

## STOCK EXCHANGE ANNOUNCEMENT

Dantherm A/S

CVR no. 30 21 43 15

Proceedings of the annual general meeting 2008

### Annual general meeting in Dantherm A/S

As announced earlier, the annual general meeting in Dantherm A/S was held today, 25 April 2008. Reference is made to the agenda on page 2.

Note was taken of the chairman's report. The annual report for 2007 was adopted, and the Board of Directors' resolution for the payment of dividend of DKK 1.50 per share with a nominal value of DKK 50 was passed.

The general meeting elected all the nominated candidates to the Board of Directors:

- Niels Kristian Agner (reelected)
- Jørgen Møller-Rasmussen (reelected)
- Kresten Dyhrberg Nielsen (reelected)
- Hans Rosenkrands Olsen (reelected)
- Nils Rosenkrands Olsen (reelected)
- Walther V. Paulsen (reelected)
- Preben Tolstrup (newly elected)

Johannes Poulsen did not wish to be reelected.

HLB Mortensen & Beierholm, Statsautoriseret Revisionsaktieselskab was reappointed as the company's auditors.

The request that the Board of Directors be authorised by the general meeting to acquire treasury shares amounting to up to 10% of the share capital was adopted.

The proposal by the Board of Directors for an amendment of the Articles of Association was adopted. The proposal was made both to ensure compliance with statutory requirements and to update the Articles of Association.

Referring to Section 69 b of the Danish Companies Act (*Aktieselskabsloven*), the general meeting approved the general guidelines for performance-related remuneration of the Board of Directors and the Board of Executives.

The Board of Directors then held its first meeting, at which meeting Walther V. Paulsen was elected Chairman and Kresten Dyhrberg Nielsen was elected Deputy Chairman of the Board of Directors.

Any queries about this announcement can be directed to President and CEO Poul Arne Jensen on tel. +45 99 14 90 10.

Kind regards,

**Dantherm A/S**  
Skive, 25 April 2008

Walther V. Paulsen  
Chairman

Poul Arne Jensen  
President and CEO

## **Agenda of annual general meeting in Dantherm A/S on 25 April 2008**

1. The Board of Directors' report on the company's activities in the past year.
2. Presentation and adoption of annual report for 2007.
3. Decision concerning the appropriation of profits or the cover of losses pursuant to the adopted annual report.  
The Board of Directors proposes that dividend of DKK 1.50 per share be paid.
4. Election of members for the Board of Directors.  
The Board of Directors proposes that the following members of the Board of Directors elected by the general meeting be reelected:
  - Niels Kristian Agner
  - Jørgen Møller-Rasmussen
  - Kresten Dyhrberg Nielsen
  - Hans Rosenkrands Olsen
  - Nils Rosenkrands Olsen
  - Walther V. Paulsen

Johannes Poulsen does not wish to be reelected, and the Board of Directors proposes that Preben Tolstrup be elected new member of the Board of Directors.

Preben Tolstrup (born 1959) is a graduate engineer and holds an MBA, Executive programme, from the University of Virginia, USA. Preben Tolstrup is President and CEO and a member of the Board of Directors of subsidiaries in Logstor A/S. He is a former executive of FLS Industries A/S and ABB Power Generation. He is Chairman of the Board of Directors of Barto Holding A/S and Adept Water Technologies A/S and a member of the Board of Directors of Danske Privathospitaler A/S. Finally, Preben Tolstrup is a member of the Board of Directors of Dantherm Filtration Holding A/S.

Reference is made to the annual report of Dantherm A/S for 2007 which contains information about the individual members of the Board of Directors.

5. Appointment of auditors:  
The Board of Directors proposes that, in future, the audit of the company's annual report be carried out by one state-authorized firm of accountants only and proposes that HLB Mortensen & Beierholm be reappointed.
6. Proposals from the Board of Directors or shareholders, if any.

The Board of Directors presents the following proposals:

- a. The Board of Directors requests the authorisation by the general meeting, in the period up until the next annual general meeting, to let the company acquire treasury shares with a nominal value of up to 10% of the share capital. The consideration paid must not deviate by more than 10% from the share price listed at the time of the purchase.
- b. It is proposed that Article 2.a.1 be amended as follows:  
The Board of Directors is authorised, in the period up until *25 April 2013* – through the subscription of new shares at a price to be determined by the Board of Directors – to increase the company's share capital in one or more

rounds until it totals up to DKK 500,000,000 with or without preemptive rights of subscription for existing shareholders, in the latter case, however, only ever at market price. It shall be possible for an increase pursuant to this item 2.a.1. to take place in full or in part by means other than a cash contribution if the new shares are issued as payment for the takeover in full or in part of an existing enterprise or a certain asset.

- c. It is proposed that the following addition be made to Article 3.6 of the Articles of Association:  
The company's register of shareholders is kept by Aktiebog Danmark A/S, Kongevejen 118, DK-2840 Holte, CVR no. 27088899.
- d. It is proposed that Article 6.2. of the Articles of Association be amended as follows:  
General meetings shall be called by the Board of Directors giving at least 14 days' notice and at the most 4 weeks' notice through an announcement in the Danish Commerce and Companies Agency's electronic information system and by letter to the shareholders listed in the company's register of shareholders.
- e. It is proposed that Article 6.3. of the Articles of Association be amended as follows:  
The notice of meeting shall contain the agenda for the general meeting. The notice shall also contain a description of the size of the share capital and the voting rights of the shareholders, and the name of the bank appointed by the company and through which the shareholders may exercise their financial rights shall also be stated in the notice. If proposals are to be considered, the adoption of which requires a special majority, this must be highlighted in the notice of meeting with the essential contents of such proposals being stated.
- f. It is proposed that Article 7.1. of the Articles of Association be deleted.
- g. It is proposed that Article 10.1. of the Articles of Association be amended as follows:  
The company's annual report shall be audited by one or two state-authorized public accountants appointed by the general meeting.
- h. With reference to Section 69 b of the Danish Companies Act (*Aktieselskabsloven*), the general meeting is asked to approve the general guidelines for performance-related remuneration of the Board of Directors and the Board of Executives. The guidelines are enclosed with the agenda available for inspection at the company's offices and which is sent out to all registered shareholders. If the guidelines concerning performance-related remuneration are adopted by the general meeting, the following provision, which does not require separate adoption, will be inserted into the Articles of Association as a new Article 8.11. "General guidelines concerning the performance-related remuneration of the Board of Directors and Board of Executives of the company have been prepared. These guidelines have been adopted by the company's general meeting and published on the company's website."

7. Any other business.