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To: NASDAQ OMX Copenhagen A/S

Gentofte, 7 March 2014

Announcement no. 3/2014

Contact person: Ulrik Kolding Hartvig, CEO

Notice convening the Annual General Meeting  
of Brødrene Hartmann A/S (CVR no.: 63049611)

Tuesday, 8 April 2014 at 2pm  
at Plesner law firm, Amerika Plads 37,  
DK-2100 Copenhagen Ø

## I **Agenda**

1. Report from the Board of Directors on the company's activities in the past financial year.
2. Presentation of the audited annual report for approval.
3. Resolution on the discharge from liability of members of the Executive Board and the Board of Directors.
4. Resolution on the distribution of profit or the cover of loss in accordance with the approved annual report.
5. Election of members to the Board of Directors.
6. Approval of the remuneration to the Board of Directors for FY 2014.
7. Election of auditor.
8. Proposal from the Board of Directors for the granting of authority to acquire own shares.
9. Proposal from the Board of Directors to authorise the Chairman of the meeting with full right of substitution to file resolutions passed at the general meeting for registration with the Danish Business Authority.
10. Any other business.

## 2 Elaboration of the proposals

### 2.1 Re item 4 on the agenda

Resolution on the distribution of profit or the cover of loss in accordance with the approved annual report.

The Board of Directors recommends to the annual general meeting that a dividend be declared for 2013 of DKK 9.50 per share, corresponding to 78 per cent of the profit for the year.

### 2.2 Re item 5 on the agenda

Election of members to the Board of Directors.

According to the Articles of Association, board members elected by the general meeting sit for a term of one year.

Agnete Raaschou-Nielsen, Niels Hermansen, Jørn Mørkeberg Nielsen and Steen Parsholt are up for re-election. The Board of Directors proposes that they be re-elected.

Walther Vishof Paulsen has informed the company that he does not wish to be re-elected.

An outline of the background of the individual board members:

Agnete Raaschou-Nielsen (56) has special competencies within the international process industry, production, sales, management, and finance. COO of Aalborg Portland A/S until 2011. Previously CEO of Zacco Denmark A/S, CEO of Coca-Cola Tapperierne A/S, and Vice President of Carlsberg A/S. Now engaged in board work full-time. Agnete Raaschou-Nielsen chairs the board of Juristernes og Økonomernes Pensionskasse and Arkil Holding A/S and a subsidiary, is vice-chair of the board of Investeringsforeningen Danske Invest and five other investment funds and Novozymes A/S, and member of the board of Aktieselskabet Schouw & Co., Dalhoff Larsen & Horneman A/S, Danske Invest Management A/S, DLH Foundation and Solar A/S.

Niels Hermansen (60) is CEO of Stjerneskanen Holding ApS and has special competencies within general management in the process and packaging industry. Until 2005 CEO of Neoplex/Mondi Packaging Nyborg A/S, and before that CEO of Fritz Hansen A/S. Now works full-time as a board member, etc. Niels Hermansen is chairman of the board of Dinex A/S, Idavang A/S, Fredericia Furniture A/S, R. Færch Plast A/S, and Signal Clothing A/S, he is vice-chairman of the board of Vikan A/S, and he is a member of the board of Færch Holding ApS, Nito A/S, Stjerneskanen Holding A/S, Vissing Holding A/S and Vissing Foundation.

Jørn Mørkeberg Nielsen (53) is CEO of Xilco Holding CH AG (parent company of Sonion A/S). Jørn Mørkeberg Nielsen has special competencies within the international processing industry and management experience of optimisation processes within production, supply chain, R&D, and international business-to-business sales and marketing. Jørn Mørkeberg Nielsen is chairman of five subsidiaries of Xilco Holding CH AG.

Steen Parsholt (62) has special competencies within international management, finance and controlling. Until 2005 Nordic Manager of AON and member of the European Management. Previously CEO of NCM Holding in Amsterdam, and CEO of Citibank in Denmark. Now works full-time as a board member, etc. Steen Parsholt is chairman of the board of Ejendomsselskabet Vestio A/S, Equinox Global Ltd. (UK), and Holberg Fenger Invest A/S, he is vice-chairman of the board of SFK Le Blanc A/S and board member of Advis A/S, Altius Invest A/S, Landic Property Bonds I A/S and two subsidiaries, and Unwire ApS.

### 2.3 Re item 6 on the agenda

Approval of the remuneration to the Board of Directors for FY 2014.

The Board of Directors submits its proposal for board remuneration for 2014 for approval by the shareholders in general meeting. The Board of Directors recommends that the board remuneration for 2014 be unchanged from 2013 as follows:

The remuneration for ordinary board members is DKK 200,000, and the vice chairman and the chairman receive such remuneration multiplied by two and three, respectively.

Ordinary members of the Audit Committee receive an amount in remuneration equalling 50% of the board fee. The Chairman of the Audit Committee receives an amount in remuneration equalling the full board fee. However, a Chairman of the Audit Committee who is also Vice Chairman of the board receives a remuneration equalling 50% of the board fee.

