

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

The Annual General Meeting will be held on:

Tuesday, the 26 April 2011 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 Group in the past financial year.
2. Presentation and adoption of the audited 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.
5. Any proposals by the Board of Directors or the shareholders.

Proposals by the Board of Directors:

Amendments to SP Group's Articles of Association to the effect that

Articles of Association, Art. 4, item 8 concerning 80,000 issued warrants valid until 31 March 2011 discontinues.

Articles of Association, Art. 4, item 9 concerning 80,000 issued warrants valid until 31 March 2015 advances to be the new Article 4, item 8.

On 30 March 2011, the Board of Directors has utilized the authorisation earlier granted by the General Meeting and has issued 100,000 warrants to the Board of Directors and executive officers in the company and its subsidiaries.

As a consequence hereof, the following is proposed as **a new Article 4, item 9**:

"In 2011, the company has issued a further 100,000 warrants to the Managing Board of Directors and executive officers in the company and its subsidiaries. Each warrant entitles the holder to the subscription for one share in the company. These warrants may be used for the subscription of shares in the company in the period 1 April 2014 until 31 March 2017. The subscription price shall be 100 with the addition of 7.50% p.a. calculated from 1 April 2011 and until utilization at the earliest can happen.

Articles of Association, Art. 5, item 4 regarding the Board of Directors' authorization to issue 100,000 warrants valid until 1 April 2013 discontinues.

As a new **Article 5, item 4**, the Board of Directors proposes a new authorization to the Board of Directors with the following wording:

“ The Board of Directors is authorized to, one or several times until **1 April 2014**, to issue further warrants up to **100,000 warrants** to SP Group A/S' executive officers as well as to implement the consequential raise in the company's share capital with up to nominally DKK 1,000,000 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”.

Articles of Association, Art. 8, item 2, 1. sentence is proposed to be amended with the following wording:

Every shareholder is entitled to appear at the General Meeting, provided that, no later than 3 days prior to the General Meeting, he has requisitioned an admission card **on the shareholder portal on www.sp-group.dk or has voted by post or by proxy, which vote has been received by Computershare A/S no later than 3 days prior to the General Meeting.**

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, reference is made to the annual report.

7. Election of auditor.

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

8. Any other business.

The notice of the meeting including the agenda, the complete proposals, including the proposal for amended Articles of Association, a version of the present Articles of Association as well as the auditor's report for 2010 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 Sønderø, as of 1 April 2011. Furthermore, the documents are available at the company's homepage:

www.sp-group.dk under “Investor Relations” as of 1 April 2011.

Registration date (“Registreringsdagen”) is 19 April 2011 – 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. Admission cards and vote by proxy are arranged 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 required 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.

A new possibility for all shareholders is to cast a postal vote before the General Meeting.

Votes by post or by proxy must be casted 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 general meeting, we request you to state your email address for future electronic communication purposes. Deadline for requiring admission cards or declaring to vote by proxy is:

20 April 2011 at 11.59 pm.

Postal votes may be casted as per the same deadline.

Shareholder status is proved 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 2011

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.