



Annual General Meeting of GN Store Nord A/S

Wednesday, March 17, 2021, at 10:00 a.m. (CET)

Co.reg. no. 24257843



TO THE SHAREHOLDERS OF GN STORE NORD A/S

The Annual General Meeting will be held on Wednesday, March 17, 2021, at 10:00 a.m. (CET) as a fully electronic general meeting without physical attendance.

Attendance, request for admission card(s) and voting

The Board of Directors has decided that the Annual General Meeting will be held as a fully electronic general meeting with a view to protect participating shareholders' health and safety in light of COVID-19. Any shareholder who wishes to attend may attend electronically only.

Registration

Shareholders must register for GN Store Nord A/S' Annual General Meeting by requesting an admission card. Admission cards can be obtained through the Shareholder Portal hosted by Computershare A/S at www.computershare.dk (also accessible through the company's website at www.gn.com/agm) or by phone +45 45 46 09 97.

Shareholders may attend the Annual General Meeting together with one accompanying person (advisor or guest). Shareholders wishing to attend the Annual General Meeting with an accompanying person have to request an extra admission card.

The deadline for ordering admission card(s) is Friday, March 12, 2021, at 11:59 p.m. (CET).

Admission cards are issued electronically. The admission card(s) will be sent to the email address provided by the shareholder on the Shareholder Portal at www.computershare.dk.

Participation at the Annual General Meeting

Participation takes place through LUMI AGM which is accessible through a web browser. Through LUMI AGM, shareholders will be able to attend, view the webcast of, ask written questions and vote during the general meeting. A user guide and weblink for LUMI AGM will be sent separately in connection with the request for admission card(s).

To participate, each shareholder should have a smartphone/tablet or a desktop device with a web browser (latest versions of Google Chrome, Safari, Internet Explorer 11, Microsoft Edge or Firefox) as well as an adequate and functioning internet connection available at the time of Annual General Meeting. Please note that there may be delays in the transmission from the Annual General Meeting.

Voting if not participating at the Annual General Meeting

Shareholders who do not expect to attend the Annual General Meeting may vote by postal vote or by proxy given to the Chairman of the Board of Directors or to a person appointed by the shareholder and participating at the Annual General Meeting. Submission of postal vote or proxy may take place through the Shareholder Portal at www.computershare.dk (also accessible through the company's website at www.gn.com/agm).

A proxy must be received by Computershare A/S no later than Friday, March 12, 2021, at 11:59 p.m. (CET).

A postal vote must be received by Computershare A/S no later than Tuesday, March 16, 2021, at 3:00 p.m. (CET). Please note that once received by Computershare A/S, the postal vote cannot be revoked or replaced by a new postal vote.

Communication by email or ordinary mail

Shareholders also have the option of requesting admission card(s) or submitting postal vote/proxy by email or ordinary mail. The registration/proxy/postal vote form can be downloaded from the Shareholder Portal at www.computershare.dk or www.gn.com/agm. The form must be signed and returned to Computershare A/S.

Agenda and complete proposals

a. Report by the Board of Directors on the activities of the company during the past year.

The Board of Directors proposes that the report is noted by the general meeting.

b. Submission of the audited Annual Report for approval.

The Board of Directors proposes that the audited Annual Report 2020 is approved.

c. Resolution of discharge to the Board of Directors and the Executive Management.

The Board of Directors proposes that the Board of Directors and the Executive Management are granted discharge from liability.

d. Decision on application of profits in accordance with the approved Annual Report.

The Board of Directors refers to page 45 of the Annual Report 2020 containing the proposal on distribution of the annual profit, according to which dividends of DKK 1.45 per share of a nominal value of DKK 4 should be paid out in respect of the financial year 2020.

e. Presentation of and advisory vote regarding the Remuneration Report.

The company has prepared a remuneration report covering the financial year 2020, which is available on the company's website, www.gn.com/agm. The Remuneration Report has been prepared in accordance with applicable rules and regulations and is presented to the Annual General Meeting for an advisory vote.

The Board of Directors notes that the Remuneration Report has been prepared to further enhance transparency in remuneration reporting and with a view to comply with applicable rules and corporate governance recommendations. The report covers remuneration due or awarded during the financial year 2020 to the company's Board of Directors and Executive Management.

