

## Notice to Convene the Annual General Meeting 2026 in NTG Nordic Transport Group A/S

The Board of Directors hereby convenes the Annual General Meeting of NTG Nordic Transport Group A/S, Business Reg. (CVR) No. 12546106 (the "**Company**") to be held on **Friday, 27 March 2026, at 14:00 (CET)** at Glostrup Park Hotel, Hovedvejen 41, 2600 Glostrup, Denmark.

### Agenda

1. The Board of Directors' report on the activities of the Company during the past year.
2. Presentation and adoption of the Annual Report for 2025.
3. The Board of Directors' proposal for the distribution of profit or covering of loss according to the approved Annual Report for 2025.
4. Presentation of the Remuneration Report for advisory vote.
5. Approval of the remuneration for the Board of Directors for 2026.
6. Election of members to the Board of Directors.
7. Appointment of auditors.
8. Any proposals from the Board of Directors or shareholders, including any proposals authorising the Company to purchase treasury shares.
  - a. Renewal of authorisations to increase the Company's share capital in Article 4.2 and Article 4.3 of the Articles of Association.
  - b. Deletion of authorisation to issue warrants and authorisation to increase the Company's share capital in connection with exercise of warrants in Article 4i of the Articles of Association.
  - c. Deletion of Article 4j of the Articles of Association.
  - d. Deletion of Article 4.4 and Articles 4a-4h of the Articles of Association, which are without substantive content, and other non-substantive updates.
9. Any other business.

### Explanation of the agenda items:

#### Item 1: The Board of Directors' report on the activities of the Company during the past year

The Board of Directors proposes that the General Meeting takes note of the Board of Directors' report on the Company's activities in 2025.

#### Item 2: Presentation and adoption of the Annual Report for 2025

The Board of Directors proposes that the Company's Annual Report for 2025 is adopted.

#### Item 3: The Board of Directors' proposal for the distribution of profit or covering of loss according to the approved Annual Report for 2025

The Board of Directors proposes that the net profit for the financial year ended 31 December 2025 be allocated to retained earnings and that no dividend payment for the financial year ended 31 December 2025 be distributed, which is in accordance with the Company's dividend policy.

**Item 4: Presentation of the Remuneration Report for advisory vote**

The Company has prepared a Remuneration Report for 2025 which is presented to the General Meeting for an advisory vote in accordance with Section 139b(4) of the Danish Companies Act. The Remuneration Report covers remuneration awarded or due to the Company's Board of Directors and Executive Management registered with the Danish Business Authority concerning the financial year 2025. The Remuneration Report is available on the Company's website: [investor.ntg.com](https://investor.ntg.com).

**Item 5: Approval of the remuneration for the Board of Directors for 2026**

In accordance with Section 4.2 of the Company's Remuneration Policy, the Board of Directors proposes that the following remuneration to the Board of Directors for 2026 be approved by the General Meeting.

The Board of Directors proposes to update the base fee to DKK 300,000 (previously DKK 250,000) (the "Base Fee") and that the other fees are increased accordingly. The proposal is based on a benchmark study reflecting general market practices for board remuneration, and the fact that the remuneration of the Board of Directors has not been adjusted in recent years. The Board of Directors considers the proposed adjustment appropriate in light of market practice and the scope and responsibilities associated with board membership.

Based on this, the proposed remuneration level for 2026 for the Board of Directors is:

- Members of the Board of Directors shall receive a base fee of: DKK 300,000.
- The Chairman of the Board of Directors shall receive: DKK 900,000 (corresponding to three times the Base Fee).
- The Deputy Chairman of the Board of Directors shall receive: DKK 600,000 (corresponding to two times the Base Fee).

The members of the Board of Directors receive additional fixed remuneration for their work in the Audit Committee, Remuneration Committee and Nomination Committee.

Based on the Board of Directors' proposal to update the Base Fee, the proposed remuneration level for 2026 for committee work is:

- Chairman of the Audit Committee shall receive an annual committee member fee of DKK 150,000 (corresponding to 0.50 times the Base Fee).
- Members of the Audit Committee shall receive an annual committee member fee of DKK 75,000 (corresponding to 0.25 times the Base Fee).
- Members, including the chairman of the Remuneration Committee, shall receive an annual committee member fee of DKK 75,000 (corresponding to 0.25 times the Base Fee).
- Members, including the chairman of the Nomination Committee, shall receive an annual committee member fee of DKK 75,000 (corresponding to 0.25 times the Base Fee).

However, in accordance with section 4.2.2 of the Remuneration Policy, the Chairman and Deputy Chairman of the Board of Directors will not receive any committee member fee for their participation in the Remuneration Committee and Nomination Committee.

