

Pandora A/S

Notice of Annual General Meeting

The Annual General Meeting (the "Meeting") of Pandora A/S (the "Company") is hereby convened to be held on

Wednesday 11 March 2020 at 10:00 a.m. CET (doors will open at 9:00)

The Meeting is held at the Company's registered office

Havneholmen 17-19, DK-1561 Copenhagen V

with the following agenda:

1. The Board of Directors' (the "Board") report on the Company's activities during the past financial year.
2. Adoption of the audited 2019 Annual Report.
3. Adoption of proposal on the Board's remuneration for 2020.
4. Proposed distribution of profit as recorded in the adopted 2019 Annual Report, including the proposed amount of any dividend to be distributed or proposal to cover any loss.
5. Election of members to the Board.
6. Election of auditor.
7. Resolution on the discharge from liability of the Board and Executive Management.
8. Any proposal by the shareholders and/or the Board.

The Board submits the following proposals:

- 8.1 Reduction of the Company's share capital.
 - 8.2 Amendment of the agenda for annual general meetings to include presentation of the remuneration report.
 - 8.3 Authority to the Board to let the Company buy back own shares.
 - 8.4 Adoption of the remuneration policy.
 - 8.5 Authority to the chair of the Meeting.
9. Any other business.

Complete proposals

Re agenda item 2:

The Board proposes that the audited 2019 Annual Report be approved by the Meeting.

Re agenda item 3:

The Board proposes that the remuneration of the Board for 2020 be approved by the Meeting:
A fixed base fee of DKK 500,000 (unchanged from 2019).

The chair of the Board receives 3 times the fixed base fee, whereas the deputy chair receives 1.5 times the fixed base fee. The chair and members of the Nomination and Remuneration Committee receive 0.3 and 0.2 times the fixed base fee, respectively. The chair and members of the Audit Committee receive 0.4 and 0.3 times the fixed base fee, respectively.

Members of the Board receive a fixed travel allowance when participating in any Company related meeting outside their country of residence:

- Within a continent: DKK 30,000,
- Overseas: DKK 60,000.

Re agenda item 4:

The Board proposes that a dividend of DKK 9.00 per share of DKK 1 be paid on the profit for the year available for distribution according to the 2019 Annual Report.

Re agenda item 5:

Election of members to the Board

The Board currently consists of the following 8 board members elected by shareholders:

Name	Up for re-election?
Peter A. Ruzicka (chair)	Yes
Christian Frigast (deputy chair)	Yes
Andrea Dawn Alvey	Yes
Ronica Wang	Yes
Birgitta Stymne Göransson	Yes
Isabelle Parize	Yes
John Peace	No
Per Bank	No

In addition, the Board nominates the following candidates as new members of the Board:

Name
Catherine Spindler
Marianne Kirkegaard

The composition of the Company’s Board, including the nominated new candidates, reflects the skills and experience which are deemed required to manage a publicly listed company. The Company aims at composing the Board to consist of persons who possess the professional skills and international experience required to serve as a board member.

A detailed description of each of the board candidates and information on their managerial posts are attached hereto as Appendix 1. The description is also available on the Company's website www.pandoragroup.com.

Re agenda item 6:

The Board proposes re-election of Ernst & Young P/S in accordance with the Audit Committee's recommendation. The Audit Committee has not been influenced by third parties and has not been subject to any agreement with third parties, which limits the Meeting to the election of certain auditors or audit firms.

Re agenda item 7:

The Board proposes that the Meeting discharges the Board and Executive Management from liability.

Re agenda item 8:

The Board has submitted the following proposals:

- 8.1 Reduction of the Company's share capital.
- 8.2 Amendment of the agenda for annual general meetings to include presentation of the remuneration report
- 8.3 Authority to the Board to let the Company buy back own shares.
- 8.4 Adoption of the remuneration policy.
- 8.5 Authority to the chair of the Meeting.

