



100

years and counting

Notice convening Annual General Meeting

ALK-Abelló A/S,
Thursday, 23 March 2023
at 4.00 PM (CET)



To the shareholders of ALK-Abelló A/S

The Board of Directors is pleased to invite you to the Company's Annual General Meeting to be held on

**Thursday, 23 March 2023 at 4.00 PM (CET)
at ALK-Abelló A/S, 1 Bøge Allé, 2970 Hørsholm, Denmark**

Agenda with complete proposals

1. Report on the activities of the Company

2. Approval of the annual report and resolution to discharge the Board of Directors and the Board of Management from their obligations

3. Resolution on the allocation of profits

As stated in the approved annual report and in line with the Company's growth strategy, the Board of Directors proposes that the General Meeting adopts a resolution not to distribute any ordinary dividend.

4. Adoption of the remuneration report for 2022

The Board of Directors proposes that the remuneration report for 2022 be approved.

5. Adoption of the remuneration to the Board of Directors for the present year

The Board of Directors proposes that the fees to the Board of Directors shall remain unchanged at DKK 350,000, the Vice Chair shall unchanged receive twice that amount, DKK 700,000, and the Chair shall unchanged receive three times that amount, DKK 1,050,000.

The Board of Directors also proposes that the supplementary fees to the Board members who are members of the Remuneration & Nomination Committee and the Scientific Committee shall remain unchanged at DKK 100,000. The Chairs of the Remuneration & Nomination and the Scientific Committees shall unchanged receive DKK 150,000. The Board of Directors proposes that the supplementary fees to the members of the Audit Committee remain unchanged at DKK 125,000 and that the supplementary fee to the Chair of the Audit Committee shall remain unchanged at DKK 187,500.

6. Election of the Chair of the Board of Directors

Pursuant to article 8.2 of the Articles of Association, all members of the Board of Directors are up for election every year.

The Board of Directors proposes re-election of the Chair **Anders Hedegaard**.

7. Election of the Vice Chair of the Board of Directors

The Board of Directors proposes re-election of the Vice Chair **Lene Skole**.

8. Election of other members of the Board of Directors

The Board of Directors proposes the re-election of the following board members, since **Jakob Riis** is not seeking re-election:

Gitte Aabo, Lars Holmqvist, Bertil Lindmark and Alan Main.

The Board of Directors proposes the new election of:



Jesper Høiland

who brings extensive managerial and commercial experience from global pharmaceutical companies, including roles as Global Chief Commercial Officer at Ascendis Pharma, Inc., President & CEO at Radius Health, Inc., and President of Novo Nordisk Inc., USA. Jesper Høiland is currently a strategic advisor for global healthcare companies at the consulting firm PharmaCo Consult.



A more detailed description of the candidates' competencies, other managerial positions held in other commercial enterprises, demanding organisational assignments and independence is attached as Annex 1 to this convening notice and can also be found at the Company's website, <https://ir.alk.net>

Endeavours are made to ensure that the Board of ALK-Abelló A/S is made up of persons with the international managerial, financial, pharmaceutical, production and R&D expertise needed to safeguard the interests of the Company and thereby of the shareholders in the best possible way. The Board of Directors believes that the proposed candidates satisfy these criteria.

9. Appointment of auditor

The Board of Directors proposes that PwC Statsautoriseret Revisionspartnerselskab be re-appointed. The proposal is based on a recommendation from the Audit Committee, and it is not influenced by third parties and has not been driven by any agreement with a third party that could restrict the choice of the General Meeting to certain auditors or audit companies.

10. Proposals from the Board of Directors

(a) Renewed authority to the Board of Directors to purchase treasury shares

The Board of Directors proposes that the Board's authorisation to acquire treasury B shares should be renewed, as the present authorisation expires on 12 March 2024, and thus possibly before the date of the next Annual General Meeting. The proposal implies that the Board of Directors be authorised for the period until and including 22 March 2028 to allow the Company, on a continuous basis, to acquire treasury B shares of a nominal value of up to DKK 11,141,196 (equivalent to 10% of the share capital). Such treasury shares may only be acquired for an amount that, together with the treasury shares already held by the Company, at no time exceeds a nominal value of 10% of the share capital. The consideration for such shares may not deviate by more than 10% from the official quoted price of the B shares on NASDAQ Copenhagen on the date of acquisition.

