

## **Announcement**

To Nasdaq Copenhagen A/S and the press

*Noerresundby, Denmark, 1 February 2019*

*Announcement no. 09/2019*

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### **Extraordinary General Meeting of RTX to be held on 4 March 2019**

Enclosed please find a convening to the Extraordinary General Meeting of RTX to be held on Monday 4 March 2019 at 2.00 pm at the Company's address: Stroemmen 6, Noerresundby. The Extraordinary General Meeting is called for final adoption of some of the proposals approved at the Company's Annual General Meeting on 24 January 2019.

Yours sincerely  
RTX A/S

**PETER RØPKE**  
CEO

***Enquiries and further information:***

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*RTX's homepage: [www.rtx.dk](http://www.rtx.dk)*

# Extraordinary General Meeting

to be held on Monday 4 March 2019 at 2.00 pm  
at the Company's address Stroemmen 6, DK-9400 Noerresundby

The agenda for the Extraordinary General Meeting is as follows:

- 1. Final adoption of the proposal approved at the Annual General Meeting on 24 January 2019 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.

- 2. Final adoption of the proposal approved at the Annual General Meeting on 24 January 2019 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.A3 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.*

3. **Final adoption of the proposal approved at the Annual General Meeting on 24 January 2019 that the age limited for board members given in article 11.5 is deleted and consequently section 11.5 is deleted in its entirety.**
4. **Final adoption of the proposal approved at the Annual General Meeting on 24 January 2019 that Attorney Henrik Møgelmoose is given authorization 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.**

#### **Share capital**

The share capital amounts to DKK 44,714,190. 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 Friday 1 February 2019, the convening, agenda and complete proposals will be made available at the Company's website [www.rtx.dk](http://www.rtx.dk) under Investors as well as sent to all shareholders having so requested. Necessary information and documents for the Extraordinary General Meeting are available from the same date at the Company's website [www.rtx.dk](http://www.rtx.dk) under Investors.

#### **Adoption requirements**

Adoption of the proposals under agenda items 1 - 4 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.

#### **Shareholders' right to attend and vote at the Extraordinary General Meeting**

A shareholder's right to attend the General Meeting and to vote is determined on the basis of the shares held by the shareholder at the date of registration, which is Monday 25 February 2019. A shareholder must take out an admission card for him or herself as well as for any advisor on Thursday 28 February 2019 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 until Thursday 28 February 2019 at 11.59 pm at the latest. Admission cards with voting slips can also be obtained at RTX's website [www.rtx.dk](http://www.rtx.dk) under Investors until Thursday 28 February 2019 at 11.59 pm at the latest.

Voting shareholders, who are unable to attend the General Meeting, may grant a power of attorney. Power of attorney form is available at [www.rtx.dk](http://www.rtx.dk) under Investors 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](mailto:vpinvestor@vp.dk) or to VP Investor Services A/S, Weidekampsgade 14, DK-2300 Copenhagen S. The power of attorney must be sent to RTX A/S or VP Investor Services A/S no later than Thursday 28 February 2019 at 11.59 pm.

Voting shareholders, who are unable to attend the General Meeting, may vote by post. Postal voting form is available at [www.rtx.dk](http://www.rtx.dk) under Investors 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 Friday 1 March 2019 at 15.00 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](mailto:ir@rtx.dk) or by post to RTX A/S, Att. "Investor Relations", Stroemmen 6, 9400 Noerresundby.

Noerresundby, Denmark, 1 February 2019

**Board of Directors**

**RTX A/S**