



Resilient by nature

**NOTICE CONVENING  
THE ANNUAL GENERAL  
MEETING OF  
ROCKWOOL A/S**

Wednesday, 29 March 2023 at 3:00 p.m.

7 March 2023

## **NOTICE CONVENING THE ANNUAL GENERAL MEETING OF ROCKWOOL A/S**

The annual general meeting of shareholders is hereby convened to take place on

**Wednesday, 29 March 2023 at 3:00 p.m.**

at Roskilde Kongrescenter, Møllehusvej 15, DK-4000 Roskilde, Denmark.

Registration for the general meeting must take place no later than Friday, 24 March 2023 either electronically via the shareholder portal on [www.rockwool.com/group/shareholder](http://www.rockwool.com/group/shareholder) or by returning the completed registration form to Computershare A/S.

The general meeting will be transmitted in full directly via webcast in Danish and English. Further information on the webcast and the general meeting is available at the company's website, [www.rockwool.com/group/agm](http://www.rockwool.com/group/agm). The webcast will only include the platform and rostrum. Information on collection and processing of personal data in connection with the annual general meeting is available on the company's website [www.rockwool.com/group/agm](http://www.rockwool.com/group/agm).

The agenda for the annual general meeting is as follows:

1. The board of directors' report on the company's activities during the past financial year.
2. Presentation of annual report with auditors' report.
3. Adoption of the annual report for the past financial year and discharge of liability for the management and the board of directors.
4. Presentation of and advisory vote on remuneration report.
5. Approval of the remuneration of the board of directors for 2023/2024.
6. Allocation of profits according to the adopted accounts.

The board of directors proposes a distribution of dividends for the financial year 2022 of 35 DKK per share of a nominal value of 10 DKK. The dividend will be paid on 3 April 2023 after approval by the general meeting.

7. Election of members to the board of directors.

According to the Articles of Association, all members of the board of directors elected at the general meeting resign each year. Members of the board of directors are elected for the period until the next annual general meeting.

Board member and Deputy Chairman, Carsten Bjerg has informed the board of directors that he will not seek re-election to the board at the annual general meeting.

The board of directors nominates the following board members for re-election: Ilse Irene Henne, Rebekka Glasser Herlofsen, Carsten Kähler, Thomas Kähler and Jørgen Tang-Jensen.

The board of directors proposes that Jes Munk Hansen is elected as new member of the board of directors.

A description of the background of and the offices held by each candidate proposed for election by the board of directors, including the board of directors' reasons for the nomination, is enclosed in appendix 1 and is available at the company's website, [www.rockwool.com/group/agm](http://www.rockwool.com/group/agm).

Subject to election of the above candidates, the board of directors expects to appoint Thomas Kähler as Chairman and Jørgen Tang-Jensen as Deputy Chairman.

8. Appointment of auditors.

The board of directors proposes re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab as auditor of the company.

9. Proposals from the board of directors or shareholders.

Proposals from the board of directors:

9a. Authorisation to acquire own shares.

The board of directors proposes that the general meeting authorises the board of directors to allow the company to acquire own shares during the period until the next annual general meeting, i.e. class A shares as well as class B shares, of a total nominal value of up to 10% of the company's share capital, provided that the price of the shares at the time of purchase does not deviate by more than 10% from the most recent listed price.

9b. Proposal to use 100 MDKK to support the reconstruction of Ukraine.

The board of directors has on several occasions stated that ROCKWOOL will actively contribute to the reconstruction of Ukraine. Accordingly, at the company's extraordinary general meeting held on 31 August 2022, it was approved that the company could use 100-200 MDKK to support the reconstruction of Ukraine.

Due to the situation in Ukraine, it has not yet been possible to start construction projects, but ROCKWOOL is in close dialogue with the authorities in the Chernihiv region and expects that major construction projects can be commenced soon. Since the extraordinary general meeting, ROCKWOOL has used approx. 20 MDKK of the approved amount, primarily on the purchase and delivery of tents, generators and heaters for the citizens of the city of Chernihiv, Ukraine.

In order to separate the reconstruction efforts in Ukraine from the day-to-day operations of the company, ROCKWOOL has resolved to establish the Foundation for Ukrainian Reconstruction, the purpose of which is to provide support for relevant projects and initiatives dedicated to the reconstruction of Ukraine and to Ukrainian refugees. The foundation can further provide support for other non-profit or charitable purposes, if the foundation's primary purpose cannot or can only be fulfilled with difficulty.

In connection with the establishment of the foundation, ROCKWOOL has resolved to contribute the remainder of the previously approved amount of 200 MDKK to the foundation dedicated to support reconstruction projects in Ukraine.

Based on ROCKWOOL's wish to continue to contribute, the board of directors proposes that the general meeting approves that an additional amount of 100 MDKK be contributed to the foundation. The total contribution to the foundation will thus be 280 MDKK.

