

**NOTICE OF ANNUAL GENERAL MEETING 2026**  
**MT HØJGAARD HOLDING A/S**

## NOTICE OF ANNUAL GENERAL MEETING 2026

MT HØJGAARD HOLDING A/S  
(CVR NO. 16888419)

Notice is hereby given of the Annual General Meeting ("AGM") of MT Højgaard Holding A/S ("MTHH") to be held on:

**Friday, 20 March 2026 at 3.00 p.m. CET**

The AGM will be held as a physical AGM at the address Knud Højgaards Vej 7, 2860 Søborg, Denmark. The AGM will not be webcast.

## AGENDA

The agenda for the AGM is as follows:

1. Report by the Board of Directors
2. Presentation and adoption of the annual report
3. Decision on discharge for the Executive Board and the Board of Directors
4. Presentation of and advisory vote on the remuneration report
5. Approval of the remuneration of the Board of Directors and board committees for 2026
6. Proposed resolution on distribution of profit according to the adopted annual report.
7. Resolutions proposed by the Board of Directors or shareholders
  - 7.1. Proposed resolution on adoption of an authorisation to the Board of Directors to increase the company's share capital and the resulting amendment to MTHH's articles of association
  - 7.2. Proposed resolution on approval of MTHH's remuneration policy
8. Election of members to the Board of Directors
9. Appointment of auditor
10. Any other business

## FURTHER DETAILS ON AGENDA ITEMS

### Re item 1

Report by the Board of Directors on MTHH's activities in 2025.

The Board of Directors recommends that the report be approved.

### Re item 2

Presentation and adoption of MTHH's audited annual report for 2025.

The Board of Directors recommends that the annual report be approved.

The annual report is available at the MTHH website at [mthh.dk/en/general-meeting](http://mthh.dk/en/general-meeting).

### Re item 3

Decision on discharge for the Executive Board and the Board of Directors.

The Board of Directors recommends that discharge be granted to the Executive Board and the Board of Directors of MTHH.

### Re item 4

Presentation of and advisory vote on MTHH's remuneration report 2025.

The Board of Directors recommends that the remuneration report be approved.

The remuneration report is available at the MTHH website at [mthh.dk/en/general-meeting](https://mthh.dk/en/general-meeting).

## Re item 5

Approval of the remuneration of the Board of Directors and board committees for 2026.

The Board of Directors proposes that the ordinary remuneration to board members for 2026 remain unchanged at DKK 350,000, with a supplement to the Chair and the Deputy Chair in accordance with the remuneration policy. This means that the Chair of the Board of Directors will receive three times the ordinary remuneration and the Deputy Chair two times the ordinary remuneration.

The Chair of the Audit Committee will receive a supplement of DKK 180,000, and ordinary committee members will receive DKK 90,000.

The Chair of the Nomination and Remuneration Committee will receive a supplement of DKK 75,000, and ordinary committee members will receive DKK 50,000.

The Chair of the Sustainability Committee will receive a supplement of DKK 50,000, and ordinary committee members will receive DKK 25,000.

In accordance with the remuneration policy, MTHH may pay expenses for training as well as travel and accommodation expenses incurred by the individual board members in connection with the performance of their duties.

Approval of the remuneration of the Deputy Chair of the Board of Directors is conditional on the proposed amendment of MTHH's remuneration policy being approved at the AGM under agenda item 7.

## Re item 6

Resolution on the distribution of profit according to the adopted annual report for 2025.

The Board of Directors recommends that dividends of DKK 10 per share with a nominal value of DKK 20 be distributed.

The annual report for 2025 is available at the MTHH website at [mthh.dk/en/general-meeting](https://mthh.dk/en/general-meeting).

## Re item 7

Resolutions proposed by the Board of Directors or shareholders.

