

The Annual General Meeting of

Coloplast A/S  
CVR-nr. 69749917

was held on 3 December 2020 at the company's address Holtedam 3, Humlebæk, Denmark.

Niels Kornerup, attorney-at-law, 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 the general meeting, the chairman of the meeting specifically emphasised items 6.2.1 and 6.2.2 of the agenda containing proposals for amendments to the Articles of Association which require that at least 50% of the share capital was represented at the General Meeting. Based on the initial registration, the chairman of the meeting established that the requirement had been met as more than 66% of the share capital already was registered as being represented at the General Meeting.

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

The chairman of the meeting informed that the vast majority of the company's shareholders had complied with the company's request not to attend the General Meeting in person. Only eight shareholders attended the General Meeting physically. On an ongoing basis, a total of 36 shareholders followed the General Meeting via LUMI, where shareholders who followed the General Meeting via webcast, could submit questions and comments during the General Meeting. The chairman of the meeting then noted that shares representing a nominal value of DKK 142,307,202 of a total nominal value of DKK 212,694,190 (after deduction of treasury shares) were represented and 304,307,202 votes of a total of 374,694,190 votes (after deduction of treasury shares) were represented at the General Meeting. The chairman of the meeting noted that the Board of Directors had received proxies and postal votes representing 304,298,645 votes, equivalent to 99.99% of the votes represented.

The chairman of the meeting noted 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 general meeting 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 statement in the annual report and made an oral report in which he explained the financial highlights and other selected 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 2019/20 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 4,097 million (for the group, the result was DKK 4,197 million) and a balance sheet with total assets of DKK 9,863 million (for the group, the total assets were DKK 13,499 million), of which shareholders' equity amounted to DKK 6,367 million (for the group, shareholders' equity amounted to DKK 7,406 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 13.00 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 results, this represents a pay-out ratio of 91% of the profit for the year for the group.

The allocation of the profit for the year of DKK 4,097 million was proposed with DKK 3,828 million being distributed as dividend and DKK 269 million being transferred to distributable reserves.

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

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

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The chairman of the meeting then noted 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. Statements and questions from shareholders had been submitted in advance. The chairman of the meeting read out the statements submitted by (i) LD Fonde and AkademikerPension, which recommended the company to follow the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), and which emphasized that Coloplast had established an internal working group for implementation of the TCFD recommendations, but that Coloplast was not yet fully on track working strategically with the climate, (ii) the Danish Shareholders' Association (by Flemming Kjærulf), who requested answers to, (a) what the company had learned from the COVID-19 situation, including whether the situation had led to lasting changes in the company's operations, (b) whether shareholders should expect dividends to be reduced in the future in light of potential acquisitions, and (c) how the company performed in China, including whether the company experienced challenges in the Chinese market, and (iii) shareholder Bjørn Hansen, who asked a number of questions, among other things regarding barriers to trade and the company's plans in the UK market, the company's patents and infringement cases as well as barcode registration of the company's products.

