

NASDAQ OMX Copenhagen A/S  
Nikolaj Plads 6  
1007 Copenhagen K

Announcement No. 18 / 2013  
27 March 2013

CVR No. 15701315

**Notice of Annual General Meeting in SP Group on 19 April 2013**

Enclosed please find notice of Annual General Meeting in SP Group on Friday, 19 April 2013.

**For further information:**

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[www.sp-group.dk](http://www.sp-group.dk)



**Notice of**  
**Annual General Meeting in SP Group A/S**

The Annual General Meeting will be held on:

**Friday, 19 April 2013 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 dividends of DKK 2.50 per share for 2012.
5. Any proposals by the Board of Directors or the shareholders.

Proposal by the Board of Directors:

- a. Until **1 April 2016** the Board of Directors is authorised in one or more stages to issue up to **200,000** warrants to SP Group A/S' executives and to introduce the associated increase of the share capital of up to nominally DKK 2,000,000 without pre-emption right to the existing shareholders. In connection with the issuance the Board of Directors will determine the terms and conditions of the warrants
- b. That article 7.1 of the Articles of Association be amended to:

"No later than **3** weeks before the General Meeting the agenda and the proposals to be submitted to the general meeting, and, in respect of the annual general meeting, also the annual report duly provided with the audit report signed by the Board of Directors and the Executive Board must be **made available at the Company's website** and at the Company's office for inspection by the shareholders and must be sent to each registered shareholder requesting so."

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 and Hans Wilhelm Schur. Moreover, the Board of Directors suggests Hans-Henrik Eriksen as new member of the board. An introduction of the candidates is enclosed this notice of annual general meeting, and the candidates are being introduced at the Company's website under "Investor Relations" as well.

7. Election of auditor.

The Board of Directors suggests re-election of KPMG, Statsautoriseret Revisionspartnerselskab.

8. Any other business.

The notice of the annual general meeting including the agenda, the complete proposals, the proposal for amended Articles of Association, a version of the present Articles of Association and the audited annual report for 2012 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 29 March 2013. Furthermore, the documents are available at the company's website:

[www.sp-group.dk](http://www.sp-group.dk) under "investor Relations" as of 29 March 2013.

**Registration date ("Registreringsdatoen")** is 12 April 2013 – 1 week prior to the 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 General Meeting, when he has requisitioned an admission card as described below. Votes may be casted by proxy. At the General Meeting, any share amount of DKK 10.00 entitles the holder to 1 vote. At the time of the convening of the General Meeting, the share capital of the company amounts to DKK 20,240,000.

In order to gain access to the 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](http://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.

The 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](http://www.sp-group.dk) under "Investor Relations".

If signing up electronically to the 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:

16 April 2013 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.

Sønderød, 27 March 2013

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.

## APPENDIX: Election of members of the Board of Directors



### Proposed members for re-election:



#### Niels Kristian Agner

Director, Værløse, born in 1943.

Member of the Board of Directors and chairman since 1995.

**Other directorships:** Pigro Management ApS (D), Dantherm A/S (BM), Dantherm Fonden (BM), Aktieselskabet Schouw & Co. (BM), G.E.C. Gads Forlag Aktieselskab af 1994 (BM), C. E. Gads Fond (commissioned), Direktør Hans Hornsyld og Hustru Eva Hornsylds Legat (BM), Direktør Svend Hornsylds Legat (BM), D.F. Holding, Skive A/S (BM) and SP Moulding A/S (BF).

**Independence:** Is not considered independent due to more than 12 years' membership of the Board of Directors.



#### Erik Preben Holm

CEO, Hellerup, born in 1960.

Member of the Board of Directors since 1997, deputy chairman.

**Other directorships:** Aikan A/S (BF), KKGroup A/S (BF), Solum A/S (BF), Solum Roskilde A/S (BF), Vernal A/S (BF), Arvid Nilssons Fond (NF), SP Moulding A/S (NF), AO Invest A/S (BM), Emidan A/S (BM), Brødrene A & O Johansen A/S (BM), Fonden Maj Invest Equity General Partner (BM), Fanmilk International A/S (BM), Maj Invest Equity A/S (BM), Vega Sea A/S (BM), Lilleheden A/S (BM), Palsgaard Gruppen A/S (BM), PLUS A/S (BM), Equity Datterholding 2 ApS (D), Erik Holm Holding ApS (D), Fondsmæglerselskabet Maj Invest A/S (D), Maj Invest Equity A/S (D) and Maj Invest Holding A/S (D).

**Independence:** Is not considered independent due to more than 12 years' membership of the Board of Directors.



#### Erik Christensen

Director, Vejle, born in 1937.

Member of the Board of Directors since 2002.

**Other directorships:** Andreas Andresen A/S (BM), Andresen Invest A/S (BF), B. Christiansen Holding A/S (BM), British Car Import A/S (BM), China Car Import A/S (BF), Ejendomsselskabet af 1. oktober 1999 A/S (BM), Ejendomsselskabet Petersbjerg Kolding A/S (BM), Ejendomsselskabet Sjællandsvej A/S (BM), Hyundai Bil Import A/S (BM), K. Christiansen Holding A/S (BM), Konsul Axel Schur og Hustrus Fond (BM), Luise Andresens Fond (BF), Nic. Christiansen Holding A/S (BF), Nic. Christiansen Import A/S (BF), Nic. Christiansen Invest A/S (BM), Nic. Christiansens Fond (BF), Olitec Packaging Solution A/S (BM), Sarepta A/S (BM), Schur Conference Center A/S (BM), Schur International Holding A/S (BM), Schur Invest A/S (BM), SP Moulding A/S (BM), Terminalen A/S (BM), NCG Retail A/S (BM) and NCG Retail Nordic A/S (BM), Ferrum Holding A/S (BF), Ferrum A/S (BF) and NBK Invest A/S (BM).

**Independence:** Is considered independent.



#### Hans Wilhelm Schur

CEO, Horsens, born in 1951.

Member of the Board of Directors since 1999.

**Other directorships:** Dansk Industri, Horsens (BM), Danmarks Industrimuseum (BF), Konsul Axel Schur og Hustrus Fond (BF), Schur International A/S (D and BM) and Schur Invest A/S (D and BM), Dit Pulterkammer A/S (BM), SP Moulding A/S (BM) and member of Nykredit's Committee of Representatives.

**Independence:** Is not considered independent due to more than 12 years' membership of the Board of Directors.

### Proposed member for election:



#### Hans-Henrik Eriksen

CEO, Risskov, born in 1960.

**Other directorships:** Bagger-Sørensen Fonden (BM), Bagger-Sørensen & Co. A/S (D), Bagger-Sørensen Invest A/S (D), Vecata Invest A/S (D), Vecata Ejendomme A/S (D), 4 Best Invest A/S (D), Liplasome Pharma A/S (D and BM), Columbus E ApS (F), Coffeebrewer Nordic A/S (F), Cardlab ApS (BM), Cardlab Innovation ApS (BM), Exact Brazil A/S (BM), Færch Holding ApS (NF), R. Færch Plast A/S (NF), Limb Holding ApS (BM), Michael Limb Holding ApS (BM), Limb Finance A/S (BM), CHV Holding A/S (BM).

**Independence:** Is considered independent.