



28 February 2014

*To our shareholders*

**Notice convening the Annual General Meeting of NKT to be held at:**

**Tivoli Hotel & Congress Center, Arni Magnussons Gade 2, DK-1577 Copenhagen on  
Tuesday 25 March 2014 at 3 pm (doors will open at 2 pm)**

The agenda for the Annual General Meeting with the full contents of the proposals is enclosed as exhibit 1.

**Admission cards and voting papers**

Not later than on Friday 21 March 2014 you are required to request for an admission card for yourself or any proxy and for any attending advisor or accompanying guest if you wish to attend the Annual General Meeting (cf. Article 7 of the Articles of Association). Voting papers are issued together with admission cards. The admission card is issued on the basis of ownership registered in NKT's shareholders register on the date of registration which is Tuesday 18 March 2014, and on the basis of notifications which NKT has received not later than on the date of registration with the purpose of being entered into the shareholders register.

Admission cards and voting papers can be ordered online until Friday 21 March 2014 at 11.59 pm at VP Investor Services A/S' website [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm) or NKT's website [www.nkt.dk](http://www.nkt.dk).

Prior to such date and time, admission cards and voting papers can also be ordered by telephone at VP Investor Services A/S, +45 4358 8891 (giving details of your name and VP reference number), by contacting NKT at Vibeholms Allé 25, DK-2605 Brøndby, Denmark (also giving details of your VP reference number) or - in case you receive this notice by post - by returning the completed form duly signed in the enclosed addressed envelope to VP Investor Services A/S or fax +45 4358 8867. General reference is made to [www.nkt.dk](http://www.nkt.dk) under the heading 'Investors'/'NKT InvestorPortal' where the options for ordering admission cards and voting papers available to the shareholders are described.

All requested admission cards and voting papers will be sent to the addresses registered in NKT's shareholders register.

Shareholders who wish to bring an accompanying guest are required to provide the name of the guest upon requisitioning for an admission card. If a shareholder is represented by proxy, the proxy also has the option of being accompanied by a guest provided that the name of the guest is also given.

**Proxy**

In case you are not able to attend the Annual General Meeting a proxy can be given to the Board of Directors or the Chairman of the Board of Directors, alternatively to another person appointed by you as a shareholder. Hereafter, the proxy holder can exercise the voting rights attached to the shareholder's shares at the Annual General Meeting. Proxy can be given online at [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm) or at [www.nkt.dk](http://www.nkt.dk) under the heading 'Investors' or by completing and signing the 'proxy/vote by correspondence form' and post it to VP Investor Services A/S, Weidekampsgade 14, Postboks 4040, DK-2300 Copenhagen S, to be received not later than on Friday 21 March 2014 at 11.59 pm.

**Vote by correspondence**

In addition hereto it is possible to vote by correspondence. Written votes can be given online at [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm) or at [www.nkt.dk](http://www.nkt.dk) under the heading 'Investors' or by completing and signing the 'proxy/vote by correspondence form' with clear indication of the shareholder's name and VP reference number and post it to VP Investor Services A/S, Weidekampsgade 14,

Postboks 4040, DK-2300 Copenhagen S to be received not later than Friday 21 March 2014 at 10 am. A written vote cannot be withdrawn. Please note that it is not possible to give both proxy and to vote by correspondence.

### **Agenda etc.**

No later than three weeks before the Annual General Meeting, all documents submitted to the Annual General Meeting, including the agenda with the full proposals and the audited Annual Report 2013, will be available for inspection by the shareholders at the NKT's office, Vibeholms Allé 25, DK-2605 Brøndby. At the same time, i.e. no later than three weeks before the Annual General Meeting, the following documents will be available on NKT's website, [www.nkt.dk](http://www.nkt.dk) under the heading 'Investors': (1) the notice convening the Annual General Meeting, (2) information about NKT's total share capital and voting rights at the time of the notice convening the Annual General Meeting, (3) the agenda, (4) the full proposals to be submitted to the Annual General Meeting, (5) the Annual Report for 2013 and (6) forms to be used for notice of attendance and form for possible voting by proxy and form to be used for voting by written vote(s). At the request of individual shareholders, an overview of the Group's 5-year financial highlights is attached to this notice. The full audited Annual Report for 2013 is available on NKT's website, [www.nkt.dk](http://www.nkt.dk), under the heading 'Investors'.

### **Share capital and right to vote**

The share capital of NKT as per today amounts to 478,593,580 DKK, each share of 20 DKK nominally. Any share amount of 20 DKK shall carry one vote at the Annual General Meeting.

The right to vote at the Annual General Meeting is determined by the number of shares held by the shareholder on the date of registration, cf. Article 7(3) of the Articles of Association. The number of shares held by each shareholder at the registration date is calculated based on the number of shares registered in the shareholders register of NKT as well as any notification received by NKT not later than on the date of registration with the purpose of being entered into the shareholders register.

### **Information to the shareholders**

The Board of Directors has decided that the Annual General Meeting shall be conducted by physical presence. Prior to the Annual General Meeting the shareholders may ask questions in writing to NKT's Group Management regarding issues of importance for the assessment of the Annual Report for 2013, NKT's position or any other issues which are subject to decision at the Annual General Meeting. Questions shall be sent to [GF2014@nkt.dk](mailto:GF2014@nkt.dk) or by post to NKT's address. NKT may choose to answer the question by posting the answer on the website ([www.nkt.dk](http://www.nkt.dk)). If the shareholder is not represented at the Annual General Meeting, NKT may omit answering the question. At the Annual General Meeting shareholders may ask questions orally to NKT's Group Management and NKT's auditor elected by the Annual General Meeting regarding the above-mentioned issues.

### **Useful information**

The Annual General Meeting will start at 3 pm. Should you arrive later please go to the registration desk.

The Annual General Meeting will be transmitted live on NKT's website, [www.nkt.dk](http://www.nkt.dk).

Press officers attending the Annual General Meeting are required to approach the information desk for registration and shall carry visible press tags. Taking photographs during the Annual General Meeting and the subsequent event is permitted only for registered press officers.

Directly after the Annual General Meeting NKT will host a reception and a light refreshment.

Yours faithfully  
**Board of Directors** of  
NKT Holding A/S