|  |
| --- |
| Company announcement  No. 06 / 2016 |
| Copenhagen 29.03.2016 |

NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON 25 APRIL 2016 AT 9:00 AM

In accordance with Article 7.1 of the Articles of Association, notice is hereby given of the annual general meeting of Dalhoff Larsen & Horneman A/S to be held on

**Monday 25 April 2016 at 9:00 a.m.**

at Kromann Reumert, Sundkrogsgade 5, DK-2100 Copenhagen Ø with the following agenda:

1. Presentation and adoption of the audited annual report
2. Resolution on the appropriation of profit or loss as recorded in the adopted annual report
3. Proposal that the Board of Directors will consist of 3-5 members
4. Election of chairman, deputy chairman and other members of the Board of Directors
5. Election of auditor
6. Proposed resolutions

6.a Proposal to authorize the Board of Directors to distribute extraordinary dividend

6.b Proposal to amend the remuneration policy

6.c. Proposal to approve the annual fee to the members of the Board of Directors

6.d The Board of Directors requests an authorization from the general meeting in order that the company in the period until the next annual general meeting may acquire own shares for up to a total nominal value of 10% of the company’s share capital, including the company's existing holding of own shares. The consideration may not deviate by more than 5% from the bid price quoted on Nasdaq Copenhagen at the time of the acquisition. The bid price quoted on Nasdaq Copenhagen means the closing bid price all trades at 5:00 p.m.

1. Any other business

**Re 1**

Presentation and adoption of the audited annual report.

**Re 2**

Resolution on the appropriation of profit or loss as recorded in the adopted annual report.

**Re 3**

The Board of Directors proposes that the Articles of Association, Article 12.1 be amended so that the Board of Directors will consist of 3-5 members, and therefore proposes to amend the Articles of Association, Article 12.1 to:  
"The company is managed by a supervisory board consisting of 3-5 members elected by the general meeting and of any employee representatives elected in pursuance of the provisions of law to this effect. The chairman and the deputy chairman of the supervisory board are elected by the general meeting."

**Re 4**

The Board of Directors proposes that

* Carsten Lønfeldt be elected chairman,
* Agnete Raaschou-Nielsen be re-elected as deputy chairman, and
* John Stær and Kristian Kolding be re-elected as members of the Board of Directors.

**Re 5**

The Board of Directors proposes that Ernst & Young P/S be re-elected as auditor.

**Re 6a**

It is proposed to authorize the Board of Directors to distribute extraordinary dividend.

**Re 6b**

The Board of Directors proposes to add the following to the remuneration policy: "The Supervisory Board may propose to the Shareholders' Meeting that one or more members of the Supervisory Board shall receive an additional fee of up to twice the fixed basic fee for undertaking specific tasks.”

**Re 6c**

The Board of Directors proposes that the fixed basic fee for the members of the Board of Directors for the period 1 April 2016 to 31 March 2017 is set at DKK 50,000. According to the company's remuneration policy, each member of the Board of Directors receives a fixed basic fee, while the chairman's remuneration is twice as large and the deputy chairman's one and a half times as large. The Board of Directors also proposes that Carsten Lønfeldt as chairman of the Board of Directors shall receive an additional fee of twice the fixed basic fee for undertaking specific tasks.

**Re 6d**

The Board of Directors requests an authorization from the general meeting in order that the company in the period until the next annual general meeting may acquire own shares for up to a total nominal value of 10% of the company’s share capital, including the company's existing holding of own shares. The consideration may not deviate by more than 5% from the bid price quoted on Nasdaq Copenhagen at the time of the acquisition.

If own shares are acquired it is the intention that these shall be cancelled via a subsequent capital reduction.

SPECIAL MAJORITY REQUIREMENTS

There are no special majority requirements for the adoption of the proposals under items 1, 2, 4, 5 and 6, and these proposals may therefore be passed by a simple majority. The adoption of the proposal under item 3 requires approval by at least 2/3 of both the votes cast and of the voting share capital represented at the general meeting.