Members of the Board of Directors may receive an additional fee for tasks carried out on an ad hoc basis outside the scope of the ordinary duties of the Board of Directors. The Chairman of the Board of Directors shall approve such tasks and determine such additional fees prior to the execution of the tasks.

The remuneration of the members of the Board of Directors does not include any incentive-based remuneration.

**Item 6: Election of members to the Board of Directors**

The members of the Board of Directors elected by the General Meeting are elected for a term of one year pursuant to article 14 of the Articles of Association. Board members are eligible for re-election. Pursuant to the Articles of Association, the Board of Directors shall consist of no less than three and no more than eight members elected by the General Meeting.

The present members of the Board of Directors are:

Eivind Drachmann Kolding (Chairman)  
 Jørgen Hansen (Deputy Chairman)  
 Finn Skovbo Pedersen  
 Jesper Præstensgaard  
 Carsten Krogsgaard Thomsen  
 Louise Knauer  
 Lene Borne Jørgensen

The Board of Directors proposes re-election of all present members of the Board of Directors:

Eivind Drachmann Kolding  
 Jørgen Hansen  
 Finn Skovbo Pedersen  
 Jesper Præstensgaard  
 Carsten Krogsgaard Thomsen  
 Louise Knauer  
 Lene Borne Jørgensen

Presentations of the candidates proposed for re-election to the Board of Directors are attached to this notice as [Appendix 1](#).

**Item 7: Appointment of auditors**

The Board of Directors proposes election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab (PwC), CVR no. 33771231, for both financial and sustainability reporting purposes in accordance with the recommendation from the Audit Committee.

The Audit Committee's recommendation has not been influenced by third parties, nor has it been subject to any contractual obligation restricting the General Meeting's choice of certain auditors or audit firms.

**Item 8: Any proposals from the Board of Directors or shareholders, including any proposals authorising the Company to purchase treasury shares**

**Item 8.a: Renewal of authorisations to increase the Company's share capital in Article 4.2 and Article 4.3 of the Articles of Association**

The current authorisations in Article 4.2 of the Articles of Association, which authorises the Board of Directors to increase the share capital by contribution in kind, and Article 4.3 of the Articles of Association, which authorises the Board of Directors to increase the share capital by cash payment, expire on 8 April 2026. The Danish Companies Act allows the General Meeting to grant the Board of Directors authorisation to increase the share capital for a duration of up to five years.

Therefore, the Board of Directors proposes that the General Meeting approves an authorisation until 27 March 2031 for the Board of Directors to increase the Company's share capital in one or more issues without pre-emption rights for the Company's existing shareholders by up to a nominal amount of DKK 90,597,620. The share capital can be increased by cash payment or contribution in kind, and the share capital increases pursuant to this authorisation shall take place at a subscription price which is not lower than market value.

If approved by the General Meeting, Articles 4.2 and 4.3 of the Articles of Association will be deleted and the authorisations will be combined and included as a new Article 4.1.

Article 4.1 will have the following wording:

*“During the period ending on 27 March 2031, the Board of Directors is authorised to increase the Company's share capital in one or more issues of a total nominal sum of up to DKK 90,597,620 by subscription of new shares. Existing shareholders shall have no pre-emption right to subscribe for the amount by which the share capital is increased.*

*The share capital shall be increased by cash payment or contribution in kind. The share capital shall in any event be increased at a subscription price which is not lower than market value. Partial payment is not allowed.*

*All terms and conditions governing the subscription for shares shall be stipulated by the Board of Directors and the Board of Directors is authorised to make any such amendments to the Company's Articles of Association as may be required as a result of exercise of the authorisation.*

*The new shares shall be registered in the name of the holder. No restrictions shall apply to the transferability of the new shares, and no shareholder shall be required to have its shares redeemed in whole or in part. The shares shall carry the right to dividend as from the date fixed by the Board of Directors but no later than from the first financial year following the capital increase.”*

**Item 8.b: Deletion of authorisation to issue warrants and authorisation to increase the Company's share capital in connection with exercise of warrants in Article 4i of the Articles of Association**

The current authorisations in Article 4i(1) of the Articles of Association, which authorises the Board of Directors to issue warrants, and Article 4i(3) of the Articles of Association, which authorises the Board of Directors to increase the share capital in connection with exercise of warrants, expire on 8 April 2026.

The current incentive plans of the Company do not include issuance of warrants. Therefore, the Board of Directors proposes that the General Meeting approves to delete the authorisation to issue warrants in Article 4i(1) of the Articles of Association, to delete the authorisation to increase the share capital in connection with exercise of warrants in Article 4i(3) and to delete other Articles in Article 4i of the Articles of Associations regarding the issuance of warrants.

