

On 15 March 2024 at 11.00 a.m., we held our Annual General Meeting at Solar A/S, Industrivej Vest 43, Vejen.

Present were the company's Board of Directors, Executive Board and auditor.

Chairman of the Board of Directors Michael Troensegaard Andersen welcomed everyone to the company's annual general meeting.

The Board of Directors had appointed attorney Bo Hulse as chair of the meeting.

The chair of the meeting stated that the general meeting was lawfully convened in accordance with Article 10.4 of the Articles of Association, as the notice was given via the company's website on 21 February 2024 and by written notice to the shareholders who have requested it. The chair also stated that the notice has been issued as a company announcement and that shareholders have also been notified through their depositary banks. Total attendance was as follows:

	Share capital	Percent	Votes	Percent
Company totals according to the articles of association	736,000,000		15,460,000	
Reduction for treasury shares	5,681,300		56,813	
Company totals less treasury shares	730,318,700	100.00%	15,403,187	100.00%
Represented at the annual general meeting	426,909,000	58.46%	12,369,090	80.30%

120 shareholders were present at the general meeting. The chair of the meeting stated that the notice, the total number of shares and voting rights on the date of the notice, including the total number for each share class, the Company's Annual Report 2023 with consolidated financial statements, the agenda, proxy and postal voting forms as well as the full proposals and the personal data policy as of 21 February 2024 have been available on the company's website [www.solar.eu](http://www.solar.eu).

The chair of the meeting then established that the general meeting was lawfully convened and competent to make decisions on the proposals submitted by the Board of Directors, since the draft of the agenda may be adopted by a simple majority vote.

The chair of the meeting stated that many powers of attorneys, postal votes and proxies had been submitted to the Board of Directors prior to the general meeting. Based on these as well as knowledge of how the Fund of 20<sup>th</sup> December the Executive Board and the Board of Directors vote, it can be unequivocally stated that there is an overwhelming majority in favour of the proposals made by the Board of Directors. Therefore, regardless of how the remaining shareholders present vote, there will be at least a 98% majority in favour of the proposals presented. A vote will therefore only be held if there are shareholders present who wish to do so.

The chair of the meeting then introduced the possibility for shareholders attending the general meeting via webcast to send questions that will be answered at the general meeting.

- 1. The Board of Directors' report on the company's activities during the previous financial year.**
- 2. Presentation and approval of annual report with audited financial statements.**
- 3. Resolution on the allocation of profits according to the approved annual report. The Board of Directors proposes to distribute DKK 219 million in dividends for the financial year 2023, corresponding to DKK 30.00 per share of DKK 100.**

Items 1, 2 and 3 were handled as one. Chair of the Board of Directors Michael Troensegaard Andersen and CEO Jens E. Andersen made their reports and furthermore referred to the published report.

CFO Michael H. Jeppesen then reported on the published financial statements and the proposed allocation of profits with a dividend payment of DKK 30.00 per share and commented on both financial statements and allocation of profit.

The chair of the meeting put the report up for debate. The Danish Shareholders' Association represented by Kurt Larsen had sent in a speech, which chair of the meeting Bo Hølse read to the attendees. The Danish Shareholders' Association is aware that in 2023, Solar had experienced a decline in revenue, net profit and a decline in dividends, which would normally make an investor nervous. But in a quick review of the annual report, Kurt Larsen was confident in Solar's management, who reacts and adjusts the company, so that Solar still comes out with a reasonable result in a difficult time.

In addition, energy optimisation in construction, new European regulations aimed at limiting the planet's resource consumption, Solar's role in the green transition and Solar's ESG reporting were mentioned. The Danish Shareholders' Association then asked whether the introduction of ESG accounts in the largest companies in Europe has created new opportunities and how Solar is geared to exploit and not least counter the increasing competitive situation in the area.

