

NASDAQ Copenhagen A/S  
Nikolaj Plads 6  
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Announcement No. 20 / 2018  
4 April, 2018  
CVR No. 15701315

**Notice of Annual General Meeting in SP Group A/S on Thursday 26 April 2018**

Enclosed please find notice of Annual General Meeting in SP Group on Thursday 26 April 2018.

**Further information:**

CEO Frank Gad  
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[www.sp-group.dk](http://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 26 April, 2018 at 12.00 noon**

at:

MedicoPack A/S' premises, Industrivej 6, 5550 Langeskov

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 10 per share for 2017.
5. Any proposals from the Board of Directors or shareholders:

- a. Proposal to change the nominal value of a share from DKK 10 to DKK 2.

The Board of Directors propose to change the nominal value of the Company's shares from DKK 10 to DKK 2, whereby each share of DKK 10 of the Company is replaced by 5 new shares at a value of each DKK 2, thereby strengthening the share liquidity.

Accordingly, the wording of the Articles of Association paragraph 4, section 1 is proposed to be changed to the following:

*"The Company's share capital amounts to DKK 22,780,000 divided into shares of DKK 2."*

Furthermore, it is proposed to change the voting rights of the Company's shares entitling each share of DKK 2 to one vote. Accordingly, it is proposed to change the Articles of Association paragraph 8, section 1 to the following wording:

*"Each share of DKK 2 is entitled to one vote."*

The Articles of Association paragraph 5, section 4 and sections of the Articles of Association in which the nominal share value is mentioned shall be changed accordingly.

6. Election of Board of Directors

All members of the Board of Directors 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, Hans-Henrik Eriksen and Bente Overgaard. See the annual report for a description of the candidates.

7. Election of auditor.

The Board of Directors suggest 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 2017 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 4 April, 2017. Furthermore, the documents are available at the company's website:

[www.sp-group.dk](http://www.sp-group.dk) under "Investor Relations" as of 4 April, 2018.

**The registration date ("Registreringsdatoen")** is 19 April, 2018 – 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 in due time requisitioned admission cards which will be handed out 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](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.

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, Lottenborgvej 26D, 1. Sal, DK-2800 Kgs. Lyngby, Denmark.

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 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:

20 April, 2018 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 4 April, 2018

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.