

Translation

This text has been prepared in Danish and in English. In case of discrepancies, the Danish text will prevail.

**Company Announcement No. 5/2009**

**8 April 2009**

Notice and complete agenda

Annual General Meeting

of

Capinordic A/S  
Strandvejen 58  
2900 Hellerup  
Denmark

Central Business Register No.: 13 25 53 42

Tuesday 21 April 2009 at 12.30 pm  
at the Copenhagen Admiral Hotel  
Toldbodgade 24-28, 1253 Copenhagen K, Denmark

Agenda

1. Presentation of chairman of the meeting
2. Submission of the audited 2008 Annual Report for approval
3. Discharge of the Company's Management from liability
4. Proposed resolution on distribution of profit or cover of loss
5. Proposed resolutions from the Supervisory Board:
  - a. Renewal of authority to resolve on the distribution of extraordinary dividends.

The Supervisory Board proposes that it be granted authority to resolve on the distribution of extraordinary dividends in accordance with the rules of the Danish Public Companies Act. The authority will be inserted into Article 10 B of the Company's Articles of Association with the following wording:

'The Supervisory Board is authorised to resolve on the distribution of extraordinary dividends in accordance with the rules of the Danish Public Companies Act.'

- b. Authority to purchase own shares.

The Supervisory Board proposes that it be authorised, for the period until next year's Annual General Meeting, to allow the Company to purchase up to 10 per

cent of the shares in the Company at the market price for shares in the Company applicable at the time of acquisition with a deviation of up to 10 per cent.

- c. Election of I-nvestor A/S to keep the Register of Shareholders.

The Supervisory Board proposes that I-nvestor A/S be elected to keep the Register of Shareholders of the Company. Accordingly, it is proposed to insert a new Article 3 B into the Articles of Association, worded as follows:

'I-nvestor A/S, Kongevejen 418, 2840 Holte, Denmark, shall keep the Register of Shareholders of the Company.'

6. Election of Supervisory Board

The Supervisory Board proposes election of Lennart Andersson and Daniel Grossmann to the Supervisory Board of the Company, Lars Öijer resigning from the Supervisory Board at the same time.

The Supervisory Board proposes re-election of the other members of the Supervisory Board.

7. Election of auditors

The Supervisory Board proposes re-election of PricewaterhouseCoopers Statsautoriseret Revisionsaktieselskab.

8. Any other business

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The share capital of the Company amounts to fifty-nine million four hundred forty-five thousand one hundred and thirty Danish kroner (DKK 59,445,130) divided into shares of a nominal value of DKK 0.50 each and registered with VP Securities Services (*Værdipapircentralen*), corresponding to one hundred and eighteen million eight hundred and ninety thousand two hundred and sixty (118,890,260) shares of a nominal value of DKK 0.50. The share capital has been fully paid up. Each nominal share amount of DKK 0.50 entitles the holder to one vote at general meetings. Please direct any questions concerning dividends and shareholders' exercise of financial rights to Capinordic Bank A/S, Strandvejen 58, P.O. Box 69, 2900 Hellerup, Denmark.

For adoption of the resolution proposed in item 5.c, the resolution must be carried by at least two thirds of both the votes cast and of the voting share capital represented at the Annual General Meeting.

The voting rights of shares acquired by transfer are conditional upon the shareholder having had the shares registered in the Register of Shareholders or having notified and proved his acquisition on or before the date of the notice convening the general meeting displayed in the electronic information system of the Danish Commerce and Companies Agency.

Admission cards for the Annual General Meeting may be ordered until 4:00 p.m. on 17 April 2009 by written request to Capinordic A/S, P.O. Box 69, Strandvejen 58, 2900 Hellerup, Denmark, for the attention of Katrine Hoff. The request must include information on VP account No. or name and address of the owner of the custody account. Any advisors to shareholders must also obtain admission cards for the Annual General Meeting by written request stating their names by the same time limit.

A notice of attendance form and a proxy form for the Annual General Meeting may be downloaded from the Company's website, [www.capinordic.com](http://www.capinordic.com).

Candidates up for election to the Supervisory Board:

**Claus Ørskov**

Claus Ørskov is an attorney entitled to appear before the Supreme Court. He has been a member of the Supervisory Board of Capinordic A/S since 15 March 2005 and was re-elected most recently in 2008.