CEO Jens Andersen stated that Solar, with afforestation and electric car fleet, is working towards the goal of becoming CO2 neutral by 2030. With ESG comes many standards, and practices are evolving. Among other things, Solar is working to live up to the market's expectations for sustainability data on products, and this data will over time be part of Solar's webshop. In order not to use unnecessary resources, Solar will be a fast mover and not a first mover in ESG. In addition, Solar is of course aware of the business opportunities that come with the green transition.

After this, several shareholders; Carsten Sohl, Sven Zachariassen, Jens Christophersen, Claus Wildt and Niels Bundgaard in turn requested to speak. Among other things, there were questions about the background to the purchase of land for afforestation in Latvia; the price of the land; whether Solar should have actual forestry or not; Solar's level of cyber security; Solar's market position in the individual markets; and Solar's share price development.

CEO Jens Andersen, CFO Michael H. Jeppesen and the chair of the Board of Directors Michael Troensegaard Andersen stated that Solar has previously purchased land and planted 116,000 trees in Jutland; that it has not been possible to purchase further larger plots of land in Denmark on terms close to the acquired 677 hectares in Latvia, which including buildings and machinery have cost approximately DKK 22 million; that Solar currently has no intention of having actual forestry; that Solar has worked intensively with cyber security since 2017; that Solar regularly undergoes an external assessment of cyber security, and this places Solar high within cyber security in Denmark; that in terms of earnings, Solar Danmark and Solar Norge are best in the industry in their respective markets; that Solar Sverige and Solar Nederland have improved greatly in terms of earnings, but that there is still potential for improvement; and that Solar's share is cyclical and therefore does not have a very stable price development.

The report was taken into consideration and the chair of the meeting stated that no other shareholders wished to speak and that, as a result of the absence of questions on the accounts themselves, the annual report and distribution of profits had been approved without a vote.

#### **4. Indicative vote on approval of the remuneration report**

The Board of Directors has prepared a remuneration report on the remuneration of the members of the Board of Directors and Executive Board in 2023, which must be approved by an indicative vote.

No one asked to speak on the proposal and no shareholders wanted the proposal to be put to the vote. The chair of the meeting therefore established that the proposal had been approved.

#### **5. Approval of the remuneration of the Board of Directors for the current financial year**

The Board of Directors proposes that the remuneration of the Board of Directors in 2024 remains unchanged at DKK 200,000.

The chairman of the Board of Directors receives triple remuneration, while the vice-chair of the Board of Directors and the chair of the Audit Committee receive one and a half times the remuneration for their extended board duties. In accordance with the framework of the remuneration policy, it is also proposed that, in addition to the above-stated fixed remuneration, board members receive DKK 15,000 for each physical board meeting or committee meeting they attend, as well as DKK 7,500 for each virtual board meeting or committee meeting they attend.

No one asked to speak on the proposal and no shareholders wanted the proposal to be put to the vote. The chair of the meeting therefore established that the proposal had been approved.

## **6. Election of members to the Board of Directors**

The Nomination Committee proposes re-election of the current members of the Board of Directors elected by the general meeting: Michael Troensegaard Andersen, Jesper Dalsgaard, Louise Knauer, Peter Bang, Morten Chroné and Katrine Borum.

According to article 15.1 of the Articles of Association, the entire Board of Directors elected by the general meeting resigns every year, and according to article 15.1 of the Articles of Association, a Board of Directors consisting of 4 - 8 members must be elected. The chair of the meeting noted that there were no other proposals for the Board of Directors, after which those proposed were elected without a vote.

## **7. Election of auditor**

In accordance with the recommendation of the Audit Committee, the Board of Directors proposes re-election of Deloitte, Statsautoriseret Revisionspartnerselskab as the company's auditor. Deloitte Statsautoriseret Revisionspartnerselskab is also proposed to be newly elected as sustainability auditor.

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

The chair of the meeting found that there were no other proposals for auditors, whereupon Deloitte, Statsautoriseret Revisionspartnerselskab was elected auditor and sustainability auditor without a vote.