2.4 Re item 7 on the agenda  
Election of auditor.

The Board of Directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab be re-elected.

2.5 Re item 8 on the agenda

Proposal from the Board of Directors for the adoption of the following authority to acquire own shares.

The Board of Directors is granted authority to let the company acquire own shares at a maximum nominal value of DKK 14,030,180 in the period until 8 October 2015 at the price listed at the time of acquisition plus/minus a maximum 10 per cent.

2.6 Re item 9 on the agenda

Proposal from the Board of Directors to authorise the Chairman of the meeting with full right of substitution to file the resolutions passed at the annual general meeting for registration with the Danish Business Authority.

Proposal from the Board of Directors to authorise the Chairman of the meeting to arrange for, and to make such alterations and additions as may be required for, the registration of resolutions passed at the annual general meeting with the Danish Business Authority.

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In fulfilment of the requirement set out in section 97 of the Danish Companies Act, it is noted that the share capital of Brødrene Hartmann A/S represents a total nominal value of DKK 140,301,800, and that each share of DKK 20 confers one vote upon its holder at the general meeting.

A full and unabridged version of the company's Annual Report 2013 is available in Danish and English on [hartmann-packaging.com](http://hartmann-packaging.com) under "Investor > Financials > Annual Reports". The agenda and the complete proposals are contained in this convening notice.

Effective from 7 March 2014 this convening notice, including the agenda and the complete proposals, a statement of the total number of shares and voting rights as at the date of the convening notice, and forms for voting by proxy or correspondence and for obtaining admission cards will be available on [hartmann-packaging.com](http://hartmann-packaging.com) in the box "Investor News" on the front page.

On 7 March 2014 this convening notice including links to the agenda and the complete proposals has been sent electronically upon request to the shareholders listed in the company's register of shareholders.

New registered shareholders may have the convening notice sent to them by making a request therefore not later than on 17 March 2014.

The present convening notice will also be published through the IT system of the Danish Business Authority on 7 March 2014.

The following adoption requirements must be met in order for the proposals to be considered adopted:

- the proposals under agenda items 2, 3, 4, 5, 6, 7, 8, and 9 may be passed by simple majority.

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Shareholders wishing to attend the general meeting and exercise their voting rights must follow the procedures set out below:

All shareholders shall be entitled to attend the general meeting and exercise their voting rights on the basis of their holding of shares as of the registration date, i.e. Tuesday, 1 April 2014, which is one week before the day of the annual general meeting.

The shareholding of the individual shareholder shall be determined as of the end of the registration date on the basis of the listing of the shareholder's shares in the register of shareholders as well as notifications of shareholdings received by the Company with a request for listing in the register, but not yet registered.

To be listed in the register of shareholders and included in the determination of the shareholding, notifications of shareholdings must be proven by the presentation of a transcript from VP Securities A/S or similar documentation issued within the month immediately preceding the day of presentation. Such documentation must be received by the Company by the end of the registration date at the latest.

Only persons registered as shareholders as of the registration date, Tuesday, 1 April 2014, shall be entitled to attend and vote at the general meeting. However, to attend the company's general meeting shareholders must have submitted a request for an admission card to the company in due time against presentation of proof of identity, see below.

Admission card and proxy form may be ordered until Friday, 4 April 2014 at 23:59.

You may order admission cards and grant proxies for the annual general meeting electronically via the internet on the website of Brødrene Hartmann A/S, [hartmann-packaging.com](http://hartmann-packaging.com), or on the website of VP Investor Services A/S, [vp.dk/agm](http://vp.dk/agm) not later than Friday, 4 April 2014 at 23:59.

Please note that the use of electronic proxies requires access to a net bank or an identity as VP user and a VP code.

Admission cards to the annual general meeting - and forms for use by shareholders, e.g. if they are prevented from attending the general meeting in person and wish to grant proxies or vote by correspondence - are also available from the company's head office at Ørnegårdsvej 18, DK-2820 Gentofte (tel.: +45 45 97 00 00, Monday to Friday from 9am to 3pm), or from VP Investor Services A/S (tel.: +45 43 58 88 91) Monday to Friday from 9am to 4pm.

Filled-in applications for admission cards and proxy forms must be returned to VP Investor Services A/S not later than Friday, 4 April 2014 at 23:59, at the address Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S or by fax transmission to +45 43 58 88 67.

It is also possible to vote by correspondence prior to the annual general meeting. Mail-in votes must be received by the Company at the address VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S or by fax transmission to +45 43 58 88 67 no later than Monday, 7 April 2014 at 23:59.

Mail-in votes received by the Company cannot be revoked.

Shareholders planning to call on VP Investor Services A/S in person should note that the office of VP Investor Services A/S is open between 9am and 4pm during the week.

Shareholders may put questions to the agenda before the general meeting, provided that such questions are received by the Company not later than Friday, 4 April 2014 at 23:59. Questions may also be put at the annual general meeting.

The issue of shares is handled by Danske Bank A/S through which shareholders may exercise their financial rights.

Gentofte, 7 March 2014

Brødrene Hartmann A/S, the Board of Directors

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