

## Notice of

# Annual General Meeting in SP Group A/S

The Annual General Meeting will be held on:

**Wednesday 29 April 2026 at 12.00 noon**

at MedicoPack A/S' premises, Industrivej 6, 5550 Langeskov

This year, our shareholders can attend the Annual General Meeting in person. However, it will also still be possible to follow the Annual General Meeting via our live transmission on the internet (live webcast) on [www.sp-group.dk/Shareholderportal](http://www.sp-group.dk/Shareholderportal). If so, we encourage our shareholders to use their shareholder rights prior to the Annual General Meeting by:

- casting their votes either by postal vote or by proxy no later than Sunday 26 April 2026 at 11.59 p.m. as specified below in this Notice of the Annual General Meeting and
- sending their questions/comments to SP Group A/S about the agenda and the documents of the Annual General Meeting to [AGMeeting@sp-group.dk](mailto:AGMeeting@sp-group.dk). For practical reasons please send such questions/comments in writing no later than Tuesday, 28 April 2026 at 12:00 noon.

### Agenda:

1. Election of chair
2. The Board of Directors' report on the activities of the company in the past year.
3. Presentation of the [annual report](#) with audit report and management's review as well as resolution on approval of the annual report.
4. Resolution on discharge to the Board of Directors and the Executive Board.
5. Resolution on the distribution of profit or for the treatment of loss according to the adopted annual report.

The Board of Directors proposes payment of dividends of DKK 4,00 per share for the financial year 2025.

6. Any proposals from the Board of Directors or shareholders:

- a. Proposal for approval of remuneration for the Board of Directors for the current financial year.

The Board of Directors proposes that directors' fees for the financial year 2026 should be DKK 700,000 for the chairman, DKK 450,000 for the deputy chairman and DKK 350,000 for other board members. Moreover, it is proposed that the chairman of the Audit Committee should receive a separate fee of DKK 100,000 in addition to the directors' fee. The remuneration remains unchanged from the financial year 2025.

- b. Presentation of and advisory vote on the [remuneration report](#) for the past financial year.

The Board of Directors proposes to approve the remuneration report for 2025.

- c. Proposal for approval of amendments to the remuneration policy

The Board of Directors proposes establishing a new long-term incentive programme for the company's senior executives. The warrant programmes are to be discontinued. Reference is made to the proposed amendments to the remuneration policy, which are submitted for approval.

- d. Proposal to reduce the share capital by a nominal amount of DKK 780,000 from DKK 24,980,000 to DKK 24,200,000

The Board of Directors proposes a reduction of the share capital by a nominal amount of DKK 780,000 from DKK 24,980,000 to DKK 24,200,000.

The capital reduction will be effected by the cancellation of the company's holdings of treasury shares. Reference is made to Section 188 of the Danish Companies Act.

The company notes that the capital reduction will be effected by cancelling previously acquired treasury shares, acquired pursuant to authorization from the general meeting. The capital reduction is thus intended for distribution to the shareholders.

If the general meeting approves the proposal, the company's holding of treasury shares will be reduced by 390,000 shares at DKK 2 each. These shares were repurchased for a total amount of DKK 131,059,620. This means that, in addition

to the nominal capital reduction, a total of DKK 130,279,620 in premium has been paid out, as the payment is made at a price of DKK 336.05 (rounded) for each share of DKK 2, corresponding to the company's average acquisition price for the shares covered by the proposal.

Section 4.1 of the company's articles of association will thereafter read as follows:

*"The Company's share capital amounts to DKK 24,200,000, divided into shares with a par value of DKK 2 each".*

e. Authorization for the Board of Directors to file reports

The Board of Directors proposes that the general meeting authorize the Board of Directors, with the right of substitution to the chairperson, to file the resolutions subject to mandatory reporting adopted by the general meeting with the Danish Business Authority, as well as to make corrections to the documents prepared in connection with these resolutions, to the extent that the Danish Business Authority may require this in order to register the resolutions.

7. Election of members of the Board of Directors.

All members of the Board of Directors elected by the General Meeting are up for election.

Hans Wilhelm Schur does not wish to accept re-election.