(b) Removal of Article 4.3 in the Articles of Association (the Company's keeper of the shareholders' register)

The Board of Directors proposes to delete Article 4.3 of the Articles of Association so that the Company is free to choose its keeper of the shareholders' register. The amendment of the Articles of Association entails that the Company will be responsible for keeping the Company's shareholders' register, however, the Board of Directors may delegate administrative and practical tasks relating to the keeping of the shareholders' register to a professional vendor. The proposal implies that the numbering of all the subsequent sub-articles of Article 4 of the Articles of Association shall be altered accordingly.

(c) Update of the remuneration policy

The Board of Directors proposes to update the remuneration policy. A draft of the updated remuneration policy is available at the Company's website <https://ir.alk.net/aggm>. In the following, the material amendments to the remuneration policy are listed:

- **Travel compensation:** Members of the Board of Directors may receive fixed travel allowance and compensation in respect of travel activities to board and committee related meetings outside their country of residence.
- **Social security taxes etc.:** Social security taxes and similar taxes imposed on board members' fees by foreign authorities may be paid by ALK.
- **Extraordinary amendments of KPIs applicable to variable remuneration:** Option for the Board of Directors to waive or adjust a KPI if such KPI, during the relevant performance period, may have become obsolete, irrelevant and/or improper due to circumstances which could not reasonably have been taken into consideration when setting the KPI, e.g., due to strategy changes and M&A activities.
- **Exercise period for share options:** In order to better align the typical practice within peer companies in the life science industry, the exercise period for share options is prolonged from two years after the vesting date to four years after the vesting date for a total lifetime of the share options of seven years.
- **Cap on long-term incentive remuneration:** A cap will apply to the maximum total value gain at exercise and/or vesting from any share options and/or performance shares, respectively, granted in a calendar year. The cap is four times the annual base salary at the time of award of the share options and/or performance shares concerned.
- **Clawback:** The remuneration policy's provisions on clawback of remuneration have been amended to expand the general scope of clawback, providing ALK the right to clawback remuneration, to the fullest extent possible under applicable law, in the event of such remuneration having been granted, earned or paid out based on information which subsequently turns out to be incorrect or misstated, or if the recipient acted in bad faith, with gross negligence and/or wilful misconduct.
- **Notice periods:** The framework provisions concerning notice periods are amended so that ALK may terminate employment of a member of the Board of Management by giving up to 12 months' notice, and members of the Board of Management may terminate their employment with ALK by giving up to 12 months' notice.
- **Extraordinary remuneration:** Amendment of the option for the Board of Directors to award extraordinary remuneration to members of the Board of Management to the effect that such extraordinary remuneration must be based on a recommendation by the Remuneration & Nomination Committee and that such extraordinary remuneration may be awarded for recruitment and retention purposes. Furthermore, the remuneration policy clarifies that extraordinary remuneration may only be awarded if such remuneration supports ALK's long-term interests and the interests of ALK's shareholders.

- **Shareholding requirement:** Introduction of shareholding requirements for members of the Board of Management. Overall, the CEO will be required to hold shares in ALK of a value corresponding to the CEO's annual base salary before tax, whereas other members of the Board of Management will each be required to hold shares in ALK of a value corresponding to six months' base salary before tax in order to remain eligible to participate in the LTI plan. Such shareholding may be built up during a five-year period from promotion to or employment as member of the Board of Management. In extraordinary cases, the Board of Directors may grant exemptions to the shareholding requirement.
- **Deviations from the remuneration policy:** The provisions on the Board of Directors' option to deviate from the remuneration policy in exceptional circumstances are simplified and expanded to cover all remuneration components related to the Board of Management in order to create adequate flexibility for the Board of Directors in the event that the Board of Directors, contrary to expectations, are required to deviate from the remuneration policy in respect of the STI and LTI plans. The Board of Directors may only deviate from the remuneration policy if such deviation is deemed to be in the long-term interests of ALK and/or ALK's shareholders or made for the purpose of ALK's sustainability.
- **Relative share of remuneration components:** The provisions on the relative share of the Board of Management's remuneration components have been amended to enhance transparency on the allocation of remuneration in different scenarios. Furthermore, the remuneration policy clarifies that the Board of Management may receive benefits of up to 10% of the annual base salary.
- **Clarification of formal and procedural matters:** The remuneration policy is updated with certain clarifications concerning the process for measuring KPI performance, and that KPIs applicable to the variable remuneration of the Board of Management may be financial and/or non-financial

(d) **Authorisation to the chair of the meeting**

The Board of Directors proposes that the General Meeting authorises the chair of the meeting, with power of delegation, to make such changes in and supplements to the resolutions adopted at the General Meeting and to the notification hereof as may be required by the Danish Business Authority or other authorities in connection with the registration of the amendments adopted, and to continuously make and notify linguistic and other amendments with no impact on content in the Company's Articles of Association.

