

## **Tower Group A/S**

Company Registration (CVR) No: 64 13 84 13

Annual general meeting

The board of directors hereby convenes the annual general meeting in Tower Group A/S to be held on Wednesday 8 June 2011 at 1:00 P.M. at the company's address Nørre Voldgade 11, 1. floor, 1358 Copenhagen K, and the agenda is as follows:

- (1) The board of directors' report on the company's activities during the past financial year.
- (2) Presentation and adoption of the audited annual report and adoption of the board of directors' remuneration for this year.
- (3) Resolution to discharge the management and the board of directors from liability.
- (4) Resolution on application of profits or covering of losses in accordance with the adopted annual report.
- (5) Appointment of members to the board of directors.

The board of directors moves that the following members be re-appointed:

Jens Erik Christensen, chairman, born 1950

Chairman of the Board in the Company since June 2007. Jens Erik Christensen is a qualified actuary and former Group Chief Executive with Codan. He is a member of the SAS Group Board of Directors in Stockholm and was a member of the Board of Directors in the Falck Group for more than 13 years. Jens Erik Christensen has a broad business background with peak competences within among other things financing and business development, together with a relevant network.

Jens Erik Christensen is also a member of the Executive Board of Sapere Aude ApS and in Your Pension Management A/S, Chairman of the Board of Directors of Dansk

Merchant Capital A/S, Doctorservice A/S, Core Strategy A/S, Ecsact A/S, ApS Habro Komplementar-48, K/S Habro-Reading, Travelodge, Alpha Holding A/S and Scandinavian Private Equity A/S and Deputy Chairman of BankNordik A/S and Lægernes Pensionsbank A/S and a member of the Board of Directors of Lægernes Pensionskasse, Alpha Insurance A/S, TKDevelopment A/S, Skandia Liv AB, Nemi Forsikring AS, Andersen & Martini A/S, Mbox A/S, Nordic Corporate Investments A/S, Nordic Insurance Management A/S, Hugin Expert A/S and Scandinavian Airlines System AB. In addition to the above positions, Jens Erik Christensen is also a member of the Government's infrastructure committee.

Allerd Derk Stikker, deputy chairman, born 1962

Deputy Chairman of the Board of Directors in the Company since 22 March 2010. Allerd Derk Stikker has an MBA in international finance from George Washington University. Allerd Derk Stikker started his career as a banking consultant in the USA. After moving back to Europe, Allerd Derk Stikker became active within the oil and gas sector and was subsequently employed in the financial sector as CFO with IMC, a Dutch financial institution. After a sabbatical period, Allerd Derk Stikker joined the BXR group as CFO with responsibility for the Group's real property division.

Allerd Derk Stikker is also a member of the Executive Board of BXR Real Estate BV, BXR Real Estate Investments BV, BXR Green BV, BXR Mining BV, BXR Logistics BV, RPG Property BV, BXR Tower BV, BXR Partners BV, Advanced World Transportation BV, Hands On Microcredit Foundation, Ecological Management Foundation, Tower 1 Holding ApS, Tower 2 Holding ApS, Tower 3 Holding ApS, Tower Pension 1 A/S, Tower Pension 2 A/S, Working A/S and Standtech A/S.

Anton Aksic, born 1949

Member of the Board of Directors in the Company since 22 March 2010. Anton Aksic came to the RPG Real Estate group as CEO in 2008. Before moving to Prague, Anton Aksic had acquired 20 years' experience in North America within both development and portfolio management. He was responsible for a team at Canadian Pacific Railway which was involved in projects within residential, industrial and office properties throughout Canada and the Mid-Western and North-Eastern parts of America. In 2001, Anton Aksic joined Toronto-Ontario "Giffels" in order to create a new real property company. In this connection he developed a wide range of joint ventures with various pension funds. Today, Anton Aksic is responsible for the day-

to-day running of RPG Real Estate. Anton Aksic has an MBA from McGill University in Montreal. Furthermore, he has studied economy at Concordia University, Montreal. Anton Aksic is also a member of American Urban Land Institute.

Anton Aksic is also a member of the executive board of RPG RE Management, RPG Byty, RPG RE Land, RPG RE Commercial, RPG RE Assets, RPG Property BV, BXR Real Estate Investments BV and Jindrich Plaza Development.

Petr Skrla, born 1967

Member of the Board of Directors since 22 March 2010. Petr Skrla took up his appointment with BXR in 2005 as part of a team which split 44,000 flats, 370,000 m<sup>2</sup> of commercial tenancies, and 5,500 ha land from a large Czech mining conglomerate in order to form RPG Real Estate, the largest Czech property company. As the first CEO of this company, Petr Skrla was responsible for reorganising the company's assets and activities into a transparent, market-oriented property group with asset management, facility management and development divisions. From 2008, Petr Skrla has been COO with RPG Real Estate and thus part of BXR Real Estate's management. Prior to 2005, after a period with PricewaterhouseCoopers, Petr Skrla was a partner in Genesis Capital where he administered the Advent International Fund for the Czech Republic/Slovakia, and with Winslow Partners where he administered a fund for Central and East Europe. He has also been responsible for a number of financial and operational reorganisations within the production and construction sector.

