

Company announcement no. 13/2014

September 12, 2014

## To the shareholders of Auriga Industries A/S

An extraordinary general meeting of Auriga Industries A/S will be held on

**Tuesday, October 7, 2014, at 1 pm**

at the Company's offices, Thyborønvej 78, DK-7673 Harboøre, Denmark.

### Agenda:

#### 1. **Approval of divestment of the entire issued share capital of Cheminova A/S, CVR no. 12 76 00 43, to FMC Corporation.**

Monday, September 8, 2014, Auriga entered into a share purchase agreement with FMC Corporation (the "**Buyer**") (the "**Agreement**") regarding the sale of Cheminova A/S, CVR no. 12 76 00 43, a wholly owned subsidiary of Auriga (the "**Divestment**"). Reference is made to company announcement no. 12/2014 of September 8, 2014. Cheminova A/S – together with its subsidiaries – constitutes all current operational activities of Auriga. An overview of selected material terms of the Agreement may be found at Auriga's website, [www.auriga-industries.com](http://www.auriga-industries.com).

The Board of Directors unanimously proposes that the shareholders of Auriga at the extraordinary general meeting approve the Divestment, and that the Board of Directors be authorized to make and approve any amendments considered necessary or appropriate in order to complete the Divestment.

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### **Adoption requirements**

The proposed resolution may be adopted by a simple majority of votes cast.

### **Share capital and shareholders' voting rights**

Auriga's share capital is nominally DKK 255,000,000 and comprises of Class A shares with a nominal value of DKK 75,000,000 and Class B shares with a nominal value of DKK 180,000,000.

Each Class A share with a nominal value of DKK 10 carries 10 votes, while each Class B share with a nominal value of DKK 10 carries 1 vote.

The voting rights of a shareholder can be exercised if the shareholder has obtained an admission card in due time and is registered in the Register of Shareholders on the registration date, Tuesday, September 30, 2014, or if the shareholder has reported and documented his/her acquisition of shares in Auriga at this time with the view to registration in the Register of Shareholders.

### **Admission cards and proxies**

Shareholders who wish to attend the extraordinary general meeting must request admission cards no later than on **Friday, October 3, 2014**.

Admission cards can be ordered via the InvestorPortal on Auriga's website, [www.auriga-industries.com](http://www.auriga-industries.com) or by contacting Investor Relations on [investor@auriga.dk](mailto:investor@auriga.dk) or on tel. +45 70 10 70 30 on business days between 9.00 am and 4.00 pm CET.

You can also print your admission card yourself. Admission cards which have not been printed by 12.00 noon CET on Friday, October 3, 2014, at the latest will be sent by ordinary mail to the address registered in Auriga's Register of Shareholders.

Admission cards ordered between 4 pm CET and 11.59 pm CET on Friday, October 3, 2014, can be collected upon arrival at the extraordinary general meeting.

Shareholders who expect to be unable to attend the extraordinary general meeting may issue a proxy to the Board of Directors or to a person appointed by the shareholder to attend the extraordinary general meeting. Proxy and postal vote forms can be obtained electronically at Auriga's website, [www.auriga-industries.com](http://www.auriga-industries.com). Proxies can be issued via the InvestorPortal at Auriga's website, [www.auriga-industries.com](http://www.auriga-industries.com).

Proxies must be received by Friday, October 3, 2014, at the latest.

### **Postal votes**

It is also possible to exercise voting rights by post. Proxy and postal vote forms can be obtained electronically at Auriga's website, [www.auriga-industries.com](http://www.auriga-industries.com). In such case, the proxy and postal vote form must be sent with clear indication of the shareholder's name and VP reference number to Auriga Industries A/S, att. Investor Relations, Thyborønvej 78, DK-7673 Harboøre, Denmark, such that it is received by Monday, October 6, 2014, at 11.59 pm CET at the latest. Postal votes can also be submitted electronically via the InvestorPortal on Auriga's website, [www.auriga-industries.com](http://www.auriga-industries.com). Once a postal vote has been submitted, it cannot be revoked. Please note that it is not possible to issue a proxy and a postal vote at the same time.

### **Questions from shareholders**

Shareholders may submit written questions to the Board of Directors and Executive Board about the agenda and documents relating to the extraordinary general meeting. Written questions must be emailed to [investor@auriga.dk](mailto:investor@auriga.dk).

### **Interpretation**

The general meeting will be conducted in Danish. Equipment for simultaneous interpretation into English will be available to all participants.

### **Access to information**

From Friday, September 12, 2014, the notice convening the extraordinary general meeting with complete proposals for agenda items, overview of selected terms of the Agreement, and proxy and postal vote forms can be found on Auriga's website, [www.auriga-industries.com](http://www.auriga-industries.com) or ordered from Investor Relations on [investor@auriga.dk](mailto:investor@auriga.dk) or on tel. +45 70 10 70 30 on business days between 9.00 am and 4.00 pm CET for delivery by ordinary mail.

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**AURIGA INDUSTRIES A/S**  
PARENT COMPANY OF  **CHEMINOVA**

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### **Electronic communication**

Auriga uses electronic communication. The notice as well as the relevant registration and proxy form for the extraordinary general meeting will only be distributed to shareholders registered in Auriga's Register of Shareholders having ordered this type of information either by ordinary mail or via email.

### **Refreshments**

In connection with the extraordinary general meeting, coffee and light refreshments will be served in the foyer from 12 pm CET.

September 12, 2014

On behalf of the Board of Directors

Jens Due Olsen  
Chairman of the Board of Directors

AURIGA INDUSTRIES A/S

*The notice convening the extraordinary general meeting has been prepared in Danish and English.  
The Danish version is prevailing in cases of misunderstandings arising out of the English translation.*