

CEMAT A/S

Company reg. (CVR) no. 24 93 28 18
Annual general meeting

The Board of Directors hereby convene the annual general meeting of Cemat A/S (the "Company") for Wednesday, 8 March 2017, at 10:00 am at the Company's address at Siliciumvej 1, 3600 Frederikssund, Denmark, with the following agenda:

1. The management's report on the Company's activities during the preceding financial year
2. Presentation of the revised annual report for adoption
3. The Board of Directors' proposal for appropriation of profit or covering of loss according to the adopted annual report
4. Approval of the Board of Directors' fees for the current financial year

The Board of Directors proposes to reduce the basic fee for the current financial year 2017 from DKK 180,000 to DKK 140,000. The chairman of the Board of Directors will receive the basic fee multiplied by a factor of 2.5, and the vice-chairman will receive the basic fee multiplied by a factor of 1.75.

5. Election of members to the Board of Directors

The Board of Directors proposes to re-elect:

Jens Borelli-Kjær, Chairman, age 56

Chairman

CEO

Master of Science (MSc), mech. eng. (physics); MBA (INSEAD)

Bachelor of Commerce (B.com.), International Business (HD-U)

Joined 2006, Chairman 2006

Term expires 2017

Other duties and offices:

Chairman of the board of directors of UAB Vitral, Lithuania

Executive Officer of CCMA ApS, Vitral A/S and Vitral Ltd.

ANNUAL GENERAL MEETING

Special competences: Management experience from international industrial companies (electronics, construction materials and medical devices). Special focus on the disciplines of production, product development and commercialisation.

Eivind Dam Jensen, vice-chairman, age 64

Member of the Danish Association of Chartered Estate Agents, Diploma in Administration

Chartered Estate Agent

Elected vice-chairman in 2005

Other duties and offices:

Owner of Chartered Estate Agency E. Dam Jensen

Chairman and sole shareholder of A/S Eivind Dam Jensen

Owner of Brundtland Golfcenter (via A/S Eivind Dam Jensen)

Non-independent

Special competences: Acquisition, sale, valuation and rental of business and investment properties as well as property management.

Joanna L. Iwanowska-Nielsen, age 49

Estate agent

Foreign trade, organisation and management from the Warsaw School of Economics

Joined the Board of Directors in 2016

Other duties and offices:

Member of the board of directors of WildaNova

Partner of NOLTA Consultants and NOLTA Career Experts

Member of the EPI (European Property Institute) expert panel

Member of Warsaw Women in Real Estate & Development

No directorships in other Danish companies.

Special competences: Experience in property transactions in Poland, Central and Eastern Europe and internationally (development, strategy, sale and project management for business and residential properties).

6. Appointment of auditor
7. Authorisation under section 198 of the Danish Companies Act for the Board of Directors to permit the Company for a period of 18 months from the date of the general meeting to purchase own shares representing up to 10% of the Company's share capital at the relevant time, against a fee of between DKK 0 and up to 10% of the selling stock price at Nasdaq Copenhagen A/S at the relevant time.
8. Proposals by the Board of Directors
 - 8.1 a) Reduction of the share capital
 - 8.1 b) Amendment of the Company's articles of association to reflect the resolution passed under item 8.1a
 - 8.2 Updating of the Company's articles of association
 - 8.3 Resolution to authorise the chairman of the meeting
9. Any other business

ANNUAL GENERAL MEETING

Complete wording of proposals

Item 8 Proposals by the Board of Directors

8.1a *Reduction of the share capital*

As a result of the completion of the share buy-back offer, the Board of Directors proposes to reduce the share capital so as to cancel the now purchased own shares in accordance with the Danish Companies Act.

The Board of Directors proposes to reduce the share capital from a nominal amount of DKK 10,883,281.36 to a nominal amount of DKK 4,997,006.06. The capital reduction will be effected by cancellation of the now purchased own shares, i.e. a capital reduction for distribution to the shareholders, after the expiry of the statutory notice period (4 weeks), see section 188(1)(ii) of the Danish Companies Act, cf. section 192. The capital reduction will be effected at a price per share of DKK 0.352, which is the price paid for the shares purchased under the share buy-back offer, corresponding to a total reduction of DKK 5,886,275.30.

The capital reduction will be effected on the following terms:

1. The share capital is reduced from a nominal amount of DKK 10,883,281.36 to a nominal amount of DKK 4,997,006.06, i.e. the nominal amount of the reduction is DKK 5,886,275.30.
2. The capital reduction is effected at a price per share of DKK 0.352.
3. The amount of the reduction will be distributed to the shareholders after the expiry of the publication period, see section 188(1)(ii) of the Danish Companies Act, cf. section 192.
4. In article 3.1 of the articles of association, "DKK 10,883,281.36" will be amended to "DKK 4,997,006.06" and "544,164,068 shares" will be amended to "249,850,303 shares".
5. The Company will pay the costs involved in the capital reduction, which are estimated to amount to DKK 50,000, exclusive of VAT.

8.1b *Amendment of the Company's articles of association to reflect the resolution passed under item 8.1a*

The Board of Directors proposes to amend the Company's articles of association to reflect the resolution passed under item 8.1a of the agenda after the expiry of the publication period.

The draft articles of association are attached hereto in mark-up.