### Re item 7.1

The Board of Directors proposes that it be authorised to increase the company's share capital and that the new articles 2.6-2.9 set out below be inserted in the articles of association as a result:

*2.6 – The Board of Directors is authorised, in the period until and including 30 September 2027, to increase the company's share capital by issuing new shares in one or more tranches by up to a total nominal value of DKK 15,574,138 without pre-emption rights for the company's existing shareholders. The new shares will be subscribed for at market price and by cash payment or by way of non-cash contributions.*

*2.7 – The Board of Directors is authorised, in the period until and including 30 September 2027, to increase the company's share capital by issuing new shares in one or more tranches by up to a total nominal value of DKK 31,148,276 with pre-emption rights for the company's existing shareholders. The increase will be effected by cash payment.*

*2.8 – The authorisations given to the Board of Directors under articles 2.6 and 2.7 can in the aggregate be exercised to increase the share capital by a total maximum nominal amount of DKK 31,148,276.*

*2.9 – For share capital increases effected in pursuance of the authorisations in articles 2.6 and 2.7, the new shares must be issued to named holders and be fully paid up. The shares are negotiable instruments and in every respect carry the same rights as existing shares. The new shares are eligible for dividends as of the date determined by the Board of Directors, but at the latest from the financial year following the year in which the share capital was increased. Any other terms and conditions governing capital increases effected in accordance with the authorisations in articles 2.6 and 2.7 will be determined by the Board of Directors.*

The amended articles of association are available on MTHH's website, [mthh.dk/en/general-meeting](http://mthh.dk/en/general-meeting), in a marked-up version showing all changes as well as in a clean version.

## Re item 7.2

The Board of Directors proposes that the shareholders approve MTHH's remuneration policy as adopted by the Board of Directors. The following amendment is proposed:

- The remuneration of the Deputy Chair of the Board of Directors is fixed at two times the fixed annual base fee.

The full wording of the revised remuneration policy is available on MTHH's website, [mthh.dk/en/general-meeting](http://mthh.dk/en/general-meeting), in a marked-up version showing all changes as well as in a clean version.

## **Re item 8**

Election of members to the Board of Directors.

The Board of Directors proposes that Morten Hansen, Christine Thorsen, Knut Akselvoll, Marie Louise Hansen and Christian Poulsen be re-elected and that Torben Bender be elected.

Pernille Fabricius is not seeking re-election.

According to clause 3.2.1 of the Danish Recommendations on Corporate Governance, Christine Thorsen, Knut Akselvoll, Marie Louise Hansen and Christian Poulsen are considered to be independent. Morten Hansen is not considered to be independent as he has been a member of MTHH's Executive Board within the past five years, and Torben Bender is not considered to be independent as he has been a partner of MTHH's auditor appointed by the general meeting, EY Godkendt Revisionspartnerselskab, within the past three years.

Information on Torben Bender's background and directorships:

Torben Bender (58) is a Danish citizen and a state-authorized public accountant (with deposited licence). He is the CEO of CI Capital InvestCo ApS and a member of the executive boards of a number of companies<sup>1</sup>, which directly or indirectly own or are owned by CI Capital InvestCo ApS. Before being appointed CEO of CI Capital InvestCo ApS, he worked ten years at EY Godkendt Revisionspartnerselskab, holding positions such as CEO and country manager and most recently as chairman of the board of directors until 2024.

Torben Bender is a member of the board of directors of UNICEF Danmark, holding the seat of chairman of the risk and audit committee. He has previously held directorships in the Board Leadership Society, DI Rådgiverne, EY Godkendt Revisionspartnerselskab, EY Global and KPMG.

He is nominated due to his qualifications within financial management, auditing and reporting in listed companies, M&A, management and strategic development. He knows the construction industry from his former duties as accountant for various companies, including MT Højgaard Holding. Moreover, he has strong insights into project management from his current position and from his duties as accountant and adviser for various project-intensive companies.

Details on the backgrounds and external appointments of the persons proposed for re-election to the Board of Directors are attached as Annex A.

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## **Re item 9**

Appointment of auditor.

