

Auriga Industries A/S  
Thyborønvej 78  
7673 Harbøre  
Denmark

Postal address:  
PO Box 9  
DK-7620 Lemvig

Tel: +45 7010 7030  
Fax: +45 7010 7031  
investor@auriga.dk  
www.auriga-industries.com  
SE No. DK34629218

Reg. Office:  
Finlandsgade 14  
DK-8200 Århus N.

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

Company announcement no. 4/2015

April 8, 2015

## To the shareholders of Auriga Industries A/S

The annual general meeting of Auriga Industries A/S will be held on

**Thursday, April 30, 2015, at 10.30 am**

at the address: Nobelauditoriet, Aarhus Universitet, Jens Chr. Skous Vej, Building 1482, room 106, DK-8000 Aarhus C.

### Agenda:

1. Report by the Board of Directors on the Company's activities in the past financial year.
2. Presentation of the annual report for 2014 for adoption.
3. Resolution about the discharge of the obligations of the Executive Board and the Board of Directors.
4. Approval of the remuneration paid to the Board of Directors.

#### 4.1 Final approval of remuneration for 2014.

At the annual general meeting in 2014, the remuneration of the Board of Directors for 2014 was preliminary determined as follows:

Remuneration based on a basic remuneration of DKK 500,000 for the Chairman, DKK 300,000 for the Deputy Chairman and DKK 225,000 for other members of the Board of Directors, and a supplement of DKK 200,000 for the Chairman of the Audit Committee and DKK 100,000 for other members of the Audit Committee, and a supplement of DKK 75,000 for the Chairman of the Product Development Committee and DKK 50,000 for other members of the Product Development Committee.

The total remuneration for members of the Board of Directors for 2014 would, according to this preliminary resolution, amount to DKK 2,800,000.

The Company's majority shareholder, Aarhus University Research Foundation, proposes that the basic remuneration of DKK 500,000, DKK 300,000 and DKK 225,000, respectively, be doubled due to the significant additional work carried out by the Board of Directors in connection with the sale of the subsidiary. Approval is proposed in accordance with the majority shareholder's proposal by which the total proposed remuneration of the Board of Directors for 2014 amounts to DKK 5,175,000.

## 4.2 Approval of the level of remuneration for 2015.

The level of remuneration for 2015 is preliminarily proposed to be DKK 500,000 for the Chairman, DKK 300,000 for the Deputy Chairman and DKK 200,000 for other members of the Board of Directors in addition to a supplement for the Chairman of the Audit Committee of DKK 200,000. If the Board of Directors is composed as proposed in item 6 below, the total preliminary remuneration for 2015 of the Board of Directors' continuing members will thus amount to DKK 1,200,000. The resigning members of the Board of Directors will receive a proportional amount of DKK 525.000 in total.

5. Resolution concerning the appropriation of profits or the cover of losses in accordance with the adopted annual report.

As described under item 10, the Company intends to distribute an extraordinary dividend to its shareholders following completion of the sale of Cheminova A/S and the general meeting. Thus, the Board of Directors proposes that no dividend is declared for 2014.

6. Election to the Board of Directors.

### 6.1 Amendment of the articles of association in relation to the size of the Board of Directors.

The Board of Directors proposes that the first sentence of Article 14 be amended to the effect that the Board of Directors may consist of 3-6 members elected by the general meeting instead of now 4-6 members.

First sentence of Articles 14 will, if the proposal is adopted, have the following wording:

*“The Board of Directors shall – in addition to such employee representatives as are elected members to the Board of Directors pursuant to legislation in force from time to time – consist of 3-6 members who shall be elected by the general meeting.”*

### 6.2 Election of member to the Board of Directors.

The term of all members of the Board of Directors elected by the general meeting expires at the annual general meeting. The Board of Directors proposes re-election of Jens Due Olsen, Jutta af Rosenborg and Torben Svejgård.

