



As the Annual General Meeting on 24 April 2009 could not be held, a new Annual General Meeting is hereby convened in

**Greentech Energy Systems A/S, CVR no. 36696915**

The Annual General Meeting will be held:

**on Monday, 18 May 2009, at 3:00 pm, at the Glostrup Park Hotel  
Hovedvejen 41, DK-2600 Glostrup**

**Agenda:**

- 1. Directors' report**
- 2. Approval of the annual report**
- 3. Resolution as to the treatment of loss according to the approved annual report**
- 4. Election of members to the Board of Directors**

All board members are up for election.

- 5. Approval of remuneration to the Board of Directors**
- 6. Proposed resolutions**

Proposals from the Board of Directors:

- a. In consequence of OMX (The Nordic Exchange) having changed its name to NASDAQ OMX Copenhagen, the Board of Directors proposes to change this name in article 4 d(1), 2<sup>nd</sup> paragraph of the articles of association.
- b. As a consequence of Værdipapircentralen A/S' change of name on 16 March 2009, the Board of Directors proposes:
  - that article 5 of the articles of association be amended to read as follows:  
  
"The Company's registrar is VP Investor Services (VP Securities A/S), Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S."
  - that article 6 of the articles of association be amended to read as follows:  
  
*"Dividend payments to shareholders will be effected pursuant to the rules in force for securities registered with VP Securities A/S."*
  - that article 7(1) be amended to read as follows:

*"Cancellation of the Company's shares will be effected pursuant to the rules in force for securities registered with VP Securities A/S."*

- c. In pursuance of the rules in sections 70 and 73(2) of the Danish Public Companies Act, it is proposed that article 8(2 and 3) of the articles of association be amended to read as follows:

*"General meetings shall be convened by the Board of Directors by giving not less than 14 days' and not more than four weeks' notice in at least two national daily newspapers. However, general meetings are convened by letter to shareholders who have so requested. Moreover, general meetings are convened via the information system of the Danish Commerce and Companies Agency."*

*Extraordinary General Meetings shall be held when found appropriate by the Board of Directors or by the Auditor. Extraordinary general meetings for the purpose of transacting specific business shall be convened not later than 2 weeks after a shareholder holding at least one-tenth of the share capital having so requested."*

- d. It is proposed that article 4 b be amended to read:

*"Authorisation to issue convertible debt instruments"*

*The Company's Board of Directors is authorised to resolve to raise loans against convertible debt instruments in accordance with section 41b of the Danish Public Companies Act and is authorised to make the related capital increases without pre-emption rights to the existing shareholders.*

*Such convertible loans may not exceed DKK 100,000,000.00 and may not amount to more than half of the Company's share capital at the time of the resolution.*

*This authorisation is valid until 1 January 2013."*

This is an extension of the authorisation to raise convertible loans from DKK 50,000,000.00 to DKK 100,000,000.00.

- e. The Board of Directors is authorised to acquire treasury shares, whether to own or as collateral. See section 48 of the Danish Public Companies Act. The consideration for such shares shall be the market price in force from time to time with a premium or a discount of up to 10%. The authorisation is valid until the next annual general meeting and for a maximum amount of 10% of the Company's issued share capital.
- f. The chairman of the general meeting is authorised to make such changes in and supplements to the matters adopted at the general meeting and the notification to the Danish Commerce and Companies Agency as may be requested by the Commerce and Companies Agency in connection with its registration of the amendments made.

Adoption of the proposals in items 6a, 6b, 6c and 6d requires approval by not less than two-thirds of the votes cast as well as of the voting share capital represented at the general meeting. Adoption of the proposals in 6 e and 6 f requires a simple majority of votes.

## **7. Appointment of auditor**

The Board of Directors proposes re-appointment of:

PricewaterhouseCoopers

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The Company's share capital is DKK 240,701,740.00 divided into shares of DKK 5.00 each. Each share amount of DKK 5.00 carries one vote at general meetings.

The Company's custodian bank is Nordea Bank Danmark A/S.

The agenda and the audited annual report for 2008 with the complete proposed resolutions will be available for inspection at the Company's offices at Marielund 48, 1st floor left, DK-2730 Herlev, Denmark, not later than eight days before the general meeting.

An admission card is required to gain access to the general meeting. Admission cards may be obtained from the Company's offices on all weekdays (except Saturdays) between 10:00 am and 4:00 pm until 13 May 2009. No admission cards will be issued after that date.

Admission cards are issued to the person recorded as shareholder in the Company's register of shareholders or to any person who has otherwise reported and documented his acquisition. See article 12 of the articles of association.

Voting rights may be exercised pursuant to a proxy when the proxy-holder, against surrender of the proxy, not later than on 13 May 2009 has obtained an admission card to attend on behalf of the principal. Proxy forms are available at [www.greentech.dk](http://www.greentech.dk) eight days before the date of the general meeting at the latest.

Herlev, 30 April 2009

The Board of Directors