Claus Ørskov is a member of the supervisory boards of:

- Aktieselskabet af 01.09.1979
- Aktieselskabet Hemiba
- Aktieselskabet Nordsjællands Ejendoms- Aktie- Fonds- og Finansieringsselskab
- CHA Furniture A/S
- HTI-Import og Handel A/S
- ICG Holding A/S
- Investerings-aktieselskabet Ryba
- Irlund Invest A/S
- ITH Finans A/S
- ITH Træindustri A/S
- Puget-Vergie A/S
- Renewagy A/S
- Scandinavian Securities A/S
- Capee Holding Danmark A/S
- Foreningen Capinordic Europæiske Ejendomme F.M.B.A.

Mr Ørskov is also a member of the executive boards of:

- Aktieselskabet Nordsjællands Ejendoms- Aktie- Fonds- og Finansieringsselskab, CEO
- Investerings-aktieselskabet Ryba, CEO

- Aktieselskabet Hemiba, CEO
- Irlund Invest A/S, Director

## **Frédéric de Mevius**

Frédéric de Mevius holds a B.A. in economics and has been a member of the Board of Directors of InBev NV/SA and an Executive Director at Lehman Brothers in New York and London. He has been a member of the Supervisory Board since 17 April 2008. He is the CEO of Verlinvest SA and is currently mandated as director, managing director and/or member of the supervisory boards of a number of companies in which Verlinvest SA or one of its subsidiaries has invested.

Frédéric de Mevius is mandated as director, managing director and/or member of the supervisory boards of:

- SiegCo SA
- Verlinvest BV
- Armonia SA
- Legsa SA
- All Market Inc.
- Hint Inc.
- Sambazon Inc.
- CDH Développement SA
- Orpar SA
- Spa & Salon International Limited
- Eugenie SA
- Eugénie Patri Sébastien SA
- HLF SPRL
- Le Domaine de la Falize SA
- Agrabio SPRL
- Duomos SPRL
- Fiwep SA
- Merifin Europe SA
- Patria SA

## **Ole Vagner**

Ole Vagner has had an extensive career in the financial sector, including the position as Bank Manager of SJL-Banken/Almindelig Brand Bank. He has been a member of the Supervisory Board since 20 June 2006 and was re-elected most recently in 2008. In addition, he is the founder and former Group CEO of Keeps A/S.

Ole Vagner is a member of the supervisory boards of:

- Center Syd A/S
- Copenhagen Residential A/S
- Domino Norrköping A/S

- Handels- og Investeringsselskabet Hegedal A/S
- Helgstrand Dressage A/S
- HFI Holding A/S
- HFI-Invest A/S
- Højhuset Mørkhøj A/S
- Kefren A/S
- Kefren DK Holding I A/S
- Lomax A/S
- NCOM A/S
- Nordicom A/S
- Tellusborgvägen Holding A/S
- Timotejen Holding A/S

Mr Vagner is also a member of the executive boards of:

- Handels- og Investeringsselskabet Hegedal A/S, CEO
- HFI Holding A/S, Director
- HFI-Invest A/S, CEO
- Kefren A/S, CEO
- Kefren DK Holding I A/S, CEO
- NCOM A/S, CEO
- Tellusborgvägen Holding A/S, CEO
- Timotejen Holding A/S, CEO
- Vagner Holding A/S, Director

## **Lennart Andersson**

Lennart Andersson has had a long career in the financial sector and has in-depth knowledge of the Swedish financial market and the Capinordic Group. He is now a member of the supervisory boards of various Swedish companies.

Lennart Andersson is a member of the supervisory boards of:

- CGU Life AB
- Revert AB
- Nordisk Fondservice AB
- Monetar Pensionsförvaltning AB
- Capinordic Asset Management AB
- Nordic Brokers Association AB
- Brokerage Invest Luxembourg

**Daniel Grossmann**

Daniel Grossmann holds a degree in law and has had a career in both the legal and the financial sectors, working as a lawyer for Allan & Overy in Belgium and as Investment Manager for G Partners in London. Since 2007, he has been attached to Verlinvest SA.

Daniel Grossman is mandated as director, managing director and/or member of the supervisory boards of:

- Cofintra SA
- Armonea SA
- Next! Consulting SPRL

The agenda and the audited 2008 Annual Report signed by the Executive and Supervisory Boards, as well as the complete proposals, will be available for inspection at the Company's offices at Strandvejen 58, 4<sup>th</sup> floor, 2900 Hellerup, Denmark, from 8 April 2009 and on the Company's website, [www.capinordic.com](http://www.capinordic.com).

Copenhagen, 8 April 2009

Supervisory Board

**For further information, please contact:**

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