Lars Hvidtfeldt, Karl Anker Jørgensen and Jørgen Jensen are not up for re-election.

It is expected that the divestment of Cheminova A/S is completed before the general meeting and, accordingly, that all employee representatives will have resigned from the Board of Directors before the general meeting.

Based on the above, the Board of Directors is expected to consist of three members following the general meeting. The Board of Directors reserves the right to nominate additional candidates if the sale of Cheminova A/S is not completed before the general meeting as expected.

Information on the background and competences of the individual board members is available on Auriga's website [www.auriga-industries.com](http://www.auriga-industries.com).

The Board of Directors intends to re-elect Jens Due Olsen as Chairman, Torben Svejgård as Deputy Chairman and Jutta af Rosenborg as Chairman of the Audit Committee.

7. Appointment of auditor.

The Board of Directors proposes reappointment of Deloitte Statsautoriseret Revisionspartnerselskab.

8. Proposal from the Board of Directors regarding treasury shares.

The Board of Directors requests that, up until the next annual general meeting, the Company be authorized to acquire treasury shares with a nominal value of up to 10% of the share capital, at a price not deviating by more than 10% from the market price applicable at any time, and so that the Company owns no more than 10% of the share capital at any time.

9. Proposals from shareholders regarding donations and distribution of proceeds from the sale of Cheminova A/S.

9.1 Proposal from shareholder Kurt Aabo regarding donation of DKK 1 million for an annual event or cultural event.

Kurt Aabo has proposed that (a) DKK 1 million is allocated for distribution over a number of years for an annual event or cultural event to celebrate Gunnar Andreasen's establishment of Cheminova A/S in 1938, (b) the municipality of Lemvig organise and manage the funds, and (c) the first event is held in 2016 and the last in 2038.

The Board of Directors' comment to the proposal: The Board of Directors does not support the proposal.

9.2 Proposal from shareholder Kurt Aabo regarding donation of DKK 100 million for a local commercial foundation.

Kurt Aabo has proposed that (a) DKK 100 million is allocated for establishment of a local commercial foundation to aim at creating and preserving jobs in the local area, (b) the municipality of Lemvig drafts the articles of association and manages the foundation's funds, and (c) the funds must last at least until 2038 which is the 100<sup>th</sup> anniversary of the establishment of Cheminova A/S.

The Board of Directors' comment to the proposal: The Board of Directors does not consider it to be consistent with Auriga's objective and status as a commercial enterprise that a significant amount, which all shareholders ultimately are entitled to, is used for purposes not related to the operations of the Company. Consequently, the Board of Directors does not support the proposal. Reference is made to the special rules applicable to shareholders voting against the proposal described below under "Adoption requirements and redemption".

9.3 Proposal from Kritiske Aktionærer regarding environmental clean-up.

Kritiske Aktionærer, Frank Aaen, has proposed that the Company recognizes that it is responsible for cleaning up the pollution for which the Company has been responsible, and thus will ensure that a part of the proceeds from the sale of Cheminova A/S is used to cover all or a substantial part of the costs of a clean-up.

The Board of Directors' comment to the proposal: The Board of Directors assumes that the proposal concerns Groyne 42 at Harbøre Tange. The Board of Directors notes that it has been finally determined by a ruling of the Western High Court dated June 4, 1987, that Auriga is not liable for the clean-up of Groyne 42. Consequently, the Board of Directors does not support the proposal. Reference is made to the special rules applicable to shareholders voting against the proposal described below under "Adoption requirements and redemption".

9.4 Proposal from Aarhus University Research Foundation regarding establishment of a commercial foundation.

Aarhus University Research Foundation has proposed that the Company – without being legally obliged to do so – donates DKK 125 million for the establishment of a commercial foundation named Auriga Fonden with the purpose to distribute funds to support the

clean-up of ground pollution and similar nature preservation activities within the geographical area of the municipality of Lemvig.

Aarhus University Research Foundation has requested that the proposal is put to a vote in accordance with section 107(2) of the Danish Companies Act.

