

Demant A/S

On Thursday, 6 March 2025, at 3 p.m., the annual general meeting (the "AGM") of Demant A/S, Central Business Registration (CVR) no. 71186911, was held as a physical meeting at Kongebakken 9, 2765 Smørum, Denmark.

The Chair of the Board of Directors started by welcoming the shareholders and thanked them for attending the meeting. He then gave a brief presentation of each member of the Board of Directors and the Leadership Team.

The Board of Directors had appointed Marianne Philip, attorney-at-law with Kromann Reumert, chair of the meeting.

The chair of the meeting announced that the AGM had been lawfully convened and formed a quorum for the transaction of the business items on the agenda.

Shares of a nominal value of DKK 36,392,620.20 were represented at the AGM, corresponding to 85.70% of the share capital adjusted for the company's treasury shares.

123 people had requested AGM admission cards of which 91 were used. The participants included 60 shareholders with voting rights. A total of 15 shareholders had granted a proxy to the Board of Directors, and 21 shareholders had completed a proxy form or cast their votes by post. 1,481 shareholders had granted a proxy to a third party.

In accordance with Article 8.2 of the Articles of Association, the agenda was as follows:

1. Report of the Board of Directors on the company's activities during the past year.
2. Presentation for approval of the audited Annual Report 2024, including the consolidated financial statements.
3. Resolution on the appropriation of profit or covering of loss according to the approved Annual Report 2024.
4. Presentation of and indicative vote on the Remuneration Report 2024.
5. Approval of remuneration for the Board of Directors for the current financial year.
6. Election of members to the Board of Directors.
7. Election of auditors.
8. Any proposals from the Board of Directors or shareholders.

The Board of Directors had submitted the following proposals:

- 8a) Reduction of the company's share capital
 - 8b) Authorisation to the Board of Directors to let the company acquire own shares
 - 8c) Authorisation to the chair of the AGM
9. Any other business.

Re 1: Report of the Board of Directors on the company's activities during the past year

Niels B. Christiansen, Chair of the Board of Directors, reported on the company's activities during the past financial year, including a review of individual business areas and their performance during the past year.

Re 2: Presentation for approval of the audited Annual Report 2024, including the consolidated financial statements

Søren Nielsen, President & CEO, presented the Annual Report 2024. The chair of the meeting then opened the floor for questions and comments on both the report of the Board of Directors and the Annual Report 2024.

Jørgen Siiger from the Danish Shareholders' Association took the floor. He noted that the Demant share had seen a decline in 2024 that was greater than the general decline seen by the Danish stock market. Additionally, he remarked that the business areas of Hearing Aids, Hearing Care and Diagnostics had collectively grown by 2%.

Jørgen Siiger asked five questions to the Management: 1) Will the company consider dividends for shareholders? 2) What has the company done to protect itself against IT hacking? 3) How will a potential tariff imposed by the US impact earnings? 4) The CEO's elaboration on the new *AI-powered ear devices featuring our first- and second-generation deep neural networks*? 5) When will the divestment or sale of Communications be completed, including any potential negative impact on results from Communications?

The Chair of the Board of Directors thanked him for his contribution, interest in the company and questions. The Chair started responding by referring to his report, stating that the company's distribution to shareholders takes place through share buy-backs and the subsequent capital reduction. This approach gives the company the necessary flexibility to execute its strategy, which is to invest in innovation and acquire distribution networks, thereby maintaining the manner in which Demant generates growth. He emphasised that this is Demant's preferred model and that the company has no plans to switch to paying traditional dividend.

The Chair then addressed the second question, emphasising that Demant experienced a major hacker attack in 2019. He highlighted that IT security is a significant focus area for Demant. He also stressed that a tremendous effort has been done in the area of IT security, not only by individual departments but also across Demant. Immediately after the incident in 2019, the Board established an IT security committee to closely monitor this area in collaboration with the Leadership Team. The Chair concluded by pointing out that Demant is now in a stronger and much better position to withstand and handle potential IT security threats than in 2019, however knowing that IT security threats continue to increase for all companies.

The Chair then gave the floor to the CEO, who took the podium to answer the remaining three questions.

The CEO also thanked the Danish Shareholders' Association for their contribution and said that the company continuously monitors developments related to tariffs and other measures from the new US Administration. He emphasised that the company is awaiting concrete announcements while preparing for various scenarios so that Demant can act in the given situation. He also stated that, with the current knowledge, Demant does not expect to be significantly impacted by the preliminary US measures. He also emphasised that the company receives competent advice and guidance to navigate in the best possible way in connection with the various scenarios.

The CEO then addressed the fourth question and highlighted that Demant finds it extremely important to possess the best technological competencies for the development of hearing aids. Demant develops technologically leading hearing aids by means of neural networks and artificial intelligence technology as well as optimisation of battery life, which all provide the user with the best listening experience. The CEO stressed that these are also the areas to which we allocate the company's substantial development funds, as the company aims to maintain its technological leadership position in the hearing aid market.

The CEO answered the fifth question. He reiterated the strategic decision that Demant is no longer the best owner of EPOS, which is our headset business. He highlighted EPOS restructuring in the autumn, which resulted in EPOS achieving a positive, albeit small, result. The CEO also expressed confidence in completing

the sales process during the year, while acknowledging that it is not yet possible to provide a concrete timeline and emphasising the importance of finding a quick and good solution for the employees.

Niels Jørgensen took the floor and reiterated Jørgen Siiger's question regarding the company's choice to buy back shares and the absence of dividends. He also requested an elaboration on what it would take for the company to choose to pay dividends.

