

28 July 2010

Notice of the Annual General Meeting of Cimber Sterling Group A/S

The board of directors of Cimber Sterling Group A/S hereby convenes the annual general meeting of Cimber Sterling Group A/S, which is held on:

Thursday, 19 August 2010 at 4 pm

at First Hotel Skt. Petri, Krystalgade 22, 1172 Copenhagen K, Denmark.

The agenda for the general meeting, see article 8.9 of the articles of association:

1. Report on the company's activities.
2. Adoption of the annual report for 2009/10.
3. Resolution as to allocation of profit or covering of loss.

The board of directors proposes that the loss for the year of DKK 228,551,000 be carried forward to next year.

4. Election of members to the board of directors.

The names of the proposed candidates to the board of directors will be published on Cimber Sterling's website www.cimber.dk under Investor as well as by announcement via NASDAQ OMX Copenhagen prior to the date of the general meeting.

5. Appointment of auditor.

The board of directors proposes the re-appointment of KPMG Statsautoriseret Revisionspartnerselskab.

6. Any proposals from the board of directors or the shareholders:

6.1 Amendments in consequence of the new Danish Companies Act:

The board of directors proposes:

- a) that the Danish word for register of shareholders "aktiebog" is amended to "ejerbog" in the Danish version of the articles of association (this amendment has no bearing on the English version of the articles of association),

- b) that the Danish word for registrar "aktiebogsfører" is amended to "ejerbogsfører" in the Danish version of the articles of association (this amendment has no bearing on the English version of the articles of association),
- c) that the reference to the address of VP Securities A/S in article 5.4 of the articles of association be deleted and replaced by "CVR no. 21599336" and
- d) that the reference to the address of VP Investor Services (VP Services A/S) in article 5.5 of the articles of association be deleted and replaced by "CVR no. 30201183".

6.2 The board of directors proposes that the authorisation in article 7.1 of the articles of association be deleted and that the numbering and cross-referencing in the articles of association be amended accordingly.

6.3 The board of directors proposes that the authorisation in article 7.2 of the articles of association to issue shares to the employees of the company be extended until 30 September 2011.

6.4 The board of directors proposes that consequential amendments be made to the company's general guidelines for incentive pay to the board of directors and the management board, primarily due to the increase in the number of members of the management board from two to four as well as the appointment of the new CEO as at 1 January 2010.

The draft new general guidelines are attached as appendix to the complete proposals and may be downloaded on Cimber Sterling's website – www.cimber.dk under Investor > AGM 2010.

6.5 Authorisation to purchase own shares

The board of directors proposes that it be authorised in the period until 30 September 2014 to have the company acquire own shares of a nominal value of up to 10% of the share capital at a price corresponding to +/- 10% of the share price of the company's shares on the date of acquisition.

6.6 Delegation of authority to the chairman of the meeting

The board of directors proposes that the chairman of the meeting be authorised, with full right of substitution, to apply for registration of the resolutions passed and to make any such amendments thereto as may be required or requested by the Danish Commerce and Companies Agency, VP Securities A/S, NASDAQ OMX Copenhagen A/S or any other public authority as a condition for registration or approval.

Adoption

Adoption of the proposals made in items 2-5 and 6.4-6.6 of the agenda is subject to a simple majority of votes, see s. 105 of the Danish Companies Act.

Adoption of the proposals made in items 6.1-6.3 of the agenda is subject to at least two-thirds of the votes cast as well as of the voting share capital represented at the general meeting voting in favour of the proposal, see s. 106(1) of the Danish Companies Act.

Share capital and votes

On the date of this notice, the company's share capital amounts to DKK 45,500,000 nominal value, divided into shares of a nominal value of DKK 1 each; each such share entitling the holder to one vote at the general meeting.

Access, proxy and postal voting

According to article 9.2 of the articles of association, a shareholder may attend the general meeting and exercise the voting rights attaching to any such shares which have either been recorded in the shareholder's name in the register of shareholders or in respect of which the shareholder has reported and documented his or her acquisition on the registration date, which is one week prior to the date of the general meeting. Only persons who are shareholders on the registration date are entitled to attend and vote at the general meeting.

