

# Notice of Extraordinary General Meeting in Keops A/S

*Reported via Company News Service on 6 September 2007:*

## To Keops A/S' shareholders

An extraordinary general meeting is convened for

**Monday, 17 September 2007, at 3 p.m. (CET)**

at Keops A/S, Scandiagade 8, 2450 Copenhagen SV.

### Agenda:

1. Election of Board of Directors
2. Approval of remuneration to the Supervisory Board
3. Resolution to authorise the Supervisory Board to distribute interim dividends and accordingly to insert an authorisation into the Articles of Association as a new article 5.4 with the following wording: "The Supervisory Board is authorised by the general meeting to resolve to distribute interim dividend."
4. Resolution to authorise the Supervisory Board to apply for a delisting of the Company's shares on the OMX Nordic Exchange Copenhagen A/S.
5. Resolution to authorise the Supervisory Board to decide that the Company's shares shall cease being registered with the Danish Securities Centre.
6. Resolution to authorise the Supervisory Board to delete article 4.8 of the Articles of Association in connection with a delisting of the Company from OMX Nordic Exchange Copenhagen A/S. Article 4.8 has the following wording: "The shares are listed on the Copenhagen Stock Exchange."
7. Resolution to authorise the Supervisory Board to amend the Articles of Association in connection with the Company's shares cease being registered with the Danish Securities Centre
  - a) It is proposed to authorise the Supervisory Board to delete article 4.3. Article 4.3 has the following wording: "The shares have been issued through the Danish Securities Centre, and rights relating to the shares are reported to the Danish Securities Centre according to the rules to this effect."
  - b) It is proposed to authorise the Supervisory Board to delete article 4.9. Article 4.9 has the following wording: "Dividend is paid via the Danish Securities Centre according to the rules set out to this effect."
  - c) It is proposed to authorise the Supervisory Board to amend article 4.11 by removing the reference to a securities centre. Article 4.11 has the following wording: "By measures taken by the Company, the shares may be cancelled without judgement in accordance with the rules to this effect for shares issued through a securities centre." (i.e. the words "for shares issued through a securities centre" will be deleted)
  - d) It is proposed to authorise the Supervisory Board to delete article 7.11. Article 7.11 has the following wording: "A print-out from the Danish Securities Centre may only serve as identification if the print-out is dated no more than two weeks before the general meeting."

8. Resolution to amend article 7.3 of the Articles of Association to delete the requirements to give notice of general meeting by letter to all shareholders and in a national newspaper and in stead convene general meetings by notice in the electronic information system of the Danish Commerce and Companies Agency (Erhvervs- og Selskabsstyrelsen) and by written notice to all shareholders registered in the register of shareholders who have so requested.
9. Authorisation to the Supervisory Board to register the decisions taken at the general meeting with a right of substitution.

Pursuant to Section 70 of the Danish Companies Act, Fasteignafélagið Stoðir hf. has requested the Supervisory Board of Keops A/S to convene an extraordinary general meeting. The proposals on the agenda to be considered at the general meeting have been presented by Fasteignafélagið Stoðir hf. The proposals are explained in further detail below.

**Re 1:**

Steen Hundevad Knudsen and Jesper Eigen Møller have informed the Company that they resign from the Supervisory Board as of the day of the general meeting.

**Re 2:**

It is proposed to approve a remuneration to the Supervisory Board for 2007 equal to a total annual remuneration of DKK 2,250,000. However, resigning board members will only receive a remuneration corresponding to the time that they have served on the board.

**Re 3:**

It is proposed to authorise the Supervisory Board to distribute interim dividends pursuant to the rules of Section 109a of the Danish Companies Act.

Accordingly the following authorisation is proposed to be inserted into the Articles of Association as a new article 5.4: "The Supervisory Board is authorised by the general meeting to resolve to distribute interim dividend."

**Re 4:**

It is proposed that the Supervisory Board of the Company be authorised to apply for a delisting of the Company's shares on OMX Nordic Exchange Copenhagen A/S.

**Re 5:**

It is proposed that the Supervisory Board of the Company be authorised to decide that the Company shall cease being registered with the Danish Securities Centre.

**Re 6:**

It is proposed that the Supervisory Board of the Company be authorised to delete article 4.8 of the Articles of Association in connection with a delisting of the Company from OMX Nordic Exchange Copenhagen A/S. Article 4.8 has the following wording: "The shares are listed on the Copenhagen Stock Exchange."

