



Resilient by nature

## NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING OF ROCKWOOL A/S

Wednesday, 31 August 2022 at 09.00 a.m.

4 August 2022

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

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

**Wednesday, 31 August 2022 at 09.00 a.m.**

At our head office, ROCKWOOL A/S, Hovedgaden 584, Entrance C, DK-2640 Hedehusene.

Registration for the general meeting must take place no later than Friday, 26 August 2022 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/egm](http://www.rockwool.com/group/egm). The webcast will only include the platform and rostrum.

As the general meeting is expected to be brief, no catering will be served in connection with the holding of the general meeting. We also point out that there are only a limited number of vacant parking spaces available at the company's address.

Information on collection and processing of personal data in connection with the general meeting is available on the company's website [www.rockwool.com/group/egm](http://www.rockwool.com/group/egm).

The agenda for the extraordinary general meeting is as follows:

1. Proposal to contribute between 100-200 MDKK to support the reconstruction of Ukraine

At the company's annual general meeting on 6 April 2022, the board of directors announced that ROCKWOOL will actively contribute to the reconstruction of Ukraine. In continuation hereof, the board of directors proposes that the general meeting approves that the company may contribute between 100-200 MDKK to support the reconstruction of Ukraine.

The contribution will go to relevant projects and initiatives dedicated to the reconstruction of Ukraine as per further decision by the board of directors. The contribution may be provided in the form of cash, materials or other non-cash benefits. The amount may not be used in areas not under the control of the Ukrainian Government.

The timing of an individual contribution will depend on the board of directors' assessment that the specific circumstances in Ukraine allow for such contribution.

In submitting the proposal, the board of directors has assessed that the proposal reflects and supports the company's values and activities. In this connection, 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 great importance to the company, its employees and partners. Further, the company has competencies and know-how that the board of directors deems to be particularly relevant in connection with the reconstruction efforts.

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### 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 111,555,580 DKK (11,155,558 shares of a nominal value of 10 DKK each) and a class B share capital of a nominal value of 104,651,510 DKK

(10,465,151 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, 24 August 2022, 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.

The proposal on the agenda may be adopted by a simple majority vote.

#### Admission cards

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, 26 August 2022. 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 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/egm](http://www.rockwool.com/group/egm); 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/egm](http://www.rockwool.com/group/egm), and can also be obtained from Computershare A/S.

Computershare A/S must receive the completed proxy form no later than on Friday, 26 August 2022. 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/egm](http://www.rockwool.com/group/egm), and may also be obtained from Computershare A/S.

Computershare A/S must receive the absentee votes no later than Monday, 29 August 2022. 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 general meeting, the form of proxy and absentee votes as well as information on handling of personal data in connection with the general meeting will be available at the company's website, [www.rockwool.com/group/egm](http://www.rockwool.com/group/egm), 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 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, 28 August 2022 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