

## Announcement

To Nasdaq Copenhagen A/S and the press

*Noerresundby, Denmark, 4 January 2022*

*Announcement no. 01/2022*

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## Annual General Meeting of RTX to be held on 27 January 2022

Enclosed please find a notice convening the Annual General Meeting of RTX to be held on Thursday 27 January 2022 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)

The Board of Directors of RTX A/S has the pleasure of convening the

# Annual General Meeting

to be held on Thursday 27 January 2022 at 3.00 pm  
at the Company's address Stroemmen 6, DK-9400 Noerresundby

## COVID-19 measures

In connection with the Annual General Meeting, RTX follows the applicable recommendations and guidelines from the Danish health authorities. Accordingly, all participants will be required to comply with COVID-19 restrictions and instructions from the public authorities applicable from time to time, including – if required by the authorities – to present a valid corona passport when entering the premises for the Annual General Meeting and other potential measures which may be in place.

To reduce the spread of COVID-19 as much as possible, shareholders can and are encouraged to follow the Annual General Meeting via webcast instead of attending in person and to vote in advance by correspondence or by proxy. The Annual General Meeting will be held in Danish and broadcast directly by webcast on the Company's website at <http://www.rtx.dk/agm2022stream>. The webcast will be available at the time of the Annual General Meeting. It is not necessary to take out an admission card in order to view the webcast. Voting by proxy or by correspondence, however, shall be done prior to the Annual General Meeting in accordance with the deadlines stated below. Furthermore, it is recommended that any questions for the Annual General Meeting to be send in writing prior to the Annual General Meeting as also described below.

To further reduce the spread of COVID-19 as much as possible no refreshments will unfortunately be served at the Annual General Meeting.

## Agenda:

1. The Board of Director's review of the Company's activities in the past financial year.
2. Presentation of the audited annual report 2020/21 for adoption and resolution on discharge of the Board of Directors and the Executive Board.
3. Resolution as to the utilization of profit or coverage of loss according to the adopted annual report.
4. Election of members to the Board of Directors.
5. Appointment of auditors.
6. Presentation of and advisory vote on the remuneration report.
7. Proposals from the Board of Directors and from shareholders:
  - 7.1 The Board of Directors proposes that the Company's share capital is reduced with a nominal amount of DKK 875,000 by annulment of 175,000 treasury shares of nominal DKK 5 each acquired by the Company through share buy-back programmes.
  - 7.2 Authorization to inform the Danish Business Authority of decisions taken at the Annual General Meeting.
8. Any other business.

**Complete proposals for the items on the agenda:**

1. The Board of Director's review of the Company's activities in the past financial year.
2. Presentation of the audited annual report 2020/21 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 that no dividend be paid for the financial year 2020/21.*

4. Election of members to the Board of Directors.

*The Board recommends re-election of Peter Thostrup, Jesper Mailind, Lars Christian Tofft and Henrik Schimmell.*

*Christian Engsted has decided not to seek re-election. The Board of Directors therefore recommends election of Ellen Andersen and Katja Millard as new members of the Board of Directors. Ellen Andersen has significant international management experience within IT, IoT and digital development from large global and listed companies. Katja Millard has significant international management experience from the hardware and electronics industries within sales, marketing, innovation and product development. Through their substantial relevant experience and competencies within these areas, the new candidates are expected to complement the Board of Directors well. After the possible election of new members, the Board of Directors will consist of six members elected by the Annual General Meeting and by three members elected as employee representatives.*

*Information regarding the candidates' competencies and management positions is provided in appendix 1 to this notice and is also 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. Presentation of and advisory vote on the remuneration report.

*The Company has prepared a 2020/21 remuneration report, which according to applicable legislation is presented to the Annual General Meeting for an advisory vote. The report covers remuneration awarded or due during the financial year 2020/21 to the Company's Board of Directors and Executive Board. The*

*Executive Board includes executive management members registered as such with the Danish Business Authority. The 2020/21 remuneration report is available on the Company's website, [www.rtx.dk/RemunerationReport](http://www.rtx.dk/RemunerationReport). The Board of Directors recommends that the Annual General Meeting approves the Company's 2020/21 remuneration report in the advisory vote.*

7. Proposals from the Board of Directors and from shareholders:

7.1 *The Board of Directors proposes that the Company's share capital is reduced with a nominal amount of DKK 875,000 from DKK 43,214,190 to DKK 42,339,190 by annulment of 175,000 treasury shares of nominal DKK 5 each acquired by the Company through share buy-back programmes. The reduction of the share capital is legally considered as distribution to the shareholders as the amount of the capital reduction has been paid out to the Company's shareholders as payment for shares acquired through share buy-back programmes for a total purchase price of DKK 32,516,774, which means that, in addition to the nominal amount of the capital reduction, DKK 31,641,774 has been distributed to shareholders, ref. section 188(1)(2) of the Danish Companies Act. The reduction of the share capital is thus carried out at a premium, as the reduction is executed at a price of DKK 185.8, corresponding to the average price paid per share of nominally DKK 5. 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 42,339,190 allocated into stocks of DKK 5 or multiples thereof."*

*Before the reduction of the share capital is executed, the Company's creditors will be convened via the electronic information system of the Danish Business Authority to file any claims pursuant to section 192(1) of the Danish Companies Act. Upon expiry of the four weeks notification period of section 192 of the Danish Companies Act, the reduction of the share capital shall be finally executed and the proposed amendment of the Articles of Association will be deemed registered.*

7.2 *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.*

8. Any other business.

**Share capital**

The share capital amounts to DKK 43,214,190. 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 Wednesday 5 January 2022, 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 proposal under agenda item 7.1 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 proposal under items 7.1 and 7.2 requires the affirmative votes of a least 2/3 of the votes cast as well as 2/3 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. The vote on the remuneration report (agenda item 6) is solely advisory.

