



## Notice to convene Annual General Meeting

March 23, 2023

### Company announcement no. 3/2023

According to Art. 9.1 of the Articles of Association, notice is hereby given of the Annual General Meeting of Columbus A/S to be held on:

**Monday 24 April 2023 at 10.00**  
at Columbus, Lautrupvang 6, 2750 Ballerup

#### Agenda:

1. Board of Directors' report on the business of the Company during the past year.
2. Presentation and approval of the Annual Report.
3. Resolution on the appropriation of profit or covering of loss as recorded in the adopted Annual Report.
4. Presentation of and indicative ballot on the Remuneration Report.
5. Proposal from the Board of Directors that the general meeting authorizes the Board of Directors for a period of 18 months from the date of the General Meeting to acquire for the Company up to 10 per cent of the Company's share capital against payment which shall not deviate more than 10 per cent up or downwards from the latest listed price of the shares at Nasdaq Copenhagen prior to the acquisition.
6. Election of members of the Board of Directors
7. Election of one or two state authorized public accountants as auditors.
8. Proposal from the Board of Directors or shareholders
- 8.1 Amendment of Articles of Association
9. Any other business

#### Full wording of proposals

##### Re. item 1:

The Board of Directors proposes that the General Meeting takes note of the Board of Director's report on the business of the Company during the past year.

##### Re. item 2:

The Board of Directors recommends that the Annual Report 2022 be approved.

##### Re. item 3:

The Board of Directors proposes that the General Meeting approves the Board of Directors' proposal for the allocation of profit as stated in the Annual Report for 2022, including distribution of an ordinary dividend to shareholders of DKK 0.125 per share of DKK 1.25 (nom.), corresponding to total dividends of DKK 16,159,533.

##### Re. item 4:

The Board of Directors recommends that the General Meeting approves the Remuneration Report.

##### Re. item 5:

The Board of Directors proposes that the General Meeting authorizes the Board of Directors for a period of 18 months from the date of the General Meeting to acquire for the Company up to 10 per cent of the Company's share capital against payment which shall not deviate more than 10 per cent up or downwards from the latest listed price of the shares at Nasdaq Copenhagen prior to the acquisition.

##### Re. item 6:

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

Ib Kunøe  
Sven Madsen  
Peter Skov Hansen  
Karina Kirk  
Per Kogut

For further information about the individual Board members, see Appendix 1.

Re. item 7:

The Board of Directors recommends that Pricewaterhousecoopers Statsautoriseret Revisionspartnerselskab, CVR-no. 33 77 12 31 be re-elected in accordance with the recommendation from the Audit Committee.

The Audit Committee has not been influenced by third parties and has not been subjected to any agreement with third parties which limits the General Meeting's election of certain auditors or auditing firms.

Re. item 8.1:

The Board of Directors proposes that the current authorizations to the Board of Directors to increase the Company's share capital, cf. section 4.1, 4.2 and 4.3 in the Company's Articles of Association to be changed as follows:

"4.1 Until 24 April 2026, the Board of Directors has been authorised to increase the Company's share capital by up to DKK 20,000,000 in nominal value (equal to 16,000,000 shares of DKK 1.25 in nominal value) in one or more tranches by payment in cash, conversion of debt or by contribution of assets other than cash. The capital increase shall take place with pre-emptive rights to the Company's existing shareholders".

"4.2 Until 24 April 2026, the Board of Directors has been authorised to increase the Company's share capital by up to DKK 20,000,000 in nominal value (equal to 16,000,000 shares of DKK 1.25 in nominal value) in one or more tranches by payment in cash, conversion of debt or by contribution of assets other than cash. The capital increase shall take place without pre-emptive rights to the Company's existing shareholders".

"4.3 In addition to the authorisations mentioned in Articles 4.1 and 4.2 above, the Board of Directors is authorised until 24 April 2026, without granting prior rights to existing shareholders, to increase the share capital by up to DKK 607,500 in one or more tranches as part of issuing new shares in favor of employees of the Company and its subsidiaries. The new shares will be issued at a subscription price which may be lower than the market price as determined by the Board of Directors".

Art. 4.4 – 4.6 remain unchanged.

#### **Adoption requirements**

For adoption of the proposals under the items 2, 3, 4, 5, 6 and 7 on the agenda simple majority is required.

For adoption of the proposals under item 8.1 on the agenda it is required that two-thirds of the votes cast as well as the voting share capital represented at the general meeting accedes hereto. In addition, at least half of the share capital must be represented, cf. section 13.2 in the Company's Articles of Association.

