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20 August 2008

## Annual General Meeting of Danisco A/S held on 20 August 2008

Danisco A/S today held its Annual General Meeting adopting the following resolutions:

- The Annual General Meeting gave the Board of Directors a mandate to close the sale of Danisco Sugar A/S to a subsidiary of Nordzucker AG and – should the sale of Danisco Sugar A/S not be completed – to continue to work towards an independent stock exchange listing of Danisco Sugar A/S or other alternatives.
- The Annual Report 2006/07 was adopted and the Board of Directors' proposal to pay a dividend of DKK 7.50 per share of DKK 20 was approved.
- Jørgen Tandrup, Håkan Björklund and Kirsten Drejer were re-elected to the Board of Directors.
- The Company's auditor, Deloitte Statsautoriseret Revisionsaktieselskab, was re-elected.
- The Company's share capital of a nominal value of DKK 978,829,900 will be reduced by a nominal value of DKK 24,964,000 to a nominal value of DKK 953,865,900 through the cancellation of 1,248,200 treasury shares of a nominal value of DKK 24,964,000. The capital reduction is conditional upon no claims being filed before the expiry of the period within which claims must be lodged, cf. section 46 of the Danish Public Companies Act, constituting an obstacle to effecting the capital reduction before 20 August 2009.
- Amendments to the Articles of Association:
  - (i) In Article 4.3, the authorisation to increase the Company's share capital by issuing new shares was prolonged by five years.
  - (ii) In Article 4.4, the authorisation to raise convertible loans was prolonged by five years.
  - (iii) Article 4.7 and the appurtenant Appendix 1 were deleted and the reference to Article 4.7 in Article 4.5 was deleted.
  - (v) In Article 21.1, the required number of Executive Board members was changed from "not less than three nor more than ten members" to "not less than two nor more than five members".

(vi) A new Article 26 concerning electronic communication with the shareholders was added to the Articles of Association, and in Article 10.1 “or email” was added after “by ordinary mail”.

- The emoluments, which are unchanged, paid to the Board of Directors for the current financial year were approved.
- The Board of Directors was authorised in the period up to next year’s Annual General Meeting to allow the Company to purchase treasury shares for a nominal value of up to 10% of the share capital, provided that the share price does not deviate more than 10% from the most recently quoted market price.
- A share option programme of up to 600,000 share options will be granted with an exercise price based on the average share price of five consecutive trading days prior to the Annual General Meeting (13 August 2008 to 19 August 2008 – both days included) excluding any dividend adopted at the Annual General Meeting and subsequently with a premium of 10%. The share options may be exercised between 1 September 2011 and 1 September 2014, with the first options being granted on 1 September 2008 at the earliest. The share options will be granted to the Executive Board and senior managers, a total of around 200 persons.

The exact wording of the resolutions appears from the previously published agenda and the proposals in full for the Annual General Meeting.

The proposal made by a shareholder that workers of Grindstedværket should receive compensation irrespective of any expiry of limitation period was not put to the vote and was therefore not adopted.

After the Annual General Meeting, the Board of Directors appointed Anders Knutsen Chairman of the Board of Directors and Jørgen Tandrup Deputy Chairman.

Yours faithfully

Tom Knutzen  
CEO

**For further information, please contact:**

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**About Danisco**

With a rich and innovative portfolio, Danisco is a world leader in food ingredients, enzymes and bio-based solutions. Using nature’s own materials, science and the knowledge of our 9,500 people, we design and deliver bio-based ingredients that meet market demand for healthier and safer products. Danisco’s ingredients are used globally in a wide range of industries – from bakery, dairy and beverages to animal feed, laundry detergents and bioethanol – offering functional, economic and environmental benefits. Headquartered in Denmark and operating from more than 120 locations, Danisco’s key focus is to become our customers’ First choice and a truly market-driven global business. In addition, we have one of the most efficient sugar production platforms in Europe. Find out more at [www.danisco.com](http://www.danisco.com).