Announcement no. 42/2026
Date: 25 November 2026

COMPANY ANNOUNCEMENT AND PRESS RELEASE

Gabriel Holding A/S
Notice of annual general meeting

Notice of annual general meeting of Gabriel Holding A/S

Time and date: 2.00 p.m. Wednesday, 16 December 2026
Place: The company's address: Hjulmagervej 55, 9000 Aalborg, Denmark

All shareholders are entitled to attend the annual general meeting provided that they have registered no later than 3 days before the meeting by contacting Gitte Willum Borup either by phone at +45 4054 4881 or by email at giwbo@gabriel.dk. No admission cards will be issued prior to the annual general meeting, but participants will be registered upon arrival and will be given voting ballots upon presentation of proper identification.

The company invites you to view the company's new products and activities immediately after the annual general meeting.

Agenda

1. Report of the Board of Directors on the company's activities in the past financial year.
2. Presentation of the annual report with auditor's report for approval.
3. Presentation of the remuneration report for advisory vote.
4. Decision on application of profit or covering of loss under the approved annual report.
5. Approval of the remuneration of the board of directors for the current year.
6. Election of members of the Board of Directors.
7. Election of auditor.
8. Approval of the remuneration policy for the Board of Directors and Executive Management
9. Any other proposals from the Board of Directors or shareholders.

Gabriel Holding A/S
Hjulmagervej 55
9000 Aalborg, Denmark
Company registration no. 58868728
Phone: +45 9630 3117
Contact: Anders Hedegaard Petersen, CEO

Remarks and complete proposals

Re item 1 on the agenda
The Board of Directors proposes that the Board of Directors' report on the company's activities during the past year be noted.

Re item 2 on the agenda
The Board of Directors proposes that the presented annual report be approved.

Re item 3 on the agenda
The Board of Directors proposes that the remuneration report be approved.

Re item 4 on the agenda
The Board of Directors recommends payment of a dividend of DKK 7 per DKK 20 share for 2025/26.

Re item 5 on the agenda

Approval of the remuneration of the Board of Directors for 2026/27 - figures in DKK – unchanged compared to 2025/26:

Members of the Board of Directors – base fee	125,000
Chair of the Board of Directors – 3.2 x base fee	400,000
Vice chair of the Board of Directors – 1.6 x base fee	200,000
Chair of a board committee	100,000
Member of a board committee	50,000

Re item 6 on the agenda
All board members must be elected or re-elected every year and were last elected at the annual general meeting on 11 December 2025. The Board of Directors proposes re-election of Søren Mygind Eskildsen, Randi Toftlund Pedersen, Hans O. Damgaard, and Søren B. Lauritsen. (see Appendix 1 for background information on the candidates for the Board of Directors who are proposed to be elected by the general meeting).
The composition of the Board of Directors reflects the skills and experience required to manage a publicly listed company. The company strives to ensure that the Board of Directors is composed of persons who possess the professional competencies and international experience

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required to serve as a board member.

Re item 7 on the agenda
The Board of Directors recommends re-election of EY Godkendt Revisionspartnerselskab as the company's auditor based on recommendation from the audit committee. The audit committee has in its assessment and recommendation not been influenced by third parties and has not been subject to any agreements with third parties restricting the general meeting's election of auditor.

Re item 8 on the agenda
The Board of Directors recommends that the remuneration policy continues unchanged.

Adoption requirements
The agenda items are adopted by a simple majority of votes, see Article 4.1 of the Articles of Association.
No proposals have been submitted by the shareholders for consideration at the general meeting.

Share capital and voting rights
On the date of this notice, the company's capital is nom. DKK 37,800,000, corresponding to 1,890,000 DKK 20 shares. Each DKK 20 share carries one vote.

Shareholder information
According to Article 3.9 of the Articles of Association, a shareholder may only participate in annual general meetings and vote on the shares which, on the record date, i.e. a week before the annual general meeting, are either registered in the shareholder's name in the register of shareholders or the acquisition of which the shareholder has reported and documented on this date.

The company's register of shareholders is managed by VP Securities A/S. Please use the e-mail address giwbo@gabriel.dk to advise the company of appointments of proxies. Proxy forms are available from Gabriel Holding A/S.