#### **Registration date**

The date of registration is Monday 17 April 2023, at 23:59 CET.

Only shareholders who possess shares in the Company at the expiration of the registration date are entitled to participate and vote at the Annual General Meeting. On expiry of the date of registration, the shares held by each of the Company's shareholders on the date of registration date is determined on the basis of the shares registered in the register of shareholders and duly evidenced notifications to the Company of share acquisitions not yet entered in the register of shareholders, but received by the Company before expiry of the date of registration.

Participation is furthermore conditional on the shareholder's punctual requisitioning of an admission card as described below.

#### **Procedure for participating in and voting at the Company's Annual General Meeting**

Requisition of admission cards:

digitally via the Shareholder Portal on the Company's website: [www.columbusglobal.com](http://www.columbusglobal.com) > [Investors](#)

by submission of registration form to Computershare A/S, Lottenborgvej 26D, 1<sup>st</sup> floor, 2800 Kgs. Lyngby (or by fax 4546 0998)

The registration form can be downloaded from [www.columbusglobal.com](http://www.columbusglobal.com) > [Investors](#) by written request to the Company's office at Lautrupvang 6, 2750 Ballerup or by e-mail to [cgr@columbusglobal.com](mailto:cgr@columbusglobal.com).

Registration must reach Computershare A/S or the Company no later than Thursday 20 April 2023 at 23:59 CET.

Ordered admission cards will be sent out by e-mail. This requires that your email address is registered on the Shareholder Portal, or that you register your e-mail address when ordering admission card via the Shareholder Portal. After registration, you will receive an electronic admission card. Bring your electronic version on your smartphone or tablet. If you have forgotten your admission card for the general meeting, it can be obtained against presentation of appropriate proof of identification. Ballot papers will be handed out at the entry point at the General Meeting.

Proxies:

Proxies can be granted:

digitally via the shareholder portal on the Company's website: [www.columbusglobal.com](http://www.columbusglobal.com) > Investors

by submission of proxy form to Computershare A/S, Lottenborgvej 26D, 1<sup>st</sup> floor, 2800 Kgs. Lyngby (or by fax 4546 0998)

The proxy form can be downloaded from [www.columbusglobal.com](http://www.columbusglobal.com) > Investors

The proxy must reach Computershare A/S no later than Thursday 20 April 2023 at 23:59 CET.

Postal voting:

Postal voting can be done:

digitally via the shareholder portal on the Company's website: [www.columbusglobal.com](http://www.columbusglobal.com) > Investors

by submission of postal voting form to Computershare A/S, Lottenborgvej 26D, 1<sup>st</sup> floor, 2800 Kgs. Lyngby (or by fax 4546 0998)

The postal voting form can be downloaded from [www.columbusglobal.com](http://www.columbusglobal.com) > Investors

The postal voting form must reach Computershare A/S no later than 24 April 2023 at 8.00am CET. Received postal votes cannot be withdrawn.

### **Live transmitted General Meeting**

Shareholders will be able to follow the Annual General Meeting via live webcast instead of attending in person. Shareholders will not be able to ask questions or vote via the webcast. Thus, shareholders who wish to participate in the webcast and vote at the Annual General Meeting, must submit postal voting or proxy to the Board of Directors or third party prior to the Annual General Meeting.

Shareholders who wish to follow the Annual General Meeting via live webcast must inform Columbus via email to [cgr@columbusglobal.com](mailto:cgr@columbusglobal.com). Accordingly, link to webcast will be sent via email.

### **Further information**

Questions from shareholders regarding the agenda must be submitted in written form to the Company.

The share issuing bank is Nordea A/S, through which shareholders may exercise their financial rights.

### Information from the Company

No later than 31 March 2023 the following information will be available to the shareholders at the Company's website [www.columbusglobal.com](http://www.columbusglobal.com) > Investors:

- This agenda including the full wording of proposals for the Annual General Meeting and information about the nominated Board candidates (appendix 1)
- The total number of shares and entitled voters at the time of notice to convene the Annual General Meeting
- The documents which will be presented at the Annual General Meeting, including the audited Annual Report 2022, the Remuneration Report for 2022 and the proposed revised Articles of Association.
- The forms which must be used when voting by proxy or postal votes

By the notice to convene annual general meeting Columbus A/S has registered a share capital of nominal DKK 161,595,330, corresponding to 129,276,264 shares of nominal DKK 1.25. Each share of nominal DKK 1.25 provides 1 vote.

