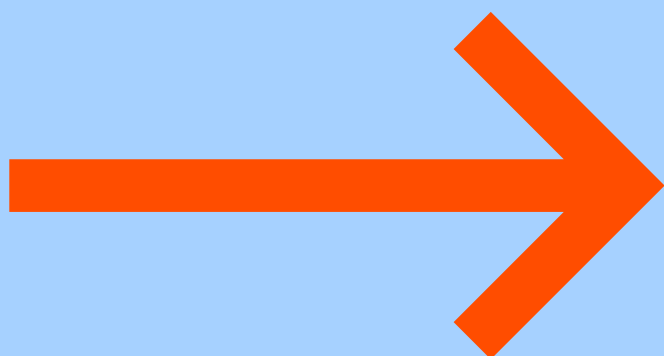


NOTICE CONVENING THE

# ANNUAL GENERAL MEETING

April 20, 2023



# TOPSOE

[Topsoe.com](https://www.topsoe.com)

## To the shareholders of Topsoe A/S

The Board of Directors has the pleasure of convening the Annual General Meeting of Topsoe A/S (the 'Company'), CVR No. 41853816, to be held on

**Thursday, April 20, 2023, at 16:00 (CEST)**

Shareholders can choose between attending the Annual General Meeting in person or view a live webcast of the Meeting.

For shareholders attending in person, the Meeting will be held at the Company's premises at Haldor Topsøes Allé 1, 2800 Kgs. Lyngby, Denmark (auditorium 9101 in building no. 91). The live webcast can be accessed through the [Shareholder Portal](#).

The agenda and the complete proposals for consideration by the Annual General Meeting can be found on the subsequent pages of this notice, where further guidance is also provided on other practical matters relating to the Meeting.

## Agenda

1. Report of the Board of Directors on the Company's activities during the past financial year
2. Submission of the Annual Report 2022
3. Approval of the Annual Report 2022 and adoption of resolution on appropriation of profit in accordance with the approved Annual Report 2022
4. Election of members to the Board of Directors
5. Election of auditor
6. Proposals, if any, from the Board of Directors or the shareholders
7. Any other business

## Complete proposals for the items on the agenda

### **Item 1: Report of the Board of Directors on the Company's activities during the past financial year**

The Board of Directors proposes that the General Meeting takes note of the Board of Directors' report on the Company's activities during the past financial year.

### **Item 2: Submission of the Annual Report 2022**

The Board of Directors proposes that the General Meeting takes note of the audited Annual Report 2022, which is available at [www.topsoe.com](http://www.topsoe.com).

### **Item 3: Approval of the Annual Report 2022 and adoption of resolution on appropriation of profit in accordance with the approved Annual Report 2022**

The Board of Directors proposes that the General Meeting approves the audited Annual Report 2022, including the Board's proposal to distribute a dividend of DKK 0.73 per share, corresponding to a total dividend of DKK 282 million.

### **Item 4: Election of members to the Board of Directors**

The Board of Directors proposes re-election for a one-year term of Jeppe Christiansen, Jakob Haldor Topsøe, Benoit Valentin, Jan Kreibaum, Jens Kehlet Nørskov, Jørgen Huno Rasmussen, Rohit Sobti and Christina Teng Topsøe.

Please see Appendix 1 for a description of the individual candidates, including their executive positions and directorships in other companies.

### **Item 5: Election of auditor**

The Board of Directors proposes re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab.

### **Item 6: Proposals, if any, from the Board of Directors or the shareholders**

No proposals have been received from the Board of Directors or the shareholders for consideration by the General Meeting.

## Additional information

### Chairman of the meeting

The Board of Directors will appoint attorney-at-law, Jørgen Kjergaard Madsen, to be Chairman of the Annual General Meeting.

### Adoption requirements

All proposals may be adopted by a simple majority of votes.

### The Company's share capital

At the time of convening the Annual General Meeting, the Company's share capital has a nominal value of DKK 385,246,009 divided into shares of nominally DKK 1 each and multiples thereof. Each share of nominally DKK 1 carries one vote.

### How to participate in the Annual General Meeting

The Company offers shareholders the following ways to participate in or view the Annual General Meeting:

- **Participation in person or by proxy.** This includes the possibility of voting, expressing opinions and asking verbal questions.
- **Viewing the webcast of the Annual General Meeting on the Shareholder Portal.** The webcast does not offer the possibility of voting, expressing opinions or asking verbal questions.

These options are described in more detail below.

### Participation in person or by proxy

Shareholders who wish to attend the Annual General Meeting in person or to be represented by proxy must request an admission card via the [Shareholder Portal](#) no later than **Friday, April 14, 2023, at 23:59 (CEST)**.

Duly requested admission cards will be sent electronically to the e-mail address provided by the shareholder in the Shareholder Portal and which has been registered in the register of shareholders.

