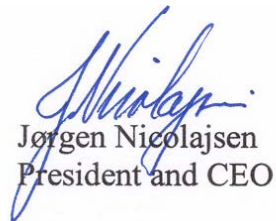


Stock Exchange Announcement

16.04.08
Announcement No. 7, 2008

In continuation of the notice of meeting with agenda for Monberg & Thorsen A/S's Annual General Meeting 28.04.08, forwarded yesterday, please find attached the complete resolutions to be proposed by the Supervisory Board at the Annual General Meeting.

Yours sincerely
Monberg & Thorsen A/S



Jørgen Nicolajsen
President and CEO

This announcement is available in Danish and English. In case of doubt, the Danish version shall prevail.

Reg. No. 12 61 79 17

THE SUPERVISORY BOARD'S COMPLETE RESOLUTIONS

ANNUAL GENERAL MEETING OF MONBERG & THORSEN A/S ON 28 APRIL 2008

1. Re item 2 of the agenda

The Supervisory Board proposes that the Company's audited annual report for the latest financial year be adopted. The Supervisory Board also proposes that the Company's Executive Board and Supervisory Board be discharged from their obligations.

2. Re item 3 of the agenda

The Supervisory Board proposes that profit for the year, amounting to DKK 98.8 million in the consolidated financial statements, be transferred to reserves, and that a dividend of DKK 12 per share of DKK 20 be paid, corresponding to DKK 43.0 million.

3. Re item 4 a) of the agenda

The Supervisory Board proposes that the Company's Articles of Association be amended as follows:

(I) Article 13(a) of the Articles of Association reads as follows:

"Any shareholder shall be entitled to attend the General Meeting, provided he has made a request for and obtained an admission card at the Company's offices not later than five days prior to the Meeting. Proof that the person is a shareholder shall be provided by presentation of an extract from the Danish Securities Centre which must not be more than one month old. The admission card shows the number of votes to which the shareholder concerned is entitled."

The Supervisory Board proposes that the following amendment (underlined) be incorporated with a view to allowing electronic registration of attendance at General Meetings:

"Any shareholder shall be entitled to attend the General Meeting, provided he has made a request for and obtained an admission card at the Company's offices or by contacting the Company electronically not later than five days prior to the Meeting. Proof that the person is a shareholder shall be provided by presentation or forwarding of an extract from the Danish Securities Centre which must not be more than one month old. The admission card shows the number of votes to which the shareholder concerned is entitled.

Article 13(c) of the Articles of Association reads as follows:

"Shareholders shall be entitled to vote by proxy, who need not be a shareholder, provided a written, dated form of proxy has been produced at the Company's offices not later than two days prior to the General Meeting or at the time the admission card is collected, cf. Article 13(a). Power of proxy may be granted for one year only. A form of proxy issued in respect of the first General Meeting shall also be valid for subsequent General Meetings, unless revoked in writing to the Supervisory Board."

The Supervisory Board proposes that the following amendment (underlined) be incorporated with a view to allowing electronic granting of proxy and ensuring that the time limit for registration of proxy always expires on a weekday:

"Shareholders shall be entitled to vote by proxy, who need not be a shareholder, provided a written, dated form of proxy has been produced at the Company's offices, either by personal appearance or electronically, not later than two days prior to the General Meeting or at the time the admission card is collected. Power of proxy may be granted for one year only. A form of proxy issued in respect of the first General Meeting shall also be valid for subsequent General Meetings, unless revoked in writing to the Supervisory Board."

(II) Article 14(b) of the Articles of Association reads as follows:

"At the Annual General Meeting each year, the two longest-serving members elected by the shareholders in General Meeting shall retire by rotation. Where more than two members are due to retire by rotation, the order of retirement shall be decided by lot. Retiring members are eligible for re-election."

The Supervisory Board proposes that Article 14(b) be amended so that it reads as follows:

"At the Annual General Meeting each year, all members of the Supervisory Board shall retire by rotation. Retiring members are eligible for re-election."

