

# Increase of share capital in Keops A/S and Keops Group's portfolio of own shares

*Reported via Company News Service to the Copenhagen Stock Exchange on 25 May 2007:*

**The Supervisory Board has today decided to perform the non-cash contribution announced in Notice to the Stock Exchange no. 297 by issuing a total of 2,782,634 new shares at a price of SEK 26.324 (DKK 21.336) per share of DKK 1.**

**Referring to section 28 of the Danish Securities Trading Act, we state that the Keops Group holds 3,604,016 in own shares. After the capital increase this now corresponds to 1.99 % of the share capital as to 2.02 % before the capital increase.**

## **Acquisition of the shares in KeoSve Management AB**

As announced in Keops' interim report for the financial year 2006/07 dated 23 May 2007, Keops has concluded agreement about the acquisition of the remaining 70% of the shares in KeoSve Management AB at a total of SEK 73.3 million equalling DKK 59.4 million.

## **Performance of non-cash contribution in connection with the acquisition of the shares in KeoSve Management AB**

The former shareholders of KeoSve Management AB have committed to spending the cash proceeds from the agreement to subscribe for shares in Keops A/S.

On this basis, the Supervisory Board has today decided to partially exercise the authorisation granted at Keops' Annual General Meeting on 26 January 2007 to perform the non-cash contribution related to the acquisition of the shares in KeoSve Management AB.

Keops will apply for listing of the shares as soon as possible in accordance with effective rules. The new shares will be attempted listed as soon as possible after registration of the share capital increase in the Danish Commerce and Companies Agency.

## **Authorisation to increase share capital**

The capital increase is made by the Supervisory Board's partial exercise of the authority stated in the Company's Articles of Association, Article 5.1 in conjunction with Article 5.2, by which the Supervisory Board until 31 December 2008 is authorised to increase the share capital in one or several rounds by up to nominally DKK 50 million corresponding to 50 million shares of DKK 1.

By resolution of 16 April 2007, the Supervisory Board has partially exercised this authorisation by issuing 3,028,682 shares of DKK 1 so that the Supervisory Board is authorised to issue up to nominally DKK 46,971,318 corresponding to 46,971,318 shares of DKK 1.

As such, the Supervisory Board has today decided to issue 2,782,634 shares of DKK 1 at a price of DKK 21.336 per share of DKK 1 against contribution of SEK 73.3 million without pre-emption right for existing shareholders.

The new shares are subject to the same rules as the Company's remaining shares in the Company's ISIN code DK0010250588, under which the new shares are issued. The shares are issued to the owner, but may be registered by name and shall be negotiable securities and are subject to the same rules as existing shares as regards redemption and voting. The shares entitle to full dividends for the full financial year 2006/07 and to other rights in the Company from the time at which the capital increase has been registered in the Danish Commerce and Companies Agency. There are no limitations in the negotiability of the shares.

The Group's financial year runs from 1 October to 30 September. Keops' Central Business Registration no. is 36 85 00 19.



**Notice to the Stock Exchange no. 300  
Keops A/S**

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Upon performance of the issue, the Supervisory Board has, according to Article 5.1 in conjunction with Article 5.2 of the Articles of Association, the authority until 31 December 2008 to increase the share capital in one or several rounds by up to nominally DKK 44,188,684 which corresponds to 44,188,684 shares of DKK 1.

#### Lock-up agreements

For the new shares, it has been agreed that 928,872 shares of DKK 1 are to be deposited until 23 March 2008 as well as that 928,871 shares of DKK 1 are to be deposited until 23 March 2009 at terms stating that they shall not be sold until 23 March 2008 and 23 March 2009, respectively.

#### Listing

The newly subscribed shares will be attempted listed at the Copenhagen Stock Exchange A/S under the existing ISIN code DK0010250588 as soon as possible after registration of the capital increase in the Danish Commerce and Companies Agency and VP Securities Services.

#### Subscription price

The subscription price has been determined at DKK 21.336 (SEK 26.324) per share.

The subscription price has been determined as a weighted average of the listed price of Keops A/S in the last three trading days before the time of issue, i.e. the days 23 to 25 May 2007.

#### Development in share capital and ownership

After completion of the capital increase, the total share capital of Keops will amount to nominally DKK 181,522,253 allocated into 181,522,253 shares of DKK 1. The share issue constitutes approx. 1.56% of Keops' share capital before the issue.

