



# Review of voting results

AGM 4 April 2017

Pursuant to Section 101(7) of the Danish Companies Act, please find below the voting results of the AGM of Topdanmark A/S on Tuesday 4 April 2017.

**I. Report on the Company's activities in the past year**

No voting was required.

**II. Presentation of the audited Annual Report signed by the Board of Directors and Executive Board**

No voting was required.

**III. Adoption of the Annual Report and decision on the appropriation of profits according to the Annual Report as adopted**

The Annual Report and the recommendation made by the Board of Directors not to pay dividends for the 2016 financial year was adopted with 52,505,656 votes in favour and 1,920 votes against.

**IVA.1 Proposal for authorization of extraordinary dividend**

The proposal by the Board of Directors that the AGM authorizes the Board of Directors to decide to distribute extraordinary dividends in accordance with the provisions of the Danish Companies Act and inclusion of new Article 8 on this in the Company's Articles of Association was adopted with 49,527,600 votes in favour and 2,975,663 votes against.

**IVA.2 Proposal for how to distribute dividends**

The proposal by the Board of Directors of amending Articles 7 and 10(1) of the Articles of Association (before adoption of new Article 8, cf. item IVA.1 Article 9(1)), as it is no longer possible to distribute dividends via cheques was adopted with 52,557,902 votes for and 6,055 votes against.

**IVB. Proposal for reduction in share capital**

The proposal submitted by the Board of Directors that the share capital be reduced by nominally 5,000,000 own shares at a value of DKK 1 each was adopted with 52,516,848 votes for and 4,940 votes against.

**IVC. Proposal for changes of the remuneration policy**

The proposal by the Board of Directors of adoption of a new remuneration policy was adopted with 52,489,402 votes for and 27,348 votes against.

**IVD. Proposal for remuneration of the Board of Directors**

The proposal submitted by the Board of Directors to maintain the ordinary basic remuneration to be paid to the Board of Directors at DKK 350,000 for the 2017 financial year was adopted with 52,517,034 votes for and 6,568 votes against.

#### **IVE.1 Proposal to revoke the authorization granted to the Board of Directors to acquire the Company's own shares**

Sampo plc's proposal that the AGM, with effect from 5 April 2017, revokes the authorization granted at the AGM in 2015 to the Board of Directors to acquire the Company's own shares until 15 April 2020, was adopted with 50,253,575 votes for and 1,195,360 votes against.

#### **IVE.2 Proposal for amendment of the Articles of Association regarding the casting vote for resolutions of the Board of Directors**

Sampo plc's proposal that the Deputy Chairman shall have the casting vote in the event of equality of votes in situations where the Chairman of the Board of Directors is absent and the consequential amendment of Article 18(6) (before adoption of new Article 8, cf. item IVA.1 Article 17(6)) was adopted with 52,405,807 votes for and 113,043 votes against.

#### **IVF. Proposal from shareholder, Thomas Meinert Larsen**

Thomas Meinert Larsen proposed that the AGM urges the Board of Directors to conduct its business within overall limits ensuring support of the UN global climate agreement from 2015 (the Paris agreement) on keeping the increase in global average temperature to a maximum of 2°C, and as close to 1.5°C as possible and that in its reporting for 2017, Topdanmark is recommended to observe "the Recommendations of the Task Force on Climate-related Financial Disclosures", prepared at the request of G20's Financial Stability Board. The proposal was rejected with 50,319,182 votes against and 1,146,786 votes for.

#### **V. Election of members to the Board of Directors**

The nominated candidates were elected with the votes of:

- A. Torbjörn Magnusson – 46,818,239
- B. Petri Niemisvirta – 50,218,151
- C. Lone Møller Olsen – 50,902,921
- D. Annette Sadolin – 50,587,390
- E. Ricard Wennerklint – 47,330,814
- F. Jens Aaløse – 52,435,074

#### **VI. Election of one state-authorized public accountant to serve as auditor**

Deloitte, Statsautoriseret Revisionspartnerselskab was re-elected with 50,116,980 votes.

#### **VII. Any other business**

No voting was required.