(III) Establishment of overall guidelines for incentive pay, and incorporation of a new provision, Article 16(a), in the Articles of Association.

Section 69(b) of the Danish Public Companies Act has established, with effect from 1 July 2007, that the Supervisory Board of a listed company must have established guidelines for incentive pay for members of the Executive Board and Supervisory Board before any specific agreements on incentive pay are entered into by the Company. The guidelines must have been considered and approved at the Company's General Meeting.

The provision in Section 69(b) of the Danish Public Companies Act applies to Monberg & Thorsen A/S from the date of the Company's Annual General Meeting on 28 April 2008.

The Executive Board comprises the managers that are registered with the Danish Commerce and Companies Agency.

Existing schemes will continue on the terms and conditions agreed. Any extension or amendment to existing agreements shall be in accordance with the guidelines established.

The new guidelines only comprise bonus programmes aimed at members of the Executive Board and Supervisory Board.

Monberg & Thorsen A/S considers it expedient and potentially developing for the Group as a whole for the possibility of entering into bonus agreements for members of the Executive Board and Supervisory Board in connection with the performance of various projects to continue to be available.

If the shareholders in General Meeting adopt the proposed guidelines for incentive pay for members of the Executive Board and Supervisory Board, these shall enter into effect on publication on the Company's website immediately after the General Meeting on 28 April 2008.

The earliest date on which a specific agreement on bonus for members of the Executive Board and/or Supervisory Board can be entered into is the day after publication on the Company's website of the guidelines adopted by the shareholders in General Meeting.

The Supervisory Board proposes that an Article 16(a) on incentive pay for members of the Executive Board and Supervisory Board be inserted after Article 16, with the following wording:

"Guidelines concerning incentive pay for members of the Executive Board and Supervisory Board have been adopted, cf. Section 69(b)(2) of the Danish Public Companies Act. The guidelines can be viewed on the Company's website."

The Supervisory Board proposes that the following guidelines be adopted:

"OVERALL GUIDELINES FOR
INCENTIVE PAY FOR MEMBERS OF THE EXECUTIVE

BOARD AND SUPERVISORY BOARD.

1. Introduction

Pursuant to Section 69(b) of the Danish Public Companies Act the Supervisory Board of a listed company must have established overall guidelines for incentive pay for members of the Company's Executive Board and Supervisory Board before entering into a specific agreement on incentive pay with a member of the Executive Board or Supervisory Board. The guidelines must have been considered and approved at the Company's General Meeting.

These overall guidelines relate to non-share based bonus programmes for the Executive Board and Supervisory Board of Monberg & Thorsen A/S.

"The Executive Board" comprises the managers that are registered with the Danish Commerce and Companies Agency.

Existing agreements on incentive pay that have been entered into with members of the Executive Board and/or Supervisory Board prior to the adoption of these guidelines will continue on terms and conditions that have been agreed.

Any extension or amendment to such agreements shall be in accordance with these guidelines.

2. General principles for incentive pay:

Bonus agreements may be linked to a specific course of events, and may be short-term or long-term, depending on the purpose of the agreement in terms of development.

The Supervisory Board decides whether it is expedient to enter into an agreement on incentive pay with a member of the Executive Board or Supervisory Board. The Supervisory Board also decides which type of incentive pay is appropriate in each case.

3. Members of the Executive Board:

These guidelines enable bonus pay to be agreed in the following cases:

i) Structural changes in the Group:

The Company may enter into agreements on bonus with a member of the Executive Board in connection with significant structural changes in the Group, so that an extraordinary bonus will be payable in the event of the member in question providing assistance in connection with, for example, the acquisition or disposal of enterprises or individual business areas, mergers, the conclusion of strategic alliances, etc.

Members of the Executive Board may also be eligible for retention bonus, loyalty bonus and similar in connection with the implementation of structural changes in the Group.

The individual members of the Company's Executive Board can earn bonus corresponding to up to two years' salary for assistance in connection with such events.

ii) Special measures:

Agreements on payment of bonus may be entered into with individual members of the Executive Board in relation to the handling and implementation of specific projects defined by the Group.

