

# Annual General Meeting

Annual General Meeting of Nilfisk Holding A/S on Tuesday March 26, 2019, at 3 pm CET  
at the Nilfisk headquarters, Kornmarksvej 1, 2605 Broendby

In accordance with Article 7.3 of the Articles of Association, notice is hereby given of the  
Annual General Meeting of Nilfisk Holding A/S, CVR-no. 38 99 88 70.

## Notice to convene including agenda and full contents of the proposals

### 1. Report by the Board of Directors on the company's activities in 2018

### 2. Presentation of the audited Annual Report, containing the annual and consolidated accounts, the statements of the Executive Management Board and Board of Directors, the auditor's report, and reviews for the year

### 3. Adoption of the audited Annual Report

### 4. Proposal by the Board of Directors for the distribution of profits

The Board of Directors proposes that this year's profits are transferred to retained comprehensive income and consequently no dividend will be distributed.

### 5. Resolution regarding discharge of Management and Board of Directors from their liabilities

### 6. Remuneration of the Board of Directors

The Board of Directors proposes to maintain the same level of remuneration for the Board of Directors in 2019 as in 2018 and thus that each ordinary member of the Board of Directors in 2019 shall receive a base fee of DKK 300,000, the Chairman shall receive 3 times the base fee and the Deputy Chairman shall receive 2 times the base fee.

The Board of Directors further propose that work in Board Committees shall be remunerated as follows:

- the Chairman of the Audit Committee receives 2/3 of the base fee;
- the other member of the Audit Committee receives 1/3 of the base fee;
- The Chairmen of the Remuneration Committee and the Nomination Committee each receive 1/3 of the base fee; and
- The other member of the Remuneration Committee and the Nomination Committee each receive 1/6 of the base fee.

The Chairman of the Board of Directors does not receive remuneration for any committee participation.

### 7. Election of Board members

The Board of Directors proposes that Jens Due Olsen, Lars Sandahl Sørensen, Jutta af Rosenborg, Anders Runevad, and René Svendsen-Thune, who are all existing members of the Board of Directors, are re-elected by the General Meeting. All candidates up for re-election are considered independent.

Existing member of the Board of Directors, Jens Maaløe has decided not to run for re-election.

In addition, the Board of Directors recommends that Thomas Lau Schleicher and Richard P. Bisson are elected by the General Meeting as new members of the Board of Directors based on proposals from large shareholders in the company, KIRKBI Invest A/S and PrimeStoneCapital LLP, respectively. Thomas Lau Schleicher is considered non-independent due to his affiliation with KIRKBI Invest A/S. Richard P. Bisson is considered independent as he is not affiliated with PrimeStone Capital LLP.

If these proposals are adopted, the Board of Directors will consist of seven members elected by the General Meeting, and ten members in total including employee-elects.

A description of the background and other executive functions held by the candidates up for election is attached and is available on the company's website, [www.nilfisk.com](http://www.nilfisk.com).

### 8. Election of one or more public accountants

The Board of Directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab, CVR-no. 33 96 35 56, is re-elected in accordance with the Audit Committee's recommendation. The Audit Committee is not influenced by any third parties and has not been subject to any agreement which limits the General Meeting's choice of auditor to certain auditors or audit firms.

### 9. Proposals from the Board of Directors and the shareholders

None.

### 10. Any other business

## Additional information

### Approval requirements

Approval and election in accordance with items 3, 4, 5, 6, 7 and 8 of the agenda take place by simple majority.

### Documents available for inspection

The following documents will be available for the shareholders on the company website, [www.nilfisk.com](http://www.nilfisk.com), under the heading Investors/Annual General Meeting and at the Nilfisk Shareholder Portal: (1) the notice convening the Annual General Meeting including the agenda and the full content of the proposals submitted to the Annual General Meeting (including information about Nilfisk's total share capital and voting rights at the time of the notice convening the Annual General Meeting), (2) the audited Annual Report for 2018 of Nilfisk Holding A/S, (3) form to be used for request for admission card, and (4) form for appointment of proxy or voting by post.

### Date of Registration

The admission card is issued on the basis of ownership registered in the register of shareholders of Nilfisk on the date of registration which is Tuesday, March 19, 2019, and on the basis of notifications that Nilfisk has received no later than on the date of registration for registration in the register of shareholders.

### Share capital and right to vote

As per today the share capital of Nilfisk amounts to DKK 542,527,380, divided into shares of nominally DKK 20. Any share amount of DKK 20 carries one vote at the Annual General Meeting.

