

NASDAQ Copenhagen A/S
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Announcement No. 15 / 2016
1 April, 2016
CVR No. 15701315

Notice of Annual General Meeting in SP Group A/S on 28 April 2016

Enclosed please find notice of Annual General Meeting in SP Group on Thursday, 28 April 2016.

In case of any discrepancies the Danish version shall prevail.

Further information:

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In case of any discrepancies, the Danish version shall prevail.

Notice of
Annual General Meeting in SP Group A/S

The Annual General Meeting will be held on:

Thursday 28 April, 2016 at 12.00 noon

at:

SP Group A/S' premises, Snavevej 6-10, 5471 Søndersø

with the following agenda:

1. The Board of Directors' report on the activities of the Company in the past year.
2. Presentation of annual report with audit report and resolution on approval of the annual report.
3. Resolution on discharge to the Board of Directors and the Executive Board.
4. Resolution on the distribution of profit or for the treatment of loss according to the adopted annual report. The Board of Directors proposes payment of dividends of DKK 4.00 per share for 2015.
5. Any proposals from the Board of Directors or shareholders
 - a. Proposal to incorporate an authorization to distribute extraordinary dividends in article 5 (6) of the Company's Articles of Association.

The Board of Directors proposes to incorporate a new provision in the Company's Articles of Association, article 5 (6) authorizing the Board of Directors to decide on distribution of extraordinary dividends.

The wording of the proposed provision is:

'In accordance with the Danish Companies Act article 182 and 183 the Board of Directors is authorized to decide on distribution of extraordinary dividend to the extent permitted by the Company's and Group's financial position. The extraordinary dividend shall be reasonable in relation to the Company's financial position, shall be in cash and be in accordance with the provisions of the Danish Companies Act. The authorization is valid until 1 April, 2020.'

- b. Proposal to amend article 4 (3) of the Company's Articles of Association.

The Board of Directors proposes to amend article 4 (3) of the Company's Articles of Association so that the shares in the Company henceforth are registered shares.

The wording of article 4 (3) will hereafter be amended to:

'The Company's shares are registered shares and shall be recorded in the share register of the Company.'

- c. Proposal to renew the authorization to issue warrants in article 5 (4) of the Company's Articles of Association.

The Board of Directors propose to record a new authorization of the Board in article 5 (4) of the Company's Articles of Association to issue - on one or several occasions until April 1, 2020 - up to 220,000 Warrants (warrants) to SP Group A / S' executives without pre-emptive subscription rights for the pre-existing shareholders.

The wording of the proposed provision is:

'The Board of Directors is authorized to issue - on one or more occasions until 1 April, 2020 - up to 220,000 warrants to SP Group A / S' executives as well as implement the related increase of the share capital by up to nominally DKK 2,200,000 without pre-emptive subscription rights for existing shareholders. The terms of the warrants are determined by the Board of Directors in connection with the issuance.'

The former authorization in article 5 (4) of the Articles of association is proposed deleted in its entirety.

d. Proposal to amend article 4 (2) of the Company's Articles of Association.

NASDAQ OMX Copenhagen A/S has as of November 25, 2015 changed its name to "Nasdaq Copenhagen A/S" and as a result the Board of directors proposes to amend the article 4 (2) of the Articles of Association accordingly.

The wording of the proposed provision is:

'The Company's shares are listed on Nasdaq Copenhagen A/S and registered with VP Securities A/S'

6. Election of board members

All members elected by the General Meeting are up for election.

The Board of Directors suggests re-election of Niels Kristian Agner, Erik Preben Holm, Erik Christensen, Hans Wilhelm Schur, and Hans-Henrik Eriksen. See the annual report for a description of the candidates.

7. Election of auditor.

The Board of Directors suggests re-election of Ernst & Young, Godkendt Revisionspartnerselskab, CVR-nr. 30 70 02 28.

8. Any other business.

The notice of the Annual General Meeting including the agenda, the complete proposals, a version of the present Articles of Association and the audited annual report for 2015 signed by the Board of Directors and the Executive Board are available for examination by the shareholders at the premises of the company, Snavevej 6-10, 5471 Sønderød, as of 1 April 2016. Furthermore, the documents are available at the company's website:

www.sp-group.dk under "Investor Relations" as of 1 April, 2016.

Registration date ("Registreringsdatoen") is 21 April, 2016 – 1 week prior to the Annual General Meeting.

Any shareholder, who is a shareholder in SP Group A/S as per the registration date, is entitled to appear and vote at the Annual General Meeting, when he has requisitioned an admission card as

described below. Votes may be casted by proxy. At the Annual General Meeting, any share amount of DKK 10.00 entitles the holder to 1 vote. At the time of the convening of the Annual General Meeting, the share capital of the company amounts to DKK 20,240,000.

In order to gain access to the Annual General Meeting, shareholders and consultants (attendants) must present admission cards at the entrance. Ordering of admission cards and vote by proxy must be made electronically via the shareholders' portal on our website www.sp-group.dk under "Investor Relations". Access is achieved by stating deposit number and password appearing from the top of the entry form. If you have no access to the Internet, admission cards may be requested from SP Group A/S by filling in and sending the entry form, which has been distributed to all the shareholders in SP Group A/S. Here it is also possible to vote by proxy.

Shareholders also have the opportunity to cast a postal vote before the General Meeting.

Votes by post or by proxy must be cast in writing to:

Computershare A/S, Kongevejen 418, 2840 Holte.

Proxy form and postal vote form have been distributed to all shareholders and have been published on SP Group A/S' shareholder portal, www.sp-group.dk under "Investor Relations".

If signing up electronically to the Annual General Meeting, the shareholders are requested to state their email address for future electronic communication purposes.

Deadline for requiring admission cards or vote by proxy is:

24 April, 2016 at 11.59 p.m.

Postal votes may be casted as per the same deadline.

Shareholder status is proven either by a registration of the shareholder's title in the company's register of shareholders or by presentation of documentation from the shareholder's account controller. At the time of the request for an admission card, this documentation must not be older than 14 days.

Søndersø 1 April, 2016

The Board of Directors of SP Group A/S

In case of any discrepancies between the Danish and the English notice of the Annual General Meeting, the Danish version shall prevail.