The Board of Directors proposes that EY Godkendt Revisionspartnerselskab be reappointed in accordance with the Audit Committee's recommendation as regards financial and sustainability reporting.

The Audit Committee has not been influenced by any third parties and has not been subject to any agreements with third parties restricting the appointment by the shareholders in general meeting of specific auditors or audit firms.

## **Re item 10**

Any other business.

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<sup>1</sup> Asen 2 ApS, Asen 3 ApS, Asen 4 ApS, Asen 7 ApS, CI Capital 1 ApS, CI Capital 2 ApS, CI Capital 3 ApS, CI Capital 5 ApS, CI V Sponsor Investor F&F K/S, CIP HoldCo 1 ApS, CIP MidCo 1 ApS, CIP MidCo 2 ApS, CIP MidCo 3 ApS, NIO Global Diversified V VSO K/S and TLS FinCo 5 ApS and member of the executive boards of 24 underlying, wholly-owned subsidiaries.

## GENERAL INFORMATION

The nominal value of MTHH's share capital amounts to DKK 155,741,380, and each share with a nominal value of DKK 20 entitles the holder to one vote at the AGM.

From Monday, 23 February 2026, the following documents and information will be available at [mthh.dk/en/general-meeting](http://mthh.dk/en/general-meeting): (i) this AGM notice with the agenda and the full text of proposed resolutions, (ii) information on the total number of shares and voting rights at the date of this notice, (iii) the documents to be presented at the AGM, including the annual report, the remuneration report, the remuneration policy and the articles of association, and (iv) proxy, postal voting and registration forms.

On Monday, 23 February 2026, this notice was sent by email to shareholders who had registered their email addresses with MTHH and by ordinary letter to shareholders who had specifically requested this.

The issuing bank is Danske Bank, through which shareholders may exercise their financial rights.

The proposals are subject to the following adoption requirements, which must be met in order for the proposals to be considered adopted:

- The proposal set out in item 7.1 requires that at least two-thirds of the share capital are represented at the meeting and that the resolution is passed by at least two-thirds of the votes cast and the capital represented. The other proposals may be adopted by a simple majority of votes.

### Record date

Shareholders are entitled to attend and vote at the AGM in respect of the number of shares they hold at the end of the record date, which is 11.59 p.m. on Friday, 13 March 2026. The number of shares will be determined based on the Register of Shareholders and notifications to the company regarding the acquisition of shares that have not yet been recorded in the Register of Shareholders but have been received by the company before the end of the record date.

### Notice of attendance

In order to attend MTHH's AGM, shareholders must register for the AGM by 11.59 p.m. on Monday, 16 March 2026. Shareholders may register as follows:

- electronically via the investor portal at the MTHH website, [mthh.dk/en/general-meeting](http://mthh.dk/en/general-meeting) > "Investor portal", or via Euronext Securities' website, [www.euronext.com/cph-agm](http://www.euronext.com/cph-agm), or
- by contacting Euronext Securities by phone on +45 4358 8866 or by sending an email to [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com)

Once you have registered, you will receive an email confirmation. The email will include a link to the AGM portal as well as practical information on the AGM.

### Appointment of proxies

Shareholders are also entitled to appoint proxies if, for example, they are unable to attend.

Proxies may be appointed electronically via the investor portal, which can be accessed through the MTHH website, [mthh.dk/en/general-meeting](http://mthh.dk/en/general-meeting) > "Investor portal", until 11.59 p.m. on Monday, 16 March 2026.

Proxies may also be appointed in writing using the proxy form available at the MTHH website, [mthh.dk/en/general-meeting](http://mthh.dk/en/general-meeting). Completed and signed forms must be sent by ordinary mail to the address Euronext Securities, Nicolai Eigtveds Gade 8, 1402 Copenhagen K, Denmark, or sent by email to [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com), to be received by 11.59 p.m. on Monday, 16 March 2026.

### Postal votes

Shareholders may also opt to submit postal votes before the date of the AGM instead of voting at the AGM.

