

NASDAQ OMX Copenhagen A/S
Nikolaj Plads 6
DK-1067 København K

Announcement no 03 / 2009
8 April 2009

Notice of Annual General Meeting in SP Group A/S on 24 April 2009

Enclosed please find notice of Annual General Meeting in SP Group A/S on 24 April 2009.

For further information, please take contact to Chief Executive Officer Frank Gad.

Yours faithfully

Niels K. Agner
Chairman of the Supervisory Board

Frank Gad
Chief Executive Officer

Further information:

CEO Frank Gad
Phone: (+45) 70 23 23 79
www.sp-group.dk



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:

Friday the 24 April 2009 at 12.00 p.m.

at:

Ergomat A/S, Sunekær 13-15, 5471 Søndersø, Denmark with the following agenda:

1. The Directors' report on the activities of the Group in the past financial year
2. Presentation and adoption of the audited annual report
3. Resolution of discharge to the Board of Directors and the Executive Board
4. Resolution for the distribution of the profit or for the treatment of loss according to the adopted annual report
5. Any proposals by the Board of Directors or the shareholders.

Proposals by the Board of Directors:

a) SP Group A/S – Reduction of capital

Articles of Association, Art. 4, item 1: The share capital is suggested reduced with nominally DKK 182.160 million from DKK 202.400 million to DKK 20.240 million, of which amount DKK 48.193 million cover a realized loss at 31.12.2008, while DKK 133.967 million are appropriated to a special fund pursuant to Companies Act, Section 44a to secure the company. The number of shares in the company remains unchanged, 2.024 million shares, while each share of nominally DKK 100 is reduced to a nominal value of DKK 10. Article 4, item 1, is therefore amended to the following wording:

“The company’s share capital amounts to DKK 20.240 million and is distributed on shares of DKK 10 or multiple hereof”.

Articles of Association, Art. 4, item 9: Article 4, item 9, discontinues, as the subscription period of 30,000 warrants has expired.

Articles of Association, Art. 5, item 1: The authorization in Article 5, item 1, to increase the company’s share capital up to nominally DKK 100 million is suggested changed to nominally DKK 10. The Articles of Association, Art. 5, item 1, will be amended to the following wording:

“ The Board of Directors is authorized to one or several times until 1 April 2010 to increase share capital with up to DKK 10 million by subscribing new shares at market price or a lower price, determined by the Board of Directors, however, not below DKK 10.”

Articles of Association, Art. 5, item 4: As a consequence of the reduction of the share capital, article 5, item 4 is suggested amended to the following wording:

“The Board of Directors is authorized to one of several times until 1 May 2011 to issue up to 80,000 warrants (subscription rights) to SP Group’s executives and to complete the increase of share capital related hereto with up to nominally DKK 800,000 without any pre-emption rights of the existing shareholders. The terms for the issued warrants will be determined by the Board of Directors in conjunction with the issue of shares”.

Articles of Association, Art. 8, item 1: Articles of Association, Art. 8, item 1 will have the following new wording:

"Each share of DKK 10 gives one vote".

b) OMX Nordic Exchange Copenhagen A/S and Værdipapircentralen A/S – new names

Articles of association, Art. 4, item 2. OMX Nordic Exchange Copenhagen A/S and Værdipapircentralen A/S have new names. Article 4, item 2 is suggested amend to the following wording:

"The company's shares are listed on NASDAQ OMX Copenhagen A/S and registered at 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 and Hans Wilhelm Schur. For a description of the candidates please look in the annual report.

7. Election of auditor.

The Board of Directors suggests re-election of Deloitte, Statsautoriseret Revisionsaktieselskab.

8. Any other business.

The agenda and the complete proposals to be presented to the general meeting and the annual report of the company including auditor's report and the company report signed by the board of directors and the executive board is available for examination at the premises of the company, Snavevej 6-10, 5471 Sønderød, as of 14 April 2009.

Shareholders and consultants (accompanied) must present admission cards at the entrance. Admission cards and proxy is arranged electronically via the shareholders' portal on our website www.sp-group.dk. 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 can be required by filling in and sending the entry form. Here it is also possible to give proxy. By signing up electronically we invite you to state your email address for future electronic communication purposes. Deadline for requiring admission cards or proxy is 20 April 2009 at 16h00.

Shareholders' status is proved either by a registration of the shareholder's title in the company's register of shareholders or by presentation of documentation of the shareholder's account controller. This documentation must at the time of request of admission card no be older than 14 days.

Sønderød, 8 April 2009

The Board of Directors of SP Group A/S

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