The motivation of the proposal from Aarhus University Research Foundation and draft articles of association for the proposed commercial foundation are included in the foundation's letter to the Company dated April 6, 2015, which is available as an appendix on the website.

*The Board of Directors' comment to the proposal:* On the Company's liability, the Board of Directors notes that it has been finally determined by a ruling of the Western High Court dated June 4, 1987, that Auriga is not liable for the clean-up of Groyne 42. Consequently, the Board of Directors does not support the proposal. Reference is made to the special rules applicable to shareholders voting against the proposal described below under "Adoption requirements and redemption".

## 10. Proposals from the Board of Directors relating to the distribution of the proceeds from the sale of Cheminova A/S.

### Background

The Company expects that the sale of Cheminova A/S will be completed before the general meeting. Therefore, the Company intends to distribute a total amount of DKK 8,236,500,000 to the Company's shareholders, equivalent to DKK 323 per share, after completion of the sale and the general meeting.

The amount corresponds to the expected proceeds from the sale less transaction costs, payment of the Company's debt and costs for phase-out of the Company. Any remaining amount, expected to be around DKK 2 per share, will be distributed at a later stage.

The final amount of the distribution may be adjusted, including if one or more of the proposals under agenda items 9.2 – 9.4 are adopted, or if unexpected events occur before the date of distribution.

Since the share sale agreement was signed in September 2014, the Board of Directors has examined the possibilities for distribution of proceeds from the divestment. Based on responses from the Danish tax authorities, the Board of Directors has decided to distribute the proceeds as extraordinary dividends with expected payment during June 2015. Accordingly, shareholders who might wish to dispose their shares before the date of distribution have a period of minimum 4 weeks after the general meeting to carry out any such sale.

In order to complete the distribution, the Board of Directors has submitted proposals for an authorisation to distribute extraordinary dividends and a reduction of the share capital by transfer of the share capital to distributable reserves which may be distributed to the shareholders.

### 10.1 Authorisation of the Board of Directors to distribute extraordinary dividends.

The Board of Directors proposes that the general meeting authorises the Board of Directors to distribute extraordinary dividends, and that the authorisation be inserted as a new Article 7.3 in the articles of association with the following wording:

*"The Board of Directors is authorised to distribute extraordinary dividends."*

As a consequence thereof, the current Articles 7.3, 7.4, and 7.5 of the articles of association will become Article 7.4, 7.5 and 7.6.

#### 10.2 Reduction of the share capital by transfer to distributable reserves.

In order to increase the distributable reserves which may be distributed to the shareholders, the Board of Directors proposes that the Company's share capital is reduced by nominally DKK 249,900,000 from DKK 255,000,000 to DKK 5,100,000. The reduction amount is transferred to a special reserve, which the Board of Directors proposes transferred to distributable reserves, which may be distributed to the shareholders as dividends immediately after the capital decrease. The capital decrease is carried out by reducing the nominal value of the shares from DKK 10 to DKK 0.20. Thus, the number of shares and number of votes per Class A and Class B share are not changed.

The capital decrease of nominally DKK 249,900,000 is divided by nominally DKK 73,500,000 on the Class A share capital and nominally DKK 176,400,000 on the Class B share capital.

If the proposal is adopted, the capital decrease can be completed by the Board of Directors following expiry of a statutory creditor notice period of 4 weeks (i.e. expected at the earliest on June 1, 2015).

After completion, the first and second sentences of Article 4.1 of the articles of association will read as follows:

*"The share capital of the Company is DKK 5,100,000. The said share capital shall be divided into Class A shares with a nominal value of DKK 1,500,000 and Class B shares with a nominal value of DKK 3,600,000. The share capital shall be divided into shares of DKK 0.20 each or multiples thereof."*

In addition, Article 10.2 of the articles of association will read as follows:

*"Each shareholding of Class A shares of DKK 0.20 shall carry ten votes and each shareholding of Class B shares of DKK 0.20 shall carry one vote at the Company's general meetings."*

#### 11. Authorisation to the chairman of the meeting.

The Board of Directors proposes that the general meeting authorises the chairman of the general meeting (with a right of substitution) to register the adopted resolutions of the general meeting with the Danish Business Authority, including to make such changes and amendments, which the Danish Business Authority finds necessary as a condition for registration or approval.

