

Company announcement no. 4/2023

Notice convening the annual general meeting of Brødrene Hartmann A/S (CVR no.: 63049611)

Tuesday 25 April 2023 at 1 pm CEST

The board of directors of Brødrene Hartmann A/S has in accordance with article 8a of the articles of association decided that the annual general meeting will be held as a completely electronic general meeting, i.e. without the possibility of physical attendance. Shareholders will thereby be able to attend, ask questions and vote at the general meeting by electronic means – further information about electronic participation in the meeting is included in the end of this notice.

In accordance with article 8.8 of the articles of association the board of directors has also decided that the general meeting is held in English only and that the documents related to the general meeting, such as this notice, are prepared in English only.

AGENDA

1. Report from the board of directors on the company's activities in the past financial year.
2. Presentation of the audited annual report for 2022 for adoption.
3. Presentation of and indicative vote on the remuneration report for 2022.
4. Resolution on the discharge from liability of members of the executive board and the board of directors.
5. Resolution on the distribution of profit or the payment of loss in accordance with the adopted annual report.
6. Election of members to the board of directors.
7. Adoption of the remuneration to the board of directors for 2023.
8. Election of auditor.
9. Proposal from the board of directors for an authorisation to acquire treasury shares.
10. Any other business.

ELABORATION ON THE PROPOSALS**Re item 5 on the agenda**

Resolution on the distribution of profit or the payment of loss in accordance with the adopted annual report.

The board of directors recommends to the general meeting that the result of the year of (DKKm 29.8) is carried forward to next year, i.e. retained earnings.

Re item 6 on the agenda

Election of members to the board of directors.

According to the articles of association, board members are elected by the general meeting for a term of one year.

The board of directors proposes re-election of Jan Klarskov Henriksen, Jan Madsen, Pernille Fabricius and Michael Strange Midskov.

In accordance with clause 3.2.1 of the Corporate Governance Recommendations Jan Klarskov Henriksen, Jan Madsen and Pernille Fabricius are considered independent candidates.

An outline of the background of the individual candidates:

Jan Klarskov Henriksen (57 years) is managing director of Aviagen Broiler Breeding Group Inc., USA with a comprehensive experience in international management within the food industry and special competencies in sale and marketing within the poultry and egg industry from previous employments as CEO of respectively Lantmännen Unibake Holding A/S (2012-2014), Lantmännen Kronfågel Holding AB (2009-2012) and Danæg a.m.b.a. (2005-2008). Jan Klarskov Henriksen is chairman of the board of directors of BPI A/S and chairman of Brødrene Hartmann A/S' nomination and remuneration committee.

Jan Madsen (53 years) is Managing Director of Coop Invest A/S and Lobbyco A/S. Through Jan Madsen's former employment as COO in Coop Danmark A/S and his positions in Carlsberg Group, McKinsey & Company and Nestlé, he has acquired special competencies within retail trade with a particular focus on food industry, international sale and marketing, business development, digitalisation and supply chain management. Jan Madsen is chairman of the boards of directors of FDB Møbler A/S and Quick Info ApS and board member of African Coffee Roasters Ltd., Færch & Co. Gastro ApS (including in a subsidiary), Republica A/S and Severin A/S. Jan Madsen is a member of Brødrene Hartmann A/S' audit committee.

Michael Strange Midskov (61 years) is CEO of Sanovo Technology A/S. He has extensive international experience in management, strategy and business development as well as sales of technology and services to the international food industry. He also has deep insight into the egg industry and management of industrial and project companies, just as he from his former positions with Exhausto Group, Sanovo Technology Group and Roulunds Fabriker A/S as well as previous positions as Treasury Manager and CFO, has achieved special competencies within finance and accounting. Michael Midskov is also a part of the Thornico CEO Board.

