



## **Annual General Meeting 2017**

April 27, 2017

Company Announcement No. 21/2017 – 27 April 2017

On Thursday 27 April 2017 at 5 pm Royal Unibrew A/S held its Annual General Meeting at Ceres Park & Arena, Stadion Allé 70, DK-8000 Aarhus

### **1. Report on the Company's activities during the year**

The Board of Directors' report was noted.

### **2. Presentation of the audited Annual Report for 2016, including auditor's report, for adoption**

The Company's Annual Report for 2016 was adopted by the Annual General Meeting.

### **3. Resolution to discharge the Board of Directors and the Executive Board from liability**

The General Meeting adopted the resolution to discharge the Board of Directors and the Executive Board from liability.

### **4. Proposed distribution of profit for the year, including resolution on the amount of dividend**

The General Meeting adopted the Board of Directors' proposal to pay out a dividend of DKK 8.15 per share of nominally DKK 2 corresponding to a total dividend of DKK 441 million.

### **5. Approval of remuneration of the Board of Directors for 2017**

The General Meeting adopted the Board of Directors' proposal that the fees to the Board of Directors for 2017 remain unchanged. The base fee will thus continue to be DKK 300,000 per board member, and the Chairman and the Deputy Chairman shall continue to receive 2½ and 1¾ times the base fee, respectively, for their extended duties and obligations.

### **6. Consideration of proposals submitted by the Board of Directors**

#### **6.1 Capital reduction — cancellation of treasury shares**

The General Meeting adopted the Board of Directors' proposal that the Company's share capital be reduced by nominally DKK 2,800,000 from nominally DKK 108,200,000 to nominally DKK 105,400,000 through cancellation of 1,400,000 treasury shares of nominally DKK 2 each.

Accordingly, Article 4 of the Articles of Association will be worded as follows, which will take effect as from the completion of the capital reduction:

*"The share capital of the Company amounts to DKK 105,400,000 divided into shares of DKK 2.00 or multiples hereof."*

#### **6.2 Authorisation to acquire treasury shares**

The General Meeting adopted the Board of Directors' proposal that the Board of Directors be authorised until the next Annual General Meeting to let the Company acquire treasury shares equivalent to a total of 10 % of the Company's share capital at the time of the authorisation, provided that the Company's total holding of treasury shares at no point

exceeds 10 % of the Company's share capital. The consideration must not deviate by more than 10 % from the official price quoted at Nasdaq Copenhagen at the time of acquisition.

## **7. Election of members of the Board of Directors**

The General Meeting re-elected:

- Kåre Schultz,
- Walther Thygesen,
- Ingrid Jonasson Blank,
- Jens Due Olsen,
- Karsten Mattias Slotte,
- Jais Valeur, and
- Hemming Van.

## **8. Appointment of state-authorized public accountant**

The General Meeting reappointed Ernst & Young Godkendt Revisionspartnerselskab as the company's auditor.

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Following the Annual General Meeting, the Board of Directors elected:

- Kåre Schultz as Chairman, and
- Walther Thygesen as Deputy Chairman.

Board composition following the Annual General Meeting:

- Kåre Schultz (Chairman)
- Walther Thygesen (Deputy Chairman)
- Ingrid Jonasson Blank
- Jens Due Olsen
- Karsten Mattias Slotte
- Jais Valeur
- Hemming Van
  
- Martin Alsø (employee representative)
- Jørgen-Anker Ipsen (employee representative)
- Kirsten W. Liisberg (employee representative)
- Søren Lorentzen (employee representative)

Yours sincerely

Royal Unibrew A/S

The Board of Directors

The Announcement has been prepared in Danish and English. In case of discrepancy, the Danish text shall prevail