#### 12. Any other business.

--o0o--

#### **Adoption requirements and redemption**

The proposed resolutions set out in items 6.1, 10.1 and 10.2 which all involve amendments to the articles of association will require adoption by at least two-thirds of the votes cast and two-thirds of the voting share capital present at the general meeting.

The proposed resolutions set out in items 9.2 - 9.4 must be adopted by at least nine-tenths of the votes cast and nine-tenths of the share capital present at the general meeting, cf. section 107(2)(1) of the Danish Companies Act. If any of the proposals in items 9.2 - 9.4 are adopted, a shareholder who has opposed the proposal at the general meeting can require that his shares be redeemed by the Company pursuant to the rules hereon in section 110(2) of the Danish Companies Act. Redemption is conditional upon such request being submitted at the general meeting, cf. section 110(2) of the Danish Companies Act.

Adoption of the other proposals require a simple majority.

### **Size of share capital and shareholders' voting rights**

The Company's share capital is DKK 255,000,000 and comprises 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, Thursday, April 23, 2015, or if the shareholder has reported and documented his acquisition of shares in the Company at this time with a view to registration in the Register of Shareholders.

### **Admission cards and proxies**

Shareholders who wish to attend the annual general meeting must request admission cards no later than on Friday, April 24, 2015.

Admission cards can be ordered via the InvestorPortal on Auriga's website [www.auriga-industries.com](http://www.auriga-industries.com) or by contacting VP Investor Services A/S, Weidekampsgade 14, DK-2300 Copenhagen S, on email [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk), or by telephone: +45 4358 8866.

You can print your admission card yourself. Admission cards which have not been printed in connection with the ordering will be sent by ordinary post to the address registered in Auriga's Register of Shareholders.

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

Proxies must be received by Friday, April 24, 2015, 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 the Company 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 VP Investor Services A/S, Weidekampsgade 14, DK-2300 Copenhagen S, Denmark, such that it is received by Wednesday, April 29, 2015, at 12.00 pm at the latest. Postal votes can also be submitted electronically via the InvestorPortal on the Company website [www.auriga-industries.com](http://www.auriga-industries.com). A postal vote submitted cannot be revoked.

Please note that it is not possible to issue a proxy and vote by post 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 general meeting or the Company in general. Written questions must be emailed to [investor@auriga.dk](mailto:investor@auriga.dk).

### **Access to information**

From Wednesday April 8, 2015, the notice convening the annual general meeting with complete proposals for agenda items and proxy and postal voting forms can be seen on the

Company 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 for delivery by ordinary mail.

### Electronic communication

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

Auriga's annual report for 2014 is not available in a printed version. Shareholders wanting a print-out version may contact Investor Relations on tel. +45 70 10 70 30 on business days between 9.00 am and 4.00 pm or by email: [investor@auriga.dk](mailto:investor@auriga.dk).

Shareholders, who have signed up to receive the notice convening the annual general meeting by ordinary mail, will receive it a few days following April 8, 2015. A printed version of the annual report for 2014 will be enclosed.

### Parking

There are parking spaces in the car park under Building 1485. Extra time for parking should be considered.



Registration of admission cards for the annual general meeting starts at 10 am.

April 8, 2015

On behalf of the Board of Directors

Jens Due Olsen,  
Chairman of the Board of Directors

AURIGA INDUSTRIES A/S

*The notice convening the annual general meeting is released in Danish and English.  
The Danish version is prevailing in case of misunderstandings arising out of the English translation*