

To the shareholders in H+H International A/S



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## Notice of annual general meeting of H+H International A/S

The Board of Directors of H+H International A/S hereby invites the company's shareholders to attend the annual general meeting of H+H International A/S on

**Tuesday 14 April 2026 at 11.00 am CEST at**

Copenhagen Marriott Hotel, Kalvebod Brygge 5, 1560 Copenhagen V, Denmark

The meeting will be transmitted live for shareholders via a link on the H+H Shareholder Portal at [www.hplush.com/en/investor-relations/shareholders/shareholder-portal](http://www.hplush.com/en/investor-relations/shareholders/shareholder-portal), but please note that the transmission is view-only and thus does not enable formal participation in the general meeting with access to vote and speak. Shareholders viewing the general meeting through the live transmission and who want to exercise their shareholder rights must participate by proxy or submit a postal vote. For more information on participation by proxy or voting by post, please refer to pp. 7-8 of this notice.

### AGENDA, INCLUDING COMPLETE PROPOSALS

**1. Management's report on the company's activities in 2025**

The Board of Directors proposes that the management's report on the company's activities be adopted.

**2. Presentation and adoption of the audited annual report for 2025**

The Board of Directors proposes that the audited annual report for 2025 be adopted.

**3. Resolution on discharging the Executive Board and the Board of Directors from liability**

The Board of Directors proposes that the general meeting grants the Executive Board and the Board of Directors discharge from liability in relation to the 2025 annual report.

**4. Resolution concerning distribution of profit or covering of loss according to the adopted annual report for 2025**

The Board of Directors proposes that the company's result according to the adopted annual report for 2025 be carried forward to the next financial year and that no dividend be distributed.



**5. Presentation of and advisory vote concerning the remuneration report for 2025**

The Board of Directors proposes that the remuneration report for 2025 be adopted.

**6. Resolution concerning the Board of Directors' remuneration for 2026**

The Board of Directors proposes that the annual base board fee for the Board of Directors for 2026, the annual base committee fee for board committees for 2026 as well as the ratios for chair and vice chair positions for 2026 shall remain unchanged.

Accordingly, the following annual board fees for 2026 are proposed:

- 1.0 x base board fee of DKK 325,000 to each ordinary member of the Board of Directors
- 3.0 x base board fee to the Chair of the Board of Directors
- 1.5 x base board fee to the Vice Chair of the Board of Directors (if a Vice Chair is appointed)
  
- 1.0 x base board committee fee of DKK 75,000 to each member of a board committee (except for the Chair of the Audit Committee)
- 2.0 x base board committee fee to the Chair of the Audit Committee

**7. Other resolutions proposed by the Board of Directors and shareholders**

**Resolutions proposed by the Board of Directors**

**a. Authorisation of the Board of Directors to permit the company to acquire treasury shares**

The Board of Directors proposes that the general meeting authorises the Board of Directors in accordance with section 198 of the Danish Companies Act, until the next annual general meeting, to allow the company to acquire treasury shares on an ongoing basis up to an aggregate nominal maximum amount corresponding to 10% of the company's share capital. The purchase price paid in connection with the acquisition of the treasury shares may not deviate by more than 10% from the most recently quoted market price of the shares on NASDAQ Copenhagen A/S at the time of acquisition.

**b. New Article 2A.1 to the company's Articles of Association – "Share capital and shares"**

The Board of Directors proposes to include an authorisation as Article 2A.1 of the Articles of Association to be valid for one year until 14 April 2027, so that the Board of Directors is authorised to increase the company's share capital by up to 10% of the current share capital by issuing new shares at market price *with* pre-emptive subscription rights for the existing shareholders.

In consequence of the above, a resolution is proposed to include a new article 2A.1 in the Articles of Association with the following complete wording:

<b>Danish wording</b> (By law, only the Danish version is valid)	<b>English translation</b> (Danish version prevails in case of inconsistencies):
<i>"Bestyrelsen er i perioden indtil den 14. april 2027 bemyndiget til ad én eller flere gange at træffe beslutning om at forhøje selskabets aktiekapital med op til nominelt DKK 16.500.000 ved udstedelse af</i>	<i>"The Board of Directors is in the period until 14 April 2027 authorised at one or more times to decide to increase the company's share capital by up to nominally DKK 16,500,000 by issuing new</i>



nye aktier til markedskurs eller favørkurs mod kontant indbetaling, apportindskud eller gældskonvertering. Forhøjelsen af selskabets aktiekapital skal ske med fortegningsret for selskabets eksisterende aktionærer. De nye aktier skal være fuldt indbetalt. De nye aktier skal i enhver henseende være stillet som de eksisterende aktier. De nye aktier skal være omsætningspapirer, skal udstedes på navn og give ret til udbytte og andre rettigheder i selskabet fra det tidspunkt, som bestyrelsen fastsætter i forhøjelsesbeslutningen i henhold til denne bestemmelse. Bestyrelsen er bemyndiget til at lave sådanne ændringer til selskabets vedtægter som måtte være nødvendige som følge af udnyttelsen af bemyndigelsen i denne bestemmelse.”

