

Elaboration of the agenda of WindowMaster International A/S's Annual General Meeting Thursday 27 April 2023

In accordance with section 9.2 of the Articles of Association, the Board of Directors will appoint attorney-at-law Nina Ringen as chairperson of the general meeting.

Re. agenda item 1: Report of the Board of Directors on the company's activities in the past financial year

The Board of Directors proposes that the Board's report is noted by the Annual General Meeting.

Re. agenda item 2: Presentation and approval of the audited annual report

The Board of Directors proposes that the annual report is adopted by the Annual General Meeting and that the Board of Directors and the Executive Board is granted discharge.

Re. agenda item 3: Approval of the remuneration of the Board of Directors for the current financial year

The Board of Directors proposes that the following fees for 2023 are approved by the Annual General Meeting:

Chairman - DKK 375,000.

Vice chairman - DKK 200,000.

Board Member - DKK 125,000.

Erik Boyter does not receive remuneration as a board member.

Re. agenda item 4: Decision on the use of profit/loss cover of the approved annual report

The Board of Directors proposes the following distribution of results:

Profit after tax for the year DKK 0.2

Proposed dividend DKK 0

Net profit DKK 0.2

Re. agenda item 5: Election of members to the Board of Directors

All current members of the Board of Directors are willing to be re-elected.

Presentation of the members that are willing to be re-elected:

Lars Fournais



Current Board seats

- Ejendomsselskabet Bellevue A/S (Board member since 2 March 2017)
- QARS Fælles Service ApS (Chairman since 6 February 2017)
- Apromas ApS (Chairman since 4 March 2016)
- QLA Group A/S (Chairman since 22 June 2015)
- WindowMaster International A/S (Chairman since 16 June 2020, Board member since 20 February 2015)
- AGF A/S (Chairman since 26 October 2012, Boardmember since 2008)
- Aarhus Havn (Boardmember since 2014)
- JP Aurora (Advisoryboardmember since 2020)

Michael Gaarmann:

Current management positions

- SCOOTER ApS (since 11 January 2017)
- MICHAEL GAARMANN ApS (since 12 December 2014)

Current Board seats

- II Holding ApS (Board member since 2 July 2021)
- AVN Gruppen A/S (Chairman since 16 September 2019)
- AVN HYDRAULIK A/S (Board member since 5 September 2013)
- AVN PLADETEKNIK A/S (Board member since 5 September 2013)
- AVN TEKNIK A/S (Board member since 5 September 2013)
- APC Forsikringsmæglere A/S (Board member since 1 May 2020)
- APC HoldCo ApS (Board member since 6 May 2020)
- APC HoldCo 2 ApS (Board member since 6 May 2020)
- APC HoldCo 3 ApS (Board member since 6 May 2020)
- Aveny Rødovre A/S (Board member since 2022)
- Birch 1946 ApS (Board member since 13 January 2017)
- Climatic A/S (Chairman since 26 February 2021)
- Hove A/S (Chairman since 28 February 2020, Vice Chairman since 2022)
- Leschly Tennis Foundation - Fond (Board member since 26 March 2019)
- LETO LEASING P/S (Chairman since 13 April 2016)
- Masytec A/S (Board member since 3 May 2021)
- NETWORKCOMMUNICATION A/S (Chairman since 13 September 2007)
- Sigma Investments ApS (Chairman since 30 May 2017)
- TICRA FOND (Board member since 22 May 2018)
- VV Future ApS (Chairman since 15 June 2020)
- WindowMaster Climatic A/S (Chairman since 15 December 2016)
- WindowMaster International A/S (Board member since 16 June 2020, Chairman from 6 February 2015 to 16 June 2020)
- World fairs ApS (Board member since 5 April 2019)

Erik Boyter:

Current management positions

- WindowMaster International A/S (CEO since 5 February 2015)
- Berkshire Boyter Holding Aps
- Selskabet af 8. juli ApS
- Selskabet af 5. februar 2015 Aps
- WMa Holding Aps



Current Board seats

- Berkshire Boyter Holding ApS (Board member since 15 December 2015)
- WindowMaster International A/S (Board member since 5 February 2015)

Mette Søs Lassen

Current management positions

- Rambøll (since 1 August 2008)

Current Board seats

- WindowMaster International A/S (Board member since 1st July 2020)
- Hove A/S (Board member since 19th May 2021)

Leif Jensen

Current management positions

- Robo Invest 2020 Aps siden 26. november 2020
- Fall Invest ApS (since 15 June 2017)
- FIEL Holding ApS (since 6 June 2017)

Current Board seats

- DEN SELVEJENDE INSTITUTION FREDENSBORGHUSENE (Board Member since 07 November 2019)
- TAJCO A/S (Chairman since 25 May 2018)
- TAJCO GROUP A/S (Chairman since 25 May 2018)
- HEMPEL FONDEN (Vice Chairman Since 7 April 2015)
- HEMPEL INVEST A/S (Vice Chairman Since 7 April 2015)
- WindowMaster International A/S (Board member since 20 February 2015)
- STRØMBERG HOLDING A/S (Chairman, 13 May 2013)
- STRØMBERG EJENDOMME A/S (Chairman since 19 April 2013)
- HEMPEL A/S (Board Member since 29 March 2011)

Re. agenda item 6: Election of auditor(s)

The Board of Directors proposes the election of PwC – instead of Deloitte.

Re. agenda item 7: Proposals from the Board of Directors and/or shareholders, if any

The Board of Directors propose to amend the Articles of Association as follows:

- a) Section 7.3 is updated so that the item follows the changes in the Danish Financial Statements Act regarding the deadline for submission of the annual report:

"The Annual General Meeting must be held every year in sufficient time for the approved annual report to be submitted to the Danish Business Authority so that it is received by the Agency within the deadline set by the Danish Financial Statements Act. "



- b) Section 7.4 is updated so it is in accordance with the Danish Companies Act on notice of the general meetings:

"General meetings shall be convened by the Board of Directors with a minimum of 2 weeks and a maximum of 4 weeks ' notice on the Company's website, www.windowmaster.dk."

- c) Section 7.6 is amended in accordance with the proposed amendment of section 7.4:

"For a period of 2 weeks before the general meeting and up to and including the day of the general meeting, a copy of the notice with the agenda, the complete proposals, the documents presented at the general meeting, information on voting and capital matters, the date of the notice of convening the meeting, as well as forms for proxy and letter votes will be available at the company's website."

- d) The English version of section 8.1 is updated to the following:

*"1. The Board of Directors' report on the company's activities in the past financial year
2. Presentation and adoption of the audited Annual Report and consolidated accounts, if any,
3. Approval of the remuneration of the Board of Directors for the current financial year
4. Decision on the use of profit or the covering of loss according to the approved Annual Report
5. Election of members of the Board of Directors
6. Election of auditor(s)
7. Any proposals from the Board of Directors or shareholders
8. Any other business"*

Re. agenda item 8: Any other business

The Board of Directors proposes that the general meeting authorizes the chairperson of the meeting – with full right of substitution - to register any decision with the Danish Business Authority and to make corrections to the documents drawn up based on the decisions, to the extent that the Danish Business Authority may require it to implement the registration of decisions.

