47
Web : www.rtx.dk
E-mail : info@rtx.dk



Annual General Meeting

to be held on Friday 31 January 2014 at 3.00pm
at the Company's address Strømmen 6, DK-9400 Nørresundby

In accordance with the Company's Articles of Association, the agenda for the Annual General Meeting is as follows:

1. The Supervisory Board's review of the Company's activities in the past financial year.
2. Presentation of the audited annual report 2012/13 for adoption and resolution on discharge of the Supervisory Board and the Directors. The Supervisory Board recommends that the annual report and the discharge of the Supervisory Board and the Directors are adopted.
3. Resolution as to the utilisation of profit or coverage of loss according to the adopted annual report. The Supervisory Board recommends that a dividend of DKK 0.5 per share is paid for the fiscal year 2012/13.
4. Election of members to the Supervisory Board. Based on the results for 2012/13 the Supervisory Board considers the turn-around process completed. Consequently, the Chairman of the Board Jens Alder and the Board member Karsten Vandrup do not wish to be re-elected. The Supervisory Board recommends re-election of Peter Thostrup, Jens Hansen and Jesper Mailind. The Supervisory Board also recommends new elections of Thomas Sieber and Katrin Calderon.
5. Appointment of auditors. The Supervisory Board recommends re-election of the Company's current auditor Deloitte, State-authorized public accountant.
6. Proposal from the Supervisory Board:
 - a) Reduction of the Company's share capital by annulment of treasury shares and an amendment to the Articles of Association article 4.1.

The Supervisory Board proposes that the share capital is reduced by nominal DKK 3,608,615 from DKK 47,170,255 to DKK 43,561,640 by annulment of 721,723 treasury shares acquired by the Company in the buy-back programme and that article 4.1 in the Articles of Association is consequently amended to the following: *"The Company's share capital amounts to DKK 43,561,640 divided in shares at DKK 5 or multiples hereof."*

- b) Authorization to the Supervisory Board to grant permission to the Company to acquire treasury shares.

The Supervisory Board proposes that the Company is granted permission to acquire treasury shares until the next Annual General Meeting in January 2015, as the Company's holding of treasury shares must not at any time exceed 10% of the Company's share capital. Remuneration for the shares must not deviate by more than 10% of the share rate listed at NASDAQ OMX Copenhagen A/S at the time of the acquisition.

- c) Update of the guidelines for incentive programmes.

The Supervisory Board proposes approval of the guidelines in appendix 1 for incentive programmes updated by the Board.

- d) Authorization to the chairman of the meeting.

The Supervisory Board proposes that the chairman of the meeting with right of substitution is authorized to announce the approved decisions to the Danish Business Authority and to make any such changes and additions hereto if required by the Danish Business Authority as a condition for registration.

7. Any other business.

Share capital

The share capital amounts to DKK 47,170,255. Only one share class exists. The capital is divided on shares at DKK 5 and multiples hereof. Each share of DKK 5 gives one vote.

Agenda and complete proposals made available at the Company's offices

No later than Thursday 16 January 2014, the convening, agenda and complete proposals will be made available at the Company's offices as well as sent to all shareholders having so requested. Necessary information and documents for the Annual General Meeting are available from the same date at the Company's website www.rtx.dk.

Adoption requirements

In order to adopt 6a) and 6d) in the agenda at least 2/3 of the voting share capital shall be represented at the General Meeting, and that the proposals are adopted of such a qualified majority required by the Company Act, ref. article 10.3 in the articles of association. In the event that less than 2/3 of the voting share capital is represented at the General Meeting, and the proposals are adopted by a qualified majority required by the Company Act, the Supervisory Board will convene to an extraordinary general assembly within 2 weeks, where the proposals may be adopted by a qualified majority as required by the Company Act, ref. article 10.4.

To adopt the remaining points of the agenda a simple majority is required, ref. article 10.2.

Shareholders' right to attend the Annual General Meeting and to vote

A shareholder's right to attend the Annual General Meeting and to vote is determined on the basis of the shares held by the shareholder at the date of registration, which is Friday 14 January 2014. Furthermore, a shareholder must take out an admission card for him or herself as well as for any advisor on Monday 27 January 2014 at the latest. Admission cards shall be issued to any such person who, according to the register of shareholders, is recorded as shareholder on the date of registration or for whom the Company at the date of registration has received an adequate request to be recorded in the register of shareholders.



At the Annual General Meeting the Supervisory Board will answer questions from the shareholders on conditions important to the evaluation of questions to be addressed at the Annual General Meeting. Prior to the Annual General Meeting questions may be sent to the Supervisory Board by e-mail to ir@rtx.dk or by post to RTX A/S, Att. "Investor Relations", Strømmen 6, 9400 Nørresundby.