**Re 7a:**

It is proposed that the Supervisory Board of the Company be authorised to delete article 4.3 of the Articles of Association in connection with the Company's shares cease being registered with the Danish Securities Centre. Article 4.3 has the following wording: "The shares have

been issued through the Danish Securities Centre, and rights relating to the shares are reported to the Danish Securities Centre according to the rules to this effect."

**Re 7b:**

It is proposed that the Supervisory Board of the Company be authorised to delete article 4.9 of the Articles of Association in connection with the Company's shares cease being registered with the Danish Securities Centre. Article 4.9 has the following wording: "Dividend is paid via the Danish Securities Centre according to the rules set out to this effect."

**Re 7c:**

It is proposed that the Supervisory Board of the Company be authorised to amend article 4.11 of the Articles of Association in connection with the Company's shares cease being registered with the Danish Securities Centre. After the amendment article 4.11 shall read: "By measures taken by the Company, the shares may be cancelled without judgement in accordance with the rules to this effect."

**Re 7d:**

It is proposed that the Supervisory Board of the Company be authorised to delete article 7.11 of the Articles of Association in connection with the Company's shares cease being registered with the Danish Securities Centre. Article 4.11 has the following wording: "A print-out from the Danish Securities Centre may only serve as identification if the print-out is dated no more than two weeks before the general meeting."

**Re 8:**

Resolution to amend article 7.3 of the Articles of Association to delete the requirements to give notice of general meeting by letter to all shareholders and in a national newspaper and in stead convene general meetings by notice in the electronic information system of the Danish Commerce and Companies Agency (Erhvervs- og Selskabsstyrelsen) and by written notice to all shareholders registered in the register of shareholders who have so requested. After the amendment article 7.3 shall read: "General meetings are convened by the Supervisory Board giving at least eight days' and no more than four weeks' notice by notice in the electronic information system of the Danish Commerce and Companies Agency (Erhvervs- og Selskabsstyrelsen) and by written notice to all shareholders registered in the register of shareholders who have so requested."

**Re 9:**

It is proposed to authorise the Supervisory Board with a right of substitution to apply for registration of the resolutions passed and to make any such amendments thereto as may be required or requested by the Danish Commerce and Companies Agency or any other public authority as a condition for registration or approval.

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The complete agenda and comments are available for review at the Company's premises as from eight days before the extraordinary general meeting and may be requested by interested parties on telephone +45 3341 0000.

**Access to the extraordinary general meeting**

Any shareholder is entitled to attend the general meeting when this shareholder at least five days before the date of the general meeting against due identification has obtained an entrance card in the Company's offices. The shareholder may attend the meeting with an

advisor. A print-out from VP Securities Services may only serve as identification if the printout is dated no more two weeks before the general meeting.

### **Voting right at the extraordinary general meeting**

Any shareholder who at least five days before the extraordinary general meeting has obtained an entrance card is entitled to vote at the general meeting. Voting may be carried out according to authority when the proxy, against submission of authority, has obtained an entrance card to attend on behalf of the principal. The proxy is to present written and dated authority which shall not be granted for more than one year. For shares acquired on transfer, no voting right shall be exercised at general meetings convened before the shares have been registered by name in the register of shareholders, or before the shareholder has reported and documented his acquisition.

The share capital of the Company is nominal DKK 181,522,253 divided into shares of DKK 1 or multiples thereof. At the general meeting, each share of DKK 1.00 carries one vote. Amagerbanken is the share issuing institute of the Company. The shareholders may exercise their financial rights through Amagerbanken. Any resolution passed at general meetings is passed by ordinary majority, unless the Danish Public Companies Act prescribes special rules on representation and majority.

Adoption of the proposals made under items 4 - 8 of the agenda are subject to not less than 2/3 of the votes cast as well as of the voting share capital represented at the general meeting voting in favour of the proposals. Adoption of the proposals made under items 1 – 3 are subject to a simple majority of votes. Finally, adoption of the proposal made under item 9 is subject to the same majority as each individual proposal on the agenda.

Supervisory Board

*Please address questions relating to this Notice to Company Secretary Klaus Lund on telephone +45 3378 4000.*