Shareholders or proxy holders must present admission cards at the entrance to the Annual General Meeting either electronically on a smartphone/tablet or in a printed version. Shareholders who have requested an admission card without specifying an e-mail address are required to collect their admission card at the entrance upon presentation of proof of identity.

Printed voting cards will be handed out at the entrance.

Please refer to the "Proxy" section below for further guidance on proxies and proxy voting.

## Webcast

The Annual General Meeting will be transmitted via live webcast on the [Shareholder Portal](#), which makes it possible for shareholders to view the Annual General Meeting without having to attend in person.

However, please note that it will not be possible to ask questions or vote electronically during the webcast. Instead, shareholders may submit questions in writing prior to the Annual General Meeting, while voting is possible by either submitting a postal vote or granting proxy via the [Shareholder Portal](#). Further guidance on these options is provided below.

An admission card is not necessary for viewing the webcast. The webcast recording will be available at the Shareholder Portal after the meeting.

## Proxy

Shareholders who wish to be represented by proxy at the Annual General Meeting can grant a proxy via the [Shareholder Portal](#). Shareholders are requested to submit proxies no later than **Friday, April 14, 2023, at 23:59 (CEST)**.

The shareholder may choose to grant a proxy to a named third party appointed by the shareholder or to the Chairman of the Board of Directors of the Company.

If a shareholder grants a proxy to the Chairman of the Board of Directors, the votes of such shareholder will be cast in accordance with the recommendations of the Board of Directors. However, proxy instructions may also be given to the Chairman of the Board of Directors by indicating how the shareholder wishes the votes to be cast.

Due documentation proving the right to attend and vote by proxy must be presented. Failure to present such documentation may result in the right to attend and/or vote being denied.

Proxies can be revoked by the shareholder at any time.

## Postal vote

Shareholders may also vote by postal vote. Postal votes must be submitted electronically via the [Shareholder Portal](#) no later than **Tuesday, April 18, 2023 at 23:59 (CEST)**.

A postal vote cannot be revoked.

Please note that it is not possible both to grant a proxy and vote by postal vote.

## Questions from shareholders

Shareholders are welcome to ask questions in advance of the Annual General meeting.

- Questions about the items on the agenda or the documents to be considered at the Meeting must be sent by e-mail to [General.Meeting@topsoe.com](mailto:General.Meeting@topsoe.com), clearly stating the shareholder's unique securities account number from the Shareholder Portal. For practical reasons, shareholders are requested to submit questions no later than **Tuesday, April 18, 2023, at 12:00 (CEST)**.

Any written questions will be presented by the Chairman of the Meeting and answered verbally during the Meeting if possible or in writing after the Meeting if necessary. Shareholders attending in person at the Annual General Meeting will also be able to ask questions during the Meeting.

- For questions relating to the use of the Shareholder Portal, please contact Computershare A/S directly by e-mail to [gf@computershare.dk](mailto:gf@computershare.dk).

## Language

The Annual General Meeting will be conducted in English.

