

FULDSTÆNDIGE FORSLAG

til de foreslåede ændringer til vedtægterne for

GRUNDFOS HOLDING A/S

CVR-nr. 31 85 83 56 ("Selskabet")

Formålet med ændringen af vedtægterne er følgende:

- Indførelse af ny artikel hvorefter det bestemmes at bestyrelsen kan beslutte, at generalforsamlingen skal afholdes som en delvis eller fuldstændig elektronisk generalforsamling, og
- Indførelse af ny artikel hvorefter det bestemmes at en aktionær har ret til at deltage i en generalforsamling, når aktionæren senest tre dage før generalforsamlingen har tilmeldt sig i overensstemmelse med instruktionerne i indkaldelsen.
- Indførelse af en ny artikel, hvorefter det præciseres, at bestyrelsesmedlemmet udpeget i overensstemmelse med punkt 10.4 i Fundatsen for Fonden, afgår på hvert års ordinære generalforsamling, men kan genvælges.

Selskabets bestyrelse indstiller at foretage de foreslåede ændringer af Selskabets vedtægter.

De væsentligste ændringer i vedtægterne er fremhævet nedenfor. For et fuldstændig overblik henvises til **bilag 1**.

COMPLETE PROPOSAL

in respect of the proposed amendment of the Articles of Association of

GRUNDFOS HOLDING A/S

Company Registration Number (CVR No.) 31 85 83 56 (The "Company")

The amendments of the Articles of Association are as following:

- Insertion of a new Article according to which the Board of Directors may decide that the general meeting shall be held partially or fully as an electronic general meeting, and
- Insertion of a new Article according to which a shareholder has the right to participate in a general meeting, if the shareholder no later than three days prior to the general meeting has confirmed participation in accordance with the instructions in the notice.
- Insertion of a new Article according to which it is clarified that the member of the Board of Directors appointed in accordance with Article 10.4 in the Charter of the Foundation shall be discharged at the annual general meeting each year, but may be re-elected.

The proposed amendments of the Articles of Association are recommended by the Board of Directors of the Company.

The most material changes in the Articles of Associations are listed below. For a full review of all changes please refer to the **Appendix 1**.

8. Generalforsamling

I artikel 8 "Generalforsamling" foreslås det at indsætte en ny artikel 8.3, hvorefter det bestemmes at bestyrelsen kan beslutte, at generalforsamlingen skal afholdes som en delvis eller fuldstændig elektronisk generalforsamling.

Den nye ordlyd foreslås at være følgende:

8.3 Hvis bestyrelsen finder det hensigtsmæssigt, og hvis generalforsamlingen kan afholdes på en teknisk sikker måde, kan bestyrelsen beslutte, at generalforsamlingen skal afholdes som en delvis eller fuldstændig elektronisk generalforsamling. Hvis dette besluttes, vil aktionærene kunne deltage, udtale sig samt stemme elektronisk på generalforsamlingen. Nærmere oplysninger vedrørende tilmelding og procedurer for elektronisk deltagelse vil blive gjort tilgængelig på selskabets hjemmeside og i indkaldelsen til de pågældende generalforsamlinger.

I artikel 8 "Generalforsamling" foreslås det at indsætte en ny artikel 8.10, hvorefter det bestemmes at en aktionær har ret til at deltage i en generalforsamling, når aktionæren senest tre dage før generalforsamlingen har tilmeldt sig i overensstemmelse med instruktionerne i indkaldelsen.

Den nye ordlyd foreslås at være følgende:

8.10 En aktionær har ret til at deltage i en generalforsamling, når aktionæren senest tre dage før generalforsamlingen har tilmeldt sig i overensstemmelse med instruktionerne i indkaldelsen.

General meeting

In Article 8 "General meeting" it is proposed to insert a new Article 8.3 according to which the Board of Directors may decide that the general meeting shall be held partially or fully as an electronic general meeting.

The new wording is proposed to be as follows:

If the Board of Directors finds it appropriate, and if the general meeting can be conducted in a technically safe manner, the Board of Directors may decide that the general meeting shall be held partially or fully as an electronic general meeting. If so decided, shareholders will be able to attend, express their opinion and vote at the general meeting by electronic means. Information on registration and the procedures for electronic participation will be made available on the company's website and in the relevant notices convening the general meetings.

In Article 8 "General meeting" it is proposed to insert a new Article 8.10 according to which a shareholder has the right to participate in a general meeting, if the shareholder no later than three days prior to the general meeting has confirmed participation in accordance with the instructions in the notice.

The new wording is proposed to be as follows:

A shareholder has the right to participate in a general meeting, if the shareholder no later than three days prior to the general meeting has confirmed participation in accordance with the instructions in the notice.

12. Bestyrelse

I artikel 12 "Bestyrelse" foreslås det at indsætte en ny artikel 12.3, hvorefter det bestemmes at bestyrelsesmedlemmet udpeget i overensstemmelse med punkt 10.4 i Fundatsen for Fonden, afgår på hvert års ordinære generalforsamling, men kan genvælges.

Den nye ordlyd foreslås at være følgende:

12.3 Bestyrelsesmedlemmet, som er udpeget i overensstemmelse med punkt 10.4 i Fundatsen for Fonden, afgår på hvert års ordinære generalforsamling, men kan genvælges ligesom øvrige generalforsamlingsvalgte bestyrelsesmedlemmer.

For et samlet overblik over samtlige ændringer i vedtægterne henvises til **bilag 1**.

Board of Directors

In Article 12 "Board of Directors" it is proposed to insert a new Article 12.3 according to which the member of the Board of Directors appointed in accordance with Article 10.4 in the Charter of the Foundation shall be discharged at the annual general meeting each year, but may be re-elected.

The new wording is proposed to be as follows:

The member of the Board of Directors appointed in accordance with Article 10.4 in the Charter of the Foundation shall be discharged at the annual general meeting each year, but may be re-elected in line with other members of the Board of Directors elected by the general meeting.

For a full overview of all the changes proposed to the Articles of Association please refer to the **Appendix 1**.
