



PROXY

**Annual General Meeting of NKT Holding A/S on Friday 21 April 2017 at 3 pm CET,
at Bella Center, Conference Entry 1, Center Boulevard 5, DK-2300 Copenhagen S**

The undersigned

Name: _____

Address: _____

Postcode and city: _____

VP Account number: _____

hereby authorise the undersigned to attend and vote on my behalf at the Annual General Meeting of NKT Holding A/S on Friday 21 April 2017 at 3 pm CET in accordance with the information set out below:

Please tick the fields A), B), or C) or submit your proxy at www.nkt.dk.

- A) Authorisation is given to a named third party: _____
State the authorised agent's name and address (CAPITALS)
or
- B) Authorisation is given to the Board of Directors (or order) to vote in accordance with the Board of Directors' recommendation as set out in **the table on the next page**.
or
- C) Authorisation is given to the Board of Directors (or order) to vote in accordance with what has been ticked **on the next page**.

If the proxy is only signed and dated, the proxy will be regarded as having been given in accordance with the recommendations of the Board of Directors as set out in the table on the next page.

The proxy applies to all subjects discussed at the Annual General Meeting. If new proposals are put to the vote, including proposals regarding changes or persons not included in the agenda, your authorised agent will vote on your behalf to the best of his/her beliefs.

The proxy applies to shares which the undersigned holds on the Date of Registration as accounted for in the shareholders' register of NKT as well as notifications regarding ownership which NKT has received but not yet entered in the register of shareholders.





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**Annual General Meeting of NKT Holding A/S on Friday 21 April 2017 at 3 pm CET,
at Bella Center, Conference Entry 1, Center Boulevard 5, DK-2300 Copenhagen S**

Please tick the fields "FOR", "AGAINST" or "ABSTAIN" to indicate how you wish your votes to be cast.

Agenda <i>(the full contents of the proposals can be found in the notice convening the Annual General Meeting)</i>		FOR	AGAINST	ABSTAIN	The Bords Reccomen- dations
1.	Report by the Board of Directors (not open for voting)				-
2.	Presentation of the audited Annual Report (not open for voting)				-
3.	Adoption of the audited Annual Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
4.	Proposal by the Board of Directors for the distribution of profits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
5.	Resolution discharging the Management and Board of Directors from their liabilities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
6.	Remuneration of the Board of Directors and committees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
7.	Election of board members:				
	a. Re-election of Jens Due Olsen	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
	b. Re-election of Anders Runevad	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
	c. Re-election of Jens Maaløe	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
	d. Re-election of Jutta af Rosenborg	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
	e. Re-election of Lars Sandahl Sørensen	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
	f. Re-election of René Svendsen-Tune	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
8.	Re-election of one or more public accountant(s): Re-election of Deloitte Statsautoriseret Revisionspartnerselskab	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
9.	9. Proposals from the Board of Directors and shareholders:				
	a. Proposal from the Board of Directors to mandate the Board of Directors to prepare for and, subject to any statutory requirements, execute a split-up of the NKT Holding Group before the Annual General Meeting in 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
	b. Proposals from the Board of Directors to change the Company's name to NKT A/S and to insert secondary name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
	c.1 (i) - (xiii) and (xx) - (xxi) Proposals from the Board of Directors of modifications according to amended legislation, deletion of expired provisions and amendments accordingly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
	c.2 (xiv) Proposal from the Board of Directors to insert a new article concerning language in connection with as well as at the General Meetings of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
	c.3 (xv) Proposal from the Board of Directors to insert a new article concerning availability and announcement of minutes of the General Meeting and results of voting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
	c.4 (xvi) Proposal from the Board of Directors to amend the article concerning adoption of proposals	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
	c.5 (xvii) Proposal from the Board of Directors to insert a new article concerning corporate language	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
	c.6 (xviii) Proposal from the Board of Directors for additional wording of the article concerning the power to bind the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
	c.7 (xix) Proposal from the Board of Directors to insert a new article concerning electronic communication	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
	d. Proposal from the Board of Directors to authorise the Board of Directors to issue shares by a maximum amount of DKK 200,000,000. Valid until 20 April 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
	e. Proposal from the Board of Directors to authorise the Board of Directors to raise convertible loans by a maximal nominal amount of DKK 100,000,000 shares. Valid until 20 April 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
	f. Proposal from the Board of Directors to amend the remuneration policy of NKT Holding A/S	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
10.	Any other proposals (not open for voting)				-

| | | | 2 | 0 | 1 | 7 |

Date

Signature

This proxy must be in receipt of Computershare A/S, Kongevejen 418, DK-2840 Holte **no later than Tuesday 18 April 2017 at 10 am CET**. The form should be sent either by mail or by fax +45 4546 0998. The proxy can also be submitted at www.nkt.dk.