

# **Announcement**

To Nasdaq Copenhagen A/S and the press

Noerresundby, Denmark, 3 January 2018 Announcement no. 01/2018 Number of pages: 4

# Annual General Meeting of RTX to be held on 25 January 2018

Enclosed please find a convening to the Annual General Meeting of RTX to be held on Thursday 25 January 2018 at 3.00 pm at the Company's address: Stroemmen 6, Noerresundby.

Best regards, RTX A/S

Peter Røpke CEO

Questions and further information: Peter Røpke, CEO, tel. +45 96 32 23 00

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

# **Annual General Meeting**

to be held on Thursday 25 January 2018 at 3.00 pm at the Company's address Stroemmen 6, DK-9400 Noerresundby

## The agenda for the Annual General Meeting is as follows:

- 1. The Board of Director's review of the Company's activities in the past financial year.
- 2. Presentation of the audited annual report 2016/17 for adoption and resolution on discharge of the Board of Directors and the Executive Management. The Board of Directors recommends that the annual report and the discharge of the Board of Directors and the Executive Management are adopted.
- 3. Resolution as to the utilisation of profit or coverage of loss according to the adopted annual report. The Board of Directors recommends a dividend of DKK 2.00 per share for the fiscal year 2016/17.
- Election of members to the Board of Directors.
   The Board recommends re-election of Peter Thostrup, Jesper Mailind, Jens Hansen, Christian Engsted and Lars Tofft.
- 5. Appointment of auditors.

  In accordance with the recommendation from the audit committee, the Board of Directors recommends reelection of the Company's current auditor Deloitte, State-authorized public accountant. The audit committee has not been affected by third parties and is not influenced by any agreements with third parties limiting the free appointment of auditors at the annual general meeting.
- 6. Proposals from the Board of Directors.
- 6.1 The Board of Directors proposes that the Company's share capital is reduced with an amount of nominal DKK 1,000,000 from DKK 45,714,190 to DKK 44,714,190 by annulment of 200,000 treasury shares acquired by the Company in the share repurchase programme and that article 4.1 of the Articles of Association is consequently amended to:
  - "The Company's share capital amounts to DKK 44,714,190 divided in shares at DKK 5 or multiples hereof."
- 6.2 The Board of Directors proposes that until 24 January 2023, the Board of Directors is granted permission to authorize the Company to acquire treasury shares for a nominal value of DKK 4,400,000 (equivalent to approx. 10% of the Company's share capital at the time of the authorization). The Company's holding of treasury shares after the acquisition must not exceed 10% of the share capital at the time. The acquisition price must not deviate by more than 10% from the share price at Nasdaq Copenhagen at the time of the acquisition.
- 6.3 The Board of Directors proposes to change the language version of the annual report from Danish to English.

  A full report will not be available in Danish, however a resume in Danish will be published at the same time as the full report in English. The Articles of Association is consequently amended with a new section 15.2:

  "The Company's annual and interim reports are written and published in English."

- 6.4 The Board of Directors proposes that article 14.1 of the Articles of Association (the Company's provisions regulating the powers to bind the company) is amended to:
  - " The company is subscribed by two directors together or by one director in association with a member of the Board of Directors or by 5 members of the Board of Directors in association or by the entire Board of Directors."
- 6.5 The Board of Directors proposes that Attorney Henrik Møgelmose is authorized to inform the Danish Business Authority of any decisions taken at the Annual General Meeting and in this connection to make any changes and addendums to the decisions and the Company's Articles of Association that the Danish Business Authority may require to register the decisions.
- 7. Any other business.

#### Share capital

The share capital amounts to DKK 45,714,190. Only one share class exists. The capital is divided on shares at DKK 5. Each share of DKK 5 gives one vote.

#### Agenda and documents

No later than Wednesday 3 January 2018, the convening, agenda and complete proposals will be made available at the Company's website www.rtx.dk 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**

Adoption of the proposals under agenda items 6.1 and 6.4 requires that at least 2/3 of the voting share capital is represented at the Annual General Meeting and that the resolution adopted by such qualified majority as required by the Companies Act, ref. Articles of Association, article 10.3. If less than 2/3 of the voting capital is represented at the Annual General Meeting, but the proposals are adopted by such qualified majority as required by the Companies Act, the Board of Directors shall within two weeks convene to an Extraordinary General Meeting where the proposals can be adopted without regard to the amount of capital represented by such qualified majority as required by the companies Act, ref. Articles of Association, 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 Thursday 18 January 2018. A shareholder must take out an admission card for him or herself as well as for any advisor on Friday 19 January 2018 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.

Admission cards with voting slips can be obtained from VP Investor Services A/S on tel. +45 43 58 88 91 on Friday 19 January 2018 at 11.59 pm 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 Friday 19 January 2018 at 11.59 pm 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 filled in, signed and sent by e-mail to vpinvestor@vp.dk or to VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S. The power of attorney must be sent to RTX A/S or VP Invester Services A/S no later than Friday 19 January 2018 at 11.59 pm.

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, Stroemmen 6, DK-9400 Noerresundby no later than Wednesday 24 January 2018 at 11.59 pm.

At the Annual General Meeting the Board of Directors 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 Board of Directors by e-mail to ir@rtx.dk or by post to RTX A/S, Att. "Investor Relations", Stroemmen 6, 9400 Noerresundby.

Noerresundby, Denmark, 3 January 2018

Board of Directors RTX A/S