When entering into a bonus agreement, the Company takes into account the nature, scope, duration, etc., of the project.

Bonus in connection with such tasks cannot exceed six months' salary.

iii) Performance-related bonus:

Bonus agreements may be entered into with individual members of the Executive Board in connection with the

achievement of set targets based on the Group's financial results.

Bonus in connection with performance-related criteria cannot exceed six months' salary.

The payment of bonus depends, in all instances, on whether the specific targets and conditions set out in the agreement have been met, and may also be based on the individual Executive Board member's personal performance, the Group's results and the occurrence of a specific event.

4. Members of the Supervisory Board:

Bonus agreements may be entered into with members of the Supervisory Board in the following situations:

i) Performance of extraordinary tasks:

In connection with the performance of extraordinary tasks, the Company can offer members of the Supervisory Board remuneration beyond their fixed Supervisory Board remuneration.

The amount cannot exceed two years' chairman's remuneration.

ii) Availability after retirement:

The Company may also offer members of the Supervisory Board that have retired an amount for being available to the Supervisory Board in the first year following their retirement.

The amount cannot exceed one year's remuneration.

5. Publication

These overall guidelines were adopted at Monberg & Thorsen A/S's Annual General Meeting on 28 April 2008.

The guidelines enter into effect on publication on the Company's website www.monthor.dk immediately after the General Meeting.

The earliest date on which a specific agreement on incentive pay for members of the Executive Board and/or Supervisory Board can be entered into is the day after publication on the website of the guidelines adopted by the shareholders in General Meeting.

The guidelines shall remain in effect until new or amended guidelines are adopted by the shareholders in General Meeting."

4 Re item 4 b) of the agenda

The Supervisory Board proposes that the shareholders in General Meeting authorise the Supervisory Board to let the Company acquire treasury shares up to the point where the Company's total holding of treasury shares amounts to 10% of the Company's share capital, cf. Section 48 of the Danish Public Companies Act, at a consideration that must not deviate by more than 10% from the closing price (all trades) quoted on OMX Nordic Exchange Copenhagen on the date of purchase. This provision shall apply until the Company's next Annual General Meeting.

5 Re item 5 of the agenda

After 15 years on the Supervisory Board of Monberg & Thorsen A/S, including ten as chairman, Mogens Granborg, chairman of the Supervisory Board, wishes to concentrate on the post of chairman of the Supervisory Board of Dyrup A/S and, as part of a succession, does not wish to submit himself for re-election to the Supervisory Board of Monberg & Thorsen A/S.

Hans O. Bennetzen, member of the Supervisory Board, does not wish to submit himself for re-election to Monberg & Thorsen A/S's Supervisory Board.

The Supervisory Board proposes that Henrik Thorsen and Carsten Tvede-Møller, existing board members, both of whom retire by rotation, be re-elected to the Company's Supervisory Board.

The Supervisory Board proposes that Torben Ballegaard Sørensen and Christine Thorsen be elected to the Company's Supervisory Board.

6 Re item 6 of the agenda

The Supervisory Board proposes that the Company's auditors, KPMG Statsautoriseret Revisionspartnerselskab and Ernst & Young Statsautoriseret Revisionsaktieselskab, be re-appointed.

The Supervisory Board proposes that the shareholders in General Meeting authorise the chairman of the General Meeting to effect any formal changes to the resolutions passed by the shareholders in General Meeting that may be required by the Danish Commerce and Companies Agency as a condition for registration of same.

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According to Article 12 (c) of the Articles of Association, the adoption of the resolutions proposed under agenda item 4 a) above shall only be valid if at least two-thirds of the entire share capital is represented at the General Meeting and two-thirds of the votes cast and of the share capital represented at the General Meeting vote in favour of the proposed resolutions.

The other resolutions proposed can be adopted by simple majority.

Copenhagen, 15 April 2008

On behalf of the Supervisory Board



Mogens Granborg