It remains a condition that contributed amounts used in Ukraine may not be used in areas not under the control of the Ukrainian government.

In submitting the proposal, the board of directors has assessed that the proposal reflects and supports ROCKWOOL's values and activities. Just as at last year's extraordinary general meeting, the board of directors has considered that the company has a social responsibility and that the conflict in Ukraine is a completely extraordinary situation that affects and is of major importance to the company, its employees and business partners.

10. Any other business.

### Share capital, voting right and adoption requirements

At the time of convening the general meeting, the company's share capital amounts to a nominal value of 216,207,090 DKK, divided into a class A share capital of a nominal value of 108,669,070 DKK (10,866,907 shares of a nominal value of 10 DKK each) and a class B share capital of a nominal value of 107,538,020 DKK (10,753,802 shares of a nominal value of 10 DKK each). Each class A share of a nominal value of 10 DKK entitles to ten votes, and each class B share of a nominal value of 10 DKK entitles to one vote according to article 10.b of the Articles of Association.

Shareholders are entitled to vote, if they on the record date, Wednesday, 22 March 2023, are registered in the company's register of shareholders or have given notice to the company of a change of ownership, which the company has received for the purpose of registration in the register of shareholders, but which has not yet been registered according to article 10.c. of the Articles of Association, and who have requested admission cards or submitted absentee votes in due time.

All proposals on the agenda may be adopted by a simple majority vote.

### Admission cards

As previous years, the company will issue electronic admission cards. The electronic admission card(s) will be sent to the email address provided by the shareholder in the shareholder portal and which has been registered in the register of shareholders. Shareholders must bring the admission card(s) to the general meeting, either electronically on a smartphone/tablet or in a print version. Shareholders also have the option to collect admission card(s) at the registration counter at the entrance to the general meeting upon providing proper proof of identification.

At the registration counter, shareholders will receive a printed ballot for the general meeting upon providing admission card(s) or proof of identification.

Shareholders wishing to attend the general meeting must request an admission card no later than Friday, 24 March 2023. Admission cards can be obtained as follows:

- (a) electronically via the shareholder portal on [www.rockwool.com/group/shareholder](http://www.rockwool.com/group/shareholder) by using the password and deposit account information sent directly to all registered shareholders or MitID/NemID;
- (b) by returning the completed registration form to Computershare A/S, Lottenborgvej 26 D, 1<sup>st</sup> floor, DK-2800 Kgs. Lyngby. The registration form has been sent to all registered shareholders, who have requested it, and is also available at the company's website, [www.rockwool.com/group/agm](http://www.rockwool.com/group/agm); or
- (c) by contacting Computershare A/S by phone, (+ 45) 4546 0997 (weekdays between 09:00 and 15:30 (CET)) or by email, [gf@computershare.dk](mailto:gf@computershare.dk).

### Proxy

A shareholder may utilise his/her voting rights by proxy, provided that the proxy holder substantiates his right to attend the general meeting by presenting an admission card and a dated proxy form in writing. The proxy form is available at the company's website, [www.rockwool.com/group/agm](http://www.rockwool.com/group/agm), and can also be obtained from Computershare A/S.

Computershare A/S must receive the completed proxy form no later than on Friday, 24 March 2023. The proxy form may be sent in writing by ordinary mail or electronically via the shareholder portal on [www.rockwool.com/group/shareholder](http://www.rockwool.com/group/shareholder).

### Absentee votes (voting by correspondence)

A shareholder may exercise his/her voting rights by submitting an absentee vote. A form for submitting absentee votes may be obtained at the company's website, [www.rockwool.com/group/agm](http://www.rockwool.com/group/agm), and may also be obtained from Computershare A/S.

Computershare A/S must receive the absentee votes no later than Monday, 27 March 2023. Absentee votes can be sent in writing by ordinary mail or electronically via the shareholder portal on [www.rockwool.com/group/shareholder](http://www.rockwool.com/group/shareholder).

#### Publication of documents

The notice including the agenda, the complete proposals, information about voting rights and capital structure at the time of the notice convening the annual general meeting, the audited annual report, remuneration report and sustainability report, the form of proxy and absentee votes as well as information on handling of personal data in connection with the annual general meeting will be available at the company's website, [www.rockwool.com/group/agm](http://www.rockwool.com/group/agm), in the period from the publication of the notice and until and including the day of the general meeting.

#### Questions

The company encourages all shareholders to actively take part in the annual general meeting, by providing questions to the company's management on any matters that may require clarification.

You are welcome to send short questions or comments soonest possible and no later than Sunday, 26 March 2023 to [agm@rockwool.com](mailto:agm@rockwool.com). We may respond to specific questions directly to a shareholder while questions or comments of interest for a broader range of shareholders will be addressed during the meeting.

Yours sincerely,  
**ROCKWOOL A/S**

On behalf of the board of directors  
Thomas Kähler, Chairman of the board of directors