	<b>Nominal share capital DKK</b>	<b>Number of shares of DKK 1.00</b>	<b>Increase in per cent</b>
Share capital at 23 May 2007	178,739,619	178,739,619	
Direct placement decided on 23 May 2007	<u>2,782,634</u>	<u>2,782,634</u>	<u>1,56%</u>
<b>Total</b>	<b><u>181,522,253</u></b>	<b><u>181,522,253</u></b>	

#### Keops' expectations of the future

The direct placement is not in itself expected to influence Keops' formerly announced expectations of a profit before tax of DKK 350-450 million. Apart from the realised gains and value adjustments of investment properties and debt recognised already in the first half, the expectations of profit include an additional value adjustment of DKK 100 million.

#### Dividend tax

#### Individuals and companies registered in Denmark

##### Individuals

Dividend payments to individuals are for tax purposes treated as share income. Total annual share income of up to DKK 45,500 (2007) is taxed at a rate of 28%. Share income exceeding this amount is subject to tax at a rate of 43%. For cohabiting married couples, the limit for applying the 28% tax rate is DKK 91,000 (2007). For dividend payments, Keops will withhold tax of 28% in advance. If the share income in the relevant year solely comprises dividends and does not exceed DKK 45,500/DKK 91,000 (2007), the tax withheld will correspond to the final dividend tax.

##### Companies

Companies holding less than 15% (2007) of the share capital in Keops are subject to income tax on the first 66% of the dividend amounts, i.e. at a rate of 28%. Dividends paid to a company are subject to withholding dividend tax at a rate of 18.48%, corresponding to the final dividend tax.



Companies holding 15% or more of the share capital in Keops for a period of not less than 12 months after the dividend payment is affected are not subject to tax on dividends from Keops, and Keops will as a general rule not withhold any withholding tax on such amounts.

#### **Individuals and companies resident abroad**

Dividends distributed by Keops to a non-resident individual or company, etc. are as a general rule subject to dividend tax at a rate of 28%. If Denmark has entered into a double tax treaty with the country in which the shareholder is resident, the shareholder may apply the Danish tax authorities for a repayment of any dividend tax in excess of the dividend tax to which Denmark is entitled pursuant to the double tax treaty in question.

Since 1 November 2005, it has been possible for the Danish VP Securities Services or the distributing company to make an arrangement with the tax authorities to the effect that tax withheld on dividend payments made by the company to the individual shareholder will only be at the rate set out in the double tax treaty. No such arrangement had been agreed at the time of the capital increase with respect to dividend payments made by Keops.

Companies holding at least 15% or more of the share capital in Keops for a period of not less than 12 months after the dividend payment is affected are as a general rule not subject to tax on dividends from Keops, and Keops will as a general rule not withhold any withholding tax on such amounts. This tax exemption is, however, subject to tax on dividends being abandoned or reduced in accordance with the provisions of Directive 90/435/EEC (the Parent/Subsidiaries Directive) or in accordance with a double tax treaty and to the requirements of s. 2(1)(c) of the Danish Corporation Tax Act being met.

*Please address questions relating to this Notice to Deputy CEO Karsten Poulsen, CFO Michael Rosenvold or Head of Communications Susanne Lindø on tel. +45 3341 0000.*

*This document in the English language is a translation of the Danish original document. In the event of inconsistency, the Danish version shall apply.*

#### **Forward-looking Statements**

*This Notice to the Stock Exchange may contain forward-looking statements within the meaning of US Private Securities Litigation Act of 1995 and similar laws and regulations in other countries regarding expectations of the future development. Forward-looking statements provide our expectations or forecasts of future events. You can identify these statements by the fact that they do not relate strictly to historical or current facts. They use words such as anticipate, estimate, expect, project, intend, plan, believe and other words and terms of similar meaning in connection with a discussion of future operating or financial performance.*

*Such forward-looking statements are subject to risks, uncertainties and inaccurate assumptions. This may cause actual results to differ materially from expectations, and it may cause any or all of our forward-looking statements here or in other publications to be wrong. Factors that might affect such expectations include, but are not limited to, general economic and business conditions and interest rate and currency exchange rate fluctuations.*

*As a result you should not rely on these forward-looking statements. Keops is under no duty to update any of the forward-looking statements or to confirm such statements to actual results, except to the extent required by law.*

*Please also refer to the description of risk factors on pages 30 to 33 of Keops' Annual Report 2005/06, which is available from [www.keops.dk](http://www.keops.dk).*