Registration, admission, proxy and postal voting

**Date of registration**

A shareholder's right to attend the general meeting and vote his/her shares is determined on the basis of the number of shares held by the shareholder on 18 April 2016 (*the date of registration*). The shares held by each individual shareholder must be determined at the date of registration, based on the ownership information registered about the shareholder in the register of shareholders, and based on any notice of ownership received by the company or the keeper of the register of shareholders for the purpose of registration, but not yet registered, in the register of shareholders.

**Final date for notice of attendance and admission cards**

Shareholders, or their proxies, who wish to attend the general meeting must give notice to the company of their attendance no later than 21 April 2016 at 23.59 Danish time in accordance with Article 10.1 of the Articles of Association and must obtain admission cards in due time as specified below. This requirement also applies to any advisor attending the meeting together with a shareholder or his/her proxy. Admission cards can be obtained via the company's website [www.dlh.com](http://www.dlh.com). Alternatively, the enclosed form can be sent, duly completed and signed, to Computershare, Kongevejen 418, DK-2840 Holte, or by fax on +45 45 46 09 98, for receipt by Computershare no later than 21 April 2016 at 23:59 Danish time. The participants will then receive admission cards for physical attendance at the address specified in the form.

**Proxies**

If you are prevented from attending the general meeting, you may appoint a proxy to cast the votes carried by your shares. The proxy form is available on the company's website www.dlh.com. Alternatively, you may use the enclosed form, which must reach Computershare no later than 21 April 2016 at 23:59 Danish time. The form can be sent, duly completed and signed, to Computershare, Kongevejen 418, DK-2840 Holte, or by fax on +45 45 46 09 98.

**Postal voting**

You may also vote by post prior to the date of the general meeting. By using NemID, postal votes may be cast on the company's website www.dlh.com no later than 21 April 2016 at 12.00 noon Danish time. Alternatively, please complete and send the form, duly signed and dated, to Computershare for receipt no later than 21 April 2016 at 12.00 noon Danish time. The form can be sent by mail to Computershare at the address Kongevejen 418, DK-2840 Holte or sent by fax +45 45 46 09 98.

Finally, admission cards and ballot papers can be ordered at the company's office by providing the name registered in the register of shareholders or against presentation of a VP account statement or deposit slip together with the shareholder's name and address.

Share capital, voting rights and issuing bank

Under the Articles of Association, the company's share capital is DKK 26,783,248.50 as at the date of this notice.

The Articles of Association provide the following voting rights in the company as at the date of this notice:

Following registration (see Article 10.2 of the Articles of Association), each share of DKK 0.50 carries one vote.

The company's shareholders may exercise their financial rights through Danske Bank as the issuing bank.

Agenda, etc.

No later than three weeks before the date of the general meeting, the following information will be available to the shareholders on the company's website [www.dlh.com](http://www.dlh.com):

1. The notice convening the general meeting
2. The total number of shares and voting rights as at the date of the notice
3. The agenda and the full text of all proposals
4. A form for ordering admission cards, granting proxies, or casting postal votes
5. The 2015 annual report
6. Background information about the Board of Directors and the auditor, see agenda items 4 and 5

# Right to ask questions

Prior to the general meeting, shareholders may submit written questions to the company's management about matters affecting the assessment of the 2015 annual report, the company's position in general, or other matters to be decided at the general meeting. The shareholders' questions may also concern the company's relations to other DLH group companies. Shareholders who wish to exercise this right may send their questions by post to Dalhoff Larsen & Horneman A/S, Herlev Hovedgade 195, DK-2730 Herlev. The questions may be answered in writing, for instance by making the answers available on the company's website: [www.dlh.com](http://www.dlh.com). The answering of a question may be omitted if the shareholder who has asked the question is not represented at the general meeting. At the general meeting, shareholders may also ask oral questions about these matters to the company's management and oral questions about the annual report to the company's auditor elected by the general meeting.

Copenhagen, 29 March 2016

Dalhoff Larsen & Horneman A/S

The Board of Directors

**Contact**

Inquiries concerning this announcement can be made on telephone no. +45 41 95 38 29.