The registration date is Thursday, 12 August 2010.

In order to attend the general meeting, the shareholder must also have requested an admission card no later than three days before the date of the general meeting. Admission cards will be issued to any such person who on the registration date is recorded as shareholder in the register of shareholders or who on such date has applied for registration and documented his or her acquisition to the Company's registrar VP Investor Services A/S.

Shareholders wishing to participate in the general meeting must apply for an admission card no later than **Monday, 16 August 2010 at 4 pm.**

Admission cards may be ordered via the InvestorPortal on Cimber Sterling's website www.cimber.dk > Investor > InvestorPortal or by contacting VP Investor Services A/S (registrar) on www.vp.dk/gf or tel.: +45 43 58 88 92.

Shareholders unable to attend the general meeting may issue an instrument of proxy to the board of directors or a person designated by the shareholder to represent him or her at the general meeting. The proxy must also apply for an admission card no longer than three day before the date of the general meeting and present a written, dated instrument of proxy. Shareholders may also appoint a proxy by electronic means via the InvestorPortal on Cimber Sterling's website www.cimber.dk > Investor > InvestorPortal or by returning the attached proxy form duly completed and signed to VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, 2300 Copenhagen S, or by fax to +45 4358 8867.

Instruments of proxy must have reached VP Investor Services A/S no later than **Monday, 16 August 2010 at 4 pm.**

Shareholders may exercise their voting rights prior to the general meeting by postal vote. Shareholders choosing to vote by post must return the postal voting form duly completed and signed to VP Investor

Services A/S by ordinary mail addressed to Weidekampsgade 14, P.O. Box 4040, 2300 Copenhagen S, or by fax to +45 4358 8867 so as to reach VP Investor Services A/S no later than Monday, 16 August 2010 at 4 pm.

Questions from the shareholders

Shareholders may ask written questions to the company's management regarding the issues on the agenda and the documents relating to the general meeting. Written questions must be sent to the email address: ir@cimber.dk no later than **Thursday, 12 August 2010**.

Available documents

The notice of the general meeting with the agenda and the complete proposals and appendices, the annual report for 2009/10, the total number of shares and voting rights existing on the date of the notice as well as the proxy form and postal voting form will be available on the company's website www.cimber.dk under Investor > General Meeting as from Wednesday, 28 July 2010.

The company's annual report for 2009/10 has been distributed to the shareholders and other interested parties having so requested. The annual report may be ordered via the InvestorPortal or by contacting the company by email: ir@cimber.dk or at tel. +45 7442 2277 on weekdays between 9am and 4 pm.

Registered shareholders who have applied for registration of their shares in the register of shareholders by email will automatically receive the notice together with the admission card application, proxy and postal voting forms for the general meeting.

28 July 2010

Board of directors

Cimber Sterling Group A/S
Lufthavnsvej 2
6400 Sønderborg
Denmark
Tel.: +45 7442 2277

Appendices:

- Overview amendments of articles of association
- Admission card application form, proxy form and postal voting form

(** Translated document – in case of discrepancies the Danish version shall prevail**)

