



NKT Holding A/S' Annual General Meeting on Thursday 31 March 2016

## AGENDA AND FULL CONTENT OF THE PROPOSALS

1. Report by the Board of Directors on the Company's activities in 2015.
2. Presentation of the audited Annual Report.
3. Adoption of the audited Annual Report.
4. Proposal by the Board of Directors for the distribution of profits.

The Board of Directors proposes that a dividend of DKK 4 per share of DKK 20 nominal value, equal to a total dividend of DKK 96,744,916 based on the registered share capital of the Company, be paid to the shareholders for the financial year 2015.

5. Resolution regarding discharge of the Management and Board of Directors from their liabilities.
6. Remuneration of the Board of Directors and committees.

It is proposed that the remuneration of the Board of Directors for 2016 shall be DKK 900,000 to the Chairman, DKK 600,000 to the Deputy Chairman and DKK 300,000 to each of the other members.

It is proposed that the Chairman of the Audit Committee is remunerated with DKK 200,000, whereas the committee's other member is remunerated with DKK 100,000.

It is proposed that the Chairmen of the Remuneration Committee and the Nomination Committee are remunerated with DKK 100,000 each and that the other member of each committee is remunerated with DKK 50,000.

It is proposed that the Chairman of each working committee in Nilfisk and NKT Cables, respectively, is remunerated with DKK 200,000, and that the other member of each committee is remunerated with DKK 100,000, and that the remuneration for NKT Photonics shall be DKK 150,000 to the Chairman and DKK 75,000 to the other member.

7. Election of board members.

Jens Due Olsen, Kristian Siem, Jens Maaløe, Kurt Bligaard Pedersen, Jutta af Rosenborg and Lars Sandahl Sørensen will resign from the Board of Directors.

It is proposed that the following persons be re-elected:

Jens Due Olsen, Jens Maaløe, Jutta af Rosenborg and Lars Sandahl Sørensen.

Kristian Siem and Kurt Bligaard Pedersen are not up for re-election. The Board of Directors nominates René Svendsen-Tune and Anders Runevad for election for the Board of Directors.

A business profile and an overview of directorships for all candidates are attached.

8. Election of one or more public accountant(s).

It is proposed that Deloitte Statsautoriseret Revisionspartnerselskab, Company Registration No. 33 96 35 56, be re-elected.

**9.** Proposals from the shareholders and the Board of Directors.

**9.1** The existing authorisation of the Company to acquire own shares adopted at the General Meeting in 2011 expires on 23 March 2016.

Consequently, the Board of Directors proposes that for the period until 31 March 2021 the Board of Directors is authorised to arrange for acquisition of the Company's own shares up to a nominal value of 10 per cent of the share capital. The purchase price for such shares may not deviate more than 10 per cent from the price quoted on Nasdaq Copenhagen at the time of acquisition. The price quoted at the time of acquisition shall mean Nasdaq Copenhagen closing price - all transactions at 5 pm.

**9.2** The Board of Directors proposes that Computershare A/S, Company Registration No. 27 08 88 99, be elected as external registrar. Computershare A/S will take over as external registrar from VP Investor Services A/S. Accordingly, article 3.4, second sentence and article 7.5, third sentence of the Articles of Association will be amended so that the words "VP Investor Services A/S (VP Services A/S), Company Registration Number 30 20 11 83;" are changed to "Computershare A/S, Company Registration No. 27 08 88 99;"

**9.3** Conversion of the Company's shares to registered shares.

9.3.1 The Board of Directors proposes that the Articles of Association be amended so that the Company's shares are converted from shares issued to bearer to shares registered in the name of the shareholder. The reasoning behind the proposal is an amendment to the Companies Act pursuant to which shares issued to bearer can no longer be issued. One of the effects of this amendment to the Companies Act is that the Company after 1 July 2016 will be prohibited from exercising existing authorisations to issue shares unless the Company's shares are converted to shares registered in the name of the shareholder.