Admission cards with voting slips can be obtained from VP Investor Services A/S on tel. +45 43 58 88 91 on Monday 27 January 2014 at 4.00pm at the latest. Admission cards with voting slips can also be obtained at VP Investor Services A/S' website www.vp.dk/gf or RTX's website www.rtx.dk/investor on Monday 27 January 2014 at 4.00pm at the latest.

Voting shareholders, who are unable to attend the Annual General Meeting, may grant a power of attorney. Power of attorney form is available at www.rtx.dk/investor or can be obtained from VP Investor Services A/S on tel. +45 43 58 88 91. Power of attorney must be received by VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S no later than Monday 27 January 2014.

Voting shareholders, who are unable to attend the Annual General Meeting, may vote by post. Postal voting form is available at www.rtx.dk/investor or can be obtained from VP Investor Services A/S on tel. +45 43 58 88 91. Postal votes must be received by RTX A/S, Strømmen 6, DK-9400 Nørresundby no later than Monday 27 January 2014.

Nørresundby, Denmark, 8 January 2014

Supervisory Board
RTX A/S



Regarding article 4 in the agenda

Election of members to the Supervisory Board

Background information about members of the Supervisory Board nominated for re-election:

Peter Thostrup, Deputy Chairman, born 1960. Elected by the shareholders at the General Meeting, first time in 2009.

Education: M.Sc. in Advanced Economics and Finance 1987. MBA 1986.

Title: Executive Vice President, Finance and IT, DLH Group.

Other directorships: Member of the Supervisory Board of Noa Noa ApS, Denmark.

Nationality: Denmark

Jens Hansen, born 1958. Elected by the shareholders at the General Meeting, first time in 1994.

Education: MSc (Engineering) 1984.

Title: Vice President, Strategic Technology, RTX A/S.

Other directorships:

Chairman of the Supervisory Board of Futarque A/S, Denmark.

CEO of JH Venture ApS, Denmark.

Nationality: Denmark

Jesper Mailind, born 1956. Elected by the shareholders at the General Meeting, first time in 2009 and again in 2013.

Education: HD 1982 and MBA 1984.

Title: CEO of Alectia from January 2013.

Other directorships:

Member of the Supervisory Board of Kompan A/S, Denmark.

Nationality: Denmark

Background information about members of the Supervisory Board nominated for election:

Thomas Sieber, born 1962

Education: Lic oec. HSC.

Other directorships: Chairman of the Supervisory Board in Orange Communications SA.

Nationality: Schweizlerland

Katrin Calderón, born 1968

Education: University degree in Business Administration, Linköping University, and EADA, Barcelona, Spain.

Primary employment: Global Category Director Devices, Telenor Group.

Nationality: Sweden

The nominated candidates together represent competencies within management of globally operating technology companies, international business-to-business sale and accounting and finance.

Two of the five members in the Supervisory Board elected at the General Meeting are considered not independent as defined in Corporate Governance from NASDAQ OMX Copenhagen A/S. Jens Hansen,

who is employed in the Group, is one of the Company's original founders and at the same time a major shareholder with a share capital of more than 5% of the Company's shares.

To meet the recommendations for Corporate Governance from NASDAQ OMX Copenhagen A/S regarding independence, a member of the Supervisory Board should not within the past 5 years have been a member of the company's Executive Board. Jesper Mailind has in the period June 2009 to January 2013 been CEO of RTX A/S, and therefore he is not considered an independent member of the Supervisory Board.

Regarding article 6a) in the agenda

Reduction of the Company's share capital by annulment of treasury shares and change of article 4.1 in the articles of association.

The Supervisory Board proposes that the Company's share capital is reduced by a nominal amount of DKK 3,608,615 from DKK 47,170,255 to DKK 43,561,640 by annulment of 721,723 treasury shares acquired by the Company in the buyback programme. The treasury shares proposed to be annulled are acquired for a total amount of DKK 11,465,427, so besides the nominal reduction amount of DKK 3,608,615 further DKK 7,856,812 have been paid for these shares.

The reduction amount is used for payment to the shareholders as annulment of own shares, ref. the Company Act article 188.

As a consequence of the capital reduction it is proposed that article 4.1 in the Articles of Association is amended to the following:

"The Company's share capital amounts to DKK 43,561,640 divided on shares at DKK 5 or multiples hereof."

Prior to the capital reduction the Company's creditors will be encouraged via the Danish Business Authority's it-system to report their claims within 4 weeks, ref. article 192.1 in the Company Act. The capital reduction and the following amendment in the Articles of Association will be registered in the Danish Business Authority after the 4 weeks' period.

Regarding article 6b) in the agenda

Authorization to the Supervisory Board to grant permission to the Company to buy treasury shares.

