

## COMPANY ANNOUNCEMENT AND PRESS RELEASE

Gabriel Holding A/S  
Notice of annual general meeting

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### Notice of annual general meeting of Gabriel Holding A/S

**Time and date:** 2.00 p.m. Thursday, 14 December 2023  
**Place:** The company's address: Hjulmagervej 55, 9000 Aalborg, Denmark

All shareholders are entitled to attend the general meeting provided that, on proof of their identity, they have requested an admission card **no later than 3 days prior to the general meeting**. Admission cards may be requested by contacting Gitte Willum Borup by phone at +45 9630 3117 or e-mail at [giwbo@gabriel.dk](mailto:giwbo@gabriel.dk).

The company invites you to view the company's new products and activities immediately after the general meeting.

#### Agenda

1. Report of the Board of Directors on the company's activities in the past financial year
2. Presentation of the annual report with auditor's report for approval
3. Presentation of the remuneration report for the advisory vote
4. Decision on application of profit or recovering of loss under the approved annual report
5. Approval of the remuneration of the board of directors for the current year
6. Election of members of the Board of Directors
7. Election of auditor
8. Any other proposals from the Board of Directors or shareholders

## Remarks and complete proposals

### Re item 1 on the agenda

The Board of Directors proposes that the Board of Directors' report on the company's activities during the past year be noted.

### Re item 2 on the agenda

The Board of Directors proposes that the presented annual report be approved.

### Re item 3 on the agenda

The Board of Directors proposes that the remuneration report be approved.

### Re item 4 on the agenda

The Board of Directors recommends no dividend for 2022/23.

### Re item 5 on the agenda

Approval of the remuneration of the Board of Directors for 2023/24 - figures in DKK – unchanged compared to 2022/23:

Members of the Board of Directors – base fee	125,000
Chair of the Board of Directors – 3.2 x base fee	400,000
Vice chair of the Board of Directors – 1.6 x base fee	200,000
Chair of a board committee	100,000
Member of a board committee	50,000

### Re item 6 on the agenda

All board members must be elected or re-elected every year and were last elected at the annual general meeting in 2022. The Board of Directors proposes re-election of Jørgen Kjær Jacobsen, Søren Mygind Eskildsen, Hans O. Damgaard, Søren B. Lauritsen and Randi Toftlund Pedersen. (see Appendix 1 for background information on the candidates for the Board of Directors who are proposed to be elected by the general meeting).

The composition of the Board of Directors reflects the skills and experience required to manage a public listed company. The company strives to ensure that the Board of Directors is composed of persons who possess the professional competencies and international experience required to serve as a board member.

### **Ad item 7 on the agenda**

The Board of Directors recommends re-election of KPMG Statsautoriseret Revisionspartnerselskab based on the recommendation from the audit committee. The audit committee has in its assessment and recommendation not been influenced by third parties and has not been subject to any agreements with third parties restricting the general meeting's election of auditor.

### **Adoption requirements**

The agenda items are adopted by a simple majority of votes, see Article 4.1 of the Articles of Association.

No proposals have been submitted by the shareholders for consideration at the general meeting.

### **Share capital and voting rights**

On the date of this notice, the company's capital is nom. DKK 37,800,000, corresponding to 1,890,000 DKK 20 shares. Each DKK 20 share carries one vote.

### **Shareholder information**

According to Article 3.9 of the Articles of Association, a shareholder may only participate in general meetings and vote on the shares which, on the date of registration, i.e. a week before the general meeting, are either registered in the shareholder's name in the register of shareholders or the acquisition of which the shareholder has reported and documented on this date.

The company's register of shareholders is managed by VP Securities A/S. Please use the e-mail address [giwbo@gabriel.dk](mailto:giwbo@gabriel.dk) to advise the company of appointments of proxies. Proxy forms are available from Gabriel Holding A/S.

The following material will be available on the company's website [www.gabriel.dk](http://www.gabriel.dk) by **23 November 2023**:

- Notice of the meeting
- The total number of shares and votes on the date of the notice
- The documents to be presented at the general meeting, including the annual report and the remuneration report

- The agenda and the full text of all proposals
- Proxy form

The notice will also be published via Nasdaq Copenhagen A/S. In accordance with the company's sustainability policies, the annual report is no longer available in printed format.

