

## Complete proposals for the Annual General Meeting in RTX A/S

Annual General Meeting of RTX to be held on Thursday 24 January 2019 at 3.00 pm at the Company's address Strømmen 6, DK-9400 Nørresundby with the below agenda and complete proposals:

1. The Board of Director's review of the Company's activities in the past financial year.
2. Presentation of the audited annual report 2017/18 for adoption and resolution on discharge of the Board of Directors and the Executive Board.  
*The Board of Directors recommends that the annual report and the discharge of the Board of Directors and the Executive Board are adopted.*
3. Resolution as to the utilization 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 2017/18.*
4. Election of members to the Board of Directors.  
*No later than 8 days prior to the annual general meeting the Board of Directors will announce the names of the candidates for the company's board of directors and the information about the candidates' directorships in other companies.*
5. Appointment of auditors.  
*In accordance with the recommendation from the audit committee the Board of Directors recommends re-election 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 Articles of Association are amended so that the Company's shares are changed from bearer shares to shares registered to names. In accordance with the Companies Act it is no longer possible to issue bearer shares.*

Therefore, the Board of Directors proposes that the Articles of Association are amended to:

Articles section 5.1 is amended to: *"The Company's shares are issued as shares registered to a name and listed in the Company's register og shareholders "*.

Articles section 6.5 is amended to: *the clause " The notice is also sent via the Danish Business Authority's it-system" is deleted, as the notice via the Danish Business Authority's it-system is not required when the company's shares are issued as shares registered to names. No other amendments are made to section 6.5.*

6.2 The Board of Directors proposes that the following section 5.A is included in the Articles of Association:

"5.A Capital increase

5.A.1 *Until January 23, 2024, the Board of Directors are authorized to increase the Company's share capital one or more times with a maximum of nominal DKK 8,900,000. without pre-emption rights for the Company's existing shareholders. However, the Board of Directors may not utilize the authorization for an amount exceeding 20% of the outstanding share capital at the time of the exercise of the authorization. The increase shall be at market value and against cash deposit, non-cash contribution and/or conversion of debt.*

5.A.2 *Shares issued pursuant to the authorization in section 5.A.1 shall be negotiable instruments and shall be issued in the name and registered in the Company's register of shareholders. There shall be no restrictions on the transferability of the new shares. The new shares shall have the same rights as the Company's existing shares. The new shares shall be entitled to dividends and other rights in the Company from the date determined by the Board of Directors in the increase.*

5.A.3 *The Board of Directors is authorized to define the conditions for a capital increase pursuant to the authorization in section 5.A.1. Furthermore, the Board of Directors is authorized to make necessary changes to the Articles of Association as a result of the Board's use of the authorization in section 5.A.1,*

6.3 *The Board of Directors has received a proposal from shareholder Steen Moeller, Ebeltoft that the age limited for board members given in article 11.5 is deleted and consequently section 11.5 is deleted in its entirety.*

*The Board of Directors recommends that the proposal is adopted.*

6.4 *The Board of Directors proposes that Attorney Henrik Møgelmoose 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.

Nørresundby, Denmark, 21 December 2018

**RTX A/S**

Board of Directors