

NKT A/S' Extraordinary General Meeting on Tuesday, 10 October 2017 at 10:30 am (CEST) at Tivoli Hotel & Congress Center, Arni Magnussons Gade 2, DK-1577 Copenhagen V

In accordance with article 5 of the Articles of Association, notice is hereby given of an Extraordinary General Meeting of NKT A/S, company registration no. 62 72 52 14.

## Agenda and full content of the Proposals

1. The Board of Directors proposes to adopt a demerger of NKT A/S pursuant to which part of NKT A/S' activities, assets and liabilities will be transferred to a new company named Nilfisk Holding A/S.

It is proposed that NKT A/S is partially demerged with effect as of 1 January 2017 for accounting purposes on the terms and conditions set out in the demerger plan dated 11 September 2017 with Schedule 1 (demerger balance sheet) and Schedule 2 (draft Articles of Association for Nilfisk Holding A/S) announced by the Company on the same date.

Upon completion of the demerger, NKT A/S' holding of shares in Nilfisk A/S and certain other activities, assets and liabilities of NKT A/S related to the Nilfisk business will be contributed to a new Danish limited liability company to be named Nilfisk Holding A/S. The existing activities of NKT and NKT Photonics and other activities, assets and liabilities of NKT A/S not transferred to Nilfisk Holding A/S, will remain organised in NKT A/S.

The demerger will be implemented as a tax-exempt demerger under the Danish Merger Tax Act.

Upon completion of the demerger, (i) the shares of Nilfisk Holding A/S will, subject to the consent of Nasdaq Copenhagen A/S, be admitted to trading and official listing on Nasdaq Copenhagen A/S and (ii) the shares in Nilfisk Holding A/S will be distributed to the shareholders in NKT A/S proportionally to their shareholdings in NKT A/S.

The demerger is described in greater detail in the voluntary demerger statement which is announced by the Company on 18 September 2017. The voluntary demerger statement along with the following materials relating to the demerger is available at the Company's websites [www.nkt.dk](http://www.nkt.dk) and [www.nilfisk.com](http://www.nilfisk.com) and is available for inspection at the Company's offices

at Vibeholms Allé 25, 2605 Brøndby, Denmark and Kornmarksvej 1, 2605 Brøndby, Denmark:

- Demerger plan with schedules
- Declaration by the valuation experts on the creditors' position.

The Board of Directors believes that the demerger is in the best interest of the shareholders of NKT A/S as it would allow for substantial value creation by unlocking the full potential of each of the companies. A separation will create two leading businesses, each with a clearly defined investment case. It is the view of the Board of Directors of NKT A/S that the combined business as it exists before the separation has been undervalued due to the limited interrelation and lack of synergies between the different businesses and that a separation will allow for enhanced governance and management focus, as well as capital allocation decisions better aligned to successfully execute the respective strategic agendas of the two companies.

Accordingly, the Board of Directors recommends that the shareholders vote in favour of the demerger proposal.

Adoption of the demerger implies acceptance and adoption of the draft Articles of Association of the new company Nilfisk Holding A/S attached to the demerger plan.

The proposals set out in items no. 2-7 of the agenda are contingent upon the adoption of item no. 1 of the agenda.

2. Election of members to the Board of Directors of Nilfisk Holding A/S

It is proposed that the following persons are elected by the General Meeting as members of the Board of Directors of Nilfisk Holding A/S:

Jens Peter Due Olsen, Anders Erik Runevad, Jens Maaløe, Jutta af Rosenborg, Lars Sandahl Sørensen and Rene Svendsen-Tune.

A description of the background and other executive functions (CV's) held by the persons up for election is attached and is available on the websites [www.nkt.dk](http://www.nkt.dk) and at [www.nilfisk.com](http://www.nilfisk.com).

In addition to the members of the Board of Directors elected by the General Meeting, Nilfisk Holding A/S will have three group employee representatives, which will initially be Gitte Toft Nielsen, Yvonne Markussen and Michael Gamtofte.

As a result of the demerger, Gitte Toft Nielsen will step down as a group employee representative in NKT A/S.

