

# Announcement

To Nasdaq Copenhagen A/S and the press

*Noerresundby, Denmark, 3 January 2024  
Announcement no.01/2024  
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## **Notice of the Annual General Meeting of RTX on 25 January 2024**

Enclosed please find the notice convening the Annual General Meeting of RTX to be held on Thursday 25 January 2024 at 3.00 pm at the Company's address: Stroemmen 6, Noerresundby.

Best regards,  
RTX A/S

Peter Røpke  
CEO

*Questions and further information:  
Peter Røpke, CEO, tel. +45 96 32 23 00  
Please visit RTX's website at: [www.rtx.dk](http://www.rtx.dk)*

The Board of Directors of RTX A/S has the pleasure of convening the

# Annual General Meeting

to be held on Thursday 25 January 2024 at 3.00 pm  
at the Company's address Stroemmen 6, DK-9400 Noerresundby

## Agenda:

1. The Board of Director's review of the Company's activities in the past financial year.
2. Presentation of the audited Annual Report 2022/23 for adoption and resolution on discharge of the Board of Directors and the Executive Board.
3. Resolution as to the utilization of profit or coverage of loss according to the adopted annual report.
4. Election of members to the Board of Directors.
5. Appointment of auditors.
6. Presentation of and advisory vote on the remuneration report.
7. Proposals from the Board of Directors and from shareholders:
  - 7.1 The Board of Directors proposes to update the authorizations in section 5.A.1 of the Company's Articles of Association whereby the Board of Directors is authorized to increase the Company's share capital by up to nominally DKK 4,233,919 shares without pre-emptive rights for the existing shareholders.
  - 7.2 Authorization to inform the Danish Business Authority of decisions taken at the Annual General Meeting.
8. Any other business.

## Complete proposals for the items on the agenda:

1. The Board of Director's review of the Company's activities in the past financial year.
2. Presentation of the audited Annual Report 2022/23 for adoption and resolution on discharge of the Board of Directors and the Executive Board.

*The Board of Directors recommends that the annual report and the proposal to discharge the Board of Directors and the Executive Board are adopted.*
3. Resolution as to the utilization of profit or coverage of loss according to the adopted annual report.

*The Board of Directors recommends that no dividend be paid for the financial year 2022/23.*

4. Election of members to the Board of Directors.

**The Board of Directors recommends re-election of:**

*Peter Thostrup (current Chair)*

*Jesper Mailind (current Deputy Chair)*

*Henrik Schimmell (current Chair of the Audit Committee)*

*Lars Christian Tofft*

**The Board of Directors recommends for new election of:**

***Katja Millard, VP, Motorola Solutions.***

*Katja Millard is VP in Motorola Solutions and has previously been elected to the Board of Directors but chose to resign due to a possible conflict of interest. The circumstances surrounding the conflict of interest are no longer applicable. Therefore, the Board of Directors recommends that Katja Millard is re-elected. Katja Millard comes with great international industry understanding from both the product and market side.*

***Mogens Vedel Hestbæk, CFO, Per Aarsleff Holding A/S.***

*Mogens Vedel Hestbæk is CFO at Per Aarsleff Holding A/S and has extensive experience from a listed company.*

*Mogens Vedel Hestbæk will be able to strengthen RTX in the areas of investor communication, reporting and compliance.*

*If the general meeting votes in favor of re-election and new election of the above-mentioned board members and candidates, the Board of Directors will, after the general meeting, as part of an incipient generational change, constitute itself with Peter Thostrup as Chair, Henrik Schimmell as Deputy Chair and Mogens Vedel Hestbæk as Chair of the Audit Committee.*

*Information on the candidates' competencies and directorships is set out in Appendix 1 to this notice and is also available on the company's website, [www.rtx.dk](http://www.rtx.dk).*

5. Appointment of auditors.

*During the summer and fall of 2023, RTX A/S tendered the audit services in a tender process headed by the Audit Committee in accordance with applicable law. The recommendation is based on a thorough evaluation of the received proposals and meetings with the participating audit companies. It was decided to recommend the appointment of KPMG as auditors for the RTX Group as KPMG best addressed and fulfilled the selection criteria defined in the tender documents and possesses the required and sufficient qualifications and competencies.*

*On that basis the Board of Directors proposes that KPMG, Statsautoriseret Revisionspartner-selskab (CVR no. 25 57 81 98) be elected. The Audit Committee has been free from influence by any third party and has been bound by no third-party agreement restricting the General Meeting's choice of auditor to certain auditors or audit firms.*