11. Any other business



Majority requirements

The proposals under items 2 – 9, item 10(a), item 10(c), and item 10(d) of the agenda must be adopted by a simple majority of the votes cast, cf. article 5.11 of the Articles of Association. The proposal under item 10(b) must be adopted by at least two-thirds of the votes cast and of the proportion of the share capital represented at the General Meeting, cf. article 5.11 of the Articles of Association and Section 106(1) of the Danish Companies Act.

Record date

A shareholder's right to attend and vote at the Annual General Meeting is determined relative to the shares held by the shareholder on the record date, which is **Thursday, 16 March 2023 at 11.59 PM (CET)**.

Request for admission tickets

Admission tickets will be issued to anyone who, according to the register of shareholders, is registered as a shareholder on the record date, or from whom the Company has received due notice as of the record date for entry into the register of shareholders.

Pursuant to the Articles of Association, requests for admission tickets for the Annual General Meeting must be made no later than **Friday, 17 March 2023 at 11:59 PM (CET)**. Admission tickets may be requested in one of the following ways:

Electronic admission ticket

- by electronic registration at ALK's InvestorPortal: <https://ir.alk.net/agm> or at the website of Euronext Securities: www.vp.dk/agm (using MitID or VP-ID). When you have registered, you will receive an electronic admission ticket. Please bring the electronic admission ticket on your smartphone or tablet. You can also bring a printout of the admission ticket, if you so prefer.

Physical admission ticket

- by returning a scanned copy of the registration form by email to CPH-investor@euronext.com or by sending the registration form duly filled in and signed by post to Euronext Securities, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen K, Denmark, or
- by emailing Euronext Securities at CPH-investor@euronext.com or by calling tel. +45 4358 8866. Please state your VP reference number.

Electronic admission tickets will be sent to the email recorded in the Company's register of shareholders. Physical admission tickets will not be sent by post but will be handed out on Thursday, 23 March 2023 from 3.00 PM (CET) at the venue of the Annual General Meeting by presenting proof of identity. You will also receive your ballot paper upon registration of your arrival at the Annual General Meeting.

Attendance with an adviser

Every shareholder has the right to attend the Annual General Meeting with an adviser, provided that the shareholder has registered him-/herself and the accompanying adviser no later than **Friday, 17 March 2023 at 11:59 PM CET**. Shareholders or his/her proxy holder, who wish to register an adviser for attending the Annual General Meeting must state the name of the adviser, when submitting his/her notification of attendance.

Proxy form/postal vote form

Shareholders who wish to be represented by proxy or wish to submit a postal vote before the Annual General Meeting may use the proxy form or postal vote form as follows:

- by appointing **a named third party as your proxy**. Your proxy must pick up the admission ticket when arriving at the Annual General Meeting and must present proof of identity; or
- by appointing **the Board of Directors as your proxy**. In that case, your votes will be used in accordance with the recommendations of the Board of Directors; or
- by appointing **the Board of Directors as your proxy to vote as indicated by you** by ticking how you want your votes to be cast; or
- by casting **a postal vote**.

Please note that you can vote *either* by proxy *or* by postal vote; you cannot do both.

If you choose to attend the Annual General Meeting by proxy, the proxy form can be submitted **electronically** via www.vp.dk/agm (Euronext Securities) or <https://ir.alk.net/agm>; scanned and emailed to CPH-investor@euronext.com; or returned by post to Euronext Securities, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen K, Denmark for it to reach Euronext Securities by **Friday, 17 March 2023 at 11.59 PM (CET)**.

