

NASDAQ Copenhagen A/S
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Announcement No. 21 / 2017
5 April, 2017
CVR No. 15701315

Notice of Annual General Meeting in SP Group A/S on Thursday 27 April 2017

Enclosed please find notice of Annual General Meeting in SP Group on Thursday 27 April, 2017.

Further information:

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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:

Thursday 27 April, 2017 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 6.00 per share for 2016.
5. Any proposals from the Board of Directors or shareholders:

- a. Proposal to amend article 6 (1) in the Company's Articles of Association.

The Board of Directors propose to amend the Company's Articles of Association to make it possible to hold future Annual General Meetings of the Company in Kerteminde Kommune.

The wording of the proposed provision is:

"The Company's Annual General Meetings shall be held in Nordfyns Kommune, Vejle Kommune, Hedensted Kommune, Kerteminde Kommune or Københavns Kommune."

- b. Proposal that the Board of Directors' authorization to let the Company repurchase shares of the Company shall be prolonged until 2022.

The proposal has the following wording:

"Until the Annual General Meeting in 2022, the Board of Directors shall be authorized to let the Company repurchase its shares against payment up to a nominal value of 10 % of the registered share capital of the Company. The payments shall not deviate from the stock exchange rate at the time of the acquisition."

6. Election of board members

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

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

Erik Christensen does not wish to accept re-election.

The Board of Directors propose Mrs. Bente Overgaard to be elected as new member of the Board of Directors. Further information on Mrs. Bente Overgaard can be seen on the website of the Company as of 5 April, 2017.

7. Election of auditor.

The Board of Directors suggests re-election of Ernst & Young, Godkendt Revisionspartnerselskab, CVR-nr. 30 70 02 28. The Board of Directors, who are all members of the Audit Committee have not been influenced by any third parties, and are not - and have not been - subject to any agreement with any third party, which may in any way limit the appointment of a specific Audit Firm by the Annual General Meeting.

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 2016 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 Søndersø, as of 5 April, 2017. Furthermore, the documents are available at the company's website:

www.sp-group.dk under "Investor Relations" as of 5 April, 2017.

The registration date ("Registreringsdatoen") is 20 April, 2017 – 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 22,780,000.

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 the company's 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:

23 April, 2017 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 5 April, 2017

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.

ANNEX: Election of board members



Proposed members for re-election:



Niels Kristian Agner

Director, Værløse, Denmark, born 1943. Member and Chairman of the Board of Directors since 1995.

Other directorships: Pigro Management ApS (D), D. F. Holding, Skive A/S (CB), Aktieselskabet Schouw & Co. (BM), G.E.C. Gads Forlag Aktieselskab af 1994 (BM), G. E. C. Gads Fond (commissioned), Direktør Hans Hornsyld og Hustru Eva Hornsylds Legat (BM), Direktør Svend Hornsylds Legat (BM), Fonden LDE 2 GP (BM), Fonden LDE 3 GP (BM), Fonden MIFIF II GP (BM) and SP Moulding A/S (CB), Fonden Maj Invest Equity General Partner (BM), Fonden MIE 5 GP (BM).

Independence: Is not considered independent due to more than 20 years' membership of the Board of Directors.



Erik Preben Holm

CEO, Hellerup, Denmark, born 1960. Member of the Board of Directors since 1997, deputy chairman.

Other directorships: Vernal A/S (CB), Sticks 'N' Sushi A/S (CB), Sticks 'N' Sushi Holding A/S (CB), Vega Sea A/S (BM), Arvid Nilssons Fond (DC), SP Moulding A/S (DC), AO Invest A/S (BM), Brødrene A & O Johansen A/S (BM), Fonden Maj Invest Equity General Partner (BM), Maj Invest Equity A/S (BM), Muuto A/S (BM), Muuto Holding A/S (BM), Erik Holm Holding ApS (D), Fondsmæglerselskabet Maj Invest A/S (D), Maj Invest Equity A/S (D), LD Equity 1 K/S (MI), LD Equity 2 K/S (MI), LD Equity 3 K/S (MI), Maj Invest Equity 4 K/S (MI), LD Invest Vietnam K/S (MI), Maj Invest Equity Southeast Asia II K/S (MI), Svendsen Sport A/S (BM).

Independence: Is not considered independent due to 20 years' membership of the Board of Directors.



Hans Wilhelm Schur

CEO, Horsens, Denmark, born 1951. Member of the Board of Directors since 1999.

Other directorships: Dansk Industri, Horsens (BM), Danmarks Industrimuseum (CB), Konsul Axel Schur and Hustrus Fond (CB), Schur International a/s (D and BM), Schur International Holding a/s (D and BM), Schur Finance a/s (CB), Schur Consumer Products Inc. (CB), International Packaging Group (CB), Conflex Packaging GmbH (BM), SP Moulding A/S (BM) and Dit Pulterkammer A/S (BM).

Independence: Is not considered independent due to 18 years' membership of the Board of Directors.



Hans-Henrik Eriksen

CEO, Risskov, Denmark, born 1960. Member of the Board of Directors since 2013.

Other directorships: Digi Kiosk ApS (CB), Advice House ApS (DC), Exact Brazil A/S (BM), EB Præference A/S (BM), Green Tech Center A/S (BM), Green Tech Houses ApS (BM), Food Innovation House ApS (BF), Cardlab ApS (BM), Cardlab Innovation ApS (BM), Liplasome Pharma ApS (BM), Bagger-Sørensen Fonden (BM), SP Moulding A/S (BM), Limb Holding A/S (BF), Limb Finance ApS (BF), Limb Holding Ltd. (BM), Michael Limb Holdings Ltd. (BM), High Firs Investment Company Ltd. (BM), Random Wood Investment Company Ltd. (BM), Jutland Equity Investment Company Ltd. (BM), Columbus E. ApS (BM), THE BREW COMPANY A/S (BM), Jabami ApS (BF), Navest A/S (CB), Ejendomsanparts-selskabet MT 04 (CB), Bricks A/S (BM), Bricks Ejendomme A/S (BM), Ejendomsselskabet SF44 A/S (BM), TAB LABS Ltd. (BM), Arcedi Biotech ApS (BM), Bagger-Sørensen & Co. A/S (D), Bagger-Sørensen Invest A/S (D), Vecata Ejendomme A/S (D), Vecata Invest A/S (D), Liplasome Pharma ApS (D), 4 Best Invest ApS (D), Tina Holding ApS (D), J-Flight ApS (D), Idecra IVS (D), SoLoCa IVS (D), GUMLINK A/S (D), OKONO HOLDING ApS (D), CHEW INVEST ApS (D).

Independence: Is considered independent.

New candidate proposed:



Bente Overgaard

MSc (Political Science) Hellerup, Denmark, born 1964.

Ms Overgaard has extensive insight into business management, IT and financial matters from her more than 25 years with Nykredit, her most recent position being group managing director.

Other directorships held: Programme manager at CBS Executive: board education, banking, pension and insurance. Partner, Flensby & Partners. Finansiell Stabilitet (BM), Den Danske Naturfond (DC), Royal Arena CPH (BM) and ØresundsInstitutet (BM).

Independence as a board member: Is considered to be independent.