



NASDAQ OMX Copenhagen A/S
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Notice of Annual General Meeting in SP Group on 28 April 2010

Enclosed please find notice of Annual General Meeting in SP Group on 28 April 2010.

Further information:

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In case of any discrepancies, the Danish version shall prevail.

**Notice of
Annual General Meeting in SP Group A/S**

The Annual General Meeting will be held on:

Wednesday, 28 April 2010 at 12.00 p.m.

at:

Ergomat A/S, Sunekær 13-15, 5471 Søndersø, Denmark

with the following agenda:

1. The Directors' report on the activities of the Group in the past financial year
2. Presentation and adoption of the audited annual report
3. Resolution of discharge to the Board of Directors and the Executive Board
4. Resolution for the distribution of the profit or for the treatment of loss according to the adopted annual report
5. Any proposals by the Board of Directors or the shareholders.

The Board of Directors submits the following proposals:

Proposed amendments of SP Group's Articles of Association

A. Amendments concerning the new Company Law

a) Claimed amendments

Articles of Association, Art. 6, item 2: The limit for obligation of convening the general meeting will be amended from 10% to 5%.

Articles of Association, Art. 6, item 3: The notice for convening the general meeting will be amended to a **notice of at least 3 weeks and not more than 5 weeks.**

Articles of Association, Art. 6, item 4 concerning the Shareholders' right to have a subject considered at the general meeting will be amended – from previously 2 months after expiry of the financial year to now **6 weeks ahead of the general meeting.**

Articles of Association, Art. 7, item 1: The notice for submission of the agenda etc. will be amended from 8 days to **2 weeks.**

Articles of Association, Art. 8, item 2: will be amended from 5 days to **3 days.**

- b) Other amendments consequent to the new Company Law

Articles of Association, Art. 14, item 2 will be omitted as the Company Law includes an authorisation to the Board of Directors to distribution of extra dividend without requiring it to appear from the Articles of Association.

- c) Editorial consequential amendments

Anywhere in the Articles of Association stating "aktiebog" will be amended to "ejerbog", and "Aktieselskabsloven" will be amended to "Selskabsloven", and "aktiekapital" will be amended to "selskabskapital".

B Other amendments

Articles of Association, Art. 4, item 5: "Aktiebog Danmark A/S" has changed its name to "Computershare A/S".

Articles of Association, Art. 5, item 1 includes an authorisation to the Board of Directors until 1 April 2010 to increase the share capital by until DKK 10 million. **It is proposed that the authorisation be prolonged with 5 years until 1 April 2015.**

Articles of Association, Art. 4, item 8 and art. 4, item 9 concerning the issuance of 80,000 warrants to the management and the executive officers have been compiled in art. 4, item 8.

New article 4, item 9 concerning the issuance of 80,000 to the management and the executive officers will have the following wording:

"In 2010 the company has issued additional 80,000 warrants to the management and the executive officers of the company and its subsidiaries. Each warrant entitles to the subscription of one share in the Company. These warrants can be exercised for subscription of shares in the Company from 1 April 2013 and until 31 March 2015. The subscription price is 45 plus 7.5 percent per annum from 1 April 2010 and until exercise of the warrant takes place."

Articles of Association, art. 5, item 4 includes an authorisation to issue 80,000 warrants (rights of subscription) to SP Group's executive officers. This authorisation has been exercised in 2010 cf. above.

A proposal is made for a new authorisation to the Board of Directors about issuing up to 100,000 additional warrants applicable until 2013. **Thus, the Articles of Association, art. 5, item 4 includes a new authorisation to the Board of Directors with the following wording:**

"The Board of Directors is authorised to issue in one or more stages until **1 April 2013** up to 100,000 warrants (rights of subscription) to SP Group A/S' executive officers and to implement the ancillary increase of the share capital by until nominally DKK 1,000,000.00 without priority subscription right for the existing shareholders. The terms for the issued warrants will be determined by the Board of Directors in connection with the issuance.

6. Election of board members

All members elected by the general meeting are up for election. The Board of Directors suggests re-election of Niels Kristian Agner, Erik Preben Holm, Erik Christensen and Hans Wilhelm Schur. For a description of the candidates please look in the annual report.

7. Election of auditor.

The Board of Directors suggests re-election of Deloitte, Statsautoriseret Revisionsaktieselskab.

8. Any other business.

The agenda, the notice of the general meeting, the complete proposals to be presented to the general meeting including the proposal for the amended Articles of Association, a mark-up version of the existing Articles of Association and the annual report 2009 of the company including auditor's report and the company report signed by the board of directors and the executive board is available for examination at the premises of the company, Snavelvej 6-10, 5471 Søndersø, as of 13 April 2010. Moreover, the documents can be seen at the company homepage:

www.sp-group.dk under "Investor Relations" from 12 April 2010

All shareholders are entitled to appear and vote at the general meeting, when the shareholder has taken out an admission card as stated below. The right of voting can be exercised by proxy. At the general meeting each share of DKK 10.00 entitles to one vote. At the time of notice of the general meeting the Company's share capital amounts to DKK 20,240,000.00.

Shareholders and any consultants (accompanied) must present admission cards at the entrance. Admission cards and proxy is arranged electronically via the shareholders' portal on our website www.sp-group.dk under "Investor Relations". Access is achieved by stating deposit number and password appearing from the top of the entry form. If you have no access to the Internet admission cards can be required by filling in and sending the entry form. Here it is also possible to give proxy.

By signing up electronically we invite you to state your email address for future electronic communication purposes.

Deadline for requiring admission cards or proxy is 25 April 2010 at 12.00 p.m. Voting can take place by ordinary mail within the same time-limit.

Shareholders' status is proven either by a registration of the shareholder's title in the company's register of shareholders or by presentation of documentation of the shareholder's account controller; such documentation must at the time of request of admission card not be older than 14 days.

Søndersø, 12 April 2010

The Board of Directors of SP Group A/S

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