Pernille Fabricius (56 years) is EVP, Strategy, Transformation and M&A at NNIT A/S. She has special competencies within management and strategy, accounting, auditing, financing, M&A as well as board experience from listed companies. Pernille Fabricius is a member of the boards of directors of GreenGo Energy A/S, K3 Business Technology Group plc (chair of the audit committee and member of the remuneration committee) and MT Højgaard Holding A/S (member of the audit committee). Pernille Fabricius was previously Managing Director of John Guest Group and has held positions with Getinge Group, Topaz Energy Marine, Damco, TMF Group, GN Netcom and ISS Group. Pernille Fabricius is chairman of the audit committee and member of the nomination and remuneration committee of Brødrene Hartmann A/S.

Re item 7 on the agenda

Adoption of the remuneration to the board of directors for 2023.

It is the board of directors' recommendation that the remuneration to the board of directors for 2023 remains unchanged compared to the remuneration in 2022.

Thus, the proposed remuneration for 2023 amounts to the following:

The remuneration for an ordinary board member will amount to DKK 250,000 and the vice chairman and the chairman will receive this remuneration multiplied by 1½ and 3, respectively.

Ordinary members of the audit committee will receive remuneration equaling ½ of the base remuneration. The chairman of the audit committee will receive remuneration equaling 1 ½ of the base remuneration.

The members of the nomination and remuneration committee will not receive remuneration for their work related to this committee.

Re item 8 on the agenda

Election of auditor.

The board of directors proposes that EY Godkendt Revisionspartnerselskab be re-elected as the company's auditor in accordance with the audit committee's recommendation.

The audit committee has not been influenced by third parties and has not been subject to any agreement with third parties, which limits the general meeting's election to certain auditors or to certain auditing firms.

Re item 9 on the agenda

Proposal from the board of directors for an authorisation to acquire treasury shares.

The board of directors is authorised to let the company acquire treasury shares with up to a nominal value of DKK 14,030,180 in the period until the next annual general meeting at the stock price plus/minus 10 per cent as a maximum at the time of the acquisition.

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GENERAL INFORMATION

According to section 97 of the Danish Companies Act, information is hereby given that the share capital of Brødrene Hartmann A/S amounts to nominally DKK 140,301,800 and each share of nominally DKK 20 entitles the holder to one vote at the general meeting.

The company's annual report for 2022 is available at www.hartmann-packaging.com under "Investor > Financials". The agenda and the complete proposals are included in this notice.

As of Wednesday 29 March 2023, the following documents and information will be available at www.hartmann-packaging.com under "Investor > General meetings": (i) this notice, including the agenda and the full text of the proposed resolutions, (ii) information about the total number of shares and voting rights on the date of the notice, (iii) remuneration report for 2022, and (iv) information to shareholders on how to participate in the electronic general meeting, including guidance on how to vote and ask questions.

This notice was sent electronically on 29 March 2023 to the registered shareholders who have requested it.

Adoption of the proposals under items 2, 3, 4, 5, 6, 7, 8 and 9 requires simple majority of votes.

The shareholders may via the investor portal, as described in more detail below, request for admission cards, submit a proxy or submit votes in advance of the general meeting (advance votes):

1. Go to Brødrene Hartmann A/S' website, www.hartmann-packaging.com under "Investor > Investor Portal"
2. Click on the direct link to the investor portal "Investor portal - English"
3. Log in to the investor portal: Use either NemID/MitID or username and password

4. The shareholder then selects request for/submission of (i) admission card, (ii) proxy to the board of directors, (iii) instruction proxy, (iv) proxy to a third party or (v) advance votes

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ELECTRONIC GENERAL MEETING

The general meeting is held as a completely electronic general meeting, i.e. without the possibility of the shareholders' physical attendance.

Shareholders have the possibility to

- (i) *virtually participate* in the general meeting via <http://meetnow.global/> (general meeting portal) enabling them to ask questions in writing, vote and express opinions. This option requires prior registration of attendance at the general meeting via the investor portal. After registration, login details for the general meeting portal will be forwarded to the shareholder in question;
or
- (ii) *only view* a live webcast of the general meeting, which can be accessed by logging onto the investor portal via www.hartmann-packaging.com under "Investor > Investor Portal" using their NemID/MitID or username and password. **Please note** that this live webcast, which is available for all shareholders without prior registration, does not offer the possibility for asking questions, voting or expressing opinions at the general meeting.