The Supervisory Board proposes that the Company is granted permission to acquire treasury shares until the next Annual General Meeting in January 2015, as the Company's holding of treasury shares must not at any time exceed 10% of the Company's share capital. Remuneration for the shares must not deviate by more than 10% of the share rate listed at NASDAQ OMX Copenhagen A/S at the time of the acquisition.

Under the assumption that the authorization is adopted, the Supervisory Board has decided to initiate a buyback of own shares of up to DKK 12 million. As a consequence of the liquidity of the Company's shares, the actual number of shares will depend on the market conditions at the time of the acquisition.

The buyback of own shares will be carried out taking into account RTX's internal rules for trading in its own shares, implying that buyback will be effected within a period of four weeks after the announcements of interim reports and annual results.

Regarding article 6c) in the agenda

Update of the guidelines for incentive programmes.

In accordance with the new guidelines the Supervisory Board can implement share-based incentive programmes granted during several years based on a fixed and uniform rate of award and exploitation determined at the establishment of the programme. The Supervisory Board estimates that the change will create increased flexibility for the Supervisory Board's opportunities to define a share-based programme supporting the long-term growth in the Company by determining performance criteria for the programme's total cycle, and at the same time maintaining the principles for maximum incentive programmes laid out in the valid guidelines as well as the period of maturity and exploitation.

Furthermore, in accordance with the Corporate Governance recommendations' article 4.1.2 the guidelines contain a clause determining that individual agreements concerning fluctuating remuneration shall include a stipulation ensuring pay-back of remuneration based on information that later on proves to be faulty (claw-back). It is also emphasized that the terms for resignation (good-/bad leaver etc.) shall be reflected.

In accordance with the above a new clause has been added to the guidelines' article 2 as well as a new article 4, ref. the highlighted sections in the enclosed appendix 1 containing proposals for new guidelines for incentive programmes in the company.

Appendix 1: (text in italic marked as grey is proposed amendments to the existing guidelines)

Incentive programmes in RTX

1. General principles

In order to create shared interests between RTX A/S' directors and shareholders and to focus on both short-term and long-term goals, RTX A/S considers it appropriate to establish incentive programmes for RTX A/S' directors. Such incentive programmes may include any kind of variable remuneration, including different share-based instruments as share options and warrants as well as not share-based bonus agreements, both current, isolated and based on certain events.

Whether or not a director is comprised by an incentive programme – and which agreements are made – depends if it is considered advisable to meet the considerations for creating shared interests between RTX A/S' directors and the shareholders and securing the short-term and long-term goals. Besides, the directors' previous and expected performance, motivation and loyalty as well as the company's situation and development in general.

2. Share-based instruments

The value of the total share-based instruments (share options and warrants) granted within a given financial year may amount to up to 100% of the annual gross salary for the directors. The value of the share-based instruments are calculated in accordance with the Black & Scholes formel.

If the Supervisory Board finds it suitable the share-based programme is established over a multiannual successive grant structure, where both the exploitation rate and number of options or warrants in the overall grant are determined at the time of the establishment of the programme and are the basis for assessment in relation to the maximum of 100% in each allocation year.

Share options/warrants may in an ordinary programme be exploited 36 months after the time of the grant at the earliest, and they shall be exploited no later than 84 months after the time of the grant. *Vesting and exercising the share options/warrants is subject to fulfillment of specific performance measures defined by the Supervisory Board.* Special terms may be agreed concerning exercising in the event of extraordinary conditions in the agreement period, i.e. the director's resignation.

3. Not share-based instruments

A not share-based instrument, typically a result bonus agreement or a result contract, may have a duration period of one or several years and it may depend on a certain event in RTX A/S, for instance separation or acquisition of significant business areas etc. It may also be retention bonus, loyalty bonus or others.

Whether or not bonus is paid depends on the fulfillment of the conditions and goals defined in the agreement, fully or partially. This can be individual goals for the director's own performance, RTX A/S' results, results in one or several of RTX A/S' business units, the manager's continued employment for a certain period or a relevant event, including change of control in RTX A/S or a sale of one of RTX A/S' business units.

Current result bonus agreements for the directors will give each member the opportunity to obtain a bonus per calendar year for up to 100% of the director's annual gross salary excluding any bonus payments.

Concerning bonus agreements based on certain events, retention or loyalty bonus, these will - for each bonus factor – give the directors the opportunity to obtain a bonus per calendar year for up to 100% of the director's annual gross salary excluding any bonus payments.

4. Repayment of incentive salary

In the individual incentive agreements the terms are outlined for annulment or repayment of the incentive salary, including annulment in the event of resignation (good-/bad leaver terms etc.) and the obligations to repay in case of failures in the financial calculations or other groundings for grant or earnings.

5. Total maximum

Regardless of the frames for the share-based and not share-based instruments described in articles 2 and 3, the total value of all granted share-based and not share-based instruments within one financial year can as a maximum amount to 100% of each director's annual gross salary excluding any bonus payments.