

## Notice of Annual General Meeting

The Board of Directors of Matas A/S hereby convenes the Company's Annual General Meeting to be held on

**Monday, 16 June 2025, at 3:00 p.m. (CEST)  
at Matas A/S' headquarters at Rørmosevej 1, 3450 Allerød, Denmark**

Attendance at the Annual General Meeting must be registered no later than Thursday, 12 June 2025 at 11:59 p.m. (CEST) through the shareholder portal at [matasgroup.com](https://matasgroup.com), or by completing and submitting a registration form to Computershare A/S, Lottenborgvej 26 D, 1st floor, DK-2800 Kgs. Lyngby. The Annual General Meeting will be conducted in Danish and will be webcast through the shareholder portal.

Tea, coffee and cake will be served from 2:30 p.m. to 3:00 p.m. (CEST).

The agenda of the Annual General Meeting will include the following business:

1. The Board of Directors' report on the Company's activities for the financial year 2024/25
2. Presentation and adoption of the audited Annual Report for the financial year 2024/25
3. Distribution of profit for the year according to the adopted Annual Report, including declaration of dividends
4. Discharge of the Board of Directors and the Executive Committee
5. Presentation of the Company's Remuneration Report for an advisory vote
6. Approval of remuneration of the Board of Directors for the financial year 2025/26
7. Election of members to the Board of Directors
8. Appointment of auditor
  - a) Re-appointment of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab (PwC), business reg. no. 33 77 12 31 as the Company's auditors as well as the Company's auditors to verify the statutory information on sustainability
9. Authorisation to acquire own shares
10. Proposals from the Board of Directors
  - a) Authorisation to the chair of the Annual General Meeting
11. Any other business

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## Complete proposals

### Re agenda item 1

The Board of Directors proposes that the report by the Board of Directors on the Company's activities for the financial year 2024/25 be noted by the general meeting.

### Re agenda item 2

The Board of Directors proposes that the audited Annual Report for the financial year 2024/25 be adopted by the general meeting.

### Re agenda item 3

The Board of Directors proposes distribution of profits in accordance with the adopted Annual Report for 2024/25, including distribution of dividends of DKK 2.00 per share of a nominal value of DKK 2.50. Dividends are expected to be paid on 19 June 2025, subject to adoption by the general meeting. Matas Group will also launch an up to DKK 100 million share buyback programme, subject to renewed mandate to purchase own shares by the general meeting, M&A activity and the financial gearing level.

### Re agenda item 4

The Board of Directors proposes that the general meeting grant discharge of liability to the Board of Directors and the Executive Committee.

### Re agenda item 5

The Company has prepared a Remuneration Report for the financial year 2024/25, which will be presented for an advisory vote at the Annual General Meeting in accordance with the Danish Companies Act.

The Remuneration Report sets out remuneration paid or payable to the Company's Board of Directors and Executive Committee for the financial year 2024/25.

The Remuneration Report is available at the Company's website, [matasgroup.com](https://www.matasgroup.com).

### Re agenda item 6

The Board of Directors proposes that the general meeting approve the proposed inflation-level adjusted remuneration to the Board of Directors for the financial year 2025/26.

The proposed remuneration for members of the Board of Directors for the financial year 2025/26 is as follows:

	Fees in DKK 2025/26
<b>Board of Directors</b>	
Chair	811,125
Deputy Chair	486,675
Member	324,450
<b>Audit Committee</b>	
Chair	162,225
Member	81,113
<b>Remuneration Committee</b>	
Chair	81,113
Member	40,556
<b>Nomination Committee</b>	
Chair	81,113
Member	40,556

**Re agenda item 7**

Pursuant to the Company's Articles of Association, the board members elected by the general meeting are elected for a term of one year. Re-election may take place.

The Board of Directors proposes re-election of the following members of the Board of Directors:

- Marie-Louise (Malou) Aamund
- Mette Maix
- Henrik Taudorf Lorensen
- Kenneth Melchior
- Barbara Plucnar Jensen
- Espen Eldal

As notified on 24 April 2025, Lars V. Frederiksen will not stand for re-election.

The Board of Directors intends to appoint Malou Aamund as the new Chair at its constitution meeting following the Annual General Meeting provided that Malou Aamund is elected to the Board of Directors.

A description of the proposed candidates' positions, qualifications and competencies, including other managerial positions held is provided in Annex 1.

**Re agenda item 8.a**

The Board of Directors proposes that PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab (PwC), business reg. no. 33 77 12 31 be re-appointed as the Company's auditors as well as the Company's auditors to verify the statutory information on sustainability in accordance with the Audit Committee's recommendation.

The Audit Committee's recommendation has not been influenced by any third parties nor has it been subject to any contractual obligations restricting the general meeting's choice to certain auditors or audit firms.