6. Presentation of and advisory vote on the remuneration report.

*The Company has prepared the 2022/23 remuneration report, which according to applicable legislation is presented to the Annual General Meeting for an advisory vote. The report covers remuneration awarded or due during the financial year 2022/23 to the Company's Board of Directors and Executive Board. The Executive Board includes executive management members registered as such with the Danish Business Authority. The remuneration report also includes a recommendation for unchanged remuneration to the Board of Directors for the financial year 2023/24. The 2022/23 remuneration report is available on the Company's website, [www.rtx.dk/RemunerationReport](http://www.rtx.dk/RemunerationReport). The Board of Directors recommends that the Annual General Meeting approves the Company's 2022/23 remuneration report in the advisory vote.*

7. Proposals from the Board of Directors and from shareholders:

7.1 *The Board of Directors proposes to update the authorizations in section 5.A.1 of the Company's Articles of Association whereby the Board of Directors is authorized to increase the Company's share capital by up to nominally DK 4,233,919 shares without pre-emptive rights for the existing shareholders.*

*The updated wording of the proposed authorizations in article 5.A in the articles of Association shall be as follows:*

**5.A Capital increase**

*5.A.1 Until January 25, 2029, the Board of Directors is authorized to increase the Company's share capital one or more times with a maximum of nominally DKK 4,233,919 shares without preemption rights for the Company's existing shareholders. However, the Board of Directors may not utilize the authorization for an amount exceeding 10% of the outstanding share capital at the time of the exercise of the authorization. The increase shall be at market value and against cash deposit, non-cash contribution and/or conversion of debt.*

7.2 *The Board of Directors proposes that Attorney Henrik Møgelmoose is authorized to inform the Danish Business Authority of any decisions taken at the Annual General Meeting and in this connection to make any changes and addendums to the decisions and the Company's Articles of Association that the Danish Business Authority may require to register the decisions.*

8. Any other business.

After the general meeting refreshments will be served.

## **Share capital**

The share capital amounts to DKK 42,339,190. Only one share class exists. The capital is divided into shares of DKK 5 and the total number of shares is 8,467,838. Each share of DKK 5 gives one vote.

## **Agenda and documents**

No later than Wednesday 3 January 2024, the notice to convene the general meeting, the agenda and the complete proposals will be made available at the Company's website [www.rtx.dk](http://www.rtx.dk) and will be sent to all shareholders having so requested. Necessary information and documents for the Annual General Meeting are available from the same date at the Company's website [www.rtx.dk](http://www.rtx.dk).

## **Adoption requirements**

According to section 106 of the Danish Companies Act, adoption of the proposal under item 7.1 requires the affirmative votes of a least 2/3 of the votes cast as well as 2/3 of the votes represented at the general meeting.

To adopt the remaining points of the agenda a simple majority is required. The vote on the remuneration report (agenda item 6) is solely advisory.

## **Shareholders' right to attend and vote at the Annual General Meeting**

A shareholder's right to attend the Annual General Meeting and to vote is determined on the basis of the shares held by the shareholder at the date of registration, which is Thursday 18 January 2024. A shareholder must take out an admission card for her or himself as well as for any advisor on **Friday 19 January 2024** at the latest. Admission cards shall be issued to any such person who, according to the register of shareholders, is recorded as shareholder on the date of registration or for whom the Company at the date of registration has received an adequate request to be recorded in the register of shareholders. Admission cards with voting slips can be obtained at RTX's website på [www.rtx.dk/agm](http://www.rtx.dk/agm) until Friday 19 January 2024 at 11.59 pm (CET) at the latest.

## **Webcast**

The Annual General Meeting will be held in Danish and broadcasted live via webcast which can be accessed via the Company's website at <https://avcenterlive.dk/rtx250124>. The webcast will be available at the time of the Annual General Meeting.

It is not necessary to take out an admission card in order to view the webcast. However, as it is not possible to vote or ask questions via the webcast, voting by proxy or by post/correspondence shall be done prior to the Annual General Meeting in accordance with the deadlines stated below and it is recommended that any questions for the Annual General Meeting are sent in writing prior to the Annual General Meeting as also described below.

## **Voting by proxy**

Voting shareholders, who do not wish or are unable to attend the Annual General Meeting in person, may grant a power of attorney/proxy. The proxy form is available at [www.rtx.dk/agm](http://www.rtx.dk/agm). Proxy forms may be submitted electronically via the link provided at [www.rtx.dk/agm](http://www.rtx.dk/agm). Alternatively, proxy forms must be filled in, signed and sent by e-mail to [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com) or to VP Securities A/S, c/o Euronext

Securities, Nicolai Eigtvæds Gade 8, 1402 Copenhagen K. The power of attorney must be received by VP Securities A/S no later than **Friday 19 January 2024 at 11.59 pm (CET)**.