The following material will be available on the company's website www.gabriel.dk by 25 November 2026:

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- Notice of the meeting
- The total number of shares and votes on the date of the notice
- The documents to be presented at the general meeting, including the annual report and the remuneration report
- The agenda and the full text of all proposals
- Proxy form

The notice will also be published via Nasdaq Copenhagen A/S.

The Annual Report will be in English, while the Annual General Meeting will be conducted in Danish.

Personal data
In connection with the general meeting the company collects, processes and stores certain personal data. Reference is made to the company's policy "Privacy Policy", which is available on www.gabriel.dk

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Appendix 1

Ad item 6 on the agenda – election of members to the Board of Directors

Background information on candidates for the Board of Directors proposed for election at the AGM:

Board of Directors



Søren Mygind Eskildsen
Chair (I)
Born: 1972
Sex: Male

Joined the Board of Directors: 2022
Term ends: AGM 2026

Position
CEO of Louis Poulsen A/S.

Managerial skills
Relevant experience from the industry with special expertise in strategy, sales, production and top management of global companies, including branding and design.

POSITIONS OF TRUST

Executive positions
TSME Holding ApS

Directorships
Ege Carpets A/S (C)
– and member of the Remuneration & Nomination Committee



Randi Toftlund Pedersen
Vice-chair (I)
Born: 1963
Sex: Female

Joined the Board of Directors: 2022
Term ends: AGM 2026

Position
Senior Vice President Corporate Finance in Salling Group.

Managerial skills
Expertise within top management with special focus on financial management and financial reporting, including ESG reporting in large Danish undertakings, including listed companies

POSITIONS OF TRUST

Directorships
Ejendomsselskabet Olav de Linde A/S
Roblon A/S
– and chair of the Audit Committee
Salling Group Captiveforsikringsselskab A/S (C)
Salling Group Ejendomme A/S



Hans Olesen Damgaard
Board member (I)
Born: 1965
Sex: Male

Joined the Board of Directors: 2015
Term ends: AGM 2026

Position
Professional board member.

Managerial skills
Special expertise in M&A processes and sales and top management of global companies.

POSITIONS OF TRUST

Directorships
EC POWER A/S
LIFA A/S LANDINSPEKTØRER (C)
Aktieselskabet Carl Christensen (C)
Manini & Co. Holding A/S (C)
Thygesen Textile Group A/S (C)
Ege Carpets A/S
– and chair of the Audit Committee
Stibo Complete Group A/S (VC)
Dansk Kvarts Industri A/S

Commercial foundations
Aarhus Symfoniorkesters Fond af 13. april 1983



Søren B. Lauritsen
Board member (D)
Born: 1967
Sex: Male

Joined the Board of Directors: 2010
Term ends: AGM 2026

Position
CEO, Level Consulting A/S.

Managerial skills
Special expertise in sales and marketing, including IT, strategy and branding.

POSITIONS OF TRUST

Executive positions
Søren B. Lauritsen Holding ApS
Poul H. Lauritsen Holding ApS
Sim Golf Acoustics ApS

Directorships
Level Consulting A/S
GAB Invest ApS

Gabriel Holding A/S
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Remuneration Policy

for the Board of Directors and Executive Management of Gabriel Holding A/S.
Adopted at the annual general meeting on 16 December 2026

Gabriel® Exceptional by every measure

1. Purpose

Gabriel's strategy is to grow with the largest market participants. Gabriel's growth is based on close development partnerships and trading with selected major leading customers in a global strategy where organic growth and acquisitions contribute to achieving the stated financial and non-financial goals. The overall objectives of the remuneration policy are:

- To attract, motivate and retain qualified members of the Board of Directors and Executive Management,
- To ensure a convergence between management's interest and the interests of Gabriel and the shareholders, and
- To help promote long-term value creation in Gabriel and thus support the Company's business strategy.

The remuneration policy, in particular the remuneration of Executive Management, contributes to Gabriel's business strategy as well as long-term interests in several ways. The performance criteria (KPIs) and related targets for cash-based incentive programmes are closely aligned with the objectives guiding Gabriel's strategy and the Board of Directors (Board) will annually assess and adapt them to changes in the strategy and Gabriel's situation.

