

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

Announcement No. 17 / 2015
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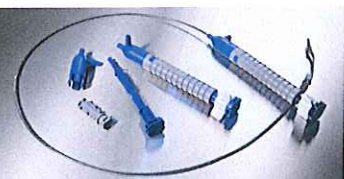
Notice of Annual General Meeting in SP Group A/S on 28 April 2015

Enclosed please find notice of Annual General Meeting in SP Group on Tuesday, 28 April 2015.

In case of any discrepancies the Danish version shall prevail.

Further information:

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Notice of
Annual General Meeting in SP Group A/S

The Annual General Meeting will be held on:

Tuesday, 28 April 2015 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 3.50 per share for 2014.
5. The Board of Directors' proposal to amend the Company's articles of association.

The Board of Directors proposes to amend the Company's articles of association, article 5 (1 and 2):

In article 5 (1) the period in which the Board of Directors is authorised to increase the share capital is proposed extended by five years.

The wording of article 5 (1) will hereafter be amended to:

'The Board of Directors is authorised to increase the share capital by up to nom. DKK 10 million in the period until 1 April 2020 by one or more subscriptions for new shares at market price or a lower price determined by the Board of Directors, however, not below DKK 10'.

In article 5 (2) the sentence 'or a lower price determined by the Board of Directors, however, not below DKK 10' is proposed deleted.

The wording of article 5 (2), third sentence, will hereafter be amended to:

'The increase may take place by means of cash payment or as consideration for specific assets, including existing business enterprises. The Board of Directors may decide that the subscription must be made without pre-emption rights for the existing shareholders provided that the subscription is made at market price. Moreover, the Board of Directors may exercise the authority by offering the employees in the Company and its subsidiaries to subscribe for shares at market price without pre-emption rights for the existing shareholders. Market price refers to the most recent listed buyer price at 17.00 p.m. at the date of acquisition of SP Group A/S' shares at a margin of ± 10 %.

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, Hans Wilhelm Schur, and Hans-Henrik Eriksen. See the annual report for a description of the candidates.

7. Election of auditor.

The Board of Directors suggests election of Ernst & Young, Godkendt Revisionspartnerselskab, CVR-nr. 30 70 02 28.

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 2014 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 1 April 2015. Furthermore, the documents are available at the company's website:

www.sp-group.dk under "Investor Relations" as of 1 April 2015.

Registration date ("Registreringsdatoen") is 21 April 2015 – 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 20,240,000.

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 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 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:

24 April 2015 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, 1 April 2015

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.