If you choose to vote by post, the postal vote form can be submitted **electronically** via www.vp.dk/agm (Euronext Securities) or <https://ir.alk.net/agm>; scanned and emailed to CPH-investor@euronext.com; or returned by post to Euronext Securities, Nicolai Eigtveds Gade, DK-1402 Copenhagen K, Denmark for it to reach Euronext Securities **by Wednesday, 22 March 2023 at 12:00 noon (CET)**.

Please note that, in order to submit a proxy online or to cast an electronic postal vote, you must use MitID or VP-ID.

Shareholder information

The share capital of the Company has a total nominal value of DKK 111,411,960, of which DKK 9,207,600 is in A shares, DKK 920,760 is in AA shares and DKK 101,283,600 is in B shares.

The Company's share capital is divided into shares with a nominal value of DKK 0.50 each. Each A share of DKK 0.50 nominal value carries ten votes, each AA share of DKK 0.50 nominal value carries ten votes, and each B share of DKK 0.50 nominal value carries one vote.

The following information and materials will be available at the Company's website <https://ir.alk.net/agm> no later than three weeks before the date of the Annual General Meeting:

- The notice convening the general meeting
- The total number of shares and votes as at the date the general meeting is convened, including the total number for each share class
- The documents to be presented at the general meeting, including the latest audited annual report and the remuneration report for 2022
- The agenda and the complete proposals
- Forms to be used for voting by proxy and by postal vote

Processing of personal data

In line with the requirements of company law, ALK-Abelló A/S processes personal information about its shareholders in managing the Company's register of shareholders and in other communications. The following data will be processed: Name, address, contact details, VP reference number, shareholding and attendance at events. You can read more about the ways in which the Company processes personal data at the ALK-Abelló A/S website: <https://www.alk.net/terms-and-conditions/privacy-notice>

Questions from the shareholders

Shareholders may ask questions about the agenda, documents etc. for use at the Annual General Meeting, or the Company's position in general up to the date of the meeting by writing to ALK-Abelló A/S, Bøge Allé 6-8, 2970 Hørsholm, Denmark or emailing both hksdk@alk.net and lhvdk@alk.net. Shareholder questions/comments will be answered either in writing prior to the Annual General Meeting and uploaded at <https://ir.alk.net> or presented by the chair of the Annual General Meeting and answered verbally during the Annual General Meeting.

The Annual General Meeting will be held in Danish and webcast live at the Company's website, <https://ir.alk.net/agm>. Simultaneous interpretation from Danish to English and English to Danish will be available at the meeting and the webcast.

Light refreshments will be served after the meeting.

Hørsholm, 27 February 2023

The Board of Directors of ALK-Abelló A/S

Practical information

If you arrive by car, there is free parking in the parking lot in front of ALK's premises at 1 Bøge Allé in Hørsholm.

The following buses stop near ALK:

Bus line 15E stops at Bøge Allé. The bus stop is approximately 150 m from the venue. The last 15E bus leaves at 17.43 from ALK.

Bus line 500S stops on Frederiksborgvej by Mariehøj Allé. The bus stop is approximately 200 m from the venue.

Bus lines 150S and **354** stop on Hørsholm Kongevej by Venlighedsvej. The bus stop is approximately 900 m from the venue.





Annex 1

Description of the candidates for the Board of Directors

ALK-Abelló A/S, Thursday, 23 March 2023 at 4.00 PM (CET)



Annex 1

Chair



Anders Hedegaard

Nominated for re-election as Chair of the Board of Directors

Chair of the Board of Directors since 2020

Chair of the Remuneration & Nomination Committee, member of the Audit and Scientific Committees

Nationality

Gender

Born

Independence*

Danish

Male

1960

Yes

Profession

Professional board member

Board competencies

Specific expertise within management and sales & marketing in international life science and consumer care companies

Directorships, including sub-committees

Rodenstock Group, Germany: Board member and adviser to Management

Vice Chair



Lene Skole

Nominated for re-election as Vice Chair of the Board of Directors

Member of the Board of Directors since 2014 and Vice Chair since 2015

Member of the Remuneration & Nomination and Scientific Committees

Danish

Female

1959

No (CEO of the Lundbeck Foundation)**

CEO of the Lundbeck Foundation and directorships at two other subsidiaries

Experience in management, financial and economic expertise, experience in strategy and communication in international companies

Falck A/S: Vice Chair and member of the Audit and Remuneration Committees

H. Lundbeck A/S: Vice Chair and member of the Nomination, Remuneration, and Scientific Committees

Nordea Bank Abp, Finland: Board member and member of the Audit Committee

Ørsted A/S: Vice Chair and member of the Nomination and Remuneration Committees

* as defined by the Danish Recommendations on Corporate Governance

**These board members are not regarded as independent in the sense of the definition contained in the Danish recommendations on corporate governance due to being affiliated with the Lundbeck Foundation, which owns 40.3% of ALK's shares.