The remuneration policy sets out the general framework and guidelines for the remuneration of the Board and Executive Management of Gabriel Holding A/S. The policy must be approved by the general meeting and submitted for a binding vote at least every four years or by material changes. On the basis of the remuneration policy Gabriel will annually submit a remuneration report at the annual general meeting - for the first time in 2021.

Agreements on remuneration concluded before the adoption of this policy may continue on the agreed terms.

2. Decision process and conflicts of interest

Gabriel has established a Governance, Remuneration & Nominating Committee (Committee) whose central task is to assist the Board in preparing and reviewing the remuneration policy. The Board is responsible for implementing the remuneration policy.

The remuneration policy must be reviewed annually and if the Committee finds it necessary to revise the remuneration policy, the Committee prepares a resolution proposal to the Board, which then decides on a possible revision of the remuneration policy in accordance with the Board's usual decision-making procedure. The Committee's charter can be found on Gabriel's website, www.gabriel.dk.

When reviewing the remuneration policy, the Committee may consult Executive Management, but Executive Management has no decision-making power in relation to remuneration policy.

If the Board adopts the Committee's proposal to revise the remuneration policy, the revised remuneration policy shall be submitted to the shareholders for consideration and approval at the general meeting.

Any material amendments must be clearly described in the remuneration policy, including how the shareholders' vote and considerations towards the remuneration policy and remuneration reports have been taken into account since the last general vote on the remuneration policy. Amendments will appear at the end of the remuneration policy, as an annex.

The Board assess that the risk of conflicts of interest in connection with the Committee's and the Board's work on the remuneration policy is minimized, as the remuneration of the Board is exclusively a fixed fee, which in all cases must be approved by the general meeting.

In preparing the remuneration policy the Committee has compared and evaluated the remuneration of Executive Management with the salaries and employment terms of other employees in the Company. In relation to the other employees' terms of employment, the remuneration policy is designed so that the remuneration of Executive Management reflects proportionately the responsibility that the Executive Management's duties entail. As a part of the determination of the remuneration policy Gabriel has also taken into account, that the ratio between the total remuneration of Executive Management and the other employees, including the development thereof, does not deviate significantly from comparable market ratios.

3. Remuneration

Remuneration of the Board

The members of the Board of Gabriel are remunerated with a fixed annual fee and are not covered by any kind of incentive remuneration or pension schemes.

The members of the Board shall be paid a fixed base fee. The chairman and vice-chairman of the Board receive 3.2 and 1.6 times the base fee, respectively. Members of the Board, who are also members of a board committee, shall receive an additional fixed fee, as remuneration for their committee work.

- A fee equal to 0,4 times the base fee is paid to each ordinary member of the Audit Committee and 0,8 times the base fee to the chairman of the committee.
- A fee equal to 0,4 times the base fee is paid to each ordinary member of the Acquisition Committee and 0,8 times the base fee to the chairman of the committee.
- A fee equal to 0,4 times the base fee is paid to each ordinary member of the Cybersecurity Committee and 0,8 times the base fee to the chairman of the committee.
- A fee equal to 0,4 times the base fee is paid to each ordinary member of the Governance, Remuneration & Nomination Committee and 0,8 times the base fee to the chairman of the committee.

The remuneration for the last financial year is approved at the annual general meeting in connection with the annual report, as well as the amount of the Board's base fees and additional fees for the current financial year is set for approval at the annual general meeting. The base fee is determined according to the scope and nature of the work and the requirements for the competences of the board members. The agreed fees are paid quarterly in arrears.

The overall objective is for the Board remuneration to be competitive and to be able to attract and retain board members with the desired competences, but without being market-leading on wages.

The board member’s agreement on the directorship in Gabriel runs one year at a time, with the board members being elected annually at Gabriel's annual general meeting. No special retention or resignation schemes apply to the members of the Board.

Remuneration of the Executive Management

The Executive Management’s remuneration may consist of both fixed and variable parts. No share-based remuneration is given. It is the Board’s position that incentive-based programs linked directly to Gabriel's growth strategy and financial goals, can contribute to the realization of such set goals and thus support the joint interests between Gabriel, the management and the shareholders.