### **Voting by post/correspondence**

Voting shareholders, who do not wish or are unable to attend the Annual General Meeting in person, may vote by post/correspondence. Postal voting form is available at [www.rtx.dk/agm](http://www.rtx.dk/agm). Postal vote may be submitted electronically via the link provided at [www.rtx.dk/agm](http://www.rtx.dk/agm). Alternatively, proxy forms must be filled in, signed and sent by e-mail to [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com) or to VP Securities A/S, c/o Euronext Securities, Nicolai Eigtvæds Gade 8, 1402 Copenhagen K. Postal votes must be received by VP Securities A/S no later than **Wednesday 24 January 2024 at 12.00 pm (noon) (CET)**.

### **Questions by the shareholders**

At the Annual General Meeting the Board of Directors will answer questions from the shareholders concerning the agenda or the documents etc. to be considered at the Annual General Meeting. Prior to the Annual General Meeting questions may be sent to the Board of Directors by e-mail to [ir@rtx.dk](mailto:ir@rtx.dk) or by post to RTX A/S, Att. "Investor Relations", Stroemmen 6, 9400 Noerresundby.

### **Processing of personal data**

As a result of company law requirements, RTX A/S processes personal information about its shareholders as part of the administration of the company's register of shareholders and other communication hereunder also related to the Annual General Meeting. The following information is processed: Name, address, contact information, VP account number, shareholding and participation in events.

Noerresundby, Denmark, 3 January 2024

### **The Board of Directors**

**RTX A/S**

## Appendix 1: Candidates for the Board of Directors

<p><b>Peter Thostrup (Chair of the Board)</b> Male Elected since 2009, not considered an independent board member.</p> <p>Chair of the Nomination &amp; Remuneration Committee and Member of the Audit Committee.</p> <p>Other managerial positions:</p> <ul style="list-style-type: none"> <li>Board Chair: Holmris B8 A/S, Power Stow A/S, Transmedica A/S, Kongsberg Automotive ASA</li> <li>Board Member: A/S Th. Wessel &amp; Vett, Magasin du Nord</li> </ul> <p>Peter Thostrup has in-depth knowledge of finance and corporate governance in listed companies. Management experience from international technology and consumer firms and general and solid board experience.</p>	<p><b>Jesper Mailind (Deputy Chair of the Board)</b> Male Elected 2009-2009 and since 2013, considered an independent board member.</p> <p>Member of the Nomination &amp; Remuneration Committee and Member of the Audit Committee.</p> <p>Other managerial positions:</p> <ul style="list-style-type: none"> <li>Board Chair: Aidian OY</li> <li>Board Member: Leo Pharma A/S, Etac AB, Contour Design A/S</li> </ul> <p>Jesper Mailind has significant general management and transition management experience from global industries including life science, medtech, diagnostics, technology and manufacturing.</p>
<p><b>Henrik Schimmell (Board Member)</b> Male Elected since 2019, considered an independent board member.</p> <p>Chair of the Audit Committee.</p> <p>Other managerial positions:</p> <ul style="list-style-type: none"> <li>Board Chair: LRE Medical GmbH</li> </ul> <p>Henrik Schimmell has significant general management experience within the medical device/diagnostics and hearing instrument industries. Additionally, competencies within strategic planning, lean business operations, M&amp;A and process development.</p>	<p><b>Lars Christian Tofft (Board Member)</b> Male Elected since 2017, considered an independent board member.</p> <p>Lars Christian Tofft has general management experience with specialty in sales &amp; marketing, transformation and digitalization. International experience from global market leader in the ICT space. Specific technology expertise in 4G/5G technology, Internet of Things (IoT) and AI.</p>
<p><b>Katja Millard, VP, Motorola Solutions</b> Female New election - considered an independent board member.</p> <p>Other managerial positions:</p> <ul style="list-style-type: none"> <li>VP, Critical Communication Solution: Motorola Solutions</li> </ul> <p>Katja Millard is VP of Motorola Solutions and was previously elected to the board but chose to resign due to a potential conflict of interest. The circumstances surrounding the conflict of interest are no longer applicable. Therefore, the Board of Directors recommends that Katja Millard is re-elected. Katja Millard brings extensive international industry knowledge from both the product and market side.</p>	<p><b>Mogens Vedel Hestbæk, CFO, Per Aarsleff Holding A/S.</b> Male New election - considered an independent board member.</p> <p>Other managerial positions:</p> <ul style="list-style-type: none"> <li>CFO, Per Aarsleff Holding A/S</li> </ul> <p>Mogens Vedel Hestbæk is CFO at Per Aarsleff Holding A/S and has extensive experience from a listed company. Mogens Vedel Hestbæk will strengthen RTX A/S in the areas of investor communication, reporting and compliance.</p>