Re agenda item 8.1

In 2019 the Company launched a share buyback programme of up to a maximum consideration of DKK 2.2 billion. The purpose of the share buyback programme is to reduce the Company's share capital and to meet its obligations under the applicable share based incentive programmes for the Company's employees. The Board proposes to reduce the Company's share capital to the effect that a part of the total portfolio of treasury shares are cancelled while the remaining part is retained for the purpose of fulfilling the Company's obligations in connection with said incentive programmes.

The share buyback programme covers the period from 14 March 2019 to 19 March 2020. Reference is made to the company announcements available on the Company's website www.pandoragroup.com.

Based hereon, the Board proposes that the Company's share capital be reduced by a nominal amount of DKK 8,000,000 by cancellation of a nominal amount of 8,000,000 treasury shares of DKK 1, equal to 8% of the Company's total share capital. Under section 188 of the Danish Companies Act it is stated that the purpose of the reduction is to cancel a part of the Company's portfolio of treasury shares. According to the Danish Business Authority's practice, this purpose may be compared to a capital reduction to be distributed to the shareholders, see section 188(1)(ii) of the Danish Companies Act. To that end, the Board states that a nominal amount of DKK 7,481,036 of the treasury shares have been acquired in the period between 14 March 2019 and 14 February 2020 for a total amount of DKK 2,080,042,195 to the effect that, in addition to the nominal reduction amount of DKK 7,481,036 an amount of DKK 2,072,042,195 has been distributed.

Further, in the period until 13 March 2019, as part of an earlier share buyback programme, the Company acquired treasury shares to a nominal amount of DKK 404,494 for a total amount of DKK 145,510,439 to the effect that, in addition to the nominal reduction amount of DKK 404,494 an amount of DKK 145,105,945 has been distributed. The remaining shares of a nominal amount of DKK 114,470.00 will be acquired in the period until the Meeting for a purchase price not diverging from the price quoted on NASDAQ Copenhagen at the time of acquisition by more than 10%. The total amount of distribution for the shares will be disclosed at the Meeting. Following the capital reduction, the Company's nominal share capital will be DKK 92,000,000.

As a result of the share capital reduction, it is proposed that article 4.1 of the Articles of Association is amended to read as follows after expiry of the time period prescribed in section 192 of the Danish Companies Act:

"The Company's share capital is nominally DKK 92,000,000, divided into shares of DKK 0.01 or any multiple thereof."

Before the implementation of the capital reduction, the Company's creditors will be requested, through the Danish Business Authority's IT system, to file their claims within a time limit of 4 weeks. The implementation of the capital reduction and the resulting amendment to the Articles of Association will be finally registered upon the expiry of the time limit.

Re agenda item 8.2

As a consequence of an amendment to the Danish Companies Act, a remuneration report for each financial year is subject to an advisory and non-binding vote by the annual general meeting, beginning at the annual general meeting in 2021 covering the financial year 2020. Article 8.2 of the Articles of Association is proposed to be amended to account for this new item on the standard agenda with the insertion of a new sub-item 3, whereby the new article 8.2 will read as follows:

"At the annual general meeting the agenda is as follows:

- 1. The Board of Directors' report on the Company's activities during the past financial year.*
- 2. Adoption of the audited annual report.*
- 3. Presentation of the remuneration report.*
- 4. Adoption of proposal on the Board of Directors' remuneration for the current financial year.*
- 5. Proposed distribution of profit as recorded in the adopted annual report, including the proposed amount of any dividend to be distributed or proposal to cover any loss.*
- 6. Election of members to the Board of Directors.*
- 7. Election of auditor.*
- 8. Resolution on the discharge from liability of the Board of Directors and Executive Management.*
- 9. Any proposal by the Board of Directors and/or shareholders."*

Re agenda item 8.3

The Board proposes that the Meeting authorises the Board to, in the period until 11 March 2025, allow the Company to acquire own shares up to an aggregate nominal value of 10% of the Company's share capital, provided that the Company's holding of treasury shares does not at any time exceed 10% of the Company's share capital. The purchase price paid in connection with acquisition of own shares must not diverge from the price quoted on Nasdaq Copenhagen at the time of acquisition by more than 10%.

