

This is a translation into English of the original Danish text. In case of any discrepancies between the two texts, the Danish text shall prevail.

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

Tuesday 21 April 2020 at 1 pm at

**Brødrene Hartmann A/S
Ørnegårdsvej 18
DK-2830 Gentofte**

CORONAVIRUS (COVID-19)

To reduce the risk of spreading the virus and to ensure compliance with the current applicable requirement by law that no more than 10 people may be gathered in the same room or group, we have decided on a number of preventive measures in connection with the general meeting. We take these precautions for the safety of everyone and hope for the shareholders' understanding.

We therefore kindly encourage our shareholders not to attend the general meeting in person and instead to vote either by postal vote or by proxy via "Investor Portal", please see above.

After the general meeting, the board of directors' report on the company's activities in the past financial year (item 1 at the agenda) will be available on the company's website, www.hartmann-packaging.com under "Investor> General Meetings" and may be obtained via email by contacting the company (email investor@hartmann-packaging.com or phone (+45)45 97 00 00).

Shareholders who, in spite of our recommendation, wish to attend the general meeting in person are requested not to bring any companion. We also point out that this year we have decided to cancel our usual arrangement with refreshments after the general meeting. Since we would like to be able to separate the participants at the general meeting as much as possible, the participants will be shown to their seats upon arrival.

We are closely following the authorities' recommendations, and in accordance with these recommendations we urge anyone who has symptoms of infection or travelled in high-risk areas or has been in contact with COVID-19 diagnosed people within 14 days prior to the general meeting, to refrain from attending the general meeting in person.

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 adoption.
3. Resolution on the discharge from liability of members of the executive board and the board of directors.

4. Resolution on the distribution of profit or the payment of loss in accordance with the adopted annual report.
5. Election of members to the board of directors.
6. Adoption of the remuneration to the board of directors for 2020.
7. Election of auditor.
8. Proposal from the board of directors for an authorisation to acquire treasury shares.
9. Proposal from the board of directors for amendment of the company's remuneration policy.
10. Proposal from the board of directors for amendment of the company's articles of association.
 - 10a Amendment of article 4.7 and linguistic clarifications and adjustments in articles 12.9 – 12.11.
 - 10b Amendments and linguistic adjustments in articles 8.2, 8.7 (viii), 8a, 10.1, 12.4, 12.6, 12a.3, 12a.4, 14.1, 15.1 and 18.1.
11. Proposal from the board of directors to authorise the chairman of the annual general meeting with a full right of substitution to file the resolutions passed at the general meeting for registration with the Danish Business Authority.
12. Any other business.

ELABORATION ON THE PROPOSALS

Re item 4 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 DKK 167,243,799 is carried forward to next year (retained earnings).

Re item 5 on the agenda

Election of members to the board of directors.

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

The board of directors proposes re-election of Steen Parsholt, Jan Klarskov Henriksen, Jan Madsen, Karen Hækkerup and Marianne Schelde.

In accordance with section 3.2.1 of the Corporate Governance Recommendations Steen Parsholt, Jan Klarskov Henriksen, Jan Madsen and Karen Hækkerup are deemed independent candidates.

Agnete Raaschou-Nielsen does not wish to be re-elected.

An outline of the background of the individual candidates:

Steen Parsholt (68) has special competencies in international management, finance and controlling. Until 2005 Nordic manager of Aon and member of the European management. Previously Steen Parsholt was group CEO of NCM Holding in Amsterdam and inter alia CEO of Citibank in Denmark. Now engaged in board work etc. on a full-time basis. Steen Parsholt is chairman of the boards of DADES A/S, Ejendomsaktieselskabet af 1. maj 2015 and Reviva S.A. in Luxembourg and vice chairman of the boards of NGF Denmark Holding ApS, NGF General Partner ApS and NGF Nature Energy Biogas A/S and a board member of N2F Management ApS and Glitnir HoldCo ehf in Iceland.

Jan Klarskov Henriksen (54) 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). Chairman of the board of directors of BPI A/S.

Jan Madsen (50) has since 2010 been group executive director of Coop Danmark A/S and responsible for a number of functions and retail chains. Through Jan Madsen's employment in Coop Danmark A/S and his former positions in Carlsberg Group, McKinsey & Company and Nestlé, he has built 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 board of directors of FDB Møbler A/S and vice chairman of the board of directors of Coop Bank A/S and a board member of Fakta A/S, Quick Info ApS and 3C Odense Erhvervspark A/S.

Karen Hækkerup (45) is Executive director in UNICEF Denmark since 2019 and has been CEO of the Danish Agriculture & Food Council in the period 2014-2018. Karen Hækkerup has formerly held several political positions, including a number of positions as a minister as well as membership of the City Council of Copenhagen, and she has established special competencies within sustainability as well as international food production, -commerce and -politics.