Member



Gitte Aabo

Nominated for re-election as member of the Board of Directors

Board member since 2021

Member of the Audit Committee

Nationality

Danish

Gender

Female

Born

1967

Independence*

Yes

Profession

CEO of GN Hearing and GN Store Nord

Board competencies

Extensive global leadership experience and deep understanding of international management, finance, IT, and sales & marketing, as well as considerable insights into building digital communities

Directorships, including sub-committees

Danmarks Nationalbank: Member of the Committee of Directors
HIMPP A/S (Hearing Instrument Manufacturers Patent Partnership): Board member
UNION therapeutics A/S: Board member
The Danish Chamber of Commerce: Board member and member of the Executive Committee

Member



Lars Holmqvist

Nominated for re-election as member of the Board of Directors

Board member since 2015

Swedish

Male

1959

No (member of the Board of the Lundbeck Foundation)**

Professional board member

Experience in management, finance, and sales & marketing in international life science companies, including med-tech and pharmaceutical companies

Biovica International AB, Sweden: Chair and member of the Audit Committee
H. Lundbeck A/S: Board member and member the Audit Committee
The Lundbeck Foundation: Board member and Chair of the Investment Committee
Vitrolife AB, Sweden: Board member and member of the Audit Committee
Life Healthcare Group Holdings, Ltd, South Africa: Board member and member of the Audit and Investment Committees

* as defined by the Danish Recommendations on Corporate Governance

**These board members are not regarded as independent in the sense of the definition contained in the Danish recommendations on corporate governance due to being affiliated with the Lundbeck Foundation, which owns 40.3% of ALK's shares.

Nominated



Jesper Høiland

Nominated for election as member of the Board of Directors

Nationality
Gender
Born
Independence*

Danish
Male
1960
Yes

Profession

Strategic adviser, PharmaCo Consult ApS

Board competencies

Extensive managerial and commercial experience from 35 years at global biopharmaceutical and healthcare companies, particular expertise in product launches and building/expanding commercial infrastructures in the USA. Most recently, he served as Global Chief Commercial Officer at Ascendis Pharma, Inc. and President & CEO and member of the Board of Directors at Radius Health, Inc. In his time at Novo Nordisk (1987-2016), he served in various roles, including as EVP and President of North America, and SVP of International Operations, which spanned 150 countries. He has previously served on the boards of LEO Pharma A/S, NNIT A/S, and Astion Pharma A/S. In addition, he is affiliated as lecturer at MIT Sloan, Massachusetts, USA.

Jesper Høiland has an MSc in Management from Copenhagen Business School

Directorships, including sub-committees

CoNCERT Pharmaceuticals Inc., USA: Board member and member of the Compensation Committee

Member



Bertil Lindmark

Nominated for re-election as member of the Board of Directors

Board member since 2021

Chair of the Scientific Committee

Swedish
Male
1955
Yes

Chief Medical Officer of Galecto A/S

More than 30 years' experience of global R&D leadership in pharmaceuticals and biotech. Brings board-level experience from Almirall and Medicon Valley Alliance, and served on the Research Board of AstraZeneca. Has also participated in a range of IPOs, acquisitions, and debt-financing activities

Aqilion AB, Sweden: Chair of the Board
Cellevate, Sweden: Director of the Board

* as defined by the Danish Recommendations on Corporate Governance

Member



Alan Main

Nominated for re-election as member of the Board of Directors

Board member since 2022

Member of the Remuneration & Nomination Committee

Nationality	British
Gender	Male
Born	1963
Independence*	Yes
Profession	Senior adviser, Bamboo Capital Partners
Board competencies	More than 30 years of experience from the consumer healthcare industry in roles at amongst others Sanofi, Bayer and Roche.
Directorships, including sub-committees	-

Four new employee-elected members are up for election in March 2023.

* as defined by the Danish Recommendations on Corporate Governance