Notice of Annual General Meeting of Grundfos Holding A/S 2024 **27-Feb-2024**

The Annual General Meeting of Grundfos Holding A/S, company registration number (CVR) 31 85 83 56, will be held on **13 March 2024 at 2:00 pm CET** at:

The Grundfos Centre

Event Hall

Poul Due Jensens Vej 23

8850 Bjerringbro, Denmark

and electronically via

[www.meetnow.global](mailto:https://apps.computershare.com/MeetingsShareholderWeb/FindMeeting?Country=DK&Locale=en?Country=DK&Locale=en)

In accordance with the Articles of Association, the Board of Directors has decided that the Annual General Meeting of Grundfos Holding A/S will be held as a partially electronic General Meeting. This implies that the shareholders, instead of attending the General Meeting in person, may participate and exercise their shareholders’ rights at the General Meeting electronically.

The agenda for the Annual General Meeting will be as follows:

**1. Election of Chairman of the meeting**

The Board of Directors proposes that Andreas Ilum is elected as Chairman of the meeting.

**2. Report on the company’s activities during the past year**

**3. Approval of the Annual Report**

The Board of Directors proposes that the Annual Report for the financial year 2023 for Grundfos Holding A/S is approved.

The Board of Directors refers to the Annual Report for the financial year 2023 for Grundfos Holding A/S, which provides the annual result of Grundfos Holding A/S, the Grundfos Group and its affiliated companies.

**4. Granting of discharge to the Board of Directors and the Executive Board**

The Board of Directors proposes that the members of the Board of Directors and the members of the Executive Board are discharged from liability with respect to the Annual Report for the financial year 2023 for Grundfos Holding A/S.

**5. Decision on the distribution of net profits**

The Board of Directors proposes that the distribution of net profits is made in accordance with the Annual Report for the financial year 2023 for Grundfos Holding A/S.

**6. Election of the Board of Directors, including appointment of Chairman and Deputy Chairman and determination of the remuneration of the Board of Directors**

According to the Articles of Association, the members of the Board of Directors elected by the general meeting shall be discharged at the annual general meeting each year with the possibility of being re-elected.

a) The Board of Directors proposes that Jens Winther Moberg, Carsten J. Reinhardt, Henrik Ehlers Wulff, Jacoba Theresia Maria van der Meijs, Claus Aagaard and Annika Olme are elected to the Board of Directors for a new term of office until the next Annual General Meeting.

b) According to the Articles of Association, the General Meeting shall elect a Chairman and a Deputy Chairman among the members of the Board of Directors.

The Board of Directors proposes that Jens Winther Moberg is re-elected as Chairman of the Board of Directors and that Carsten J. Reinhardt is re-elected as Deputy Chairman of the Board of Directors.

c) The Board of Directors proposes that the Board of Directors are mandated to increase the remuneration of the members of the Board of Directors in accordance with the merit increase practice for Danish based employees.

The Board of Directors proposes that the members of the committees appointed by the Board of Directors of Grundfos Holding A/S are remunerated in accordance with the usual practice.

The Board of Directors proposes that the members of the Board of Directors of Grundfos Holding A/S have the right to participate in the Grundfos Employee Share Program 2024.

**7. Election of auditor**

According to the Articles of Association, the auditor shall be elected at the Annual General Meeting for one year at the time.

The Board of Directors proposes that EY Godkendt Revisionspartnerselskab, Company Registration Number (CVR) 30700228, c/o Postboks 250, Dirch Passers Allé 36, 2000 Frederiksberg, Denmark, is elected as statutory company auditors for the financial year 2024.

**8. Authorization of the Board of Directors to acquire the company's own shares**

The Board of Directors proposes that the Board of Directors is authorized over the next 5 years to allow the company to acquire, in addition to and accumulative with previous authorizations granted, up to 700,000 of its own shares of nominal value of DKK 10 for each share at the price in force at the time of the acquisition, as determined in accordance with annex A of the Articles of Association of the company. The authorization shall be used for the Grundfos Employee Share Program 2024 and Long-Term Incentive Program (“LTI”). The authorization is on top of and accumulative with the previous authorizations granted, to the extent that these have not expired.

**9. The Board of Directors, their work and Corporate Governance**

**10. Proposal from Shareholders**

*Shareholder Niels Henrik Boldvig has made the following proposal:*

*1) "Proposal for the following addition to the Articles of Association of Grundfos Holding A/S: The Board of Directors must ensure the balanced competence and diversity of the Board of Directors and Grundfos by submitting a list of candidates for election and re-election at the Annual General Meeting with a maximum of 65% of the same sex among the members of the Board of Directors elected by the Annual General Meeting as of 1 July 2024."*

The adoption of the proposal requires at least 2/3 of both the votes cast and of the share capital represented at the general meeting, to vote in favour of the proposal.

*2) "Proposal for a recommendation to the Board of Directors of Grundfos Holding A/S to ensure Grundfos' balanced competencies and diversity by imposing a maximum of 65% of one gender on Group Management in Grundfos Holding A/S as of 1 January 2025."*

The proposal can be decided by a simple majority of votes.

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Shareholders who wish to attend the Annual General Meeting, in person or electronically, must confirm their attendance.

For attendance (whether electronically or physically), the shareholders can log into the Grundfos Holding A/S Shareholder Portal [here](mailto:https://grundfos.globalsharesequity.co.uk/en-GB) and complete the attendance form in “My tasks” to the left of the screen. Alternatively, an attendance form should be requested from the Legal Department at [legal@grundfos.com](mailto:legal@grundfos.com).

Electronic attendance in the general meeting takes place through the webpage [www.meetnow.global](mailto:http://www.meetnow.global/) using a computer, tablet, or smartphone. After login, it is possible to follow a live webcast of the general meeting as well as ask questions or cast a vote in real-time. A link to a guide for participation can be found [here](mailto:https://www.computershare.com/dk/online-agm-user-guide).

For practical reasons, the attendance form shall be received by Grundfos Holding A/S not late shall be completed no later than 8 March 2024.

Any shareholder attending the Annual General Meeting shall pay their own costs related to transport and accommodation related to the physical participation at the Annual General Meeting. No cost will be reimbursed by Grundfos.

For participation, each shareholder is responsible for ensuring that the shareholder has a computer, tablet, or smartphone with a web browser and that the shareholder has an adequate and functioning internet connection available at the time of the General Meeting.

Copy of the audited Annual Report for the financial year 2023 for Grundfos Holding A/S, the agenda of meeting and the complete proposals are available for inspection at Grundfos Holding A/S’ registered office at Poul Due Jensens Vej 7, 8850 Bjerringbro, Denmark, and on the company’s homepage [www.grundfos.com](mailto:http://www.grundfos.com/).

On behalf of the Board of Directors of Grundfos Holding A/S

Jens Winther Moberg

Chairman of the Board of Directors

[Download Annual Report 2023](mailto:https://author-grundfos-prod-65.adobecqms.net/content/dam/global/page-assets/about-us/annual-reports/Annual-Report-2023.pdf)

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