



To all shareholders of Kjaer Group A/S

## Call for Annual General Meeting 2010

Below please find English translation of the legal document of 19 March 2010 written in Danish as mandatory according to The Danish Companies Act. Please observe that in case of any discrepancies in the translation the text in the original Danish document will apply.

Notice convening the Annual General Meeting

We hereby call for Annual General Meeting to be held at the company's office - Grønnemosevej 6, Svendborg, Denmark:

**Thursday 22 April 2010 at 10.00 hours**

In accordance with the Articles of Association the agenda is:

1. Election of a Chairman of the Meeting
2. Adoption of Report from the Board of Directors concerning the company's activities in the past year
3. Presentation of the annual accounts with auditors' report for adoption
4. Decision on the distribution of profit or treatment of loss according to the adopted accounts
5. Decision on the discharge of the Board of Directors and the Management
6. Election of Directors of the Company
7. Appointment of an auditor
8. Proposals for resolutions received

The Board propose the following changes to the Articles of Association:

§3: Renewal of mandate for the Board to increase the B-share capital by up to nominal DKK 500,000 for the issuance of employee shares.

§3: Renewal of mandate of the Board to trade own shares.

§5: Change from 8 days to two weeks for presentation of the agenda at the Company's premises (new companies act effective March 1, 2010)

§6: Change from 14 days to 6 weeks for submitting in writing motions from shareholders for discussion at the AGM (new companies act effective March 1, 2010)

§7: Change from 1/10 to 5% for decision to call for extraordinary general meetings (new companies act effective March 1, 2010)

§14: Renewal of mandate for the Board to make extraordinary declaration of Dividends

Reference is made to proposal in their full terms, as they appear from the enclosed page.



9. Any other business

The Group's Annual report for year 2009 will be available at the parent company's address in Svendborg and at the addresses of the subsidiaries in United Kingdom, Uganda, Mozambique, Sierra Leone and Vietnam.

To be mentioned in addition to the proposed resolutions is:

- A. The proposals for authorising the Board of Directors to increase the share capital are without pre-emption right for existing shareholders as the shares are intended reserved to fulfil the specific purposes mentioned.
- B. A subscription price of DKK 787 per nominal DKK 100 share is the estimated market value of the shares in Kjaer Group. A lower price on shares subscribed, as part of a general employee share option scheme on terms and conditions according to Section 7 of the Danish Tax Assessment Act is motivated by the wish to increase the staff participation.
- C. The purpose of trading own shares is to secure a market for the company's shares
- D. The purpose of declaring extraordinary Dividends is to be able to offer shareholders a pay out in connection with Christmas

On behalf of the Board of Directors

Svendborg, 19 March 2010

Mads Kjær, Chairman of the Board

Enclosures: The Board's proposal for changing the Articles of Association in full comprehensive format.



**Enclosure for notice convening the Annual General Meeting 2010**  
**Agenda item number 8: Proposal for resolutions**

**Proposal to changes to the Articles of Association**

Changes underlined

**§3**

**It is proposed that Article 3 of the Articles of Association is overall changed to the following terms:**

Until the ordinary General meeting in 2011 the Board of Directors shall be authorized further to increase the share capital by up to a nominal value of DKK 500,000 of class B shares, which shall be offered to the employees of the Company and its subsidiaries as part of a general employee share purchase scheme without any pre-emption right for existing shareholders. For any such increase of the share capital, the increase may be subscribed at market price or at a lower price determined by the Board of Directors, however, not lower than a price of 170 DKK per nominal DKK 100 share.

Until 1 July 2012 the Board of Directors shall be authorized on behalf of the company to issue warrants and to execute a consequential increase of the share capital by up to nominal 1,400,000 DKK capital in class B shares, which shall be offered to the management and Board of the Company and its subsidiaries. The new shares can be subscribed without any pre-emption right for existing shareholders.

In connection with future increases of the capital the new holders of class B shares shall have the same pre-emption right as the previous holders of class B shares.

The new shares shall entitle the holder to dividend and other rights from the time decided by the board of Directors, however, not later than from the commencement of the accounting year following the adoption of the increase of capital.

The new shares shall in every other respect have the same rights as the other shares.

The Board of Directors shall be authorised to amend the Articles of Association as necessary in connection with increases of the capital.

The board of directors issues and grants warrants for up to 14,000 warrants to a number of employees, which entitle the recipients to subscribe for up to nominal DKK 1,400,00 class B shares on terms and conditions, set out in Exhibit 1 to the Articles of Association.

Concurrently, the board of directors moved to execute the ensuing capital increases in the period from 21 November 2008 to 1 July 2012, such that the Company's class B share capital may be increased by up to nominal DKK 1,400,000.

Until the ordinary General Meeting in 2011, the Board of Directors shall be authorized to purchase the Company's own class B shares for the Company at a price between DKK 1 and DKK 787 per nominal DKK 100 share with a maximum of 10% of the Company's total share capital."



## §5

**It is proposed that Article 5 of the Articles of Association is overall changed to the following terms:**

General Meetings shall be convened at minimum 14 days' and maximum 4 weeks' notice by internal posting of notice in the Company and by letter to any shareholders who have requested such notice.

All General Meetings shall be held in the Municipality of Svendborg (Denmark).

Anyone who is a shareholder at the time of the General Meeting shall be entitled to attend the General Meeting.

Voting right may be exercised by written proxy.

The agenda of a General Meeting and the complete motions that are to be presented at the General Meeting shall be available at the Company's premises for perusal by the shareholders not later than two weeks prior to a General Meeting. For the ordinary General Meeting, this shall also apply to the annual report with the management report signed by the Board of Directors and the Management Board as well as with the auditors' report attached.

## §6

**It is proposed that Article 6 of the Articles of Association is overall changed to the following terms:**

The ordinary General Meeting shall be held every year not later than five months after the end of the accounting year.

The agenda of the ordinary General Meeting shall comprise:

1. Election of a Chairman of the meeting
2. The Directors' report on the Company's activities in the past year
3. Presentation of the annual accounts with the auditors' report for adoption
4. Resolution on the distribution of profit or settlement of loss according to the adopted accounts
5. Resolution on the discharge of the Board of Directors and the Management Board from their obligations after the adoption of the accounts
6. Election of Directors
7. Appointment of an auditor
8. Motions received
9. Any other business

Any motions from shareholders for discussion at the ordinary General Meeting shall in writing be submitted to the Company not later than 6 weeks prior to the end of the accounting year.

## §7

**It is proposed that Article 14 of the Articles of Association is overall changed to the following terms:**

Extraordinary General Meetings shall be held as decided by the General Meeting, the Board of Directors, the auditor or following a written request to the Board of Directors from shareholders representing at least 5% of the total share capital. A meeting shall be convened within 14 days thereafter and shall be held at 14 days' notice.



#### §14

**It is proposed that Article 14 of the Articles of Association is overall changed to the following terms:**

The accounts shall be prepared in accordance with generally accepted accounting principles and with the statutory and necessary depreciation, provisions and allocations.

On the basis of the recommendations of the Board of Directors and the provisions of the Danish Companies Act, the ordinary General Meeting shall decide on the distribution of profits, including on any further transfers to the reserve fund or to meet special claims or requirements.

The Board is authorized from 1 August 2010 until 31 December 2010 to make one extraordinary declaration of Dividends under respect of the provisions of the Danish Companies Act and within a maximum of 100 DKK per share.

On behalf of the Board of Directors

Svendborg, 1 May 2008

Mads Kjær, Chairman of the Board