If approved by the General Meeting, Articles 4i(1)-4i(5) will be deleted from the Articles of Association.

**Item 8.c: Deletion of Article 4j of the Articles of Association**

The current Article 4j of the Articles of Association contains an aggregate nominal amount by which the Board of Directors can increase the Company's share capital in connection with utilisation of the authorisations to increase the Company's share capital in Article 4 of the Articles of Association.

If the proposals under item 8.a and item 8.b are approved by the General Meeting, the Board of Directors proposes to delete Article 4j of the Articles of Association as it has no legal purpose when the remaining authorisations to the Board of Directors is combined in the new Article 4.1 of the Articles of Association.

If approved by the General Meeting, Article 4j will be deleted from the Articles of Association.

**Item 8.d: Deletion of Article 4.4 and Articles 4a-4h of the Articles of Association, which are without substantive content, and other non-substantive updates**

The current Articles 4.4 and 4a-4h of the Articles of Association merely states “deleted” and have no substantive content. Therefore, the Board of Directors proposes to delete Articles 4.4 and 4a-4h.

The Board of Directors also proposes minor non-substantive updates to Article 3, Article 6, Article 8 and Article 12 as reflected in the revised version of the Articles of Association attached to this notice as Appendix 2.

Further, for the purpose of simplifying the Company's Articles of Association, the Board of Directors proposes to delete all historical references to previous adoption dates of the Articles of Association and only retain the most recent date on which the Articles of Association were updated.

If approved by the General Meeting, Articles 4.4 and 4a-4h will be deleted from the Articles of Association, and all historical references to previous adoption dates of the Articles of Associations will be deleted from the Articles of Association. Further, Article 3, Article 6, Article 8 and Article 12 will be updated as reflected in the revised version of the Articles of Association attached to this notice as Appendix 2.

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### **Adoption requirements**

The following requirements are applicable in order to adopt the resolutions and must all be fulfilled in order for the proposals to be adopted:

The proposals set out in items 2, 3, 5, 6 and 7 of the agenda must be adopted by a simple majority of votes. The proposals set out in item 8 of the agenda must be adopted by at least two-thirds of the votes cast as well as at least two-thirds of the voting share capital represented at the General Meeting. The vote on the Remuneration Report under item 4 is a non-binding advisory vote.

### **Amount of share capital and voting rights**

Pursuant to section 97 of the Danish Companies Act, notice is hereby given that the share capital of the Company as at the date hereof is nominally DKK 452,988,120, divided into shares of nominally DKK 1 issued in multiples of DKK 20. The number of issued shares of DKK 20 is 22,649,406. Each share capital amount of DKK 1 has one vote at the Annual General Meeting. The total number of shares and voting rights in the Company is 452,988,120. The shares are traded at Nasdaq Copenhagen as shares of DKK 20. As of 5 March 2026, the Company owns 421,404 treasury shares each of DKK 20 (equal to nominally DKK 8,428,080).

### **How to attend**

Shareholders who are entitled to attend the Annual General Meeting and wish to attend the Annual General Meeting, must request for admission cards no later than on Monday, 23 March 2026, at 23:59 (CET).

Admission cards may be requested electronically through the Company's shareholder portal accessible at the [investor portal](#), or by contacting Computershare A/S; by telephone +45 45460997, by email to [gf@computershare.dk](mailto:gf@computershare.dk) or by written enquiry to Computershare A/S, Lottenborgvej 26, floor 1, 2800 Kgs. Lyngby, Denmark.

Admission cards will be sent via email to the email address specified in the Company's online shareholder portal, and we therefore encourage all shareholders to register the correct email address. If no email address is specified, shareholders may download and/or print the admission cards through the Company's shareholder portal accessible at the [investor portal](#).

The admission card must be presented at the Annual General Meeting either electronically on a smartphone/tablet or in a printed version. Presentation of photo ID also qualifies for admission to the Annual General Meeting, provided that an admission card has been requested in due time.

Physical voting papers will not be provided by postal service in advance of the Annual General Meeting but will be handed out upon entry to the Annual General Meeting.

Questions regarding admission to the Annual General Meeting or the use of the Company's shareholder portal may be directed to Computershare A/S through the shareholder portal. Please note that Computershare A/S can only assist if the shareholder has requested admission within the deadline (see above).

### Registration date

The voting rights attached to the shares and exercisable by the shareholders at the Company's Annual General Meetings or by post are determined by the proportion of the shares held by the individual shareholders on the registration date.

The registration date is Friday, 20 March 2026, at 23:59 (CET).