shares at market price or at a discount to market price by way of cash contribution, contribution in kind or by conversion of debt. The company's capital increase shall be with preemptive subscription rights for the company's existing shareholders. The new shares shall be paid up in full. The new shares shall in all respects rank pari passu with the existing shares. The new shares shall be negotiable instruments, shall be issued in the names of the holders and shall rank for dividends and other rights in the company from such time as is determined by the Board of Directors in its decision to increase the company's share capital pursuant to this Article. The Board of Directors is authorised to make any such amendments to the company's Articles of Association as may be required as a result of exercise of the authorisation in this Article.”

**c. New Article 2A.2 of the Articles of Association – “Share capital and shares”**

The Board of Directors proposes to include an authorisation as Article 2A.2 of the Articles of Association to be valid for one year until 14 April 2027, so that the Board of Directors is authorised to increase the company's share capital by up to 10% of the current share capital by issuing new shares at market price *without* preemptive subscription rights for the existing shareholders.

In consequence of the above, a resolution is proposed to include a new article 2A.2 of the Articles of Association with the following complete wording:

**Danish wording**

(By law, only the Danish version is valid)

”Bestyrelsen er i perioden indtil den 14. april 2027 bemyndiget til ad én eller flere gange at træffe beslutning om at forhøje selskabets aktiekapital med op til nominelt DKK 16.500.000 ved udstedelse af nye aktier til markedskurs mod kontant indbetaling, apportindskud eller gældskonvertering. Forhøjelsen af selskabets aktiekapital skal ske uden fortegningsret for selskabets eksisterende aktionærer. De nye aktier skal være fuldt indbetalt. De nye aktier skal i enhver henseende være stillet som de eksisterende aktier. De nye aktier skal være omsætningspapirer, skal udstedes på navn og give ret til udbytte og andre rettigheder i selskabet fra det tidspunkt, som bestyrelsen fastsætter i

**English translation**

(Danish version prevails in case of inconsistencies):

”The Board of Directors is in the period until 14 April 2027 authorised at one or more times to decide to increase the company's share capital by up to a nominal value of DKK 16,500,000 by issuing new shares at market price by way of cash contribution, contribution in kind or by conversion of debt. The capital increase shall be without preemptive subscription rights for the company's existing shareholders. The new shares shall be paid up in full. The new shares shall in all respects rank pari passu with the existing shares. The new shares shall be negotiable instruments, shall be issued in the names of the holders and shall rank for dividends and other rights in the company from



*forhøjelsesbeslutningen i henhold til denne bestemmelse. Bestyrelsen er bemyndiget til at lave sådanne ændringer til selskabets vedtægter som måtte være nødvendige som følge af udnyttelsen af bemyndigelsen i denne bestemmelse."*

*such time as is determined by the Board of Directors in its decision to increase the company's share capital pursuant to this Article. The Board of Directors is authorised to make any such amendments to the company's Articles of Association as may be required as a result of exercise of the authorisation in this Article."*

**d. Authorisation to the chair of the annual general meeting**

The Board of Directors proposes that the chair of the annual general meeting is, with a right of substitution, authorised to make such amendments and additions to the resolutions passed by the general meeting including to the Articles of Association, and to file any necessary application for registration with the Danish Business Authority.

**8. Appointment of auditor**

In accordance with the Audit Committee's recommendation, the Board of Directors proposes re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, reg.no. 33771231, Strandvejen 44, 2900 Hellerup, Denmark as state authorised public accountant for the company as well as the company's sustainability auditor to issue the legally required statement on the annual sustainability reporting for 2026.

The Audit Committee's recommendation was not influenced by any third parties or by any agreements with third parties restricting the general meeting's choice of election of auditor to certain auditors or auditing firms.

**a. Auditor**

The Board of Directors proposes re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, CVR-nr. 33771231, Strandvejen 44, 2900 Hellerup

**b. Sustainability auditor**

The Board of Directors proposes re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, CVR-nr. 33771231, Strandvejen 44, 2900 Hellerup

**9. Election of members to the Board of Directors**

The term for all current board members expires at the annual general meeting, and all members are elected at the annual general meeting for a period expiring at the annual general meeting in 2027.

