



## COMPANY ANNOUNCEMENT

5 September 2016

**Annual General Meeting - IC Group A/S  
on Wednesday 28 September 2016 at 3 p.m.  
at 30 Bredgade, 1260 Copenhagen K, Denmark**

### *Agenda*

1. Report of the Board of Directors on the activities of the Company
2. Presentation of the Annual Report for the period 1 July 2015 - 30 June 2016 endorsed by the auditors and adoption of the audited Annual Report
3. Appropriation of the profits, including the declaration of dividends, or provision for losses as recorded in the adopted Annual Report
4. Election of members of the Board of Directors
5. Approval of remuneration of the Board of Directors for the financial year 2016/17
6. Appointment of auditors
7. The Board of Directors has proposed the following resolutions;
  - 7.1 Approval of the Company's revised remuneration policy including the revised general guidelines regarding incentive pay to the Executive Board
  - 7.2 Authority to the Board of Directors to acquire own shares
8. Any other business

IC GROUP A/S  
ADELGADE 12D  
DK-1304 COPENHAGEN K

TEL: +45 3266 7788  
E-MAIL: INFO@ICGROUP.NET

CVR.NO 62 81 64 14

WWW.ICGROUP.NET

**Re. Agenda item 2**

The Board of Directors proposes that the audited Annual Report should be adopted.

**Re. Agenda item 3**

The Board of Directors recommends that the profit according to the approved audited Annual Report is distributed as follows:

Proposed dividend ( <i>DKK million</i> )	85.0
Retained profit ( <i>DKK million</i> )	<u>420.0</u>
Profit for the year ( <i>DKK million</i> )	<u>505.0</u>

The proposed dividend corresponds to a dividend of DKK 5.00 per ordinary share eligible for dividends.

**Re. Agenda item 4**

The Board of Directors proposes that the following board members elected at the Annual General Meeting should be re-elected;

- Henrik Heideby;
- Anders Colding Friis;
- Niels Martinsen;
- Annette Brøndholt Sørensen; and
- Michael Hauge Sørensen.

At the same time the Board of Directors proposes that the below new board candidate is elected by the Annual General Meeting as new member of the Board of Directors;

- Peter Thorsen

Ole Wengel does not stand for re-election.

A further description of the candidates is available at the corporate website of IC Group A/S, [www.icgroup.net](http://www.icgroup.net) under *Investors/Annual General Meeting/AGM Material*.

**Re. Agenda item 5**

The Board of Directors proposes that the remuneration to the Board of Directors for the current financial year will amount to DKK 4,190,000 of which DKK 395,000 constitutes separate remuneration to the Audit Committee, DKK 200,000 constitutes separate remuneration to the Remuneration Committee and DKK 395,000 constitutes separate remuneration to the Operations Committee.

The proposed remuneration is unchanged compared to the remuneration for the financial year 2015/16.

**Re. Agenda item 6**

The Board of Directors proposes that PricewaterhouseCoopers, Statsautoriseret Revisionspartnerselskab should be re-appointed.



**Re. Agenda item 7.1**

The Board of Directors proposes that the Company's revised remuneration policy should be adopted. The Policy is available on the corporate website [www.icgroup.net](http://www.icgroup.net) under *Investors/Annual General Meeting/AGM Material*.

**Re. Agenda item 7.2**

The Board of Directors proposes that the Board of Directors should be authorised for the period until the next Annual General Meeting to allow the Company to acquire own shares representing up to 10% of the share capital and at a price deviating by no more than 10% from the listed price at the time of the acquisition.

**REQUIREMENTS FOR ADOPTION**

Proposed resolutions on the Agenda may be adopted by simple majority.

**ADMISSION CARD, PROXY AND POSTAL VOTE**

The shareholder must have an admission card in order to be able to participate in the General Meeting.

The Company recommends that admission cards are obtained on the Company's shareholder portal which is available on the corporate website [www.icgroup.net](http://www.icgroup.net). The shareholder portal on the corporate website is available under *Investors/Annual General Meeting/AGM Online Service*.

Apply the NemID or securities account number and the Internet access code to order admission cards online. The log-in details appear in the notice forwarded by e-mail. Securities account number and Internet access code may also be obtained by contacting Computershare A/S.

Furthermore, admission cards may also be obtained by contacting Computershare A/S by e-mail at [gf@computershare.dk](mailto:gf@computershare.dk), by fax +45 45 46 09 98 or by returning the order for admission cards by letter to Computershare A/S. The order for admission cards may be downloaded from the corporate website [www.icgroup.net](http://www.icgroup.net) under *Investors/Annual General Meeting/AGM Material*.

The order for admission cards must reach Computershare A/S not later than 23 September 2016.

If a shareholder is unable to participate in the General Meeting, the shareholder may grant a proxy to a third party and give this party voting instructions on how to cast the votes according to the shareholder's voting entitlement or vote by postal vote.

The proxy and the postal vote may be submitted electronically or by filling in and forwarding the proxy or postal vote form, which may be downloaded from the corporate website [www.icgroup.net](http://www.icgroup.net) under *Investors/Annual General Meeting/AGM Material*.

The shareholder may also grant a proxy to the Company's Board of Directors. In such event the Company recommends that the proxy is submitted electronically via the shareholder portal.

The proxy must be submitted electronically or reach Computershare A/S not later than 23 September 2016 whereas the postal vote must be submitted electronically or reach Computershare A/S not later than 27 September 2016 at 3 p.m.



## **SHARE CAPITAL, VOTES AND ACCOUNT HOLDING BANK**

As at 5 September 2016 the Company's share capital amounts to DKK 170,562,470 divided into shares of a nominal value of DKK 10 each.

At the General Meeting, each share of a nominal value of DKK 10 entitles the holder to one vote.

Pursuant to article 10 of the Company's Articles of Association, a shareholder's right to participate and vote at a General Meeting shall be determined in proportion to the number of shares that the shareholder holds at the date of registration. The date of registration is the day one week prior to the General Meeting. The number of shares held by each individual shareholder shall be determined on the basis of recording of shares in the Company's Register of Owners as well as any information received at the date of registration by the Company regarding ownership changes that are to be recorded in the Company's Register of Owners, but have not been entered yet.

The account holding bank of the Company is Danske Bank.

## **QUESTIONS FROM SHAREHOLDERS**

Shareholders may submit questions in writing to the Management of the Company regarding the Agenda or documents relating to the General Meeting. Such questions in writing are sent to the Company's headquarters located at 12D Adelgade, DK-1304 Copenhagen K, Denmark (marked "General Meeting"). Furthermore, shareholders are welcome to ask questions to the Management regarding the above-mentioned issues at the General Meeting.

## **GENERAL INFORMATION**

The following documents; (i) notice of the General Meeting, (ii) the total number of shares and voting rights on the date of the notice of the General Meeting, (iii) the documents to be presented at the General Meeting including the audited Annual Report 2015/16, (iv) the Agenda with the complete proposed resolutions, and (v) the proxy form and postal vote will be available at the corporate website [www.icgroup.net](http://www.icgroup.net) not later than three weeks before the General Meeting. The material will be available on the corporate website under *Investors/Annual General Meeting/AGM Material*.

Copenhagen, 5 September 2016

***The Board of Directors***

*IC Group A/S*

*Company registration no. (CVR) 62 81 64 14*

**Please direct any queries regarding this announcement to:**

Jens Bak-Holder

Head of Investor Relations

Phone: +45 21 28 58 32

*This announcement is a translation from the Danish language.*

*In the event of any discrepancy between the Danish and English versions, the Danish version shall prevail.*

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