



Notice to convene the

## Annual General Meeting in Lauritz.com Group A/S

Company registration no. 37627542  
(the "Company")

Tuesday 30 April 2019, 11.00 CEST at Dynamovej 11 C, 2860 Søborg.

### AGENDA:

1. **Election of chairman of the meeting**
2. **The Board of Directors report on the activities of the Company**
3. **Presentation of the annual report for approval**
4. **Proposal for distribution of profits or cover of loss pursuant to the approved annual report**

The Board of Directors propose that no dividend is paid.

5. **Election of chairman of the Board of Directors**  
The Board of Directors proposes re-election of Bengt Olof Tony Sundström as chairman.

6. **Election of members to the Board of Directors**  
Pursuant to Section 16(2) of the Company's Articles of Association, the directors are elected for one year at a time.

The Board of Directors consists of: Bengt Olof Tony Sundström, Claus Due Pedersen, John Tyrrestrup, Mette Rode Sundström and Preben Vinkler Lindgaard.



After many years as a member of the Board of Directors John Tyrrestrup wish to retire from the Board of Directors. We sincerely thank John Tyrrestrup for his great, competent and consistent contribution during his many years on the Board.

Based on the recommendation from the Nomination committee the Board of Directors proposes re-election of Bengt Olof Tony Sundström, Claus Due Pedersen, Mette Rode Sundstrøm and Preben Vinkler Lindgaard.

Further, The Nomination committee is recommending that Henrik Engmark is elected as new member of the Board of Directors. Henrik Engmark has an impressive career from e.g. Danica Pension, Nordea Liv & Pension, and currently AP Pension. Furthermore, he has recently worked for Lauritz.com for five years as COO, a highly appreciated collaboration. His background in leadership positions in the financial sector and at Lauritz.com gives Henrik Engmark a unique knowledge of operational and strategic aspects relevant for playing an active role in the Board of Directors for the Group.

Information on the additional managerial posts of the candidates nominated for re-election can be found on the Company's investor relations site under "Board of Directors". Henrik Engmark has no additional managerial posts.

## **7. Election of auditor**

Pursuant to Section 20(2) of the Company's Articles of Association, the auditor is elected for one year at a time.

The Board of Directors propose re-election of Deloitte Statsautoriseret Revisionspartnerselskab (Company registration no. 33963556) pursuant to the recommendation of the Audit Committee.

## **8. Any proposals from shareholders**

### **Approval requirements and share capital**

Approval, adoption and election of any of the items on the agenda takes place by simple majority.

The share capital of the Company is DKK 4,079,254.20 divided into shares of DKK 0.10. At the general meeting each share of nominally DKK 0.10 will carry one vote.



### **Registration date, participation and right to vote**

Shareholders, who on the registration date own shares in the Company, or from whom the Company on the registration date has received a request for entry in the shareholders' register, have the right to participate in and vote at the general meeting.

The registration date is Tuesday 23 April 2019, cf. Section 11(1) of the Company's Articles of Association.

### **Admission card**

Shareholders, proxyholders and any accompanying advisor must have an admission card in order to attend the general meeting. Admission cards can be requested electronically via [shares@lauritz.com](mailto:shares@lauritz.com) no later than Friday 26 April 2019 at 23:59.

### **Proxy**

Shareholders may vote at the general meeting by granting proxy to the Board of Directors or to a named third party. The proxy can be downloaded by clicking [here](#). The proxy can be submitted by sending it by email to [shares@lauritz.com](mailto:shares@lauritz.com).

Any proxy must be received no later than Friday 26 April 2019 at 23:59.

### **Postal vote**

Shareholders may vote at the general meeting by postal vote. The postal vote form can be downloaded [here](#). The postal vote form can be submitted by sending it by e-mail to [shares@lauritz.com](mailto:shares@lauritz.com).

The postal vote must be received no later than Monday 29 April 2019 at 12:00.

Any proxy or postal vote can be submitted for shares owned on the registration date (i.e. Tuesday 23 April 2019) calculated on the basis of the registration in the Company's shareholders' register and requests for registration of ownership received by the Company but not yet registered in the shareholders' register, cf. Section 11(1) of the Company's Articles of Association.

### **Further information**

The following material will be available on the Company's website [www.lauritz.com](http://www.lauritz.com) no later than Monday 15 April 2019:



- The notice convening the general meeting including the agenda and the complete text of any proposal(s);
- Information on the total number of shares and voting rights at the date of notice;
- The 2018 annual report;
- The documents to be submitted at the general meeting, and
- Proxy and postal vote form.

Shareholders are welcome to submit questions in written form to the Company regarding the agenda and the documents prepared for the general meeting.

Søborg, 12 April 2019

The Board of Directors in Lauritz.com Group A/S