The Board of Directors proposes re-election of all existing five board members.

The Board of Directors proposes re-election of:

**a. Miguel Kohlmann**

Professional board member and advisor  
German and Brazilian, born 1962



- b. Peter Thostrup**  
Professional board member and advisor  
Danish, born 1960
- c. Volker Christmann**  
Professional board member and advisor  
German, born 1957
- d. Kajsa von Geijer**  
Professional board member and advisor  
Swedish, born 1964
- e. Helen MacPhee**  
Senior Vice President of Finance, AstraZeneca plc (UK)  
British, born 1962

Reference is made to the annual report for 2025 pp. 39 - 40 for a description of the competences, experience, independence, shareholding, board tenure etc. of the individual candidates above.

If the proposed candidates for the Board of Directors are re-elected by the general meeting, the re-elected Board of Directors intends to re-appoint Miguel Kohlmann as Chair and Peter Thostrup as Vice Chair of the Board of Directors.

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



## OTHER INFORMATION

### PRACTICAL INFORMATION

H+H International A/S uses electronic media to communicate with its shareholders. Consequently, shareholders are urged to make sure that they have registered a correct email address in the H+H Shareholder Portal to receive communications from the company such as e.g. the notice to convene general meetings.

### MAJORITY REQUIREMENTS

Adoption of the proposal under agenda items 7.b and 7.c to amend the Articles of Association of the company requires that the resolution is passed by at least two-thirds of the votes cast as well as of the share capital represented at the general meeting, cf. section 106(1) of the Danish Companies Act and article 12.2 of the Articles of Association. All other agenda items may be passed by a simple majority of votes, see section 105(1) of the Danish Companies Act and article 12.1 of the Articles of Association noting, however, that agenda item 5 only requires an advisory vote.

### SHAREHOLDER CAPITAL AND VOTING RIGHTS

The share capital of the company is DKK 165,000,000 divided into shares of DKK 10 or multiples thereof. Each share with a nominal value of DKK 10 entitles the holder to one vote, see articles 2.1, 2.2 and 11.1 of the Articles of Association. Pursuant to section 85 of the Danish Companies Act, the voting share capital must be calculated less the shares held by the company as treasury shares. As of today, the company holds 115,613 treasury shares.

The company has designated Nordea Danmark, Branch of Nordea Bank Abp as its custodian bank, through which the company's shareholders may exercise their financial rights.

### RECORD DATE AND RIGHT TO PARTICIPATE

A shareholder is entitled to participate in and vote at the general meeting, if the shareholder's shareholding no later than on the record date is registered in the company's register of shareholders or the shareholder no later than on the record date has notified and substantiated the acquisition of shares with a view to registration in the register of shareholders, see article 11.2 of the Articles of Association. The record date is **Tuesday 7 April 2026**.

Furthermore, the shareholder must have obtained an admission card (i.e. for the shareholder or the shareholder's proxy holder together with an advisor, if any) or submitted absentee votes (i.e. by proxy or postal votes) in due time (see the deadlines listed below). In this respect, please note that a shareholder may *either* assign a proxy *or* vote by post, but not both.

### ADMISSION CARDS

Shareholders wishing to participate in the general meeting must order an admission card in due time for the order to be received by Computershare A/S no later than on **Friday 10 April 2026 at 11.59 pm (CEST)** by:

- visiting the H+H Shareholder Portal at [www.hplush.com/en/investor-relations/shareholders/shareholder-portal](http://www.hplush.com/en/investor-relations/shareholders/shareholder-portal) and registering electronically (remember to have your MitID or your VP account number available), or
- printing the registration form available on the company's website at [www.hplush.com/en/investor-relations/shareholders/annual-general-meetings](http://www.hplush.com/en/investor-relations/shareholders/annual-general-meetings) and returning it – duly completed and signed – to Computershare A/S, Lottenborgvej 26 D, 1<sup>st</sup> floor, 2800 Kgs. Lyngby, Denmark, by mail or by e-mail at [info@computershare.dk](mailto:info@computershare.dk).

Please note that ordered admission cards will not be sent out by regular mail. Instead, admission cards will be sent out electronically via e-mail to the e-mail address specified in the H+H Shareholder Portal upon registration. The admission



card must be presented at the entrance door of the general meeting venue either in print or electronically on a smartphone, tablet or laptop. Admission cards that are ordered without specifying an e-mail address can be picked up from 10.30 CEST at the entrance door at the general meeting venue against presentation of a valid ID.