### 3. Election of auditor of Nilfisk Holding A/S

It is proposed that Deloitte Statsautoriseret Revisionspartnerselskab, company registration no. 33 96 35 56, is elected auditor of Nilfisk Holding A/S. The proposal is in accordance with the nomination made by the Audit Committee of NKT A/S, which considers it in the best interest of the Nilfisk group and the shareholders that the current auditor of the NKT group is elected as auditor of Nilfisk Holding A/S. The Audit Committee is not influenced by any third parties and has not been subject to any agreement which limits the General Meeting's freedom to elect auditor or audit firm.

### 4. Adoption of a remuneration policy with respect to the Board of Directors and Executive Management of Nilfisk Holding A/S

It is proposed to adopt a remuneration policy with respect to the Board of Directors and Executive Management of Nilfisk Holding A/S on the terms and conditions set out in the attached draft remuneration policy for Nilfisk Holding A/S.

### 5. Remuneration of the Board of Directors of Nilfisk Holding A/S

It is proposed that the remuneration of the Board of Directors of Nilfisk Holding A/S for 2017 shall be DKK 207,700 to the Chairman, DKK 138,500 to the

Deputy Chairman and DKK 69,250 to each of the other members.

For 2017 it is further proposed that the Chairman of the Audit Committee is remunerated with DKK 46,200, whereas the committee's other member is remunerated with DKK 23,100.

It is proposed that the Chairmen of the Remuneration Committee and the Nomination Committee are remunerated with DKK 23,100 each for 2017 and that the other member of each committee is remunerated with DKK 11,550.

The proposed 2017 remuneration of the Board of Directors and the respective committee members corresponds to 12/52 of the 2017 annual remuneration of the Board of Directors and committee members of NKT A/S.

### 6. Amendment of the Remuneration policy for the Board of Directors and the Executive Management of NKT A/S and the Executive Managements of NKT's business units.

It is proposed to amend the Remuneration policy for the Board of Directors and the Executive Management of NKT A/S and the Executive Managements of NKT's business units as a consequence of the demerger, i.e. generally delete the word "Nilfisk" in the Remuneration policy.

Moreover, as a consequence of the re-branding of NKT it is proposed to generally delete the word "Cables" in the Remuneration policy.

### 7. Election of member to the Board of Directors of NKT A/S

Anders Erik Runevad will step down as member of the Board of Directors of NKT A/S.

It is proposed that Andreas Nauen is elected by the General Meeting as member of the Board of Directors of NKT A/S.

A description of the background and other executive functions (CVs) held by the Board of Directors and the candidate up for election is attached and is available on the Company's website, [www.nkt.dk](http://www.nkt.dk).

8. The Board of Directors proposes the following amendments to the Articles of Association of NKT A/S:

**8.1** Authorisation to issue convertible bonds.

As the former authorisation to the Board of Directors to issue convertible bonds has expired, it is proposed to include a new authorisation in article 3.C with the following wording:

*“3.C.1*

*For a period of 5 years until 9 October 2022 the Company may, by decision of the Board of Directors, by one or more issues raise loans against bonds or other financial instruments with a right for the lender to convert his claim to a nominal amount of DKK 100,000,000 (5,000,000 shares of nominal DKK 20 each) as a maximum (convertible loans).*

*Convertible loans may be raised in DKK or the equivalent in foreign currency computed at the rates of exchange ruling on the day of the loan. The Board of Directors is also authorised to effect the consequential increase of the capital. Convertible loans may be raised against payment in cash or in other ways. The subscription shall take place without pre-emption rights for the shareholders and the convertible loans shall be offered at a subscription price and a conversion price that correspond in aggregate to at least the market price of the shares at the time of the decision of the Board of Directors. The time limit for conversion may be fixed for a longer period than 5 years after the raising of the convertible loan. The terms for the raising of convertible loans shall be determined by the Board of Directors, including loan terms and the rules for conversion of the loans as well as the holder’s legal position in case of capital increase, capital decrease, raising of new convertible loans, dissolution, merger or demerger of the Company before the expiry of the right of conversion. Time and terms for the capital increase shall be decided by the Board of Directors observing the rules in article 3.C.2.*