**Re agenda item 9**

The Board of Directors proposes that the Board of Directors be authorised by the general meeting to let the Company acquire own shares for up to 10% of its share capital in the period until the next Annual General Meeting, always provided that the Company's holding of treasury shares may at no time exceed 10% of the share capital. The purchase price may not deviate by more than 10% from the price quoted on Nasdaq Copenhagen at the date of purchase.

**Re agenda item 10.a**

The Board of Directors proposes that the general meeting authorises the chair of the Annual General Meeting, with a right of substitution, to file the resolutions adopted with the Danish Business Authority and to make any such amendments as the Danish Business Authority may require in order to register or approve the resolutions adopted.

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### **Adoption requirements, share capital, record date and voting rights**

All resolutions proposed on the agenda may be passed by a simple majority of votes pursuant to Article 7.1 of the Company's Articles of Association, however, agenda item 5 is presented for an advisory vote.

The total nominal value of the Company's share capital is DKK 95,728,730 divided into shares of DKK 2.50 each, equivalent to 38,291,492 shares. Each share of DKK 2.50 carries one vote.

The right of a shareholder to attend and vote at a general meeting is determined by the shares held by the shareholder at the record date. The record date is **Monday, 9 June 2025**. The shares held by each shareholder at the record date are calculated based on the registration of the number of shares held by that shareholder in the Company's register of shareholders as well as any notification of ownership received by the Company for the purpose of registration in the Company's register of shareholders but not yet registered.

Requests for admission cards may be made on or before **Thursday, 12 June 2025 at 11:59 p.m. (CEST)** as follows:

- By registering electronically through the Company's shareholder portal at [matasgroup.com](https://matasgroup.com); or
- By submitting the registration form available for download at the Company's website, [matasgroup.com](https://matasgroup.com). Please send the completed, dated and signed registration form by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 1st floor, DK-2800 Kgs. Lyngby or by e-mail in a scanned version to [gf@computershare.dk](mailto:gf@computershare.dk) to be received by Computershare A/S before the deadline.

### **Proxy**

Shareholders, who are unable to attend the Annual General Meeting, may issue a proxy to the Board of Directors or to any other named third party.

Proxies may be issued on or before **Thursday, 12 June 2025 at 11:59 p.m. (CEST)** as follows:

- Electronically through the Company's shareholder portal at [matasgroup.com](https://matasgroup.com); or
- By submitting the proxy form available for download at the Company's website, [matasgroup.com](https://matasgroup.com). Please send the completed, dated and signed proxy form by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 1st floor, DK-2800 Kgs. Lyngby or by e-mail in a scanned version to [gf@computershare.dk](mailto:gf@computershare.dk) to be received by Computershare A/S before the deadline.

### **Voting by correspondence**

Shareholders, who are not able to attend the Annual General Meeting, may also vote by correspondence.

Shareholders may vote by correspondence on or before **Sunday, 15 June 2025 at 3:00 p.m. (CEST)** as follows:

- Electronically through the Company's shareholder portal at [matasgroup.com](https://matasgroup.com); or
- By submitting the postal voting form available for download at the Company's website, [matasgroup.com](https://matasgroup.com). Please send the completed, dated and signed form by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 1st floor, DK-2800 Kgs. Lyngby or by e-mail in a scanned version to [gf@computershare.dk](mailto:gf@computershare.dk) to be received by Computershare A/S before the deadline.

### **Questions from shareholders**

Shareholders may ask questions to the management team and the auditor at the Annual General Meeting. Questions regarding the agenda and other documents for the Annual General Meeting may also be submitted in writing to be received by the Company not later than one week before the date of the Annual

General Meeting. Questions should be sent to [job@matas.dk](mailto:job@matas.dk) or by ordinary mail to the Company's address, Matas A/S, Rørmosevej 1, DK-3450 Allerød, marked 'Investor Relations'.

### **Additional information**

For a period of three weeks prior to the Annual General Meeting, including the date of the Annual General Meeting, the following information will be available at the Company's website, [matasgroup.com](https://matasgroup.com):

- The notice convening the Annual General Meeting
- The total number of shares and voting rights at the date of the notice
- The documents to be presented at the Annual General Meeting
- The agenda and the complete proposals
- The audited Annual Report for the financial year 2024/25
- The Remuneration Report for the financial year 2024/25
- The forms to be used for voting by proxy or voting by correspondence

### **Personal data**

For further information on how the Company collects and processes personal data, reference is made to the Company's website, [matasgroup.com](https://matasgroup.com), where information on the Company's Privacy Policy - Shareholders and Confidentiality and Data Protection Policy are available.

Allerød, 23 May 2025

On behalf of the Board of Directors of Matas A/S

Lars Vinge Frederiksen  
Chair of the Board of Directors

### **For further information, please contact:**

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Head of Investor Relations & Treasury  
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