Re agenda item 8.4

As a consequence of an amendment to the Danish Companies Act, the Board presents a new remuneration policy for adoption. The document can be found at the Company's website www.pandoragroup.com.

Going forward, the remuneration policy is subject to vote by the general meeting every fourth year and upon any material changes thereto.

Provided the remuneration policy is adopted, article 13 of the Articles of Association will be deleted from, and the numbering adjusted of, the Articles of Association without a vote.

Re agenda item 8.5

The Board proposes that the chair of the Meeting is authorised to make such amendments and additions to the resolutions passed by the Meeting and to file the application for registration with the Danish Business Authority as the Authority may require for registration.

VOTING REQUIREMENTS

The resolutions under agenda items 8.1 and 8.2 proposed by the Board require at least two-thirds of the votes cast and of the share capital represented at the Meeting. All other proposals may be passed by a simple majority of votes.

DATE OF REGISTRATION, ADMISSION, PROXY AND POSTAL VOTE

Date of registration, right to attend and right to vote

A shareholder's right to attend the Meeting and to vote is determined on the basis of the shares held by such shareholder at the date of registration.

The date of registration is **Wednesday 4 March 2020**. The shares held by each shareholder are determined at 11:59 p.m. CET at the date of registration on the basis of the shareholdings registered in the share register and in accordance with any notices on shareholdings received by the Company but not yet registered in the share register.

Notice of attendance and admission card

The Company must be duly notified of attendance to the Meeting. A shareholder, its proxy or advisor wishing to attend the Meeting and to receive an admission card must notify the Company about the attendance no later than on **Friday 6 March 2020 11:59 p.m. CET**.

Admission cards will be sent electronically via e-mail to the e-mail address listed in the Company's Investor Portal at registration. The admission card must be presented at the entrance to the Meeting either electronically on a smart phone/tablet or in print.

Please note that admission cards will be sent out automatically via e-mail immediately after notification of attendance through the Investor Portal.

Shareholders whose attendance has been notified on time but without entry of an e-mail address may collect the admission card at the entrance to the Meeting upon presentation of ID.

Voting cards are distributed at the entrance to the Meeting.

Proxy/postal vote

Shareholders prevented from attending the Meeting may either vote by proxy by authorising the Board or a named third party as proxy representative or by postal voting.

- Electronic proxy forms or electronic postal votes may be submitted through the Investor Portal on the Company's website www.pandoragroup.com by using NemID or username and password.
- Physical proxy forms or physical postal votes may be submitted by using the Proxy and Postal Voting Form which can be printed from the Company's website www.pandoragroup.com. The duly completed, dated and signed Proxy and Postal Voting Form must be sent by letter to Computershare A/S, Lottenborgvej 26 D, 1. sal, DK-2800 Kgs. Lyngby, Denmark, by email to agm@computershare.dk or by fax to +45 45 46 09 98.

Proxy forms/postal votes may be submitted for shares held at the date of registration as determined on the basis of the Company's share register as well as any information on shareholdings received by the Company but not yet registered in the share register.

Proxy forms (electronic or physical) must be received by Computershare A/S no later than on **Friday 6 March 2020 at 11:59 p.m. CET**, whereas postal voting forms (electronic or physical) must be received by Computershare A/S no later than on **Tuesday 10 March 2020 at 12:00 p.m. CET (noon)**.

SHARE CAPITAL, VOTING RIGHTS AND CUSTODIAN BANK

The Company's share capital is DKK 100,000,000, divided into shares of DKK 1.

The Company has appointed Nordea Danmark, Filial af Nordea Bank Abp, Finland as account-holding bank through which the shareholders of the Company may exercise their financial rights.

