

The Annual General Meeting of

Coloplast A/S

Company reg. (CVR) no. 69749917

was held on 5 December 2019 at the company's address at Høltedam 3, Humlebæk, Denmark.

Niels Kornerup, Attorney, was appointed chairman of the meeting by the Board of Directors pursuant to article 10 of the Articles of Association.

With respect to the quorum requirement for general meetings, the chairman of the meeting specifically emphasised items 5.3 and 5.4 of the agenda containing a proposal for amendments to the Articles of Association requiring at least 50% of the share capital to be represented at the General Meeting. Based on the initial registration, the chairman of the meeting established that the requirement had been met with more than 65% of the share capital already having been registered as being represented at the General Meeting.

The chairman of the meeting then established, with the unanimous approval of the shareholders, that the General Meeting had been duly convened and formed a quorum in relation to the agenda.

The chairman of the meeting informed the shareholders that shares representing a nominal value of DKK 148,344,019 of a total nominal value of DKK 212,434,861 (after deduction of treasury shares) were represented and 310,344,019 votes of a total of 374,434,861 votes (after deduction of treasury shares) were represented at the General Meeting. The chairman of the meeting informed the shareholders that the Board of Directors had received proxies etc. representing 305,873,635 votes, equivalent to 98.5% of the votes represented.

The chairman of the meeting informed the shareholders that pursuant to section 101(5) of the Danish Companies Act, a complete statement of the casting of votes should be provided for every resolution passed, specifying the number of shares voting in favour of and against each proposed resolution, notwithstanding a reasonably clear result of the individual votes. As the shareholders unanimously can agree to waive the statement, the chairman of the meeting proposed a procedure corresponding to that applied at previous General Meetings of the company. It is therefore noted whether or not a proposal has been passed, and a written ballot was only taken in the event of doubt as to the passing of a proposal. The shareholders consented to waiving their right to a complete statement.

The shareholders approved that items 1-4 of the agenda would be considered together.

#### **1. Report by the Board of Directors on the activities of the company during the past financial year.**

Lars Rasmussen, Chairman of the Board of Directors, reported on the activities of the company during the past financial year. He referred to the written annual report and made an oral report in which he explained the financial highlights and selected other topics. The statement by the Board of Directors is available via webcast on the company's website [www.coloplast.com](http://www.coloplast.com).

## **2. Presentation and approval of the audited annual report.**

Lars Rasmussen reviewed the financial statements for the financial year 2018/19 with the auditors' report and presented the management's review and the consolidated financial statements. The parent company financial statements showed a profit after tax of DKK 3,764 million (for the group, the result was DKK 3,873 million) and a balance sheet with total assets of DKK 9,819 million (for the group, the total assets were DKK 12,732 million), of which shareholders' equity amounted to DKK 5,928 million (for the group, shareholders' equity amounted to DKK 6,913 million). A proposal was made for the approval of the annual report.

## **3. Resolution on the distribution of profit in accordance with the approved annual report.**

A proposal was made to pay an ordinary dividend of DKK 12.00 per share. In combination with the interim dividend of DKK 5.00 per share paid in connection with the presentation of the company's half-year report, this represents a pay-out ratio of 93% of the profit for the year for the group.

The allocation of the profit for the year of DKK 3,764 million was proposed with DKK 3,611 million being distributed as dividend and DKK 153 million being transferred to distributable reserves.

## **4. Presentation and approval of the remuneration report.**

Lars Rasmussen reviewed the remuneration report presented. A proposal was made for the approval of the remuneration report.

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The chairman of the meeting then established that the annual report had been signed by the Board of Directors, the Executive Management and the auditors with an unqualified audit opinion. The chairman of the meeting opened for debate and gave the floor to (i) Claus Berner Møller, ATP, who supported the decision to keep the urology business and asked a question about the comparative basis for management remuneration and use of non-financial KPIs, (ii) Anders Schelde, MP Pension, who noted that MP Pension did not vote in favour of the proposal to elect Chairman of the Board of Directors Lars Rasmussen with reference to the Recommendations on Corporate Governance and corporate governance aspects in general, including in relation to overboarding, and recommended that the company accedes to the TCFD standard and increase the transparency of the company's country-specific tax payments, (iii) Per Juul, the Danish Shareholders Association, who asked what the company intended to do to avoid future product liability lawsuits, whether the company's management was willing to introduce ethical or sustainable initiatives even though this would impair shareholder returns, and what the company had done to protect itself against cyber attacks, (iv) shareholder Bjørn Hansen, who asked questions in relation to Brexit, and (v) shareholder Jens Frederik Demant, who had a number of general comments on the financial reporting.