Virtual participation

The electronic general meeting functions in the latest version of either Chrome, Safari or Edge browsers and can be attended on a computer, tablet or smartphone – shareholders are recommended to log in well before the start of the general meeting to ensure timely access to the general meeting.

A detailed guide to Brødrene Hartmann A/S' electronic general meeting, including the procedures for participating in the general meeting, is available via www.hartmann-packaging.com under "Investor > General meetings".

For questions concerning registration for the electronic general meeting or use of the investor portal, please contact Computershare on phone +45 45 46 09 99 (weekdays from 9:00 am to 3:00 pm CET) or send your question to gf@computershare.dk.

Computershare's help desk opens one hour before the start of the general meeting and may be contacted on +45 45 46 09 97 in case technical support is needed to gain electronic access to the general meeting.

In order to be able to attend and actively participate in the electronic general meeting, the following procedures must be followed.

Date of registration

The shareholders' right to vote at the electronic general meeting or the right to vote in advance of the general meeting are determined in proportion to the shares held by the shareholders on the date of registration.

The date of registration is Tuesday 18 April 2023.

Only persons who are shareholders in Brødrene Hartmann A/S on the date of registration are entitled to attend and vote at the electronic general meeting, note however below regarding the shareholders' timely request for participation.

The number of shares held by each shareholder in Brødrene Hartmann A/S on the date of registration is calculated as of the expiry of the registration date. The calculation will be based on the registration of shares in the register of shareholders and such duly documented 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 expiry of the registration date.

In order to be recorded in the register of shareholders and included in the calculation, information about shareholdings must be substantiated by the presentation of a transcript from VP Securities A/S or other similar documentation that may not be more than one month old. Such documentation must be received by Brødrene Hartmann A/S before the expiry of the registration date.

Registration

In order to attend Brødrene Hartmann A/S' electronic general meeting, shareholders must no later than Friday, 21 April 2023 at 11.59 pm have requested to participate in the general meeting via the investor portal, which is accessible via Brødrene Hartmann A/S' website, www.hartmann-packaging.com under "Investor > Investor Portal".

Confirmations of requests to participate (the "admission card") and details on how to participate in the electronic general meeting (including login details and link to the general meeting) will be sent to the e-mail address specified in the investor portal upon registration. **It is thus crucial that the individual shareholder ensures that the shareholder's e-mail address is correctly entered in the investor portal.**

Proxy

Shareholders may also appoint a proxy holder.

Proxy holders may be appointed electronically through the investor portal, which is accessible via the company's website, www.hartmann-packaging.com under "Investor > Investor Portal", no later than Friday, 21 April 2023 at 11.59 pm.

Advance voting

It is possible for shareholders to vote in advance, i.e. before the general meeting is held.

Such vote in advance may be submitted electronically through the investor portal, which is accessible via Brødrene Hartmann A/S' website, www.hartmann-packaging.com under "Investor > Investor Portal", no later than Monday 24 April 2023 at 12.00 noon.

Once a vote is submitted it cannot be revoked.

Questions

Shareholders may - prior to the annual general meeting - submit questions in writing to the company about the agenda, including the individual agenda items. Such questions must be sent per e-mail to investor@hartmann-packaging.com no later than Friday, 21 April 2023 at 11.59 pm.

Furthermore, shareholders participating at the annual general meeting may also ask questions during the general meeting via chat-function in the virtual general meeting portal. For further details on how to ask

questions during the general meeting, please see the detailed guide to participate in the electronic general meeting available via www.hartmann-packaging.com under "Investor > General meetings".

Processing of personal data

For a description of the company's processing and safe-keeping of the shareholders' personal data, e.g. name, e-mail address, telephone no. and information on the shareholding, obtained by the company in connection with the shareholders' participation in the electronic general meeting, a reference is made to Brødrene Hartmann A/S' Privacy Policy for Shareholders etc. which is available at the company's website, www.hartmann-packaging.com under "Investor > General Meetings".

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Gentofte, 29 March 2023

The board of directors for Brødrene Hartmann A/S,
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