



Annual General Meeting 2025

April 29, 2025 at 5:44 PM CEST

COMPANY ANNOUNCEMENT NO 24/2025 - April 29, 2025

On Tuesday, 29 April 2025 at 4 pm CEST Royal Unibrew A/S held its Annual General Meeting at which the below resolutions were made.

Agenda and full contents of the proposals:

1. Report on the Company's business activities during the year

The Board of Directors' report was noted.

2. Presentation of the audited Annual Report for 2024 for approval

The Company's Annual Report for 2024 was adopted by the Annual General Meeting.

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

The General Meeting adopted the resolution to discharge the Board of Directors and the Executive Board from liability in relation to the approved Annual Report 2024.

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 dividend of DKK 15.00 per share of nominally DKK 2 corresponding to a total dividend of DKK 753 million and the remaining net profit of DKK 700 million to be carried forward.

5. Presentation of the Remuneration Report for 2024 for approval

The Company's Remuneration Report for 2024 was approved by the Annual General Meeting.

6. Approval of remuneration of the Board of Directors for 2025

The General Meeting adopted the Board of Directors' proposal regarding increase of the fees to the Board of Directors for 2025 to the effect that the base fee will be DKK 450,000 per board member ("Base Fee"). The Chair shall continue to receive three times the Base Fee (including Base Fee) and the Deputy Chair shall continue to receive 1.75 times the Base Fee (including Base Fee) for their extended duties and obligations.

Board members who also serve on the Nomination and Remuneration Committee or the Audit Committee will receive an additional annual fixed fee corresponding to 33% of the Base Fee per membership of one of the board committees. For extended duties and obligations, the Chair of the Audit Committee receives an annual fixed fee corresponding to 80% of the Base Fee and the Chair of the Nomination and Remuneration Committee receives an annual fixed fee corresponding to 50% of the Base Fee.

7. Consideration of proposals submitted by the Board of Directors

7.1 Authorizations to increase the Company's share capital

The General Meeting adopted the Board of Directors proposal to increase the Company's share capital with and without pre-emption rights for existing shareholders by a nominal amount of up to DKK 20,080,000 corresponding to 20% of the share capital of the Company. The authorizations to increase the Company's share capital with and without pre-emption rights for existing shareholders, respectively, shall apply up to and including April 28, 2030. The proposal implies that Article 7 of the Articles of Association will be amended and worded as follows:

"Up to and including April 28, 2030, the Board of Directors is authorized to increase the share capital, in one or more issues, with pre-emption rights for the existing shareholders by a nominal value of up to a total of DKK 20,080,000 by issuing new shares, subject, however, to Sub-Article 3 hereof. The capital increase must be effected by cash contributions at a subscription price fixed by the board of directors.

Up to and including April 28, 2030, the Board of Directors is authorized to increase the share capital, in one or more issues, without pre-emption rights for the existing shareholders by a nominal value of up to a total of DKK 20,080,000 by issuing new shares, subject, however, to Sub-Article 3 hereof. The capital increase must be effected at or above market price in the form of cash contributions, conversion of debt or by contributions of assets other than cash, i.e. any non-cash contributions.

The Board of Directors' authorizations pursuant to Sub-Articles 1 and 2 hereof may be exercised to issue new shares of a total nominal value not exceeding DKK 20,080,000.

New shares issued pursuant to Sub-Articles 1 and 2 hereof must be paid up in full; be issued in the name of the shareholder; be registered in the name of the shareholder in the Company's register of shareholders; be negotiable instruments and carry the same rights as those conferred by existing shares.

The Board of Directors shall be authorized to make any amendment to the Articles required in connection with an increase of the share capital pursuant to this Article."

7.2 Authorization to acquire treasury shares

The General Meeting adopted the Board of Directors proposal to let the Company acquire treasury shares equivalent to a total of 10% of the Company's share capital at the time of the authorization, 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.

8. Election of members of the Board of Directors

The General Meeting re-elected:

- o Peter Ruzicka
- o Jais Valeur
- o Torben Carlsen
- o Catharina Stackelberg-Hammarén
- o Torben Carlsen

The General Meeting elected new board member:

- o Inge Plochaet

9. Appointment of state-authorised public auditor

The General Meeting adopted the Board of Directors proposal to elect Deloitte as the Company's auditor. The appointment applies to both the financial auditing as well as assurance engagements relating to sustainability reporting.

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

- o Peter Ruzicka as Chair and
- o Jais Valeur as Deputy Chair

Board composition following the Annual General Meeting:

- o Peter Ruzicka (Chair)
- o Jais Valeur (Deputy Chair)
- o Torben Carlsen
- o Catharina Stackelberg-Hammarén
- o Lise Mortensen
- o Inge Plochaet
- o Kenn Hvarre (employee representative)
- o Claus Kærgaard (employee representative)
- o Michael Nielsen (employee representative)

Nomination and Remuneration Committee:

- o Peter Ruzicka (Chair)
- o Jais Valeur

Audit Committee:

- o Lise Mortensen (Chair)
- o Peter Ruzicka

Yours sincerely
Royal Unibrew A/S

The Board of Directors

Attachment

- [Fond-RU-24-2025-uk-AGM](#)