Lars Rasmussen answered all questions and responded to all comments submitted during the debate. As regards the comments made by Claus Berner Møller (ATP), Lars Rasmussen mentioned that in relation to

the management's remuneration level, the company used Danish C25 companies and US and UK competitors as a basis of comparison with due consideration of the differences in remuneration in Denmark and the US and UK, respectively, in order to be able to attract the best candidates, and that the company currently does not use non-financial KPIs as part of its management remuneration, but that ESG targets were increasingly being included on the company's agenda. As regards the comments and questions submitted by Anders Schelde (MP Pension), Lars Rasmussen responded that it was important to be attentive to the dynamics in connection with the change from CEO to Chairman of the Board and that the Board of Directors had taken into account the company's future interests in connection with appointing the Chairman of the Board. In relation to overboarding, Lars Rasmussen mentioned that an assessment of potential overboarding should be made on a case-by-case basis which is also the principle applied in the Danish Corporate Governance Recommendations and not exclusively on the basis of formal recommendations from e.g. Institutional Shareholder Services, which also only take positions in listed companies into consideration. As regards the TCFD standard, Lars Rasmussen noted that the company would take a closer look at the standard and mentioned in relation to country-specific tax payments that the company already did observe transparency towards authorities and relevant stakeholders, including by submitting country-for-country tax reports to the Danish authorities, which are then made available to other countries. In response to the comments submitted by Per Juul (the Danish Shareholders Association), Lars Rasmussen stated that the company has worked on reducing the company's risk of product liability lawsuits by expanding the advance information provided to patients and by working with fewer but better trained doctors. As regards the question of ethical and sustainable initiatives, Lars Rasmussen mentioned that the company would not implement initiatives devoid of commercial logic, but also that the company would not launch initiatives that went against the company's vision of being proper and responsible. In relation to potential cyber attacks, Lars Rasmussen stated that the company only has two main IT systems, which serves to reduce the risk of attacks but noted that no company can protect itself 100% against cyber attacks. In response to Bjørn Hansen's question, Lars Rasmussen stated that the company had taken a number of measures to be able to serve the UK irrespective of Brexit.

As no one else wished to take the floor, the chairman of the meeting established, with the approval of the shareholders,

that the shareholders had taken note of the report by the Board of Directors;

that the shareholders had approved the audited annual report;

that the shareholders had approved the proposal for the distribution of profit; and

that the shareholders had approved the remuneration report.

## **5. Proposals by the Board of Directors.**

### **5.1 Approval of the Board of Directors' remuneration for the financial year 2019/20.**

The Board of Directors proposed that the shareholders approve the Board of Directors' remuneration for the financial year 2019/20. It was proposed that the remuneration of DKK 450,000 paid to ordinary members of the Board of Directors remain unchanged. The remuneration of the Chairman and the

Deputy Chairman was proposed to be determined on the basis of the base fee as described in the notice convening the General Meeting.

The additional remuneration paid to the chairman and the other members of the Audit Committee and the Remuneration and Nomination Committee was proposed as described in the notice convening the General Meeting.

As no shareholders wished to take the floor, the chairman of the meeting established, with the approval of the shareholders, that the remuneration of the Board of Directors for the current financial year (2019/20) had been adopted.

#### 5.2 Update of remuneration policy.

The Board of Directors proposed that the shareholders adopt an updated remuneration policy. The remuneration policy had been updated for the purpose of compliance with new requirements under sections 139 and 139a of the Danish Companies Act.

The proposal entailed deletion of Article 15 of the Articles of Association and a consequential renumbering of the subsequent articles.

As no shareholders wished to take the floor, the chairman of the meeting established, with the approval of the shareholders, that the proposal to update the company's remuneration policy had been adopted.