QUESTIONS

At the Meeting, the Board and Executive Management will answer questions from the shareholders on matters of relevance to the assessment of the 2019 Annual Report, the Company's position and other questions to be addressed at the Meeting. Questions may be submitted in writing until **Tuesday 10 March 2020 12:00 p.m. CET (noon)** to Pandora A/S, Havneholmen 17-19, DK-1561 Copenhagen V, Denmark, addressed to Group Legal for the attention of VP, Group Legal & General Counsel Peter Ring or by email to legal@pandora.net. Questions from shareholders can be asked in both Danish and English. Such questions will be answered in English and may be answered in Danish if so requested by the shareholder.

AGENDA, LANGUAGE, ETC.

No later than 3 weeks before the Meeting, the following information will also be made available on the Company's website www.pandoragroup.com:

- 1) The notice convening the Meeting with appendices.
- 2) The total number of shares and voting rights at the date of the notice convening the Meeting.
- 3) Any documents to be submitted to the Meeting, including the agenda and the complete proposals.
- 4) The forms to be used for voting by proxy and postal voting.

The Meeting is held in English.

DATA PRIVACY

In connection with the Meeting, the Company collects, processes and retains certain personal data. To this effect reference is made to the document about processing of personal data in connection with general meetings in Pandora A/S, available [here](#).

PRACTICAL INFORMATION

Admission and registration at the Meeting will commence on **Wednesday 11 March 2020 at 9:00 a.m. CET** where coffee and tea is served.

Subject to a charge parking is available at Fisketorvet's car park, Kalvebod Brygge 59, 1560 Copenhagen.

Copenhagen, 17 February 2020

Pandora A/S

The Board of Directors

APPENDIX 1

Description of the candidates proposed by the Board of Directors

RE-ELECTION

Peter A. Ruzicka was born in 1964 and holds a Norwegian citizenship.

Peter A. Ruzicka has been a member of the Board since December 2019 and is also the chair of the Board, chair of the Remuneration Committee and member of the Nomination Committee. Peter A. Ruzicka is regarded as an independent board member.

The special skills possessed by Peter A. Ruzicka that are important for the performance of his duties as a member of the Board of Pandora A/S are his vast operational experience with strategy execution and transformation as well as retail and brand optimisation on executive level. Furthermore, he contributes with experience from other board positions and with insight in capital markets.

Peter A. Ruzicka holds a Bachelor of Business Administration as well as an MBA from Oslo Business School.

Peter A. Ruzicka has profound experience with top-level management and has for the past 5 years and until May 2019 held the position as president and CEO of Orkla ASA. He is chair in Ventotene Holding AS and chair in five of its subsidiaries. He is a member of the board in Jotun A/S and Aspelin Ramm Gruppen AS.

Christian Frigast was born in 1951 and holds a Danish citizenship.

Christian Frigast has been a member of the Board since August 2010 and is also deputy chair of the Board, chair of the Nomination Committee and member of the Remuneration Committee. Christian Frigast is regarded as an independent board member.

The special skills possessed by Christian Frigast that are important for the performance of his duties as a member of the Board of Pandora A/S are his experience in general management and active involvement in a number of retail and other companies which has given him great insight in capital markets, consumer sales and retail execution.

Christian Frigast holds an MSc in Economics from Copenhagen University and is an adjunct professor at Copenhagen Business School. He has been Managing Partner at Axcel Management A/S since the founding of the company in 1994 until October 2016, and continues as chair in Axcel Management A/S.

Christian Frigast is chair of the Danish Venture Capital and Private Equity Association (DVCA), EKF Danmarks Ekspor kreditt (Denmark's Export Credit Agency) and Danmarks Skibskreditt Holding A/S and a member of the board in its subsidiary. Christian Frigast is vice chairman of PostNord, and Axcel Advisory Board and a member of the board in Frigast A/S and Nissens A/S

Andrea Dawn Alvey was born in 1967 and holds a US citizenship.

Andrea Dawn Alvey has been a member of the Board since August 2010 and is also member of the Audit and Remuneration Committees. Andrea Dawn Alvey is regarded as an independent board member.

The special skills possessed by Andrea Dawn Alvey that are important for the performance of her duties as a member of the Board of Pandora A/S are her experience and insight in global supply chains, digital and e-commerce, IT operations and financial insight.

