

INDKALDELSE TIL GENERALFORSAMLING

CODAN FORSIKRING A/S

NOTICE TO COVENE GENERAL MEETING

CODAN FORSIKRING A/S

INDKALDELSE TIL GENERALFORSAMLING

CODAN FORSIKRING A/S

CVR-NR. 10 52 96 38

Der indkaldes hermed til ekstraordinær generalforsamling i Codan Forsikring A/S, CVR-nr. 10 52 96 38 ("**Selskabet**"), til afholdelse:

Mandag den 4. oktober 2021 kl. 9.00 på Selskabets hjemstedsadresse: Gammel Kongevej 60, 1850 Frederiksberg C.

Den ekstraordinære generalforsamling indkaldes med følgende dagsorden:

- 1 Udpegning af dirigent
- 2 Beslutning om at vedtage gennemførelsen af en spaltning mellem Selskabet (som det indskydende og ophørende selskab) og Tryg Forsikring A/S og Chopin NewCo A/S (som de to modtagende selskaber) i overensstemmelse med spaltningsplan af 27. august 2021
- 3 Bemyndigelse

Ad 1

Bestyrelsen foreslår, at Niels Bang vælges som dirigent.

Ad 2

Bestyrelsen foreslår, at generalforsamlingen vedtager gennemførelsen af en spaltning mellem Selskabet (som det indskydende og ophørende selskab) og Tryg Forsikring A/S og Chopin NewCo A/S (som de to modtagende selskaber) (tilsammen, de "**Deltagende Selskaber**") i overensstemmelse med spaltningsplan af 27. august 2021 med tilhørende spaltningsbalance udarbejdet i fællesskab af bestyrelserne i de Deltagende Selskaber ("**Spaltningsplanen**") i henhold til selskabslovens § 255.

NOTICE TO CONVENE GENERAL MEETING

CODAN FORSIKRING A/S

CVR NO. 10 52 96 38

Notice is hereby given to convene an extraordinary general meeting in Codan Forsikring A/S, CVR no. 10 52 96 38 (the "**Company**"), to be held:

Monday, 4 October 2021 at 9:00 am (CET) at the registered office of the Company: Gammel Kongevej 60, DK-1850 Frederiksberg C.

The extraordinary general meeting is convened with the following agenda:

- 1 Appointment of the chairperson of the meeting
- 2 Resolution to adopt the completion of a statutory demerger between the Company (as the contributing and discontinuing company) and Tryg Forsikring A/S and Chopin NewCo A/S (as the two receiving companies), in accordance with the demerger plan of 27 August 2021
- 3 Authorisation

Re 1

It is proposed by the board of directors to appoint Niels Bang as chairperson of the meeting.

Re 2

The board of directors proposes that the general meeting adopts the completion of a statutory demerger between the Company (as the contributing and discontinuing company) and Tryg Forsikring A/S and Chopin NewCo A/S (as the two receiving companies) (together, the "**Participating Companies**") in accordance with the demerger plan of 27 August 2021 with accompanying demerger balance sheet prepared jointly by the boards of directors of the Participating Companies (the "**Demerger Plan**") in accordance with section 255 of the Danish Companies Act.

Spaltningen finder sted som en skattefri spaltning i henhold til reglerne i fusionslovens kapitel 4, hvorved Selskabet overdrager alle sine aktiver og forpligtelser til de to bestående selskaber, Tryg Forsikring A/S og Chopin NewCo A/S. Der er således tale om en fuldstændig spaltning, hvorved Selskabet ophører med at eksistere som led i spaltningen (ophørsspaltning).

Spaltningen gennemføres i overensstemmelse med Spaltningsplanen, der, sammen med en positiv kreditorerklæring udarbejdet af KPMG P/S i henhold til selskabslovens § 260, blev indsendt til Finanstilsynet den 31. august 2021, jf. lov om finansiel virksomhed § 204, stk. 10. Kreditorerklæringen konkluderer, at Selskabets kreditorer må antages at være tilstrækkeligt sikrede efter spaltningen i forhold til Selskabets nuværende situation.

I overensstemmelse med Spaltningsplanen skal Selskabets enekapitalejer, Codan A/S, som spaltningsvederlag modtage nominelt DKK 158.012.362 nye aktier i Chopin NewCo A/S og nominelt 546.150.500 nye aktier i Tryg Forsikring A/S ("**Vederlagsaktierne**"). Vederlagsaktierne udstedes i forbindelse med spaltnings gennemførelse, der finder sted ved Erhvervsstyrelsens endelige registrering af spaltningen efter Finanstilsynets godkendelse. Der ydes intet kontant vederlag til kapitalejeren.

Ad 3

Bestyrelsen foreslår at bemyndige hver af advokat Micha Fritzen og advokat Niels Bang (hver med fuld substitutionsret) til at anmelde det besluttede til Erhvervsstyrelsen og til i enighed at foretage de ændringer i eller tilføjelser til nærværende protokollat og/eller anmeldelsen til Erhvervsstyrelsen, som Erhvervsstyrelsen måtte kræve for at registrere de vedtagne beslutninger.

The demerger is completed as a tax-exempted demerger in accordance with the provisions in Part 4 of the Danish Merger Tax Act, in such way that all assets and liabilities of the Company are transferred to the two existing companies, Tryg Forsikring A/S and Chopin NewCo A/S. Accordingly, the Company will cease to exist upon completion of the demerger (full demerger).

The demerger will be effected in accordance with the Demerger Plan, which, together with a positive creditor statement prepared by KPMG P/S in accordance with section 260 of the Danish Companies Act, were submitted to the Danish FSA on 31 August 2021, see section 204(10) of the Danish Financial Business Act. The creditor statement concludes that the Company's creditors are deemed to be adequately protected after the demerger compared to the Company's current situation.

In accordance with the Demerger Plan, the Company's sole shareholder, Codan A/S, shall as demerger consideration receive nominally DKK 158,012,362 new shares in Chopin NewCo A/S and nominally DKK 546,150,500 new shares in Tryg Forsikring A/S (the "**Consideration Shares**"). The Consideration Shares will be issued in connection with the completion of the demerger, which takes place at the time of the Danish Business Authority's final registration of the demerger upon the Danish FSA's approval. No cash consideration is paid to the shareholder.

Re 3

The board of directors proposes to authorise each of Attorney-at-Law Micha Fritzen and Attorney-at-Law Niels Bang (each with full right of substitution) to register the resolutions adopted by the meeting with the Danish Business Authority and to jointly make such amendments or additions to these minutes and/or the notification to be filed with the Danish Business Authority as might be requested or recommended by the Danish Business Authority in order to carry out the registration.

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København, den 17. september 2021 /Copenhagen,
on 17 September 2021

Bestyrelsen / The board of directors of

Codan Forsikring A/S
c/o Codanhus
Gammel Kongevej 60
DK-1850 Frederiksberg