The general meeting will be conducted in Danish. Shareholders will have the opportunity to follow the general meeting live via webcast through the Gabriel Shareholder Portal at <https://www.gabriel.dk/en/investor/investor/>. It is not possible to vote or ask questions via webcast.

Remote access to the annual general meeting will be provided through Inderes Oyj's virtual annual general meeting service, using the Videosync platform, which includes video and audio access to the annual general meeting. No software or downloads are required to use the remote access. In addition to an internet connection, participation requires a computer, smartphone or tablet with speakers or headphones for sound reproduction. It is recommended to use one of the following browsers to participate: Chrome, Firefox, Edge, Safari or Opera. It is recommended to log in to the meeting system well in advance of the meeting. A link to test the compatibility of your computer, smartphone or tablet with the network connection can be found here: <https://flik.videosync.fi/official-demo-livestream>. It is recommended that you read the detailed participation instructions before the meeting.

### **Personal data**

In connection with the general meeting the company collects, processes and stores certain personal data. Reference is made to the company's policy "Privacy Policy", which is available on [www.gabriel.dk](http://www.gabriel.dk)

## Appendix 1

Ad item 6 on the agenda – election of members to Board of Directors

Background information on candidates for the Board of Directors proposed for election at the general meeting:



**Jørgen Kjær Jacobsen**  
Chairman (D)

Born: 1952  
Gender: Male  
Joined the Board: 2010  
Term expires AGM 2023

### Position

Director and professional board member

### Board competencies

Special expertise in executive management and board skills in listed companies.

### Positions of trust

#### Executive Positions

Raskier A/S  
Raskier Ejendomme ApS

#### Directorships

Roblon A/S (C) - as well as member of the Audit committee, Innovations & Production committee and Governance, Nomination & Remuneration committee  
Raskier A/S  
Raskier Ejendomme ApS



**Søren B. Lauritsen**  
Board member (D)

Born: 1967  
Gender: Male  
Joined the Board: 2010  
Term expires: AGM 2023

### Position

Managing Director, One Marketing A/S

### Board competencies

Special expertise in executive sales and marketing, with IT, strategy and branding as strong points.

### Positions of trust

#### Executive Positions

Søren B. Lauritsen Holding ApS

#### Directorships

Attract Media ApS (C)  
ONE Marketing A/S  
GAB Invest ApS



**Søren Mygind Eskildsen**  
Vice-Chairman (I)

Born: 1972  
Gender: Male  
Joined the Board: 2022  
Term expires AGM 2023

### Position

CEO in Louis Poulsen A/S

### Board competencies

Relevant industry experience with special expertise in strategy, sales, production, and executive management in global companies, including branding and design.

### Positions of trust

#### Executive Positions

Audo A/S  
TSME Holding ApS

#### Directorships

TCM Group A/S  
Ege Carpets A/S (C) – as well as member of the Audit committee and the Remuneration & Nomination committee  
Designers Company A/S



**Randi Toftlund Pedersen**  
Board member (I)

Born: 1963  
Gender: Female  
Joined the Board: 2022  
Term expires: AGM 2023

### Position

Senior Vice President Corporate Finance in Salling Group

### Board competencies

Special expertise in executive management – with a special focus on financial management, financial reporting, and accounting – in Danish listed companies.

### Positions of trust

#### Directorships

Ejendomsselskabet Olav de Linde A/S  
Glunz & Jensen Holding A/S (VC) - as well as chairman of the Audit committee and member of the Remuneration committee  
Roblon A/S - as well as chairman of the Audit committee  
Salling Group Forsikring A/S (C)  
Salling Group Ejendomme



**Hans Olesen Damgaard**  
Board member (I)

Born: 1965  
Gender: Male  
Joined the Board: 2015  
Term expires AGM 2023

### Position

Professional board member

### Board competencies

Special expertise in executive sales and management experience in global companies.

### Positions of trust

#### Directorships

EC POWER A/S  
DS Energy ApS (C)  
LIFA A/S LANDINSPEKTØRER (C)  
Aktieselskabet Carl Christensen (C)  
Manini & Co. Holding A/S  
Thygesen Textile Group A/S  
Ege Carpets A/S - as well as chairman of the Audit committee  
Stibo Complete A/S (VC)  
Dansk Kvarts Industri A/S

### Commercial Foundations

Aarhus Symfoniorkesters Fond af 13. april 1983

D = Dependent member  
I = Independent member  
C = Chair  
VC = Vice-chair