The right to vote at the Annual General Meeting is determined by the number of shares held by the shareholder on the date of registration, cf. Article 9.3 of the Articles of Association.

### Admission cards and voting papers

The Board of Directors has decided that the Annual General Meeting shall be conducted by physical presence. If you wish to attend the Annual General Meeting you are required to request an admission card for yourself or any proxy and for any attending advisor or accompanying guest, cf. Article 9.2 of the Articles of Association.

Admission cards and voting papers must be requested no later than Friday March 22, 2019:

- at [www.computershare.dk](http://www.computershare.dk) or [www.nilfisk.com](http://www.nilfisk.com) under the heading investors/Shareholder portal,
- by telephone +45 4546 0997 (giving details of your name and VP account number), or
- by returning the completed registration form duly signed to Computershare A/S, Lottenborgvej 26 D, 1. sal, 2800 Kgs. Lyngby.

After registration via the shareholder portal you will receive an electronic admission card via e-mail. You are not required to print it, but can simply bring an electronic version on your smartphone or tablet. If you have forgotten to bring your admission card, you can be admitted to the Annual General Meeting by showing appropriate identification papers. If you have requested an admission card by other means than via the shareholder portal, you will receive your admission card at the information desk at the Annual General Meeting. Physical voting papers will be handed out to registered shareholders at the information desk at the Annual General Meeting.

Shareholders who wish to bring an accompanying guest are required to provide the name of the guest upon requesting for an admission card. If a shareholder is represented by proxy, the proxy also has the option of being accompanied by a guest, if the name of the guest is also provided.

### Proxy

In case you are not able to attend the Annual General Meeting, a proxy can be given to the Board of Directors, or to another named person appointed by you.

Hereafter, the proxy holder can exercise the voting rights attached to your shares at the Annual General Meeting. The proxy must be received no later than Friday March 22, 2019. The appointment of a proxy can take place:

- on [www.computershare.dk](http://www.computershare.dk) or [www.nilfisk.com](http://www.nilfisk.com) under the heading Investors/Shareholder portal, or
- by sending the completed 'postal vote form' duly signed with clear indication of the shareholder's name and VP account number to Computershare A/S, Lottenborgvej 26 D, 1. sal, 2800 Kgs. Lyngby.

Please note that it is not possible to both appoint a proxy and vote by post.

## Additional information

### Postal vote

It is also possible to vote by post. The postal vote must be received no later than Friday March 22, 2019. A submitted postal vote cannot be withdrawn.

Postal votes can be submitted:

- at [www.computershare.dk](http://www.computershare.dk) or [www.nilfisk.com](http://www.nilfisk.com) under the heading Investors/Shareholder portal, or
- by sending the completed 'postal vote form' duly signed with clear indication of the shareholder's name and VP account number to Computershare A/S, Lottenborgvej 26 D, 1. sal, 2800 Kgs. Lyngby by mail.

Please note that it is not possible to vote both by post and to appoint a proxy.

### Questions to Nilfisk's Executive Management Board

Prior to the Annual General Meeting the shareholders may ask questions in writing to Nilfisk's Executive Management Board regarding matters of importance to the assessment of the Annual Report for 2018, the company's general position or any other issues which are subject to decision at the Annual General Meeting. Questions must be sent to [AGM2019@nilfisk.com](mailto:AGM2019@nilfisk.com). Nilfisk may choose to answer the question by posting the answer on the website ([www.nilfisk.com](http://www.nilfisk.com)). If the shareholder is not represented at the Annual General Meeting, Nilfisk may omit answering the question. At the Annual General Meeting shareholders may ask questions orally regarding the above-mentioned matters to Nilfisk's Executive Management Board and auditor.

### Press

Members of the press attending the Annual General Meeting are required to register at the information desk and shall carry visible press tags.

### Useful information

The doors will open at 1:30 pm CET and the Annual General Meeting will start at 3 pm CET. Should you arrive later please go to the information desk.

Before the Annual General Meeting we will offer light refreshments.

### Webcast and interpretation

The Annual General Meeting takes place in Danish and will not be interpreted live. However, an English voiceover is available on the webcast transmission, which can be accessed at [www.nilfisk.com](http://www.nilfisk.com).

### Parking

Parking is possible outside the Nilfisk headquarters, Kornmarksvej 1, 2605 Brøndby.