Kgs. Lyngby, March 31, 2023

Topsoe A/S

The Board of Directors

## APPENDIX 1 – Candidates for the Board of Directors

# APPENDIX 1

## CANDIDATES FOR THE BOARD OF DIRECTORS

TOPSOE



**Jeppe Christiansen**  
Chairman



**Jakob Haldor Topsøe**  
Vice Chairman



**Benoit Valentin**  
Vice Chairman



**Jan Kreibaum**  
Member

<b>Nationality</b>	Danish	Danish	French	German
<b>Born</b>	1959	1968	1968	1962
<b>Gender</b>	Male	Male	Male	Male
<b>Independence<sup>1</sup></b>	No <sup>2</sup>	No	No	Yes
<b>First elected in</b>	2010	2010	2019	2020
<b>Board Committees of the Company</b>	<ul style="list-style-type: none"> <li>• Audit</li> <li>• Remuneration</li> </ul>	<ul style="list-style-type: none"> <li>• Audit (Chair)</li> <li>• Remuneration</li> </ul>	<ul style="list-style-type: none"> <li>• Remuneration</li> </ul>	-
<b>Other positions and management duties</b>	<ul style="list-style-type: none"> <li>• CEO and founder of Maj Invest Holding A/S and two wholly owned subsidiaries, all in Denmark</li> <li>• Chairman of Emlika Holding ApS and two wholly owned subsidiaries</li> <li>• Chairman of JEKC Holding ApS</li> <li>• Member of the Board of Directors of Novo Holdings A/S, KIRKBI A/S, USTC, Pluto Naturfonden, Lone Dybkjær Fonden and Randers Regnskov (Fonden), all Denmark, and member of the Board of Directors of BellaBeat Inc., US.</li> <li>• Adjunct Professor, Department of Finance, Copenhagen Business School, Denmark.</li> </ul>	<ul style="list-style-type: none"> <li>• Chairman of the Board of Directors of Topsøe Holding A/S</li> <li>• Member of the Board of Directors of IGM Biosciences, Inc.</li> <li>• Member of the Board of Directors of Centaflow A/S</li> <li>• Member of the Board of Directors of AMBROX Capital A/S</li> </ul>	<ul style="list-style-type: none"> <li>• Deputy Head EMEA, Head of Private Equity Fund Investments, Head of Impact Investing at Temasek</li> <li>• Member of the Board of Directors of Tikehau Capital Associés, Tana Africa Capital, Axereal Malt Holding and Leapfrog Investments</li> </ul>	<ul style="list-style-type: none"> <li>• Senior advisor focusing on China-specific strategies along the chemicals value chain</li> <li>• Serving in roles with industry association boards in China, including the European Chemical Industry Council (Cefic) and the China Petroleum and Chemical Industry Federation (CPCIF)</li> <li>• Member of the Board of Directors of Unitech North America Inc.</li> </ul>
<b>Education</b>	MSc in Economics from University of Copenhagen, Denmark (1985)	Graduate Diploma in Business Administration from Copenhagen Business School, Denmark (1994)	MA in Business from HEC Paris (École des Hautes Études Commerciales de Paris), France (1990)	M.Eng. (Chem.) from McGill University (1986)

<sup>1</sup> As defined in the Danish Recommendations on Corporate Governance; <sup>2</sup> According to the Danish Recommendations on Corporate Governance, Jeppe Christiansen is not considered independent, as he has been a member of the Board for more than 12 years.



# APPENDIX 1

## CANDIDATES FOR THE BOARD OF DIRECTORS

TOPSOE



**Jens Kehlet Nørskov**  
Member



**Jørgen Huno Rasmussen**  
Member



**Rohit Sobti**  
Member



**Christina Teng Topsøe**  
Member

<b>Nationality</b>	Danish	Danish	Singaporean	Danish
<b>Born</b>	1952	1952	1967	1981
<b>Independence<sup>1</sup></b>	No <sup>2</sup>	Yes	No	No
<b>First elected in</b>	2010	2013	2019	2013
<b>Board Committees of the Company</b>	<ul style="list-style-type: none"> <li>• Innovation (Chair)</li> </ul>	<ul style="list-style-type: none"> <li>• Remuneration (Chair)</li> </ul>	<ul style="list-style-type: none"> <li>• Audit</li> <li>• Innovation</li> </ul>	<ul style="list-style-type: none"> <li>• Innovation</li> </ul>
<b>Other positions and directorships</b>	<ul style="list-style-type: none"> <li>• Villum Kann Rasmussen Professor, Catalysis Theory Center, Technical University of Denmark</li> <li>• Chairman of the Board of The Danish National Research Foundation</li> </ul>	<ul style="list-style-type: none"> <li>• Vice Chairman of the Boards of Terma A/S, STIBOFONDEN and Stibo Holding A/S</li> <li>• Member of the Board of Directors of Otto Mønsted A/S, Thomas B. Thriges Foundation, and Aase and Jørgen Münters Foundation</li> </ul>	<ul style="list-style-type: none"> <li>• Deputy Head, Investments, in Temasek's Industrials, Business Services and Energy cluster</li> <li>• Member of the Board of Directors of Schneider Electric India Pvt. Ltd.</li> <li>• Member of the Board of Directors of Juniper Aviation Investments Pte. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Vice Chairman of the Board of Directors of Topsøe Holding A/S</li> <li>• Member of the Board of Directors of IGM Biosciences, Inc.</li> <li>• Vice Chairman of the Board of Directors of Centaflow A/S</li> </ul>
<b>Education</b>	PhD from Aarhus University, Denmark (1979), and honorary doctorates from Technical University of Eindhoven (2006), Norwegian University of Science and Technology (2012), and Technical University of Munich (2018).	MSc (1976) and PhD (1980) from the Technical University of Denmark. Graduate Diploma in Business Administration from Copenhagen Business School, Denmark (1977), where Mr. Rasmussen is also Adjunct Professor.	MBA from the Institute of Management Technology, India (1992) and B.Eng. Electronics from the B.M.S. College of Engineering, India (1989).	Bachelor of Laws (LL.B.) at SOAS, University of London, UK (2006) and LPC at the University of Law, London, UK (2007). MBA from Columbia Business School, USA and London Business School, UK (2018).

<sup>1</sup> As defined in the Danish Recommendations on Corporate Governance; <sup>2</sup> According to the Danish Recommendations on Corporate Governance, Jens Kehlet Nørskov is not considered independent, as he has been a member of the Board for more than 12 years.