The Board of Directors proposes that the Annual General Meeting approves the company's 2020 Remuneration Report in the advisory vote.

f. Approval of remuneration to the Board of Directors for the current financial year.

The Board of Directors proposes that the remuneration approved by the Annual General Meeting for the financial year 2020 is maintained at the same level for the financial year 2021:

The base fee for serving on the Board of Directors of GN Store Nord A/S remains at DKK 290,000, with 2 times the base fee to the Deputy Chairman and 3 times the base fee to the Chairman.

The base fee for serving on the Board of Directors of each of GN Audio A/S and GN Hearing A/S, respectively, remains at DKK 115,000, with 1.75 times the base fee to the Deputy Chairman and 2.5 times the base fee to the Chairman.

The base fee for serving on each of the Audit Committee, the Remuneration Committee or the Strategy Committee, respectively, remains at DKK 175,000, with 2 times the base fee to the Chairman of the respective Committee.

The base fee for serving on the Nomination Committee remains at DKK 85,000, with 2 times the base fee to the Chairman.

In addition to reimbursement of travel expenses, members of the Board of Directors are entitled to receive a fixed allowance in the following amounts in connection with participation in Board and/or committee related meetings held outside the Board members' country of residence:

- EUR 3,000 per journey to (a) meeting(s) held on the same continent as the Board member resides, and
- EUR 6,000 per journey to (a) meeting(s) held on a continent other than the continent on which the Board member resides.

The fixed travel allowance also remains the same as approved at the Annual General Meeting 2020.

In addition to the above-mentioned fees, GN pays statutory contributions to social security and similar taxes and charges within the EU/EEA that GN is obligated to pay according to applicable law in relation to a member of the Board of Directors' directorship with GN.

g. Election of members to the Board of Directors.

Pursuant to Article 15.1 of the company's Articles of Association, all members of the Board of Directors elected by the general meeting are elected for a term until the company's next Annual General Meeting. Accordingly, all members of the Board of Directors, Per Wold-Olsen, Jukka Pekka Pertola, H el ene Barnekow, Montserrat Maresch Pascual Wolfgang Reim, Ronica Wang, and Anette Weber, are up for re-election.

The Board of Directors proposes re-election of all of its members: Per Wold-Olsen, Jukka Pekka Pertola, H el ene Barnekow, Montserrat Maresch Pascual Wolfgang Reim, Ronica Wang, and Anette Weber.

Jukka Pekka Pertola, H el ene Barnekow, Montserrat Maresch Pascual, Ronica Wang and Anette Weber are all considered independent as defined in the Danish Recommendations on Corporate Governance published by the Committee on Corporate Governance.

Per Wold-Olsen and Wolfgang Reim were elected to the Board of Directors in 2008. As a consequence of their tenure on the Board of Directors, they are no longer considered independent under the Danish Corporate Governance Recommendations. However, due to a new composition of the Board with three new external members joining in March 2020, and the extraordinary circumstances resulting from the COVID-19 pandemic, which caused all Board meetings, except for one, to be held fully or partially as virtual meetings, the Board of Directors finds that it is in the best interest of the company to ensure continuity in the Board's work. The Board has therefore decided to propose that Per Wold-Olsen and Wolfgang Reim be re-elected for another term since they are both considered very valuable contributors to the Board's work. Per Wold-Olsen and Wolfgang Reim, who both have extensive global leadership experience and knowledge of the healthcare industry, each bring unique sets of capabilities and values to the Board within marketing and product

development, commercialization of innovation and in-dept knowledge of the U.S. market and emerging markets, respectively, special knowledge in the areas of business process reengineering, innovation management, global sourcing and supply chain management as well as extensive M&A experience. Following a re-election of all Board Members as proposed by the Board of Directors, five of the seven shareholder elected Board Members will be considered independent as defined in the Danish Recommendations on Corporate Governance published by the Committee on Corporate Governance.

Information on directorships and management positions of each candidate proposed for re-election to the Board of Directors is attached hereto as Appendix 1. Further information may be found on www.gn.com and in the Annual Report 2020.

h. Election of a state-authorized public accountant to serve until the company's next Annual General Meeting.