Accordingly, the wording of article 3.4, first sentence of the Articles of Association will be amended as follows:

*"The shares of the Company are shares registered in the name of the shareholder in the Company's register of shareholders."*

9.3.2 Additionally, the Board of Directors proposes that the existing authorisations to the Board of Directors to issue shares be amended so that the words "issued to the bearer, but can be registered" stipulated in articles 3.A.3, 3.B.3 section 4, 3.B.4 section 4, 3.B.5 section 3, 3.CI.2 and 3.CII.2 of the Articles of Association are changed to "shares registered in the name of the shareholder".

**9.4** The Board of Directors proposes that article 3 B VIII and Exhibit I of the Articles of Associations be deleted, as the authorisation to the Board of Directors has been exhausted and has expired. Accordingly, article 3 B VIII will be amended as follows:

*"3 B VIII: The article and Exhibit I are deleted as the authorisation is exhausted and has expired."*

**9.5** The Board of Directors proposes that the chairman be authorised to carry out registration with the Danish Business Authority of the amendments to the Articles of Association which are carried at the Annual General Meeting, and that the chairman shall be authorised to make any changes in and additions to the carried amendments, the Articles of Association and other matters which the Danish Business Authority may require in order to register the decisions carried at the Annual General Meeting.

**10.** Any other proposals.

## ADDITIONAL INFORMATION

### Majority requirements

Adoption of the proposals listed under items 9.2, 9.3 and 9.4 of the agenda call for a majority voting of at least two-thirds of the votes cast as well as of the voting share capital represented at the Annual 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

No later than three weeks before the Annual General Meeting the following documents will be available for the shareholders on NKT's website, [www.nkt.dk](http://www.nkt.dk) under the heading Investors/Annual General Meeting and at NKT InvestorPortal: (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 audited Annual Report for 2015, (4) the agenda and the full content of the proposals submitted to the Annual General Meeting including exhibit and (5) 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's register of shareholders on the Date of Registration which is Thursday 24 March 2016, 11.59 pm, 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 as per today amounts to DKK 483,724,580, each share of nominally DKK 20. Any share amount of DKK 20 carries 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 as described above.

### Admission cards and voting papers

The Board of Directors has decided that the Annual General Meeting shall be conducted by physical presence. If you wish to attend the Annual 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. Voting papers are issued together with admission cards.

Admission cards and voting papers must be requested no later than on Tuesday 29 March 2016 at 10 am (CET)

- at [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm) or [www.nkt.dk](http://www.nkt.dk) under the heading investors/NKT InvestorPortal,
- by telephone +45 4358 8866 (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
- by returning the completed registration form duly signed to VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S or by fax +45 4358 8867.

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

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 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. Hereafter, the proxy holder can exercise the voting rights attached to your shares at the Annual General Meeting. The proxy must be received by NKT not later than on Tuesday 29 March 2016 at 10 am (CET). Proxy can be appointed

- 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/NKT InvestorPortal, or
- by completing and signing the 'proxy form' and send it to VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S by regular post or by fax +45 4358 8867.
- 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 not later than on Tuesday 29 March 2016 at 10 am (CET). A submitted postal vote cannot be withdrawn. Postal votes can be submitted

- 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/NKT InvestorPortal, or
- by completing and signing the 'postal vote form' with clear indication of the shareholder's name and VP reference number and send it to VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S by regular post or by fax +45 4358 8867.

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 Annual General Meeting the shareholders may ask questions in writing to NKT Group Management regarding matters of importance to the assessment of the Annual Report for 2015, NKT's general position or any other issues which are subject to decision at the Annual General Meeting. Questions must be sent to [AGM2016@nkt.dk](mailto:AGM2016@nkt.dk) or by regular 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 regarding the above-mentioned matters to NKT's Group Management and NKT's auditor.

### **Parking**

Parking against payment is available outside Bella Center. P5, P1 and P2 are the closest parking areas.

### **Press officers**

Press officers attending the Annual General Meeting are required to register at the information desk and shall carry visible press tags. Only registered press officers are permitted to photograph during the Annual General Meeting and the subsequent event.