Postal votes may be submitted electronically via the investor portal, which can be accessed through the MTHH website, [mthh.dk/en/general-meeting](http://mthh.dk/en/general-meeting) > "Investor portal", until 09.00 a.m. on Thursday, 19 March 2026.

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Postal votes may also be submitted in writing using the postal voting form available at the MTHH website, [mthh.dk/en/general-meeting](https://mthh.dk/en/general-meeting). Completed and signed forms must be sent by ordinary mail to the address Euronext Securities, Nicolai Eigtveds Gade 8, 1402 Copenhagen K, Denmark, or sent by email to [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com), to be received by 09.00 a.m. on Thursday, 19 March 2026.

Postal votes that have been received by MTHH cannot be revoked.

## Questions

Shareholders may submit questions in writing concerning the agenda or documents for use at the AGM. Any such questions may be emailed to [AGM@mthh.dk](mailto:AGM@mthh.dk). Shareholders are urged to send any questions to the individual agenda items in advance in order to ensure that the AGM runs smoothly and efficiently.

Any questions submitted will be answered at the AGM, unless the reply already appears from a Q&A function at the MTHH website, [mthh.dk/en/general-meeting](https://mthh.dk/en/general-meeting).

## Processing of personal data

Information on how MTHH processes personal information in connection with the AGM appears from MTHH's privacy policy for shareholders etc. The policy is available at [mthh.dk/en/general-meeting](https://mthh.dk/en/general-meeting).

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Søborg, 23 February 2026

The Board of Directors of MT Højgaard Holding A/S  
Knud Højgaards Vej 7, 2860 Søborg, Denmark  
Telephone: +45 22 70 84 28

## Board of Directors

**Morten Hansen**

Chairman

**Born:** 1963**Gender:** Male**Nationality:** Danish

<b>Independent:</b>	No
<b>Elected first time in:</b>	2019
<b>Board committees:</b>	Chair of the Nomination and Remuneration Committee of MT Højgaard Holding A/S
<b>Position:</b>	Professional board member
<b>Education:</b>	BSc in Civil and Structural Engineering
<b>External appointments:</b>	<ul style="list-style-type: none"> <li>• Billund Lufthavn A/S (CB)</li> <li>• OMNIA INVEST A/S (E, B)</li> <li>• Ejendomsselskabet Flintholm A/S (B)</li> <li>• Guyana Invest A/S (B)</li> <li>• Flegmade Holding A/S (E, B)</li> <li>• Marienlyst Århus Nord ApS (E, B)</li> <li>• K.E.J.S. Holdings ApS (E, B)</li> <li>• MH Holding Vejle ApS (E)</li> <li>• 2212 Holding, Vejle ApS (E)</li> <li>• Engso Have ApS (E)</li> <li>• In addition, member of the executive board and/or board of directors of six wholly owned subsidiaries.</li> </ul>
<b>Special skills:</b>	Strategy and management experience from contracting and project development company, board experience from listed company and other board work.
<b>ESG capabilities:</b>	Environment, social and governance
<b>Shareholding:</b>	60,931
<b>Change in 2025:</b>	0

