

**ANNUAL GENERAL MEETING OF TCM GROUP A/S**

The annual general meeting of TCM Group A/S will be held on the March 31, 2020 at 5:00 PM. The annual general meeting will be held at TCM Group, Skautrupvej 22b, Tvis, 7500 Holstebro, with the following agenda:

1. Report of the Board of Directors on the company's activities in the past year.
2. Approval of the audited Annual Report.
3. Approval of the Remuneration Policy and fees for the Board of Directors.  
Pursuant to the fee policy, the Board of Directors proposes that the fixed annual fees for Board Members remains unchanged at DKK 250,000. The Chairman fee changes from 2 times annual fixed fee to 2.5 times the annual fixed fee. The Deputy Chairman changes from annual fixed fee to 1.5 times annual fixed fee. Additional fees for members of audit, nomination and remuneration committee is described in appendix 1, Remuneration Policy.
4. The Board of Directors' proposed resolution on the appropriation of profit or covering of loss according to the Annual Report.  
  
The Board of Directors proposes a dividend of DKK 5.25 per share. The dividend corresponds to 47% of net profit for the period. The proposed dividend is in accordance with the company's dividend policy.
5. Election of members to the Board of Directors.  
The Board of Directors proposes Sanna Mari Suvanto-Harsaae, Anders Tormod Skole-Sørensen, Carsten Bjerg, Søren Mygind Eskildsen and Danny Feltmann Espersen to be reelected.  
  
With regard to the competences of the Board of Directors, including business background, please see "Board of Managers" and "Board of Directors" in the Annual Report.
6. Election of auditor(s).  
Pursuant to the proposal from the audit committee of the Board of Directors, Deloitte, Statsautoriseret Revisionspartnerselskab, stands for re-election. The audit committee of the Board of Directors is not affected by any third party and is not bound by any agreement with any third party limiting the election of certain accountants or accounting firms.
7. Proposals from the Board of Directors or shareholders.
8. Any other business.

## **Agenda**

The entire agenda will be available on the company's website – [www.tcmgroup.dk](http://www.tcmgroup.dk) – as from March 11 2020. Annual Report 2019 including management statement, profit and loss statement, balance statement and auditors report is likewise available on the company website.

No later than 3 weeks before the annual general meeting the following information will be available on the company's website:

1. Notice to the annual general meeting including proposals from the Board of Directors or shareholders.
2. The total number of shares and voting rights at the date of the notice
3. Documents to be presented on the annual general meeting
4. The forms to be used for voting by proxy or voting by correspondence

## **Record date**

The right of a shareholder to attend and vote at the annual general meeting is determined by the shares held by the shareholder at the record date. The record date is Thursday, March 4, 2020.

The shares held by each shareholder at the record date are calculated based on the registration of the number of shares held by the shareholder in the company's register of shareholders as well as any notification of ownership received by the company for the purpose of registration in the company's register of shareholders, but which has not yet been registered.

## **How to obtain an admission card**

Shareholders, who are entitled to attend the annual general meeting and wish to attend the annual general meeting, must request an admission card no later than on Friday, March 25, 2020 23.59 PM. Admission card can be requested by completing and forwarding the registration form by letter to VP Investor Services A/S, Weidekampsgade 14, DK-2300 Copenhagen S or by emailing a scanned version to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk).

If a shareholder may wish so, the company will send out admission card electronically via e-mail. Such service requires registration of the shareholders email address in the company's register of shareholders cf. company's website, [www.tcmgroup.dk](http://www.tcmgroup.dk).

After requesting admission the shareholder will receive an admission card and voting form in PDF. Admission cards must be printed. Upon request the admission card must be presented before entering the annual general meeting.

## **How to submit a proxy**

Proxy forms must be received by VP Investor Services A/S no later than on Friday, March 25, 2020. The proxy form is available on the Company's website, [www.tcmgroup.dk](http://www.tcmgroup.dk)

Proxies may be submitted as follows:

By completing and forwarding the registration form by letter to VP Investor Services A/S, Weidekampsgade 14, DK-2300 Copenhagen S or by emailing a scanned version to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk).

## **How to vote by correspondence**

Votes by correspondence must be received by VP Investor Services A/S no later than on Wednesday March 30, 2020, at 4:00 PM. The voting form (which is the same form used for granting a proxy) is available on the Company's website,

Voting by correspondence may be submitted as follows:

By completing and forwarding the registration form by letter to VP Investor Services A/S, Weidekampsgade 14, DK-2300 Copenhagen S or by emailing a scanned version to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk).

**Questions from the shareholders**

At the annual general meeting the Board of Directors and the management will answer questions raised by the shareholders.

**Share capital and shareholders' participation and voting rights**

The Company's nominal share capital is DKK 1,000,000, divided into shares of DKK 0,1 each or multiples thereof. Each share of the nominal value of DKK 0,1 carries one vote.

The Board of Directors of TCM Group A/S