A shareholder may attend the general meeting together with an advisor, provided that an admission card was ordered in due time for the advisor.

Voting forms will first be handed out at the entrance door of the annual general meeting venue for the shareholders that attend the general meeting themselves or by proxy, provided that such shareholders have not voted beforehand (by submission of postal votes or assignment of proxy to the Chair of the Board of Directors or proxy to cast votes according to the shareholder's instruction).

A shareholder may attend the general meeting together with an advisor, provided that an admission card was ordered in due time for the advisor.

#### **PROXY**

A shareholder may participate in the general meeting by proxy by:

- assigning a proxy to a named third party by requesting an admission card for the third party in question,
- assigning a proxy to the Chair of the Board of Directors to cast votes in accordance with the Board of Directors' recommendations, or
- assigning a proxy to the Chair of the Board of Directors to cast votes in accordance with the shareholder's instruction on how to vote in respect of each resolution proposed.

Proxy to a named third party other than the Board of Directors shall be made in a written, dated and signed form and be produced by the proxy at the general meeting together with an admission card. A proxy may attend together with an advisor, provided an admission card was ordered in due time for the advisor.

A proxy form can be found at the H+H Shareholder Portal at [www.hplush.com/en/investor-relations/shareholders/shareholder-portal](http://www.hplush.com/en/investor-relations/shareholders/shareholder-portal) and may be completed and submitted electronically via the H+H Shareholder Portal (remember to have your MitID or VP account number available) no later than on **Friday 10 April 2026 at 11.59 pm (CEST)**.

Alternatively, the proxy form can be printed from the company's website at [www.hplush.com/en/investor-relations/shareholders/annual-general-meetings](http://www.hplush.com/en/investor-relations/shareholders/annual-general-meetings) and returned – duly completed and signed – to Computershare A/S Lottenborgvej 26 D, 1<sup>st</sup> floor, 2800 Kgs. Lyngby, Denmark, by mail, or by e-mail at [info@computershare.dk](mailto:info@computershare.dk) in due time for it to reach Computershare A/S no later than on **Friday 10 April 2026 at 11.59 pm (CEST)**.

#### **VOTING BY POST**

A shareholder may exercise the shareholder's voting rights by voting by post.

A form for submitting postal votes can be found at the H+H Shareholder Portal at [www.hplush.com/en/investor-relations/shareholders/shareholder-portal](http://www.hplush.com/en/investor-relations/shareholders/shareholder-portal). The form may be filled out and submitted electronically (remember to have your MitID or VP account number available) via the H+H Shareholder Portal no later than on **Monday 13 April 2026 at 12.00 (CEST) (noon)**.



Alternatively, the form for submitting postal votes can be printed from the company's website at [www.hplush.com/en/investor-relations/shareholders/annual-general-meetings](http://www.hplush.com/en/investor-relations/shareholders/annual-general-meetings) and returned – duly completed and signed – to Computershare A/S, Lottenborgvej 26 D, 1<sup>st</sup> floor, 2800 Kgs. Lyngby, Denmark, by mail, or by e-mail at [info@computershare.dk](mailto:info@computershare.dk) in due time for it to reach Computershare A/S no later than on **Monday 13 April 2026 at 12.00 (CEST) (noon)**.

### **GENERAL MEETING DOCUMENTS**

The following information is available for the shareholders to view and print on the company's website at [www.hplush.com/en/investor-relations/shareholders/annual-general-meetings](http://www.hplush.com/en/investor-relations/shareholders/annual-general-meetings) up until and including the day of the general meeting:

- The notice and the agenda, including the complete proposals for the items on the agenda
- The documents to be presented at the general meeting, including the audited annual report for 2025, the remuneration report for 2025 and the company's Articles of Association
- Proxy form and form for voting by post
- Registration form to order an admission card for the general meeting
- The total number of shares and voting rights in the company at the date of this notice, i.e. 12 March 2026

The notice convening the general meeting will be made available on the company's website and e-mailed to all shareholders having registered an e-mail address in the register of shareholders as of today's date.

### **QUESTIONS FROM SHAREHOLDERS**

Prior to the general meeting, shareholders may submit questions in writing to the company regarding the agenda items or documents etc. to be presented at the general meeting. For practical reasons such questions must be e-mailed to the company at [shareholder@HplusH.com](mailto:shareholder@HplusH.com) no later than on **Monday 13 April 2026 at 12.00 CEST (noon)** with clear identification of the shareholder.

Copenhagen, 12 March 2026

**Board of Directors**