

## Announcement

To Nasdaq Copenhagen A/S and the press

*Noerresundby, Denmark, 20 December 2019*

*Announcement no.75/2019*

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## Annual General Meeting of RTX to be held on 23 January 2020

Enclosed please find a notice convening the Annual General Meeting of RTX to be held on Thursday 23 January 2020 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](http://www.rtx.dk)

# Annual General Meeting

to be held on Thursday 23 January 2020 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 2018/19 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 2.50 per share for the fiscal year 2018/19.*
4. Election of members to the Board of Directors.  
*The Board recommends re-election of Peter Thostrup, Jesper Mailind, Christian Engsted, Lars Tofft and Henrik Schimmell. Information regarding the proposed persons' managerial positions in other companies are available at the Company's website [www.rtx.dk](http://www.rtx.dk).*
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 and from shareholders:
  - 6.1 *The Board of Directors proposes that the Company's share capital is reduced with a nominal amount of DKK 1,500,000 from DKK 44,714,190 to DKK 43,214,190 by annulment of 300,000 treasury shares of nominal DKK 5 each acquired by the Company through share buy-back programmes. Consequently, the Board of Directors proposes that article 4.1 of the Articles of Association is amended to:  
"The Company's capital stock represents DKK 43,214,190 allocated into stocks of DKK 5 or multiples thereof."*
  - 6.2 *The Board of Directors proposes an updated Remuneration Policy be adopted replacing the current policy adopted at the Annual General Meeting on 31 January 2014. The updated Remuneration Policy suggested for*

*adoption is available as an appendix to complete proposals for the Annual General Meeting as presented at the Company's website [www.rtx.dk](http://www.rtx.dk).*

6.3 *The Board of Directors proposes that going forward an item regarding presentation of and advisory vote on the remuneration report is added to the agenda for the annual general meeting. Consequently, it is proposed to add a new agenda item 6 under article 8.2 in the Articles of Association stating "Presentation of and advisory vote on the remuneration report". The current agenda items 6 and 7 will then become items 7 and 8.*

6.4 *The Board of Directors has received a proposal from the shareholders SEInvest Danske Aktier Akkumulerende AKL and SEInvest Danske Aktier AKL to have the General Meeting recommend to the Board of Directors that the existing share buy-back programme (cf. company announcement 61/2019) is increased by DKK 40 million, from DKK 20 million and not more than 200,000 shares to DKK 60 million and not more than 600,000. The full wording of the proposal can be seen in the complete proposals for the Annual General Meeting as presented on the Company's website [www.rtx.dk](http://www.rtx.dk).*

6.5 *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.

### **Share capital**

The share capital amounts to DKK 44,714,190. Only one share class exists. The capital is divided into shares of DKK 5. Each share of DKK 5 gives one vote.

### **Agenda and documents**

No later than Monday, 30 December 2019, the notice to convene, agenda and complete proposals will be made available at the Company's website [www.rtx.dk](http://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](http://www.rtx.dk).

### **Adoption requirements**

Adoption of the proposals under agenda items 6.1 and 6.3 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. According to section 106 of the Companies Act adoption of the proposals under items 6.1 and 6.3 requires the affirmative votes of a least two-thirds of the votes cast as well as two-thirds of the votes represented at the general meeting. 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. Articles of Association, article 10.2.

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

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 16 January 2020. A shareholder must take out an admission card for him or herself as well as for any advisor on Friday 17 January 2020 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 66 until Friday 17 January 2020 at 11.59 pm at the latest. Admission cards with voting slips can also be obtained at RTX's website [www.rtx.dk/investor](http://www.rtx.dk/investor) until Friday 17 January 2020 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](http://www.rtx.dk/investor) or can be obtained from VP Investor Services A/S on tel. +45 43 58 88 66. 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 VP Investor Services A/S no later than Friday 17 January 2020 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](http://www.rtx.dk/investor) or can be obtained from VP Investor Services A/S on tel. +45 43 58 88 66. Postal votes must be received by VP Investor Services A/S, Weidekampsgade 14, DK-2300 Copenhagen S no later than Wednesday 22 January 2020 at 12.00 pm (noon).

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, 20 December 2019

**Board of Directors**

**RTX A/S**