The Board of Directors propose re-election of Erik Preben Holm, Hans-Henrik Eriksen, Bente Overgaard and Marie Bakholdt Lund. A description of the candidates can be found in the Annual Report.

The Board of Directors propose new election of Johan Schur. A description of the candidate is attached to this agenda.

a. Election of Auditor

The Board of Directors proposes re-election of PwC Statsautoriseret Revisionspartnerselskab, CVR no. 33 77 12 31. The Board of Directors, who are all members of the Audit Committee, have not been influenced by any third parties and are not - and have not been - subject to any agreement with any third party, which may

in any way limit the appointment of a specific Audit Firm by the Annual General Meeting.

b. Election of Sustainability Auditor

The Board of Directors proposes re-election of PwC Statsautoriseret Revisionspartnerselskab, CVR no. 33 77 12 31. The Board of Directors, who are all members of the Audit Committee, have not been influenced by any third parties and are not - and have not been - subject to any agreement with any third party, which may in any way limit the appointment of a specific Audit Firm by the Annual General Meeting.

8. Any other business.

The notice of the Annual General Meeting (including the agenda, the complete proposals and the size of the share capital and the voting rights of the shareholders at the time of the convening of the Annual General Meeting), a version of the present articles of association, the proposal for a new remuneration policy and the audited annual report for 2025 signed by the Executive Board and the Board of Directors (including remuneration report for 2025 and a description of the proposed candidates for the Board of Directors) are available for inspection by the shareholders at the premises of the company, Snavevej 6-10, 5471 Sønderød, as of 7 April 2026. Furthermore, the documents are available at the company's website:

**[www.sp-group.dk](http://www.sp-group.dk) under "Investor Relations" as of Tuesday 7 April 2026.**

The record date ("Registreringsdatoen") is Wednesday 22 April 2026 – 1 week prior to the Annual General Meeting.

Any shareholder, who is a shareholder in SP Group A/S as per the registration date, is entitled to appear and vote at the Annual General Meeting, when the shareholder has requisitioned an admission card as described below. Votes may be cast by proxy. At the Annual General Meeting, any share amount of DKK 2 entitles the holder to 1 vote. At the time of the convening of the Annual General Meeting, the share capital of the company amounts to DKK 24,980,000 and is divided into shares of DKK 2 each.

In order to gain access to the Annual General Meeting, shareholders and advisers (attendants) must in due time require admission cards which will be handed out at the entrance. Ordering of admission cards and vote by proxy must be made electronically via the shareholders' portal on the company's website [www.sp-group.dk](http://www.sp-group.dk) under "Investor Relations". Access is achieved by stating deposit number and password appearing from the top of the entry form. Admission cards may be requested from SP Group

A/S by filling in and sending the entry form, which has been distributed to all the shareholders in SP Group A/S having requested so. It is also possible to vote by proxy.

Shareholders also have the opportunity to cast a postal vote before the General Meeting.

Votes by post or by proxy must be cast in writing to:

Computershare A/S, Lottenborgvej 26D, 1. Sal, DK-2800 Kgs. Lyngby, Denmark.

Proxy form and postal vote form have been distributed to all shareholders having requested so and have been published on SP Group A/S' shareholder portal, [www.sp-group.dk](http://www.sp-group.dk) under "Investor Relations".

If signing up electronically to the Annual General Meeting, the shareholders are requested to state their email address for future electronic communication purposes.

Deadline for requiring admission cards or vote by proxy is:

Sunday 26 April 2026 at 11.59 p.m.

Postal votes may be cast as per the same deadline.

Shareholder status is proven either by a registration of the shareholder's title in the company's register of shareholders or by presentation of documentation from the shareholder's account controller. At the time of the request for an admission card, this documentation must not be older than 14 days.

Until Tuesday 28 April 2026 at 12.00 noon, shareholders may submit questions concerning the agenda or other documents etc. to be used at the Annual General Meeting. Questions must be submitted to SP Group A/S by email to [tdo@sp-group.dk](mailto:tdo@sp-group.dk), attn. Tine Dolmer.

Søndersø, 7 April 2026

The Board of Directors of SP Group A/S

*In case of any discrepancies between the Danish and the English notice of the Annual General Meeting, the Danish version shall prevail.*