Lars Rasmussen commented the statement from LD Fonde and AkademikerPension and stated that the company saw the TCFD recommendations as a useful tool that the company would support, and that the company would soon become an "official supporter" of TCFD. Lars Rasmussen emphasized that the company's ambition is to use 100% renewable energy by 2025, that the company earlier this week had signed the promise "Business Ambition for 1.5 ° C", which was made by the UN, and that the company would report on the results of the company's risks and opportunity evaluation in the company's annual report for the financial year 2020/21 and the company's responsibility report. To the Danish Shareholders' Association's question about dividends, Lars Rasmussen informed that the company also in the future expects to pay 80-100% of the company's net profit in dividends, even though the company looked more actively at acquisition opportunities. To the Danish Shareholders' Association's question regarding the company's experiences from the Covid-19 situation, CEO Kristian Villumsen noted that the company had been reassured that it had a strong commercial model and a strong organization. Kristian Villumsen also emphasized that the Covid-19 situation had taught the company that virtual meetings were effective, and that the company for the same reason would cut back on its travel activities, including to reduce the company's CO2 emissions. As for the Danish Shareholders' Association's questions regarding the company's operations in China, Kristian Villumsen answered that the company overall performed well in China, and that the company's business in China had strong growth and took market shares, which was a result of 25 years of work and many years of investment. Kristian Villumsen noted that the company's Chinese business within *Ostomy* quickly had rebounded from the Covid-19 situation in China, while it had taken longer for the *Wound Care* business, which however was growing again. Kristian Villumsen finally emphasized the company's Chinese market position within *Ostomy* and *Wound Care* as well as the company's market share of approx. 70% of the digital sales platforms in China. To Bjørn Hansen's question, Lars Rasmussen replied that the company had been preparing for a 'hard Brexit' for a long time and had therefore built-up extra stocks in order to be able to provide the British users with products in the best possible way. Lars Rasmussen stated that the British market was important for the company, and that the company - regardless of Brexit - still saw many investment opportunities in the UK. Regarding Bjørn Hansen's questions about patents and infringement cases, Lars Rasmussen noted that the company continuously developed new products and solutions, and that the company tried to protect these in the best possible way, including by applying for patents. In relation to infringement cases, Lars Rasmussen stated that the company continuously monitored whether the company's intellectual property rights were being infringed, and that the company only in a few cases found intellectual property infringements. As answer to Bjørn Hansen's question about bar code registration Lars Rasmussen noted that the company already has bar code registration on its products.

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. Approval of the Board of Directors' remuneration for the financial year 2020/21**

The Board of Directors proposed that the shareholders approve the Board of Directors' remuneration for the financial year 2020/21. It was proposed that the remuneration of DKK 450,000 to ordinary members of the Board of Directors remain unchanged. The remuneration to 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 chairmen 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 (2020/21) had been adopted.

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

### **6.1. Update of remuneration policy.**

The Board of Directors proposed that the shareholders adopt an updated remuneration policy. The proposal was motivated by the shareholders at last year's General Meeting called for increased focus on performance-based salary. Consequently, the Board of Directors proposed two material changes to the remuneration policy, which concerned (i) an increase in the short-term bonus potential for the members of the Executive Management from 25% to 35% of the fixed salary, and (ii) a limit of 20% of the value of non-monetary goods of the members of the Executive Management. In addition to these changes, the new remuneration policy contained minor linguistic changes.

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.

### **6.2 Amendments to the Articles of Association**

#### **6.2.1 Amendment of Article 2 of the Articles of Association – Purpose**

The Board of Directors proposed to update the objects of the company to clarify that the company expects to provide more service and advice related to the company's products in the future. In addition, the objects were proposed to be updated to a more modern language.

Adoption of the proposal meant that article 2 of the Articles of Association will read as follows:

*"The objects of the Company are to, directly and indirectly, carry out business as a manufacturing and trading company mainly with products within the healthcare sector, and provide service and*

*advice in affiliation therewith, and to carry out related research, development and investment activities and other activities that, in the Board's opinion has the same affiliation."*

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 2 of the Articles of Association had been adopted.

#### 6.2.2 New § 11 - Authorisation of the Board of Directors to conduct fully electronic General Meetings

The Board of Directors proposed that the Board of Directors is authorised to resolve that the company's General Meetings shall solely be held electronically without any physical attendance, i.e. as a completely electronic General Meeting in accordance with section 77(2) of the Danish Companies Act.

Adoption of the proposal implied that a new article 11 is included in the Articles of Association which will read as follows:

*"The Company's general meetings may by decision of the Board of Directors be held as completely electronic general meetings without any physical attendance. Participation in completely electronic general meetings shall take place via electronic media enabling the shareholders of the Company to attend, speak and vote at the general meeting and ensuring that the general meeting can be conducted in a proper manner and in accordance with the Danish Companies Act."*

The proposal was made to create the greatest possible flexibility for the company when preparing and holding the company's General Meetings, taking into account, among other factors, the COVID-19 situation and the increasing digitalisation of the society.