Marianne Schelde (57) is CFO of Thornico Holding A/S and CEO of the subsidiary Thornico IT A/S. Marianne Schelde has experience and special competencies within international financial management, financial reporting and accounting. Marianne Schelde is further a board member of Hummel Holding A/S (including its four subsidiaries), Mount Baldy A/S, Ovodan Europe ApS (including one of its subsidiaries), Sanovo Packaging Denmark ApS, Stanico A/S, Thorco Isabella ApS, Thorco Isadora ApS, Thorco Africa Holding ApS, Thornico IT A/S and West Star Real Estate A/S.

Re item 6 on the agenda

Adoption of the remuneration to the board of directors for 2020.

The board of directors recommends that the remuneration to the board of directors for 2020 remains unchanged compared to 2019. This remuneration has been valid since 2017.

The proposed remuneration for 2020 amounts to the following:

The remuneration for ordinary board members will amount to DKK 225,000. 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 board remuneration. The chairman of the audit committee will receive remuneration equaling 1½ of the board remuneration.

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

Re item 7 on the agenda

Election of auditor.

The board of directors proposes that Deloitte Statsautoriseret 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 8 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.

Re item 9 on the agenda

Proposal from the board of directors for amendment of the company's remuneration policy.

The board of directors proposes to update Brødrene Hartmann A/S' remuneration policy in accordance with the draft amended remuneration policy, which is available in full on the company's website, hartmann-packaging.com under "Investor > General Meetings".

The proposed amendments have been incorporated into the remuneration policy as a result of new requirements in sections 139 and 139a of the Danish Companies Act and in order to make the policy more flexible. In addition, a number of editorial changes have been made. In terms of content, including in relation to the framework for the total remuneration package, the amended remuneration policy corresponds in all materiality to Brødrene Hartmann A/S' current policy, which was approved at the company's annual general meeting on 18 April 2018.

As a consequence of the adoption of this proposal, the company's guidelines on remuneration of the board of directors and the executive board will automatically be repealed, and the provision in article 17a of the articles of association regarding these guidelines will be deleted.

Re item 10 on the agenda

The board of directors proposes to incorporate a few amendments, including linguistic clarifications and adjustments in the articles of association, which are further specified below. Draft updated articles of association is available in full (in a clean and markup version) on the company's website, hartmann-packaging.com under "Investor > General meetings".

Re item 10a on the agenda

- In article 4.7 the name and CVR-no. of the company's keeper of the register of shareholders is changed from VP Investor Services A/S, CVR-no. 30 20 11 83 to Computershare A/S, CVR-no. 27 08 88 99 (since Computershare A/S is the company's new keeper of the register of shareholders).
- In articles 12.9 – 12.11 regarding majority requirements for resolutions on the general meeting a few linguistic clarifications and adjustments - with no material effect on the content thereof - have been inserted. The current majority requirements will thus remain unchanged. All proposed clarifications and adjustments appear from the markup version of the draft amended articles of association available at the company's website, hartmann-packaging.com under "Investor > General Meetings".

Re item 10b on the agenda

- Besides linguistic clarifications and adjustments in articles 8a, 12a.3, 12a.4 and 14.1 (which has been moved up as a subsection to article 13 and thus numbered 13.2), which appear from the above mentioned markup draft amended articles of association the following amendments are proposed:
 - "Tønder Municipality" has been removed from article 8.2 as a municipality where the company's general meetings may be held.
 - In article 8a.1 the board of directors has been granted an authorization to decide, whether a general meeting shall be held fully by electronic means (completely electronic general meeting), provided that the board of directors finds this appropriate and that the general meeting can be conducted in a technically safe manner. Please note that it will appear from the notice of the general meeting whether the specific general meeting will be held electronically, and the notice will also contain detailed information on attendance and related procedures. Few

consequential amendments have been included in articles 8.7 (viii) and 12.4 as a result of the proposal for holding of general meetings fully by electronic means.

- In article 10.1 an additional item has been included on the agenda for the annual general meeting regarding approval of the remuneration to the board of directors for the current year, since the company in practice processes and handles this item each year at the general meeting in accordance with section 4.2.2 of the Corporate Governance Recommendations.
- It has been clarified in article 12.6 that the deadline for the company's receipt of a postal vote is a *working day* (and not a *day*) before the general meeting.
- In order to adjust article 15.1 regarding employment of the executive board with the company's current practice for employment of the executive board the wording of this article has been proposed changed as follows:

"The board of directors shall appoint an executive board consisting of 1 – 3 members. If the executive board has more than one member, one of them must be appointed as chief executive officer."

- The signatory rule in article 18.1 of the articles of association is adjusted to meet the technical requirements of the Danish Business Authority's registration system. There are no material changes in the current signatory rule, including neither in the composition nor in the group of persons authorized to sign on behalf of the company. The wording of the signatory rule in the articles of association is amended as follows:

"The power to sign for the company shall be exercised by the chief executive officer jointly with another executive director, by the chief executive officer jointly with the chairman of the board of directors or by the chief executive officer jointly with the deputy chairman of the board of directors, or by an executive director jointly with the chairman of the board of directors, or by the joint signatures of all members of the board of directors."