*3.C.2*

*If the Board of Directors exercises the authorisation granted in article 3.C.1, new shares shall be shares*

*registered in the name of the shareholder and carry dividend as of a date to be fixed by the Board of Directors. No restrictions shall apply as to the pre-emption right of the new shares, and they shall rank pari passu with the existing shares with respect to rights, redeemability and negotiability. The Board of Directors is authorised to make the necessary amendments to the Articles of Association in connection with the capital increases being effected.”*

As a consequence of the new authorisation proposed in Article 3.C, it is proposed to add to Articles 3.A.4 and 3.A.8 the words “but see Article 3.D”, thus amending their wording to:

*3.A.4*

*“The above authorisations to the Board of Directors according to article 3.A., section 1-2 can be utilised to increase the share capital by a total maximum of DKK 50,000,000, but see article 3.D.”*

*3.A.8*

*“The above authorisations to the Board of Directors according to articles 3.A.5 and 3.A.6 can be utilised to increase the share capital by a total maximum of DKK 200,000,000, but see article 3.D”.*

Moreover, and as a consequence of the authorisation proposed as the new article 3.C, it is proposed to insert a new article 3.D with the following wording:

*“3.D*

*The authorisations to the Board of Directors according to articles 3.A.1, 3.A.2, 3.A.5, 3.A.6, 3.B.2, and 3.C.1 can, subject to the limitations set forth therein, be utilised to increase the share capital by a total maximum nominal amount of DKK 200,000,000 and the authorisations to the Board of Directors according to articles 3.A.2, 3.A.6, 3.B.2 and 3.C.1 can, subject to the limitations set forth therein, be utilised to increase the share capital by a total maximum nominal amount of DKK 100,000,000.”*

- 8.2** It is proposed to amend references in articles 5.3, 5.7 and 11.3 to the Company’s website from ‘www.nkt.dk’ to ‘www.nkt.com’.

## Additional information

### Majority requirements

Adoption of the proposals listed under item 1 and 8 of the agenda calls for a majority voting of at least two-thirds of the votes cast as well as of the voting share capital represented at the Extraordinary General Meeting, cf. article 8 of the Articles of Association. Adoption of all other proposals listed on the agenda call for simple majority.

### Documents available for inspection

On 11 September 2017 (i.e. four weeks before the Extraordinary General Meeting) the following documents were made available to the shareholders on NKT A/S' website, [www.nkt.dk](http://www.nkt.dk) under the heading 'Investors\Split of NKT A/S' and on Nilfisk A/S' website, [www.nilfisk.com](http://www.nilfisk.com) under the heading 'NilfiskGroup/Listing of Nilfisk': (1) the demerger plan including schedules, (2) the consolidated audited Annual Reports for 2014, 2015 and 2016 of NKT A/S (only available on NKT A/S' website), and (3) declaration by the valuation experts on the creditors' position.

No later than three weeks before the Extraordinary General Meeting the following documents will be available for the shareholders on NKT A/S' website, [www.nkt.dk](http://www.nkt.dk) under the heading Investors/ General Meeting, and on Nilfisk A/S' website, [www.nilfisk.com](http://www.nilfisk.com) under the heading 'NilfiskGroup/Listing of Nilfisk', and at NKT Shareholder Portal: (1) the notice convening the Extraordinary General Meeting, (2) information about NKT A/S' total share capital and voting rights at the time of the notice convening the Extraordinary General Meeting, (3) the voluntary demerger statement, (4) draft Remuneration policy for Nilfisk Holding A/S, (5) the agenda and the full content of the proposals submitted to the Extraordinary General Meeting including exhibits and (6) forms to be used for request for admission card, appointment of proxy and voting by post.

### Date of Registration

The admission card is issued on the basis of ownership registered in NKT A/S' register of shareholders on the Date of Registration which is 3 October 2017 at

11:59 pm (CEST), and on the basis of notifications received not later than on the Date of Registration for entrance into the register of shareholders.

### Share capital and right to vote

The share capital of NKT A/S as per today amounts to DKK 542,527,380, each share of nominally DKK 20. Any share amount of DKK 20 carries one vote at the General Meeting. The right to vote at the General Meeting is determined by the number of shares held by the shareholder on the Date of Registration, cf. article 7.3 of NKT A/S' Articles of Association. The number of shares held by each shareholder at the Date of Registration is calculated as described above.