**Knut Akselvoll**

Deputy Chairman

**Born:** 1962**Gender:** Male**Nationality:** Norwegian

<b>Independent:</b>	Yes
<b>Elected first time in:</b>	2024
<b>Board committees:</b>	Member of the Nomination and Remuneration Committee of MT Højgaard Holding A/S
<b>Position:</b>	CEO, Init Group ApS
<b>Education:</b>	Civil engineer; Master of Science (MSc), Mechanical Engineering, Doctor of Philosophy (PhD), Mechanical Engineering
<b>External appointments:</b>	<ul style="list-style-type: none"> <li>• Init Denmark A/S (CB)</li> <li>• Init Sweden Holding AB (CB)</li> <li>• Init Sweden AB (CB)</li> <li>• Init Acobia A/S (CB)</li> <li>• Init Industry AB (CB)</li> <li>• Martensson Systems AB (CB)</li> <li>• Industriprojektbyrå Engineering I Sverige AB (CB)</li> <li>• Init Norway AS (CB)</li> <li>• Norisol A/S (B)</li> <li>• Norisol Holding A/S (CB)</li> <li>• ProjectBinder ApS (CB)</li> </ul>
<b>Special skills:</b>	<p>15 years of experience as a management consultant with a primary focus on strategy, operational optimisation, organisational issues, change management and post-merger integration.</p> <p>Operations, optimisation, risk management, dispute management in project-oriented companies in the engineering, construction and craft industries.</p>
<b>ESG capabilities:</b>	Social, governance
<b>Shareholding:</b>	0
<b>Change in 2025:</b>	0

**External appointments at 31 December 2025**

(CB) – Chairman of the board (E) – Executive officer  
 (DCB) – Deputy chairman of the board (A) – Alternate  
 (B) – Board member

## Board of Directors (continued)



### Christine Thorsen

**Born:** 1958  
**Gender:** Female  
**Nationality:** Danish

**Independent:** Yes  
**Elected first time in:** 2016  
**Board committees:** Member of the Sustainability Committee of MT Højgaard Holding A/S  
**Position:** -  
**Education:** Master of Management of Technology (DTU), Diploma in Consulting and Coaching for Change (INSEAD)  
**External appointments:** • ANT-FONDEN, Denmark (CB)  
**Special skills:** Change management, cost optimisation and experience from the construction industry, board experience from listed company.  
**ESG capabilities:** Environment, social and governance  
**Shareholding:** 20,500  
**Change in 2025:** +500



### Marie Louise Hansen

**Born:** 1977  
**Gender:** Female  
**Nationality:** Danish

**Independent:** Yes  
**Elected first time in:** 2025  
**Board committees:** Chair of the Sustainability Committee of MT Højgaard Holding A/S  
**Position:** Vice President, Group Sustainability & Compliance, DSV A/S  
**Education:** M.Sc. in Political Science  
**External appointments:** -  
**Special skills:** ESG strategy and reporting, Corporate Governance, Compliance, Enterprise Risk Management, Public Affairs  
**ESG capabilities:** Governance (anti-corruption and bribery, whistleblower policy + investigation, third-party risk management)  
 Social (Human Rights Risk Management, Health & Safety)  
 Environment (Decarbonisation, Energy Efficiency)  
 Sustainability reporting  
**Shareholding:** 0  
**Change in 2025:** 0



### Christian Poulsen

**Born:** 1966  
**Gender:** Male  
**Nationality:** Danish

**Independent:** Yes  
**Elected first time in:** 2025  
**Board committees:** Member of the Audit Committee of MT Højgaard Holding A/S  
**Position:** CEO, Copenhagen Airports A/S  
**Education:** Executive MBA, Copenhagen Business School (2005)  
 Diploma in Marketing and International Trade, Copenhagen Business School (1992)  
 B.Sc. (Eng.) in Information Technology, Technical University of Denmark (1988)  
**External appointments:** • Copenhagen Airport Hotels A/S (CB)  
 • Copenhagen Airports International A/S (CB)  
 • Smarter Airports A/S (DCB)  
 • Fonden Wonderful Copenhagen (B)  
 • Digital Dogme & AI Act (B)  
 • ACI EUROPE (B)  
 • Klimapartnerskabet for Luftfart (DCB)  
 • Statens IT Råd (Council member)  
 • Lokaltog A/S (CB)  
**Special skills:** Transformation management, strategy, digitalisation, business development, ESG, management, operational excellence, crisis management, sustainability, AI, change management, etc.  
**ESG capabilities:** Leadership of sustainability initiatives, responsible growth, Net Zero targets, CSR, EU Horizon 2020 projects, green transition.  
**Shareholding:** 0  
**Change in 2025:** 0