#### 5.3 Amendment of Article 8 of the Articles of Association – Agenda.

The Board of Directors proposed that Article 8 of the Articles of Association be amended to read as follows:

*“The agenda of the annual general meeting shall include the following business:*

- 1. Report by the Board of Directors on the activities of the Company during the past financial year.*
- 2. Presentation and approval of the audited annual report.*
- 3. Resolution on the distribution of profit or covering of loss, as the case may be, in accordance with the approved annual report.*
- 4. Presentation and approval of the remuneration report.*
- 5. Approval of the Board of Directors' remuneration for the current financial year.*
- 6. Resolutions proposed by the Board of Directors or shareholders.*
- 7. Election of members to the Board of Directors.*
- 8. Election of auditors.*
- 9. Any other business.”*

The insertion of a new item 4 was proposed due to the introduction of a new section 139b of the Danish Companies Act concerning remuneration reports. The insertion of a new item 5 was proposed due to the recommendation of the Committee on Corporate Governance that the shareholders consider proposals for approval of remuneration for the Board of Directors for the current financial year.

As no shareholders wished to take the floor, the chairman of the meeting established, with the approval of the shareholders, that the proposal to amend Article 8 of the Articles of Association had been adopted.

#### 5.4 Amendment of Article 9 of the Articles of Association – Forwarding of admission cards.

The Board of Directors proposed that Article 9 of the Articles of Association be amended by the reference to ordinary mail in the second paragraph being deleted. As a result of the proposal, the second paragraph of Article 9 will read:

*“Admission cards 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. Admission cards may be forwarded electronically by the Company.”*

The amendment of Article 9 was proposed as a result of the company's use of electronic communication with its shareholders, for which reason admission cards would not be forwarded by ordinary mail.

As no shareholders wished to take the floor, the chairman of the meeting established, with the approval of the shareholders, that the proposal to amend Article 9 of the Articles of Association had been adopted.

#### 5.5 Authorisation to the Board of Directors to acquire treasury shares.

The Board of Directors proposed that, in accordance with section 198 of the Danish Companies Act, the company be authorised to allow the company to acquire treasury shares for up to 10% of the company's share capital, provided always that the company's total holding of treasury shares does not at any time exceed 10% of its share capital. The highest and lowest price to be paid for the shares was the price applicable at the time of acquisition of the company's B shares +/-10%. The above authorisation conferred on the Board of Directors would be valid up to and including 4 December 2024.

The chairman of the meeting gave the floor to shareholder Jens Frederik Demant.

Jens Frederik Demant asked whether it was necessary that the authorisation be granted for a period of five years. Lars Rasmussen answered the question, stating that the company has an option programme of a similar duration and that the company therefore had found it natural for the authorisation to apply for a period of five years, as the authorisation was to be used among other things for purposes of covering the option programme.

As no other shareholders wished to take the floor, the chairman of the meeting established, with the approval of the shareholders, that the proposal regarding the authorisation to acquire treasury shares had been adopted.

## **6. Election of members to the Board of Directors.**

The Board of Directors proposed re-election of the following Board members:

- Lars Rasmussen
- Niels Peter Louis-Hansen
- Birgitte Nielsen
- Carsten Hellmann
- Jette Nygaard-Andersen
- Jørgen Tang Jensen

The chairman of the meeting stated that a description of the management positions etc. of all candidates standing for re-election was provided in the annual report and was also provided in an annex to the notice convening the General Meeting.

As no shareholders wished to take the floor, and as there were no other candidates for the Board of Directors, the chairman of the meeting established, with the approval of the shareholders, that the proposed candidates had all been re-elected to the Board of Directors.

## **7. Election of auditors.**

The Board of Directors proposed the re-appointment of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab as the company's auditor. The proposal was consistent with the Audit Committee's recommendation. It further appeared from the proposed resolution that the Audit Committee had not been influenced by any third party and had not been bound by any agreement with any third party under which the appointment of certain auditors or audit firms by the shareholders in general meeting would be restricted.

As no shareholders wished to take the floor, and as there were no other candidates, the chairman of the meeting established, with the approval of the shareholders, that PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab had been re-appointed as the company's auditor.

## **8. Any other business.**

Shareholder Bjørn Hansen made a few comments on exchange rates and bonus payments.

No other shareholders wished to take the floor.

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The chairman of the meeting noted that there were no further items on the agenda and thanked the shareholders for the orderly conduct of the meeting.

The chairman of the meeting resigned his duties and gave the floor to Lars Rasmussen, who thanked the shareholders for a good debate and the chairman for moderating the meeting.

Lars Rasmussen then declared the General Meeting concluded.

General Meeting adjourned.

[Signed]

Chairman of the meeting  
Niels Kornerup