The shares held by each of the Company's shareholders will be calculated at the end of the registration date at 23:59 (CET). The calculation is made based on the shares registered in the register of shareholders and shares duly evidenced by notices to the Company about any acquisition of shares not yet registered in the register of shareholders but received by the Company before the end of the registration date.

Only physical persons and legal entities registered as shareholders on the registration date Friday, 20 March 2026, at 23:59 (CET) are entitled to attend and vote at the Annual General Meeting, cf. the above regarding shareholders' timely request for admission cards.

Shares transferred or acquired in the period between the registration date and the Annual General Meeting do not affect the voting rights at the Annual General Meeting or the right to vote by post prior to the Annual General Meeting.

### How to submit a proxy

Subject to having requested an admission card, shareholders may attend the Annual General Meeting in person or by proxy. The proxy form is available at the Company's [investor site](#). Proxy forms must be received by the Company or Computershare A/S no later than Monday, 23 March 2026, at 23:59 (CET).

Proxies may be submitted as follows:

- Electronically through the Company's shareholder portal accessible at the [investor portal](#),
- By submitting a completed, dated and signed proxy form by ordinary mail to Computershare A/S; Lottenborgvej 26 D, floor 1, 2800 Kgs. Lyngby, Denmark; or
- By emailing a scanned version of a completed, dated and signed proxy form to [gf@computershare.dk](mailto:gf@computershare.dk).

Computershare A/S is open for inquiries on weekdays from 9:00 - 15:00 by telephone +45 4546 0997 or by email to [gf@computershare.dk](mailto:gf@computershare.dk).

### Votes by correspondence

Shareholders who are entitled to participate in the Annual General Meeting are also entitled to vote by correspondence prior to the Annual General Meeting. The voting form (which is the same form used for granting a proxy) is available at the Company's [investor site](#).

Votes by correspondence must be received by the Company or Computershare A/S no later than on Tuesday, 24 March 2026, at 14:00 (CET).

Voting by correspondence may be submitted as follows:

- Electronically at the Company's shareholder portal accessible at the [investor portal](#),
- By submitting a completed, dated and signed voting form by ordinary mail to Computershare A/S; Lottenborgvej 26 D, floor 1, 2800 Kgs. Lyngby, Denmark; or
- By emailing a scanned version of a completed, dated and signed voting form to [gf@computershare.dk](mailto:gf@computershare.dk).

Computershare A/S is open for inquiries on weekdays from 9:00 - 15:00 by telephone +45 4546 0997 or by email to [gf@computershare.dk](mailto:gf@computershare.dk).

### Questions from shareholders

Shareholders may ask questions about the agenda and the other material relating to the Annual General Meeting both before and during the Annual General Meeting. Shareholders can ask questions about the agenda or the documents to be presented at the Annual General Meeting in person or by written enquiry to the Company via email to [ir@ntg.com](mailto:ir@ntg.com) or via post to NTG Nordic Transport Group A/S, Attn.: Group General Counsel Pernille Korsager, Hammerholmen 47, 2650 Hvidovre, Denmark, marked "Questions from shareholders".

Shareholders are encouraged to ask questions beforehand to ensure a smooth course of events at the Annual General Meeting. Questions submitted in advance of the Annual General Meeting should be received by the Company no later than on Tuesday, 24 March 2026, at 14:00 (CET).

### Additional Information

Until and including the day of the Annual General Meeting, the following information regarding the Annual General Meeting will be available at the Company's [investor site](#).

- The notice convening the Annual General Meeting, including the agenda and the complete proposals and Appendix 1 and Appendix 2.
- The aggregated number of shares and voting rights as of the date of the notice to convene the Annual General Meeting.
- The Company's Annual Report for 2025.
- Other documents for the use of the Annual General Meeting, e.g. the Remuneration Report, the proxy/voting by correspondence form and the registration form.

Registration for admission at the Annual General Meeting on Friday, 27 March 2026, will open at 13:15 (CET).

### Personal Data

NTG Nordic Transport Group A/S is a data processor which means that NTG Nordic Transport Group A/S is responsible for the correct treatment of the shareholders' personal data in accordance with the applicable rules. Further information is available at the Company's [investor site](#) and in the Company's privacy policy at [ntg.com/da/privacy-notice/](https://ntg.com/da/privacy-notice/).

### Language

The Annual General Meeting will be held in Danish.

### Webcast

The Annual General Meeting will be webcasted live on the [Company's website](#) or by logging in to the [investor portal](#). The link to the webcast will appear well in advance of the Annual General Meeting. Shareholders may follow the live-transmission without being registered for the Annual General Meeting.

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Copenhagen, 5 March 2026

The Board of Directors of NTG Nordic Transport Group A/S  
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