### **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 20 January 2022. A shareholder must take out an admission card for her or himself as well as for any advisor on Friday 21 January 2022 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 at RTX's website [www.rtx.dk/investor](http://www.rtx.dk/investor) until Friday 21 January 2022 at 11.59 pm at the latest.

Voting shareholders, who do not wish or are unable to attend the Annual General Meeting in person, may grant a power of attorney/proxy. Power of attorney form is available at [www.rtx.dk/investor](http://www.rtx.dk/investor). Power of attorney must be filled in, signed and sent by e-mail to [vp\\_vpinvestor@euronext.com](mailto:vp_vpinvestor@euronext.com) or to VP Securities A/S, c/o Euronext Securities, Nicolai Eigtveds Gade 8, 1402 Copenhagen K. The power of attorney must be sent to VP Securities A/S no later than Friday 21 January 2022 at 11.59 pm.

Voting shareholders, who do not wish or are unable to attend the Annual General Meeting in person, may vote by post/correspondence. Postal voting form is available at [www.rtx.dk/investor](http://www.rtx.dk/investor). Postal votes must be received by VP Securities A/S, c/o Euronext Securities, Nicolai Eigtveds Gade 8, 1402 Copenhagen K no later than Wednesday 26 January 2022 at 12.00 pm (noon).

At the Annual General Meeting the Board of Directors will answer questions from the shareholders concerning the agenda or the documents etc. to be considered 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. As a precaution due to the COVID-19 pandemic all shareholders

are encouraged to send questions in writing at least two days prior to the date of the Annual General Meeting rather than posing questions via attendance in the meeting.

#### **Processing of personal data**

As a result of company law requirements, RTX A/S processes personal information about its shareholders as part of the administration of the company's register of shareholders and other communication hereunder also related to the Annual General Meeting. The following information is processed: Name, address, contact information, VP account number, shareholding and participation in events.

Noerresundby, Denmark, 4 January 2022

**Board of Directors**

**RTX A/S**

## Appendix 1: Candidates for the Board of Directors

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| <p><b>Peter Thostrup (Chair of the Board)</b><br/>Male<br/>Elected since 2009, not considered an independent board member.</p> <p>Chair of the Nomination &amp; Remuneration Committee and Member of the Audit Committee.</p> <p>Other managerial positions:</p> <ul style="list-style-type: none"> <li>• Board Chair: Holmrisk B8 A/S, Power Stov A/S and Linstol LLC</li> <li>• Board Member: A/S Th. Wessel &amp; Vett, Magasin du Nord</li> </ul> <p>Peter Thostrup has in-depth knowledge of finance and corporate governance in listed companies. Management experience from international technology and consumer firms and general and solid board experience.</p> | <p><b>Jesper Mailind (Deputy Chair of the Board)</b><br/>Male<br/>Elected 2009-2009 and since 2013, considered an independent board member.</p> <p>Member of the Nomination &amp; Remuneration Committee and Member of the Audit Committee.</p> <p>Other managerial positions:</p> <ul style="list-style-type: none"> <li>• Board Member: Sonion A/S, Etac AB and Leo Pharma A/S</li> </ul> <p>Jesper Mailind has significant general management experience including transition management from several industries comprising life science, technology and manufacturing.</p>   |
| <p><b>Lars Christian Tofft (Board Member)</b><br/>Male<br/>Elected since 2017, considered an independent board member.</p> <p>Other managerial positions:</p> <ul style="list-style-type: none"> <li>• Group CEO: Cell Tower Services</li> </ul> <p>Lars Christian Tofft is an international senior executive with experience from a large global market leader in the ICT space. General management experience with specialty in sales &amp; marketing, transformation and digitalization. Specific technology expertise in mobile technology (4G/5G), Internet of Things (IoT) and AI.</p>   | <p><b>Henrik Schimmell (Board Member)</b><br/>Male<br/>Elected since 2019, considered an independent board member.</p> <p>Member of the Nomination &amp; Remuneration Committee.</p> <p>Other managerial positions:</p> <ul style="list-style-type: none"> <li>• President: Radiometer</li> <li>• Chair: HemoCue AB and several Radiometer subsidiaries</li> </ul> <p>Henrik Schimmell has significant general management experience within the medical device/diagnostics and hearing instrument industries. Additionally, competencies within strategic planning, lean business operations, M&amp;A and process development.</p> |
| <p><b>Ellen Andersen</b><br/>Female<br/>Proposed new board member, considered an independent board member.</p> <p>Ellen Andersen has significant international management experience within IT, IoT and digital development from large global and listed companies. Additionally substantial experience in managing strategic technology partners as well as managing large development teams across multiple locations. Among other companies, Ellen Andersen has worked for Maersk, Cisco and Vestas.</p>  | <p><b>Katja Millard</b><br/>Female<br/>Proposed new board member, considered an independent board member.</p> <p>Other managerial positions:</p> <ul style="list-style-type: none"> <li>• Vice President: Motorola Solutions</li> </ul> <p>Katja Millard has significant international management experience from the hardware and electronics industries – including from two-way radio systems and devices – within sales, marketing, innovation and product development. In addition to Motorola Solutions, Katja Millard has also worked for GN Store Nord.</p>  |