The Chair thanked him for the question and referred to his review in the report regarding the company's choice to buy back shares, emphasising that, in the company's view, share buy-backs and the subsequent capital reduction provide the highest flexibility for both the company and the individual shareholder.

The chair of the meeting then stated that the discussions had been concluded, that the AGM had taken the Chair's report into consideration and that the Annual Report 2024 had been approved.

Re 3: Resolution on the appropriation of profit or covering of loss according to the approved Annual Report 2024

The Board of Directors proposed that the profit for the year of DKK 1,658 million be transferred to the company's reserves to the effect that no dividends are paid out.

The proposal was adopted.

Re 4: Presentation of and indicative vote on the Remuneration Report 2024

The Board of Directors proposed that the Remuneration Report for the financial year 2024 be approved.

The chair of the meeting noted that the vote was indicative pursuant to section 139b (4) of the Danish Companies Act.

The proposal was adopted.

Re 5: Approval of remuneration for the Board of Directors for the current financial year

The Board of Directors proposed that the basic fee for Board members remains unchanged compared to 2024. It is thus maintained that the Chair of the Board of Directors receives three times and the Deputy Chair twice the basic fee.

The Board of Directors proposed that the basic fee for the members of the audit committee remains unchanged compared to 2024 and that it is also maintained that the chair of the audit committee receives twice the basic fee.

The proposals were adopted.

Re 6: Election of members to the Board of Directors

Under Article 11.2 of the Articles of Association, members of the Board of Directors elected by the AGM are elected for one-year terms. The Board of Directors proposed re-election of Niels B. Christiansen, Niels Jacobsen, Sisse Fjelsted Rasmussen and Kristian Villumsen. The Board of Directors proposed election of Katrin Pucknat as new member of the Board of Directors. Thus, the Board consists of five members elected by the general meeting.

Section 120 (3) of the Danish Companies Act was observed.

The chair of the meeting asked whether there were any comments to this item on the agenda.

The proposal was adopted. The Board of Directors now consists of:

- Niels B. Christiansen
- Niels Jacobsen
- Katrin Pucknat
- Sisse Fjelsted Rasmussen
- Kristian Villumsen
- Thomas Duer (staff-elected member)
- Heidir Hørby (staff-elected member)
- Anders Højsgaard Thomsen (staff-elected member)

Re 7: Election of auditor

The Board proposed re-election of PwC in accordance with the recommendation of the audit committee. Furthermore, the Board proposed that PwC's tasks will also include providing an opinion on the limited assurance of sustainability reporting in the management review.

The proposals were adopted.

Re 8: Any proposals from the Board of Directors or shareholders

No shareholders had submitted proposals.

Re 8a: Reduction of the company's share capital

The Board of Directors proposed a reduction of the company's share capital by nominally DKK 1,459,025.80 divided into 7,295,129 shares with a nominal value of DKK 0.20 each, corresponding to the company's holding of treasury shares as at 4 February 2025 less shares to cover share-based retention programmes for senior leadership and the Executive Board. The major part of the company's holding of treasury shares was acquired as part of the company's share buy-backs in 2024. The reduced amount is distributed to the shareholders in accordance with section 188 of the Danish Companies Act. The shares were acquired at a total price of DKK 2,199,603,564.00, meaning that DKK 2,198,144,538.20 was paid in addition to the nominal value of the reduction. The capital reduction will therefore be completed at a rate of 150,758.373429.

As a result of the capital reduction, it was proposed that Article 4.1 of the Articles of Association be amended accordingly after expiry of the time limit prescribed in section 192, subsection 1, of the Danish Companies Act to the effect that it is then stated in Article 4.1 that the company's share capital is DKK 42,758,932.60.

Before the capital reduction is carried out, the company's creditors will be prompted via the Danish Business Authority's IT system to file their claims within a period of four weeks, cf. section 192, subsection 1, of the Danish Companies Act. The capital reduction and the resulting amendment to the Articles of Association will be registered as final with the Danish Business Authority after expiry of the deadline for creditors' notification of claims, cf. section 193, subsection 1, of the Danish Companies Act, unless the capital reduction cannot be carried out at this time in accordance with the provisions of the Danish Companies Act.

The proposals were adopted with the required majority of votes.

Re 8b: Authorisation to the Board of Directors to let the company acquire own shares

The Board of Directors proposed that until the next AGM, the Board of Directors be authorised to let the company acquire own shares of a nominal value of up to 10% of the share capital. The purchase price for such shares must not deviate by more than 10% from the price quoted on Nasdaq Copenhagen A/S at the time of the acquisition.

The proposal was adopted.

Re 8c: Authorisation to the chair of the AGM

The Board of Directors proposed that the chair of the meeting be authorised to make any such amendments and additions to the resolutions passed at the AGM and the application for registration with the Danish Business Authority that may be required by the Authority in connection with the registration of the amendments passed.

The proposal was adopted.

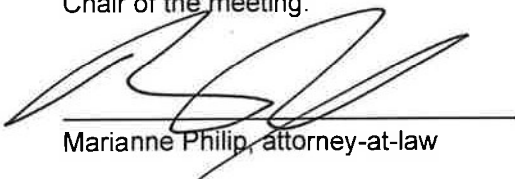
Re 9: Any other business

The chair of the meeting started by emphasising that it was not possible to adopt anything under this agenda item. The chair of the meeting also emphasised that this was an opportunity for the shareholders to have a dialogue with the management or give comments to the company.

The chair of the meeting concluded that there was no further business to transact and gave the floor to the Chair of the Board of Directors.

The Chair of the Board of Directors thanked the chair of the meeting and the shareholders for their attendance and closed the AGM at 4:04 p.m.

Chair of the meeting:



Marianne Philip, attorney-at-law