Re item II on the agenda

Proposal from the board of directors to authorise the chairman of the annual general meeting with full right of substitution to file the resolutions passed with the Danish Business Authority and to make such alterations or additions to the resolutions passed as may be required for registration of the said resolutions with the Danish Business Authority.

- 0 -

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 2019 is available in Danish and English at hartmann-packaging.com under "Investor > Financials". The agenda and the complete proposals are included in this notice.

This notice, including the agenda and the full text of the proposed resolutions, and the draft updated remuneration policy, draft updated articles of association and the information about the total number of shares and the voting rights on the date of the notice, and the proxy form, postal voting form and registration form to be used for ordering admission cards will be available as of 30 March 2020 at hartmann-packaging.com under "Investor > General meetings".

This notice, including links to the agenda and the complete proposals, was sent electronically upon request to the shareholders listed in the company's register of shareholders on 30 March 2020.

The following requirements for adoption of the proposed resolutions must be fulfilled in order for the proposed resolutions to be considered adopted:

- The proposed resolutions under items 2, 3, 4, 5, 6, 7, 8, 9 and II can be adopted by simple majority of votes.
- The proposed resolutions under item 10b require that the resolutions are passed by not less than two-thirds of the votes cast as well as of the share capital represented at the general meeting.
- The proposed resolutions under item 10a require that not less than two-thirds of the share capital is represented at the general meeting, and that the proposed resolutions are passed by not less than two-thirds of the votes cast as well as of the share capital represented at the general meeting.

- 0 -

The following procedures must be followed in order to attend and vote at the annual general meeting:

Date of registration

The shareholders' right to vote at the company's annual general meeting or the right to vote by post are determined in proportion to the shares held by the shareholders on the date of registration.

The date of registration is Tuesday 14 April 2020.

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

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.

Admission card

In order to attend Brødrene Hartmann A/S' annual general meeting, shareholders must no later than on Friday, 17 April 2020 at 11.59 pm have requested for admission cards to the annual general meeting via the shareholder portal which is accessible via the company's website, hartmann-packaging.com under "Investor Portal".

Admission cards may also be requested for by returning the registration form to Computershare A/S, Lottenborgvej 26, DK-2800 Kgs. Lyngby, or by email to gf@computershare.dk, no later than on Friday, 17 April 2020 at 11.59 pm. Admission cards are issued to shareholders who hold shares in Brødrene Hartmann A/S on the date of registration.

Please note that admission cards will be sent out electronically via email to the email address specified in the shareholder portal upon registration. The admission card must be presented at the annual general meeting either electronically on a smartphone/tablet or in a printed version.

Shareholders who have requested admission cards without specifying their email address can pick up the admission card at the entrance of the annual general meeting upon presentation of ID.

Voting forms will be handed out at the entrance of the annual general meeting.

Proxy

Shareholders may also appoint a proxy holder.

Proxy holders may be appointed electronically through the shareholder portal, which is accessible via the company's website, hartmann-packaging.com under "Investor Portal", no later than on Monday, 20 April 2020 at 11.59 pm.

Proxy holders may also be appointed in writing by using the proxy form which is available on the company's website hartmann-packaging.com under "General meetings". Completed and signed forms must be received by the company at the address Computershare A/S, Lottenborgvej 26, DK-2800 Kgs. Lyngby or by email to gf@computershare.dk no later than Monday, 20 April 2020 at 11.59 pm.

For inquiries in person it should be noted that Computershare A/S' offices are open on weekdays from 8 am - 4 pm.

Postal voting

Instead of voting in person at the annual general meeting, the shareholders may vote by post, i.e. vote in writing before the annual general meeting is held.

Postal votes may be submitted electronically through the shareholder portal which is accessible via Brødrene Hartmann A/S' website, hartmann-packaging.com under "Investor Portal", no later than Monday 20 April 2020 at 11.59 pm. As a result of the coronavirus and to reduce the risk of spreading, we encourage shareholders to submit postal votes electronically instead of being physically present at the general meeting, see further above.

Postal votes may also be submitted by using the postal voting form which is available on the company's website Hartmann A/S' website, hartmann-packaging.com under "General meetings". The completed and signed form must be received by the company at the address Computershare A/S, Lottenborgvej 26, DK-2800 Kgs. Lyngby or by email to gf@computershare.dk no later than Monday, 20 April 2020 at 11.59 pm.

A postal vote that has been received by Brødrene Hartmann A/S cannot be revoked.

Questions

Shareholders may ask questions about the agenda before the general meeting, provided that such questions are received by the company no later than Friday, 17 April 2020 at 11.59 pm. Questions may also be asked during the annual general meeting.

Processing of personal data

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

- 0 -

Gentofte, 30 March 2020

The board of directors for Brødrene Hartmann A/S,
Ørnegårdsvej 18, DK-2820 Gentofte
Telephone: (+45) 45 97 00 00