Pursuant to Article 18.2 of the Articles of Association, a state-authorized public accountant must be elected for the term until the next Annual General Meeting. Based on a recommendation from the Audit Committee, the Board of Directors proposes re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab (PwC), company reg. no. 33771231.

In connection with the above, the Audit Committee has not been influenced by third parties nor has it been subject to any contractual obligations restricting the Annual General Meeting's choice of certain auditors or audit firms.

i. Proposals from the Board of Directors and shareholders.

i.1 Proposals from the Board of Directors.

i.1.1 Proposal from the Board of Directors to authorize the Board of Directors to acquire treasury shares.

On May 14, 2019, the company announced issuance of convertible bonds consisting of bonds with warrant units, allowing holders to convert such warrants into shares. The issuance was made in connection with the refinancing of the company's existing outstanding convertible bonds with warrant units issued on May 23, 2017. As set out in company announcement no. 26 of May 14, 2019, the company will cover this obligation through treasury shares.

Moreover, the company is continuously hedging its obligations under its long-term incentive programs with treasury shares.

Accordingly, the company currently has a holding of around 13.3 million treasury shares, corresponding to approximately 9.3% of the share capital.

In order to allow the company to continuously buy back shares, the Board of Directors proposes that, until the next Annual General Meeting, the Board of Directors be authorized to allow the company and its subsidiaries to acquire additional shares in the company up to a total nominal value equivalent to 10% of the company's share capital. The shares are to be acquired at the market price applicable at the time of purchase subject to a deviation of up to 10%. The company's holding of treasury shares, including previously acquired shares, may at no time exceed 15% of the share capital of the company.

The proposal is in line with the company's capital structure policy (see the company's 2020 Annual Report published with announcement no. 1 of February 11, 2021).

As announced in 2020 (see inter alia company announcement no. 24 of April 3, 2020), in order to preserve a strong balance sheet in uncertain times, GN postponed in 2020 its share buybacks (program intended to be initiated following the approvals by the Annual General Meeting on March 11, 2020), until better predictability and visibility into the consequences of the COVID-19 pandemic was achieved (see company announcement no. 24 of April 3, 2020). As part of the current capital structure policy, when better visibility of the ongoing pandemic materializes, it is GN's ambition to reinstate share buybacks in order to continue to focus on creating shareholder value, subject to the authorization of the Board of Directors to acquire treasury shares under this item i.1.1.

i.1.2 Proposal from the Board of Directors to authorize the Board of Directors to reduce the share capital through the cancellation of treasury shares.

In line with the company's capital structure policy (see the company's 2020 Annual Report published with announcement no. 1 of February 11, 2021) the Board of Directors proposes to reduce the share capital by nominally DKK 16,368,472 from DKK 569,072,400 to DKK 552,703,928, through cancellation of 4,092,118 treasury shares of nominally DKK 4 each, corresponding to 2.9% of the total share capital. Upon completion of the capital reduction, the company's share capital will be DKK 552,703,928.

As a consequence of the share capital reduction, it is proposed to amend the company's Articles of Association with the effect that Article 3.1 will read as follows, effective from the date of the completion of the share capital reduction:

“The company's share capital amounts to DKK 552,703,928 divided into shares in denominations of DKK 1 or multiples thereof.”

Pursuant to section 188(1) of the Danish Companies Act, it is noted that the purpose of the capital reduction is to cancel the treasury shares referred to above, which, according to the practice of the Danish Business Authority, is considered comparable with a capital reduction for distribution to the shareholders. The shares were bought by the company for a total amount of DKK 1,251,165,972 implying that DKK 1,234,797,500 has been distributed to the shareholders in addition to the nominal reduction amount. The average purchase price has thus been DKK 306 per share (rounded).

In accordance with section 192(1) of the Danish Companies Act, a four-week notice will be issued to creditors of the company following registration with the Danish Business Authority. The capital decrease will be completed following expiry of the notice, provided that the Board of Directors finds it prudent taking into consideration the company's financial situation.

