

**ALM. BRAND A/S**

**AGENDA  
AND  
COMPLETE PROPOSALS**

**AGENDA**

At the Extraordinary General Meeting to be held on Wednesday, 19 November 2008, at 9:00 a.m. (CET) at Alm. Brand Huset, Midtermolen 7, DK-2100 Copenhagen Ø, the following business will be transacted:

- a. Proposal by the Board of Directors to reduce the Company's share capital by DKK 88,000,000 from DKK 1,476,000,000 to DKK 1,388,000,000 for the purpose of distribution to the shareholders through cancellation of the Company's holding of treasury shares. The holding of treasury shares has been acquired from the Company's shareholders, including as part of the implementation of share buy-back programmes. Article 3(1) of the Articles of Association must be updated in connection with the reduction.
- b. Any other business.

## **COMPLETE PROPOSALS**

by the Board of Directors

for

the Extraordinary General Meeting

**a. Proposal by the Board of Directors to reduce the Company's share capital by DKK 88,000,000 from DKK 1,476,000,000 to DKK 1,388,000,000 for the purpose of distribution to the shareholders through cancellation of the Company's holding of treasury shares. The holding of treasury shares has been acquired from the Company's shareholders, including as part of the implementation of share buy-back programmes. Article 3(1) of the Articles of Association must be updated in connection with the reduction.**

- In the period from February 2006 to April 2008 the company has completed buy-back programmes, by means of which the company has bought treasury shares for DKK 1,295 million. Consequently, the share capital has so far been reduced by nominally DKK 312 million equivalent to 3,900,000 shares at general meetings in April and November 2007 as well as in April 2008.
- In connection with the publication of the Annual Report 2007 in February 2008 the company has published a new buy-back programme of up to DKK 600 million for the period till the end of January 2009 to which must be added an outstanding part of the programme for 2007 of DKK 50 million. In connection with the publication of the company's interim report H1 2008 the buy-back programme was reduced so that it for the mentioned period amounted to DKK 400 million.
- The purpose of the share buy-back is to distribute to the shareholders the capital which is not required in connection with the continued operation of the Alm. Brand A/S Group based on the capital model determined by the company's Board of Directors. The capital model is described in the 2007 annual report on page 55.
- Compared with payment of dividends, distribution through a share buyback offers investors more scope for choosing when to realise cash flows from their shareholding.
- The decision to hold an Extraordinary General Meeting is based on the fact that after adoption by the shareholders in general meeting of a resolution to reduce the share capital by the shares bought back, a period of three months passes after publication on the computer information system of the Danish Commerce and Companies Agency before the capital reduction can be effected. A resolution to reduce the share capital adopted by the shareholders at the Annual General Meeting to be held in April 2009 may therefore not be implemented until August, and unless an Extraordinary General Meeting is convened, there will be a lengthy period during which the Company, as a result of its holding of treasury shares corresponding to the limit of 10% prescribed by the Danish Public Companies Act, is precluded from buying back additional shares. At the current price level, the ongoing share buy-back programme alone uses up the 10% limit.
- Today, the Company's share capital amounts to DKK 1,476,000,000 divided into 18,450,000 shares of DKK 80 each. The proposal by the Board of Directors implies that 1,100,000 shares of

DKK 80 each – equalling a share capital of DKK 88,000,000 nominal value – are cancelled to the effect that the Company's share capital after completing the capital reduction will be DKK 1,388,000,000 divided into 17,350,000 shares of DKK 80 each. The shares were bought in 2008 for a total of DKK 245,669,980. Relative to the par value of the shares, a premium of DKK 157,669,980 has thus been paid.

- In addition to the 1,100,000 treasury shares required to implement the proposed reduction, the Company and its subsidiaries currently hold 70,884 treasury shares.
- As a consequence of the reduction, the Board proposes that Article 3.1 of the Articles of Association be amended to the following wording:

“The Company's share capital, which has been fully paid up, amounts to DKK 1,388,000,000”.

**b. Any other business**

Copenhagen, 10 November 2008

**BOARD OF DIRECTORS**