The individual remuneration components may amount up to the following of the fixed base salary:

Remuneration component	Maximum
Fixed base salary, including usual employee benefits	100 %
Cash based incentive programs – Short term – Long-term	 33 % 20%

Fixed base salary

The fixed remuneration consists of a base salary which is regulated annually as well as pension contributions and usual employee benefits. The value of the remuneration shall be disclosed in the remuneration report.

The purpose of the fixed base salary is primarily to give each Executive Manager a predictable minimum salary in order to be able to attract and retain members of the Executive Management with the desired competences. The salaries shall be determined in accordance with the level of remuneration in comparable companies and taking into account the competences, experience and performance of the individual. The base salary of each member of Executive Management is determined each year based on a negotiation.

Members of Executive Management do not receive any remuneration for directorships and committee work in Gabriel's subsidiaries.

Incentive-based remuneration

The purpose of cash-based bonuses will be to ensure Executive Management's focus on the short-and long-term KPIs, supporting Gabriel's overall strategy and long-term growth plans and similarly reward satisfactory results against the established performance criteria.

The Board may choose to supplement the Executive Management's fixed base salary with cash bonuses based on short- and/or long-term incentive programmes:

- A short-term incentive programme (1 year) may be based on annual cash bonus awards calculated on the basis of the degree of compliance with a number of predetermined KPIs. Such performance criteria may be financial or non-financial and related to the objectives for Gabriel.
- A long-term incentive programme (3 years or more) is measured over a 3-year period and is based on performance criteria that may be financial or non-financial and related to the objectives for Gabriel.

KPIs are set annually by the chairmanship of the Board in connection with the budget process and are applicable to the allocations of the following financial year.

Common to the established KPIs is that they should be closely linked to the objectives that guide Gabriel's strategy both short-and long-term. The close link between the KPIs for the variable remuneration of Executive Management and Gabriel's strategy, ensures that the remuneration policy, in particular the variable remuneration of Executive Management, effectively contributes to the achievement of Gabriel's short-term and long-term interests and value creation and the relevant objectives thereof. The fulfilment of Gabriel's overall strategy also contributes to strengthening Gabriel's sustainability, as the business strategy will, among other things, consolidate the stable core business and develop new products that ensure Gabriel's continued growth.

The determination of compliance with KPIs will generally be based on the audited financial statements in relation to the financial performance criteria. For non-financial performance criteria, the fulfilment here will be based on externally validated statements. The measurability in relation to the established KPIs is reviewed

annually by Gabriel's auditor as part of the audit of the annual report. The payment of any bonus shall be subject to the approval of the annual report by the general meeting.

For the total cash bonus there is no claw-back option. Thus, bonus paid out cannot be recovered if it subsequently turns out that the bonus has been paid out or earned on the basis of information that is erroneous or which does not comply with the guidelines drawn up by the Board.

Termination terms

Executive Management will typically be employed without a time limit, but with a right to mutual termination, unless it is a temporary arrangement. An Executive Manager has a 12-month notice period from Gabriel's side, while the Executive Manager's notice of termination to Gabriel is 6 months. Executive Managers are not covered by severance pay schemes.

Extraordinary remuneration

The Board may, in exceptional cases where necessary to safeguard Gabriel's long-term interests, waive the upper limit on the payment of cash bonus to a member of Executive Management.

4. Changes

Following the implementation of the provisions of the Shareholder's Rights Directive in Danish legislation this remuneration policy is published and updated, thereby creating the greatest possible transparency in relation to the remuneration of management.

The remuneration policy has been drawn up in accordance with Sections 139 and 139a of the Danish Companies Act and replaces, among other things, previous Section 139, of the Danish Companies Act on guidelines for incentive remuneration and, as in the past, is supplemented by the recommendations of the Committee on Corporate Governance on communication on management's remuneration for listed companies.

5. Coming into force and publication

When the remuneration policy is adopted, the current guidelines on incentive pay, which have been set out in Gabriel Holding A/S' articles of association, become void and are thus deleted. The remuneration policy in force at any time can be found on Gabriel's website www.gabriel.dk

The remuneration policy is approved by a sufficient majority at the annual general meeting of Gabriel Holding A/S on 15 December 2022. As no shareholders have requested a full report, no full statement of the votes cast has been made.