Note that in light of the uncertain market environment caused by COVID-19 in the spring of 2020 and to sustain a strong balance sheet, the Board of Directors decided in 2020 to cancel the planned capital decrease of 4,171,390 shares, as otherwise approved at the Annual General Meeting in March 2020, to retain flexibility for general corporate purposes. Please refer to company announcement no. 27 of August 19, 2020.

i.1.3 Proposal from the Board of Directors to amend the company's Articles of Association.

a. Proposal to amend Article 9.1 of the company's Articles of Association; authorization to the Board of Directors to resolve to hold partial or fully electronic general meetings.

With reference to the ongoing COVID-19 pandemic and the legislative responses to inter alia restrict larger physical gatherings, the Board of Directors proposes to amend Article 9.1 of the Articles of Association authorizing the Board of Directors to decide that general meetings may be held partially or fully by electronic means.

In this context, the Board of Directors notes that, for the time being, it plans, in line with previous years, to continue to hold its general meetings with the possibility of physical attendance and, therefore, apply the authorization only when the Board of Directors considers it necessary or appropriate, e.g. with a view to observe legislative restrictions or recommendations from public authorities in connection with pandemics or other extraordinary events.

If approved, Article 9.1 of the company's Articles of Association will be amended to the following:

“General meetings of the company are held in the Capital Region of Denmark. The board of directors may decide that a general meeting be held as either a partially or a fully electronic general meeting in accordance with the relevant provisions of the Danish Companies Act. In case of an electronic general meeting, shareholders may participate through dedicated internet-based solutions. Further information on the procedures for electronic attendance and participation, including technical requirements and requirements for identification purposes, will in such case be made available on the company's website, www.gn.com, and in the relevant notice convening the general meeting.”

b. Proposal to amend Article 9.4 of the company's Articles of Association; company calendar to be published only on www.gn.com.

With effect as of May 1, 2020, Nasdaq Copenhagen A/S issued new Rules for Issuers of Shares (which have been updated with effect on February 1, 2021). Pursuant to Clause 3.11.3 of the current Rules, the company must publish its company calendar on its website. The new rules do not require the company to publish its company calendar through Nasdaq Copenhagen A/S.

To simplify its Articles of Association and to be in line with the new Nasdaq Main Market Rule Book, the Board of Directors proposes to amend the company's Articles of Association with the effect that Article 9.4 will read as follows:

“Not later than eight weeks before the date of the contemplated general meeting, the company will publish the date of the general meeting and the time limit within which the shareholders must submit proposals for the agenda, see Article 12.1. The information will be published in the company calendar, which is published on the company's website, www.gn.com.”

i.2 Proposal from shareholders, AkademikerPension and LD Fonde.

i.2.1 Proposal that the Board of Directors shall complete an assessment of the ability of GN Store Nord to publish country-by-country tax reporting in line with the Global Reporting Initiative's standard (GRI 207: Tax 2019) starting from financial year 2021. The findings of the assessment should be made public before the Annual General Meeting in 2022.

The proposing shareholder's full motivation for the proposal:

"The GRI Standards make up the world's most widely adopted sustainability reporting framework.

The GRI Tax Standard is the first global standard for comprehensive tax disclosure at the country-by-country level. It supports public reporting of a company's business activities and payments within tax jurisdictions, as well as their approach to tax strategy and governance.

Global investors, civil society groups, labor organizations and other stakeholders have signaled their backing for the Tax Standard, as it will help address their growing demands for tax transparency.

The Tax Standard has been developed in response to concerns over the impact tax avoidance has on the ability of governments to fund services and support sustainable development – and to give clarity on how much companies contribute to the tax income of the countries, where they operate.

GN Store Nord has already taken significant steps to demonstrate a responsible approach to doing business, and we as long-term investors in the company have no reason whatsoever to believe that GN Store Nord is not paying its fair share of tax.

However, investors and other stakeholders increasingly expect leading companies committed to sustainable development and corporate responsibility, such as GN Store Nord, to lead the way on corporate tax transparency by producing public country-by-country reports (PCbCR) on tax.

Multinational companies are already required to produce country-by-country tax reports to government tax authorities based on the OECD BEPS-template. However, this information is generally not made available to investors or the public.