Petr Skrla is a member of the Board of Directors of RPG RE Management S.R.O., RPG RE Commercial S.R.O., RPG RE Land S.R.O., RPG Byty S.R.O., Jindrich Plaza Development S.R.O., and BXR Partners A/S.

Bence Kátai, born 1976

Member of the Board of Directors of the Company since 22 March 2010. Bence Kátai is a partner of BXR Partners LLP, BXR Group's investment advice department. Between 2006 and 2009, Bence Kátai was a director of Citigroup's Debt Capital Markets department in London with focus on developing markets, financing of acquisitions, and restructuring. From 1999 to 2006, Bence Kátai held various positions at Citigroup's offices in Budapest and London with focus on among other things corporate finance, global capital structuring and capital markets. Bence

Kátai graduated with distinction from University of Miskolc, Faculty of Economics, and has a master's degree in economics.

Bence Kátai is also a member of the Executive Committee of BXR Partners LLP.

Jette Jakobsen, born 1966

Jette Jakobsen has by the Group's junior banks according to the Shareholders' Agreement been recommended as member of the Board of Directors. Member of the Board of Directors of the Company since 22 March 2010. Jette Jakobsen is an Attorney, with a right to appear before the Danish High Court since 2004, and partner in the law firm Hertz Jakobsen, Copenhagen.

Jette Jakobsen is also a member of the board of directors of Berlin VI A/S, Danish Property Development A/S, Metropole Management A/S and Metropole A/S.

- (6) Appointment of auditor.
- (7) Any motions from the board of directors or shareholders.
- (7.1) The board of directors moves that the fixed agenda for the annual general meeting in article 5.2 of the Articles of Association be amended so that a new item be included about adoption of the board of directors' remuneration.
- (8) Any other business.

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The share capital of the company amounts to DKK 17,259,501.10 divided into 172,595,011 shares of DKK 0.10.

Each share of DKK DKK 0,10 carries one vote.

The share issuing bank is Alm. Brand Bank through which the shareholders may exercise their financial rights.

The matters discussed at the general meeting are to be adopted by simple majority except from item 7.1 which must be adopted by at least 2/3 of the votes cast as well as of the part

of the capital represented at the general meeting (see section 106 of the Danish Companies Act).

Shareholders may ask the board of directors questions under section 102 of the Danish Companies Act.

This notice convening the annual general meeting, including the agenda and the complete motions, information about the total number of shares and voting rights at the date of the notice convening the annual general meeting, the documents to be presented at the annual general meeting, ie draft articles of association, proxy forms and registration forms for application for admission cards are available on [www.towergroup.com](http://www.towergroup.com) under "Investor Relations" and at the company's address Nørre Voldgade 11, 1. floor, 1358 Copenhagen K from 17 May 2011.

The notice convening the annual general meeting will only be sent by mail to those shareholders registered in the company's register of shareholders who have so requested.

The shareholder or the holder of the proxy may attend the general meeting together with an advisor.

In order to attend and vote at the annual general meeting the following conditions apply:

The shareholders' right to attend and vote at the company's general meetings or to vote by mail or proxy attached to the shareholders' shares are determined in relation to the shares held by the shareholders at the date of registration.

The date of registration is 1 June 2011.

In order to attend the company's annual general meeting the shareholders must have applied for an admission card no later than 3 June 2011 at 11:59 P.M. against due proof of identity. Admission cards are issued to shareholders who hold shares in the company at the date of registration.

A registration form to be used for application for admission cards and a proxy form is available on Tower Group's homepage, [www.towergroup.dk](http://www.towergroup.dk) under "Investor Relations".

Application for admission cards and/or submission of a proxy form for the annual general meeting can be completed on [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm) or by sending registrations form and/or proxy form VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, 2300 Copenhagen S. VP Investor Services A/S must be in receipt of the registration form no later than 3 June 2011 at 11:59 P.M and the proxy form no later than 7 June 2011 at 12:00 midday.

The shareholders may - instead of voting in person at the annual general meeting - choose to vote by mail, ie vote in writing before the annual general meeting is held. A mail voting form is available on Tower Group's homepage [www.towergroup.dk](http://www.towergroup.dk) under "Investor Relations". Shareholders who choose to vote by mail must send their mail vote to VP Investor Services A/S, Weidekampsgade 14, P.O. box 4040, 2300 Copenhagen S, or fill in the electronic form available on Tower Group's homepage, [www.towergroup.dk](http://www.towergroup.dk) under "Investor Relations". The form must be received by VP Investor Services no later than 7 June 2011 at 12:00 midday. An absentee vote that has been received cannot be withdrawn.

The notice convening the general meeting has been published via NASDAQ OMX, the Danish Commerce and Companies Agency's IT system, the company's website and by e-mail.

On behalf of the board of directors

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**Jens Erik Christensen**  
**Chairman of the Board of Directors**