Overview amendments of articles of association

Appendix to the agenda article 6.1 – 6.5

| Existing articles of association | Proposal to new articles of association |
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| <p>§5.4</p> <p>The shares are issued through VP Securities A/S, Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S, Denmark. The rights attaching to the shares must be reported to VP Securities A/S in accordance with applicable rules.</p> | <p>§ 5.4</p> <p>The shares are issued through VP Securities A/S, CVR no. 21599336. The rights attaching to the shares must be reported to VP Securities A/S in accordance with applicable rules.</p> |
| <p>§5.5</p> <p>The shares shall be issued to named holders and shall be registered by name in the company's register of shareholders. The company's register of shareholders is kept electronically by VP Investor Services A/S (VP Services A/S), Weidekampsgade 14, P.O. Box 4040, 2300 Copenhagen S, Denmark which has been appointed registrar on behalf of the company.</p> | <p>§ 5.5</p> <p>The shares shall be issued to named holders and shall be registered by name in the company's register of shareholders. The company's register of shareholders is kept electronically by VP Investor Services A/S (VP Services A/S), CVR no. 30201183, which has been appointed registrar on behalf of the company.</p> |
| <p>§6.6</p> <p>As an alternative or supplement to disposal under article 6.3, the Board of Directors may, under the authorisation in article 7.4, resolve to increase the company's share capital by a private placement intended for EU Shareholders with a view to ensuring that the Ownership Restriction is not exceeded.</p> | <p>§6.6</p> <p>As an alternative or supplement to disposal under article 6.3, the Board of Directors may, under the authorisation in article 7.3, resolve to increase the company's share capital by a private placement intended for EU Shareholders with a view to ensuring that the Ownership Restriction is not exceeded.</p> |
| <p>§7.1</p> <p>The company's Board of Directors is authorised until 31 August 2010 to increase the company's share capital in one or more issues by up to DKK 28,000,000 nominal value of DKK 1 nominal value each, see section 37 of the Danish Public Companies Act, by cash payment and without pre-emptive rights to the company's existing shareholders.</p> <p>By its resolutions of 12 and 24 November 2009, the Board of Directors has exercised this authorisation to increase the Company's share capital by nominally DKK 27,500,000 of which nominally DKK 27,500,000 have been subscribed.</p> | <p>Article 7.1 of the articles of association be deleted and that the numbering and cross-referencing in the articles of association be amended accordingly.</p> |
| <p>§7.2</p> <p>The company's Board of Directors is authorised until 31 August 2010 to increase the company's share capital in one or more issues by up to DKK 3,000,000 nominal value of DKK 1 nominal value each by issuing shares to the employees of the</p> | <p>§7.1</p> <p>The company's Board of Directors is authorised until 30 September 2011 to increase the company's share capital in one or more issues by up to DKK 3,000,000 nominal value of DKK 1 nominal value each by issuing shares to the employees of the</p> |

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| <p>company and/or its subsidiaries without pre-emptive rights to the other shareholders of the company subject to such distribution and terms as are determined by the Board of Directors, and in a way allowing the shares to be covered by applicable tax rules on employee shares. The new shares shall be issued at a price to be determined by the Board of Directors, which may be below market price.</p> | <p>company and/or its subsidiaries without pre-emptive rights to the other shareholders of the company subject to such distribution and terms as are determined by the Board of Directors, and in a way allowing the shares to be covered by applicable tax rules on employee shares. The new shares shall be issued at a price to be determined by the Board of Directors, which may be below market price.</p> |
| <p>§7.7</p> <p>On 10 November 2009, the shareholders in general meeting adopted the overall guidelines for the company's incentive remuneration of the Board of Directors and Management Board. The guidelines are published on the company's website at www.cimber.dk.</p> | <p>§7.6</p> <p>On 19 August 2010, the shareholders in general meeting adopted the overall guidelines for the company's incentive remuneration of the Board of Directors and Management Board. The guidelines are published on the company's website at www.cimber.dk.</p> |

Registration Form

for the Annual General Meeting of Cimber Sterling Group A/S which is held on Thursday, 19 August 2010, at 4 pm at First Hotel Skt. Petri, Krystalgade 22, 1172 Copenhagen K

Name: _____

Address: _____

Postal code and town: _____

VP reference: _____

Please fill in (in BLOCK LETTERS)

Request for admission card:

Tick as appropriate or order directly at www.cimber.dk under Investor > InvestorPortal or at www.vp.dk/gf

- I will attend the Annual General Meeting and hereby order an admission card with voting cards
- I also request to receive a guest card:

Name of guest/advisor (Please use BLOCK LETTERS)

Cimber Sterling Group A/S and VP Investor Services A/S are not responsible for any postal delay or irregularity in postal transit of any admission and voting cards.

No signature required on the last page on request for admission card only.

Please return this form to VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, 2300 Copenhagen S, Denmark in order to have been received by VP Investor Services A/S no later than **Monday, 16 August 2010, at 4 pm** by fax to (+45) 43588867. Admission cards may also be ordered on Cimber Sterling's website www.cimber.dk under Investor > InvestorPortal or VP Investor Services' website: www.vp.dk/gf.