As a consequence of inserting a new article 11 in the company's Articles of Association, the numbering of the subsequent articles was updated accordingly.

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

Jens Frederik Demant noted that the proposed authorisation was drafted in such a way that it could be used unconditionally by the Board of Directors, and in Jens Frederik Demant's opinion that was concerning. On this basis, Jens Frederik Demant stated that he could not vote in favour of the proposal, and emphasized that it was essential that there was sufficient time to ask questions via electronic media when conducting electronic General Meetings. Lars Rasmussen answered the question and informed that the background for the proposal was that in the future it might be appropriate to conduct the General Meeting solely in an electronic manner, especially in the event of pandemics or other cases that necessitated this.

At the same time, Lars Rasmussen emphasized that the Board of Directors preferred to conduct the company's General Meetings physically, and that it was not the intention of the Board of Directors that the authorisation should be used to conduct General Meetings fully electronically in general.

The chairman of the meeting then again gave the floor to Jens Frederik Demant, who noted that the proposed authorisation should have included criteria for utilization of the authorisation.

As no further shareholders wished to take the floor, the chairman of the meeting established, with the approval of the shareholders, that the proposal to add a new Article 11 to the Articles of Association had been adopted.

### 6.3 The Company's tax reporting

The shareholders AkademikerPension and LD Fonde had proposed that the Board of Directors should complete an assessment of to which extent Coloplast A/S could publish country-by-country company tax reporting in accordance with the Global Reporting Initiative's standard (GRI 207: Tax 2019) starting from the financial year 2021/22. The proposal meant that the results of the assessment were to be published before the Annual General Meeting of the company in 2021.

The chairman of the meeting emphasized on behalf of the Board of Directors that Coloplast supported UN's 17 global goals for sustainable development, including goal no. 16 on peace, justice and strong institutions, and that correct tax payment supported those goals and formed an integrated part of Coloplast's tax policy. On this basis, the chairman of the meeting noted that the Board of Directors supported the proposal and recommended that the shareholders vote in favour of the proposal.

The chairman of the meeting then read out a statement from AkademikerPension and LD Fonde, which explained the background for the proposal, which generally was that the erosion of the tax base in many countries slowed down sustainable development, and that transparency, including country-by-country reporting on companies' tax payments would help reduce this challenge. AkademikerPension and LD Fonde thanked the company's Board of Directors for supporting the proposal.

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

## 7. Election of members to the Board of Directors

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

- Lars Søren Rasmussen
- Niels Peter Louis-Hansen
- Birgitte Nielsen
- Carsten Hellmann

- Jette Nygaard-Andersen

The chairman of the meeting noted that Jørgen Tang-Jensen had chosen not to seek re-election, and the Board of Directors therefore proposed election of Marianne Wiinholt as a new member of the Board of Directors.

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, including the CV and management position of Marianne Wiinholt.

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 elected and re-elected respectively for the Board of Directors.

#### **8. 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.

#### **9. Any other business**

Shareholder Jens Frederik Demant noted that he would have preferred the new Article 11 of the Articles of Association (Authorisation of the Board of Directors to conduct fully electronic General Meetings) to contain utilization criteria that were in line with the Board of Directors' intentions behind the resolution. Jens Frederik Demant then mentioned that it was important that shareholders who followed the General Meeting digitally had sufficient time to formulate questions and comments via electronic media, and that the conduct of the General Meeting should take this into account.

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 chairman of the meeting for moderating the meeting well and wished everyone a Merry Christmas.

Lars Rasmussen then declared the General Meeting concluded.

General Meeting adjourned.

[Signed]

Chairman of the Meeting  
Niels Kornerup