Ballerup, 23 March 2023

Board of Directors, Columbus A/S

### **Appendix 1: Election of members to the Board of Directors**

#### **Election of members to the Board of Directors and recruitment criteria**

Pursuant to Columbus A/S' Articles of Associations, the Board of Directors must consist of 3-7 members to be elected by the general meeting for a term of one year.

When nominating new Board members, management experience, professional and financial competencies needed to ensure that the Board has the necessary competencies to be able to manage the interests of the Company and thereby the shareholders are carefully assessed.

Besides competencies and qualification, new candidates are selected on the basis of criteria such as the need for seniority, renewal and diversity.

The Company's Articles of Association do not include restrictions concerning the number of times a member is allowed to be re-elected to the Board of Directors. Seniority in itself is not a crucial criterion, but the Board of Directors finds that long seniority and thereby extensive experience for part of the Board members is highly beneficial to the company. Seniority combined with continuous renewal ensure a broad-based composition of the Board of Directors.

Gender, age and nationality are not qualifications alone, but are part of the total assessment of the competencies of a board candidate.

### **Information about proposed candidates**

Below, competencies and directorships in other companies are described for each of the proposed candidates.

It is the Board of Director's assessment that the proposed candidates represent the necessary competencies in the Board of Directors to ensure that the size, composition and competencies of the Board of Directors is such that constructive discussions and efficient decision-making process can be ensured during Board meetings.

**Ib Kunøe**

Born 1943

Chairman of the Board

Member of the Board since 2004,

re-elected in 2022

Does not fulfill the Committee of Corporate Governance definition of independency

Education:

Holds an HD Graduate Diploma in Organisation and Management as well as a background as a professional officer (major).

Chairman of the Board for:

Atea ASA, Consolidated Holdings A/S, X-Yacht A/S, CALUM Ballerup K/S, CALUM Åbyhøj K/S, CALUM Værløse K/S, CALUM Bagsværdlund K/S, Komplementarselskabet Åbyhøj ApS, Komplementarselskabet Værløse ApS and Komplementarselskabet Bagsværdlund ApS

Member of the Board for:

Atrium Partner A/S

Special competencies:

Company management, including management of IT companies, development of and dealing with companies.

**Sven Madsen**

Born 1964

Member of the Board since 2007,

re-elected in 2022

CFO in Consolidated Holdings A/S

Member of the Audit Committee

Does not fulfill the Committee of Corporate Governance definition of independency

Education:

Holds a Graduate Diploma in Financial and Management Accounting and an MSc in Business Economics and Auditing

Chairman of the Board for:

CHV III ApS

Member of the Board for:

Atea ASA, Consolidated Holdings A/S, core:workers AB, core:workers Holding A/S, X-Yachts A/S, Ejendomsaktieselskabet af 1920 A/S, CHV V A/S, DAN-Palletiser Finans A/S and MonTa Biosciences ApS.

Special competencies:

General management, M&A, business development, economic and financial issues.

**Peter Skov Hansen**

Born 1951

Member of the Board since 2012,

re-elected in 2022

Chairman of the Audit Committee

Fulfills the Committee of Corporate Governance definition of independency

Education:

Completed State Authorized Public Accountant education in 1980, registered as non-practicing

Member of the Board for:

X-Yachts A/S

Special competencies:

Business development and financial, accounting and tax related issues.

**Karina Kirk**

Born 1971

Member of the Board since 2018,  
re-elected in 2022  
Owner of KIRK & CO., Executive and board advisory  
Fulfills the Committee of Corporate Governance definition of independency

Education:

Holds a Master of Science in International Business Administration (1996), NYU Stern School of Business, MBA selected classes (1994), Executive, Board Leadership and Governance (2017)

Member of the Board for:

Ringsted Olie A/S

Special competencies:

General management, management of consulting companies, market and customer leadership, business development and business transformation.

**Per Kogut**

Born 1964  
Member of the Board since 2022  
Fulfills the Committee of Corporate Governance definition of independency

Education:

Per Kogut holds a Master, Public Administration & IT science from the University of Copenhagen.

Chairman of the Board for:

Digital Hub Denmark, Epista life science A/S

Member of the Board for:

Loyal Solutions A/S

Special competencies:

General management, management of consulting companies, market and customer leadership and business development.

**Attachment**

- [SE 03 2023 Notice to convene Annual General Meeting](#)