## **8. Proposals from the Board of Directors, which were considered as one:**

### **8.1 Authorisation to distribute extraordinary dividends**

The Board of Directors proposes that the company's Board of Directors be authorised in the period until the next annual general meeting to decide to distribute extraordinary dividend of up to DKK 50.00 per share.

### **8.2 Authorisation to acquire own shares**

The Board of Directors also proposes that the Company's Board of Directors be authorised in the period until the next annual general meeting to allow the company to acquire own shares for consideration. It is proposed that the authorisation be granted to acquire up to 10% of the share capital, and so that the consideration may not deviate by more than 10% from the latest registered market price of the company's B shares at the time of the acquisition.

No shareholders asked to speak on the proposals and no shareholders wanted the proposals to be put to the vote. The chair of the meeting therefore established that the proposals had been approved.

The chair of the meeting then gave the floor to the chair of the Board of Directors Michael Troensegaard Andersen, who motivated the Board of Directors' proposal to approve an update of the company's remuneration policy for the Board of Directors and the Executive Board.

### **8.4 Approval of revised remuneration policy**

The Board of Directors proposes that the company's remuneration policy be amended in accordance with the attached appendix 3, in which the proposed changes are highlighted. The changes have only been made in section 3 and concern the framework for granting variable remuneration to the Executive Board. The significant changes are that variable remuneration has been restricted to B shares only, and that the limit for the maximum annual variable remuneration that may be granted has been increased from 100% to 110% of the Executive Board member's fixed annual remuneration. If the granting is done for several years, the value may not exceed an amount equal to 110% of the Executive Board member's last fixed annual fixed remuneration multiplied by the number of years in the grant period. Other amendments consist of non-substantial changes, including clarifications and elaborations.

The chair of the meeting reviewed the proposed changes on a general level. Shareholder Sven Zachariassen inquired about the concept of phantom shares, which is derived from Solar's remuneration policy. The chair of the Board of Directors Michael Troensegaard Andersen and attorney Bo Hølse informed about the difference between phantom shares and performance shares.

The chair of the meeting stated that a number of foreign shareholders, who had submitted power of attorney or postal votes had voted against the proposal. Together, these accounted for approximately 0.7% of the total number of votes that can be cast at the general meeting. The reason for rejecting the proposal is

typically that they do not consider that the long-term element extends sufficiently far into the future. The long-term incentive programme is based on an assessment of target achievement after 3 years, where the investors in question prefer the target achievement to be 4 or 5 years into the future. The chair of the meeting also stated that the leading proxy advisor – ISS, as well as the company's largest institutional investor, found a 3-year program to be right and satisfactory.

No other shareholders asked to speak on the proposal and no shareholders had comments. In view of this, and since no shareholders present requested the proposal to be put to the vote, the chair of the meeting found that the proposal had been approved without a vote.

#### **9. Authorisation to the chair of the meeting**

The Board of Directors proposes that the general meeting authorises the chair of the meeting (with the right of substitution) to file and register the adopted resolutions with the Danish Business Authority and to make such amendments to the documents prepared in connection with these resolutions, to the extent that the Danish Business Authority may require this in order to register the resolutions.

No one asked to speak on the proposal and no shareholders wanted the proposal to be put to the vote. The chair of the meeting therefore established that the proposal had been approved.

#### **10. Any other business**

Under any other business, shareholder Sven Zachariassen praised Solar for continuing to hold a physical general meeting and for increasing the number of shareholders. No one else asked to speak during any other business and the chair of the meeting adjourned the general meeting.

Afterwards, the chair of the Board Michael Troensegaard Andersen sent a special thank you to all Solar's employees, who helped create one of the best results in Solar's history. He thanked the general meeting for a pleasant meeting and the chair of the meeting for competent and reliable meeting management.

So passed:

Chair of the meeting  
15.03.2024