For certain industries PCbCR is mandatory under EU rules. This is the case for the banking sector, logging, and extractives industries. Tax transparency is increasingly becoming hard law, and leading companies that pay their fair share of tax stand to benefit from more fair competition likely to arise from increased level of tax transparency. In 2016 the EU Commission proposed a directive aimed at mandatory tax transparency on a country-by-country basis for multinational companies doing business in EU countries, but the legislative process could take several more years and approval depends on the backing of the EU Member States.

Meanwhile, leading companies such as Ørsted in Denmark and Vodafone in the UK have voluntarily decided to adopt PCbCR, going beyond the minimum legal disclosure requirements. This has been done in a way carefully designed not to expose sensitive information that could harm the companies. For instance, by avoiding disclosure of information that would erode their competitive position, which is perhaps the most common concern regarding PCbCR on tax.

Boards of global companies have a key role to play and should assess if and how their companies can help tackle the systemic societal issue of corporate tax avoidance and lack of transparency, which currently results in unfair competition and less tax revenue to fund essential public services globally.

We therefore ask the board of directors at GN Store Nord to undertake an assessment of the viability of voluntary public corporate country-by-country tax reporting in line with the Global Reporting Initiative's standard (GRI 207: Tax 2019) starting from Financial Year 2021. The findings of the assessment should be made public before the company's Annual General Meeting in 2022."

The Board of Director's position:

The Board of Directors cannot support the proposal that an assessment is made of the ability of GN to publish corporate country-by-country tax reporting in line with the Global Reporting Initiative's standard (GRI 207: Tax 2019) starting from the financial year 2021, and that the findings of such assessment must be made public before the Annual General Meeting in 2022.

GN acknowledges and supports the general move towards increasing transparency on corporate tax matters. Our Tax Policy (publicly available on www.gn.com) underlines this position as well as our overall strategy to achieve a responsible yet competitive tax level throughout the group, inter alia by paying a reasonable portion of tax in each jurisdiction in which GN operates.

However, we do not currently find that there is the right balance between publishing detailed country by country tax information and the competitive disadvantage it would entail.

j. Any other business.

No decisions nor proposals can be adopted under this item j.

Rules on adoption

Adoption of the proposals under items i.1.2, i.1.3(a) and i.1.3(b), which involve an amendment of the company's Articles of Association, requires a majority of at least 2/3 of the votes cast as well as of the share capital represented at the Annual General Meeting. All other proposals may be passed by a simple majority of votes.

The size of the share capital and the shareholders' voting rights

The company's share capital of nominally DKK 569,072,400 is divided into shares of DKK 1 or multiples hereof. Each share of DKK 1 carries one vote.

Shareholders are entitled to attend the Annual General Meeting and vote on shares held on the record date, Wednesday, March 10, 2021. The shares held by each shareholder are based on information in the company's register of shareholders as well as notifications about ownership received by the company prior to or on the record date for entry into the register of shareholders, but which have not yet been recorded.



Further information on the Annual General Meeting

Further information about the Annual General Meeting is available at the company's website, www.gn.com/agm, including the total number of shares and voting rights as of the date of the notice to convene the Annual General Meeting, this notice to convene the Annual General Meeting with the agenda and complete proposals, information on the candidates for election to the Board of Directors, the amended Articles of Association, the LUMI AGM user guide as well as the registration, proxy and postal vote forms to be used in connection with the Annual General Meeting. The full Annual Report for 2020 is available at www.gn.com/annualreport2020, and the Remuneration Report for 2020 is available at www.gn.com/agm.

The Annual General Meeting is transmitted live in Danish and English via webcast on the company's website, www.gn.com/agm, and, to registered participants, via LUMI AGM. The transmission will cover the stage and the rostrum only. With regard to collection and processing of personal data, reference is made to the company's information sheet on data protection in connection with annual general meetings, which is available on the company's website, www.gn.com/agm.

Questions from the shareholders

Questions regarding the agenda or the documents etc. issued in connection with the Annual General Meeting can be directed to GN Store Nord A/S by email to: agm@gn.com no later than Monday, March 15, 2021.

If you have any other questions to the above, please contact GN Store Nord A/S by phone +45 45 75 00 00.

Ballerup, February 23, 2021

GN Store Nord A/S
The Board of Directors