### Admission cards and voting papers

The Board of Directors has decided that the Extraordinary General Meeting shall be conducted by physical presence. If you wish to attend the General Meeting you are required to request for an admission card for yourself or any proxy and for any attending advisor or accompanying guest, cf. Article 7 of the Articles of Association. Admission cards must be requested no later than on 6 October 2017 at 11:59 pm (CEST):

- at [www.nkt.dk](http://www.nkt.dk) under the heading 'Investors' choose 'Shareholder/Aktionær',
- by telephone +45 4546 0997 (giving details of your name and VP account number),
- by contacting NKT A/S at Vibeholms Allé 25, DK-2605 Brøndby, Denmark (also giving details of your VP account number), or
- by sending the completed registration form duly signed and with clear indication of the shareholder's name and VP account number to Computershare A/S, Lottenborgvej 26 D, DK-2800 Kgs. Lyngby by mail, by fax +to 45 4546 0998 or by email to [gf@computershare.dk](mailto:gf@computershare.dk)

Admission cards requested online at NKT Shareholder Portal at [www.nkt.dk](http://www.nkt.dk) will be sent to the email address provided upon registration and must be presented at the General Meeting on smartphone/tablet or printed.

Admission cards requested by phone, fax or mail have to be collected at the entrance to the General Meeting upon presentation of valid ID.

You will be provided with voting papers to be used at the General Meeting at the entrance to the General Meeting.

Shareholders who wish to bring an accompanying guest are required to provide the name of the guest upon requesting 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 provided.

### **Proxy**

In case you are not able to attend the General Meeting, a proxy can be given to the Board of Directors, alternatively to another person appointed by you. Hereafter, the proxy can exercise the voting rights attached to your shares at the General Meeting. The appointment of proxy must be received by NKT A/S no later than on 6 October 2017 at 11:59 pm (CEST). Proxy can be appointed:

- at [www.nkt.dk](http://www.nkt.dk) under the heading 'Investors' choose 'Shareholder/Aktionær', or
- by sending the completed 'proxy form' duly signed and with clear indication of the shareholder's name and VP account number to Computershare A/S, Lottenborgvej 26 D, DK-2800 Kgs. Lyngby by mail, by fax to +45 4546 0998 or by email to [gf@computershare.dk](mailto:gf@computershare.dk)

Please note that it is not possible both to appoint a proxy and to vote by post.

### **Postal vote**

It is also possible to vote by post. The postal vote must be received by NKT A/S not later than on 6 October 2017 at 10 am (CEST). A submitted postal vote cannot be withdrawn.

Postal votes can be submitted:

- at [www.nkt.dk](http://www.nkt.dk) under the heading 'Investors' choose 'Shareholder/Aktionær', or
- by sending the completed 'postal vote form' duly signed and with clear indication of the shareholder's name and VP account number to Computershare A/S, Lottenborgvej 26 D, DK-2800 Kgs. Lyngby by mail, by fax to +45 4546 0998 or by email to [gf@computershare.dk](mailto:gf@computershare.dk)

Please note that it is not possible both to vote by post and to appoint a proxy.

### **Questions to NKT Group Management**

Prior to the General Meeting the shareholders may ask questions in writing to NKT Group Management regarding NKT A/S' general position or any other issues which are subject to decision at the Extraordinary General Meeting. Questions must be sent to [EGM2017@nkt.com](mailto:EGM2017@nkt.com) or by mail to NKT A/S. NKT A/S 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 General Meeting, NKT A/S may omit answering the question. At the General Meeting shareholders may ask questions orally regarding the above mentioned matters to NKT A/S' Group Management and auditor.

### **Press officers**

Press officers attending the General Meeting are required to register at the entrance to the General Meeting and shall carry visible press tags.

### **Parking**

Free parking is available in the parking basement of Tivoli Hotel & Congress Center and is only provided upon collection of a parking ticket pre-paid by NKT A/S at the entrance before or immediately after the General Meeting.

*NKT/18 September 2017*