8.2 *Updating the Company's articles of association*

The Board of Directors proposes to consistently update the Company's articles of association in addition to the amendments proposed under item 8.1b of the agenda.

The draft articles of association, in which the articles authorising the

ANNUAL GENERAL MEETING

implementation of capital reductions and issuance of warrants and the articles providing for the location where general meetings must be held and authorising the Company to purchase own shares have been deleted, are attached hereto in mark-up.

8.3 *Authorisation to the chairman of the meeting*

The chairman of the general meeting is authorised to make any appropriate changes to the numbering of the articles in the articles of association as a result of any amendments to the articles of association adopted by the general meeting. The chairman of the general meeting is generally authorised with a power of delegation to make any such changes and additions to the resolutions passed at the general meeting and the application to the Danish Business Authority as may be required by the Authority, Nasdaq Copenhagen A/S or any other authorities as a condition for registration and approval.

General information

The Company's nominal share capital amounts to DKK 10,883,281.36, divided into 544,164,068 shares of DKK 0.02 each. Each share of DKK 0.02 entitles the holder to one vote.

The Company has concluded a connection agreement with VP Securities A/S. The financial rights of the shareholders may thus be exercised through VP Securities A/S.

Requirements for adoption

The proposals under items 2-7 and 8.3 may be adopted by a simple majority of votes, see article 10.1 of the Company's articles of association as well as section 105 of the Danish Companies Act.

The proposals under items 8.1a, 8.1b and 8.2 require a two-thirds majority of the votes cast and of the voting share capital represented at the general meeting, see article 10.1 of the Company's articles of association as well as section 106(1) of the Danish Companies Act.

The Company's website

This notice, including the agenda and the complete wording of the proposals to be submitted and discussed at the general meeting, information about the total number of shares and voting rights on the date of the notice and proxy, postal voting and registration forms for ordering an entry card, will be made available to the shareholders on the Company's website, www.cemat.dk, under "Investors/General Meetings" from Tuesday, 14 February 2017, at 10:00 am.

This notice has also been published via Nasdaq Copenhagen A/S, the IT system of the Danish Business Authority and the Company's website as well as by e-mail to the shareholders having requested e-mail notification of general meetings when stating their e-mail addresses.

ANNUAL GENERAL MEETING

Date of registration

The shareholders will be entitled to exercise the right to vote attaching to the shareholders' shares, by attendance at the Company's general meetings or by post pro rata to their shareholding at the date of registration, which is one week before the general meeting.

The date of registration is Wednesday, 1 March 2017.

The shareholding of each individual shareholder will be determined at the end of the date of registration on the basis of the number of shares held by the shareholder according to the register of shareholders as well as any notice of ownership received by the Company for the purpose of registration in the register of shareholders, but not yet been registered. In order to be registered in the register of shareholders and included in the calculation, notices of shareholdings must be documented by a transcript from VP Securities A/S or other similar documentation. This documentation must be received by the Company before the end of the date of registration.

Only the persons who are shareholders of the Company on the date of registration will be entitled to participate and vote at the general meeting, but see below with regard to the shareholders' timely request for entry cards.

Accordingly, any person who has purchased shares, whether by transfer or otherwise, will not be entitled to vote on the shares in question at the general meeting, unless he or she has been recorded in the register of shareholders or has notified the Company and provided documentation of his or her acquisition, no later than on the date of registration, which is Wednesday, 1 March 2017.

Entry cards

In order to participate in the general meeting, the shareholders must request an entry card for the general meeting no later than Friday, 3 March 2017. Entry cards may be requested electronically via www.cemat.dk until Friday, 3 March 2017, at 23:59 using NemID or custody account number and password on the Company's shareholder portal. Shareholders registering for the general meeting electronically will immediately receive a confirmation of their registration.

It is also possible to request an entry card by forwarding a completed registration form to the Company's keeper of the register of shareholders, Computershare A/S, Kongevejen 418, 2840 Holte, Denmark, which must receive the form by Friday, 3 March 2017 at 23.59. The registration form is available at www.cemat.dk.

Proxy

Shareholders are entitled to attend by proxy. An electronic proxy instrument may also be submitted via the shareholder portal until Friday, 3 March 2017, at 23:59.

The complete proxy form must be received by the Company's keeper of the register of shareholders, Computershare A/S, by Friday, 3 March 2017, at 23:59. The proxy form is available at www.cemat.dk.

ANNUAL GENERAL MEETING

Postal voting

Shareholders may elect to vote by post, i.e. by casting their votes in writing, before the general meeting, instead of attending the general meeting and voting there.

Shareholders who elect to vote by post may submit their postal vote electronically via the shareholder portal or send their postal vote to Computershare A/S where it must be received by Wednesday, 8 March 2017, at 10:00.

Once received, a postal vote cannot be recalled. Please note that letters may sometimes take several days to reach their destination.

Questions

Shareholders will have an opportunity to ask questions to the agenda as well as to the other materials for the general meeting before and during the general meeting.

Any questions concerning this announcement may be directed to info@cemat.dk.

Cemat A/S

Jens Borelli-Kjær
Chairman of the Board of Directors

This announcement has been issued in Danish and English. In case of any inconsistencies, the Danish version will prevail.

Please write to investor@cemat.dk to deregister from this mailing list.

ANNUAL GENERAL MEETING