Andrea Dawn Alvey holds a Bachelor of Science in Business Economics/Statistics from Southern Connecticut State University. Currently, Andrea Dawn Alvey is President of Kitabco Investments, Inc.

Ronica Wang was born in 1962 and holds a Hong Kong citizenship.

Ronica Wang has been a member of the Board since March 2012 and is also member of the Remuneration Committee. Ronica Wang is regarded as an independent board member.

The special skills possessed by Ronica Wang that are important for the performance of her duties as a member of the board of Pandora A/S include her international experience within fashion/jewellery, digital and e-commerce, retail strategy, marketing and sales as well as global and cross platform branding.

Ronica Wang holds an MBA from The Wharton Business School, University of Pennsylvania, and a Bachelor Degree in Applied Science and Engineering (Industrial Engineering) from the University of Toronto. She has also studied multinational management at The London Business School. Currently, Ronica Wang is global managing director of The InnoGrowth Group, Ltd., which she co-founded in 2007. She is member of the board of GN Store Nord A/S* and Hotelbeds Group.

Birgitta Stymne Göransson was born in 1957 and holds a Swedish citizenship.

Birgitta Stymne Göransson has been a member of the Board since March 2016 and is also chair of the Audit Committee. Birgitta Stymne Göransson is regarded as an independent board member.

The special skills possessed by Birgitta Stymne Göransson that are important for the performance of her duties as a member of the Board of Pandora A/S are her experiences from consumer goods, and retail execution, IT, digital and financial insights financial insight and capital markets.

Birgitta Stymne Göransson holds an MBA from Harvard Business School and a Master of Science in Chemical Engineering from the Royal Institute of Technology, Stockholm. Birgitta Stymne Göransson currently works as a professional board member. She is chair of the board of MAG Interactive*, and is member of the board of Elekta AB*, Enea AB*, LEO Pharma A/S, and Midsona AB* (will resign from the board at its annual general meeting in 2020).

Isabelle Parize was born in 1957 and holds a French citizenship.

Isabelle Parize has been a member of the Board since March 2019 and is also member of the Audit Committee. Isabelle Parize is regarded as an independent board member.

The special skills possessed by Isabelle Parize that are important for the performance of her duties as a member of the Board of Pandora A/S are her operational experience in international retail and brand execution via omni-channel and digitally. In addition, she brings extensive experience from her board positions in several listed and privately held international companies.

Isabelle Parize is a graduate from Ecole Superieure de Commerce de Paris. Currently, she works as CEO of DELSEY Paris. She is furthermore member of the board of Robertet S.A.* and Air France-KLM S.A.*.

NEW CANDIDATES

Catherine Spindler was born in 1977 and holds a French citizenship.

If elected she is regarded as an independent board member.

The special skills possessed by Catherine Spindler that are important for the performance of her duties as a member of the Board of Pandora A/S are international brand strategy, digital transformation and a vast experience in beauty and cosmetics, high-growth pureplay digital environments and lifestyle apparel retail. She brings significant customer and marketing experience from her current position as CMO for Lacoste and previous positions in Guerlain Parfums (LVMH Group), Yves Rocher Group and Vente Privee.com.

Catherine Spindler is a graduate in Marketing from EDHEC Business School, France.

Marianne Kirkegaard was born in 1968 and holds a Danish Citizenship.

If elected she will be regarded as an independent board member.

The special skills possessed by Marianne Kirkegaard, that are important for the performance of her duties as a member of the board in Pandora A/S, are her deep international insight in the consumer market, alongside her exposure to the full value chain within large corporate multinationals. She brings extensive experience from her current position as CEO of CSM Bakery Solutions and previous international positions in Unilever plc. and in Carlsberg A/S.

Marianne Kirkegaard holds a Master in Economics from Aarhus University and a MBA in Business administration from CBS. She is a board member in Fertin Pharma A/S, Salling Group A/S and AAK AB*.

* Publicly listed company.