

**Translation of Announcement No. 19 - 2016  
to Nasdaq Copenhagen**



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CVR-NR. 58 21 06 17

**NOTICE TO CONVENE AN EXTRAORDINARY GENERAL  
MEETING OF BRØDRENE A & O JOHANSEN A/S**

The Board of Directors hereby gives notice of an extraordinary general meeting of Brødrene A & O Johansen A/S, CVR (Central Business Registry) No. 58 21 06 17, to be held on

**WEDNESDAY, 4<sup>th</sup> JANUARY 2017 AT 14.00 P.M. (CET)**

at

**BRØDRENE A & O JOHANSEN A/S  
RØRVANG 3  
DK-2620 ALBERTSLUND  
DENMARK**

with the following

**AGENDA:**

1. Authorisation to acquire treasury shares.

As announced in company announcement no. 18 of 9 December 2016, the company has on 9 December 2016 entered into a conditional transfer agreement with J-F. Lemvigh-Müller Holding A/S ("Lemvigh-Müller") regarding acquisition of Lemvigh-Müller's holding of preference shares with a total nominal value of DKK 7,135,100, corresponding to 12.52% of the total share capital of the company and 6.62% of the total number of votes in the company, respectively.

The total purchase price for the shares is agreed to be DKK 185,512,600, corresponding to a price of DKK 2,600 per share. The company will pay the purchase price in cash on the date of transfer. The acquisition of treasury shares from Lemvigh-Müller is conditional upon the company's Board of Directors being authorised by the general meeting to complete the transfer in accordance with section 198 of the Danish Companies Act and upon the acquisition being prudent on the date of transfer.

On that basis, the Board of Directors proposes that the general meeting authorises the Board of Directors to let the company acquire own preference shares from Lemvigh-Müller with a nominal value of DKK 7,135,100 (corresponding to 13.89% of the company's preference share capital and 12.52% of the company's total share capital, respectively) at a total purchase price of DKK 185,512,600, which corresponds to a price of DKK 2,600 per share of nominally DKK 100.

The authorisation will expire on 31 March 2017 but is expected to be exercised as soon as possible after the general meeting.

At the annual general meeting on 18 March 2016, the Board of Directors was granted an ordinary authorisation until 1 May 2017 to let the company acquire own preference shares up to a total nominal value of 10% of the company's share capital at the time of the authorisation. In addition to this ordinary authorisation, the Board of Directors was specifically authorised to acquire a holding of the company's preference shares from Sanistål A/S. The authorisation to acquire own shares from Sanistål A/S was exercised immediately following the general meeting. The ordinary authorisation to let the company acquire own preference shares of up to 10% of the company's share capital thus remains effective, whereas the specific authorisation to acquire treasury shares from Sanistål A/S has been exercised and has lapsed.

The authorisation to let the company acquire own preference shares from Lemvig-Müller proposed by the Board of Directors shall thus be applicable in addition to the ordinary authorisation of up to 10% of the company's share capital, which was granted to the Board of Directors at the annual general meeting held on 18 March 2016.

Evoleska Holding AG, which holds the voting majority in the company, has committed itself to vote in favour of the proposal.

### **Adoption requirements**

The proposal in item 1 of the agenda may be adopted by a simple majority of votes.

### **Share capital and voting rights**

The company's share capital amounts to nominally DKK 57,000,000. This share capital is divided up into an ordinary share capital of nominally DKK 5,640,000 and a preference share capital of nominally DKK 51,360,000. The ordinary share capital is divided into shares of DKK 100 or multiples hereof. The preference share capital is divided into shares of DKK 100 or multiples hereof. Each ordinary share of DKK 1,000 carries 100 votes, and each preference share of DKK 100 carries 1 vote.

Shareholders registered in the company's shareholders' register on the record date or who have announced and documented their acquisition of shares in the company in order to become registered in the shareholders' register no later than on the record date are entitled to attend and vote at the general meeting. The record date is **Wednesday, 28<sup>th</sup> December 2016**. Attendance is subject to the shareholders having received an admission card as described below.

### **Admission cards**

Shareholders who wish to attend the general meeting must request an admission card.

Admission cards may be requested

- electronically via 'Investor Relations' on the company's website, [www.ao.dk](http://www.ao.dk), or
- by contacting the company by telephone at +45 70 28 01 80.

The request must be received by the company no later than **Friday, 30<sup>th</sup> December 2016**.

A shareholder or a proxy holder may attend the general meeting together with an advisor, provided that an admission card for the advisor has been requested in time.

### **Representation by proxy**

A shareholder who is unable to attend the general meeting may choose to give proxy to the Board of Directors or to a designated third party.

Proxy may be granted:

- by completing, signing and returning the proxy form by post to Brødrene A & O Johansen A/S, Rørvang 3, DK-2620 Albertslund, Denmark, or by email to [suh@ao.dk](mailto:suh@ao.dk). The proxy form may be downloaded from the company's website, [www.ao.dk](http://www.ao.dk).

Proxy forms must be received by the company no later than **Friday, 30<sup>th</sup> December 2016**.

### **Written vote (vote by correspondence)**

A shareholder who is unable to attend the general meeting may submit a written vote (vote by correspondence). Written votes cannot be revoked.

Written votes may be submitted:

- by completing, signing and returning the written voting form by post to Brødrene A & O Johansen A/S, Rørvang 3, DK-2620 Albertslund, Denmark, or by email to [suh@ao.dk](mailto:suh@ao.dk). The written voting form may be downloaded from the company's website, [www.ao.dk](http://www.ao.dk).

Written votes must be received by the company no later than **Tuesday, 3<sup>rd</sup> January 2017, at 3.00 p.m. (CET)**

Please note that a shareholder may either submit a proxy or a written vote, but not both.

### **Additional information**

Until and including the date of the general meeting, the following additional information concerning the general meeting will be available on the company's website, [www.ao.dk](http://www.ao.dk):

- Notice of general meeting, including the agenda and the complete proposal.
- The documents to be presented at the general meeting.
- Proxy and written voting form.
- The total number of shares and voting rights as at the date of the notice.

### **Questions from the shareholders**

Shareholders may prior to the general meeting submit questions concerning the agenda or the documents to be considered at the general meeting in writing to the company by email to [suh@ao.dk](mailto:suh@ao.dk) or by post to Brødrene A & O Johansen A/S, Rørvang 3, DK-2620 Albertslund, Denmark.

Albertslund, 9 December 2016

The Board of Directors