



The Nordic Exchange
Nikolaj Plads 6
DK-1007 Copenhagen K

19 March 2007
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Announcement - NKT Holding A/S Annual General Meeting 2007

We enclose:

Notice

- convening the NKT Holding A/S Annual General Meeting on Wednesday 11 April 2007. A Danish version of the notice will be published in Berlingske Tidende on Tuesday 20 March 2007.

Agenda

- containing the full text of the proposals to be submitted at the Annual General Meeting.

Please address any questions to the signer, on telephone no. +45 4348 2000.

Yours faithfully,

NKT Holding A/S

Thomas Hofman-Bang

President and CEO

Enclosures - notice and agenda

Annual General Meeting

On Wednesday 11 April 2007 at 4 pm NKT Holding A/S will hold its Annual General Meeting at Radisson SAS Falconer Hotel, Falkoner Alle 9, DK-2000 Frederiksberg. The agenda will be as follows:

1. Report by the Board of Directors on the company's activities in 2006.
2. Presentation of the annual report.
3. Adoption of the annual report.
4. Proposal by the Board of Directors for the distribution of profits.
5. Resolution discharging Management and Board of Directors from their liabilities.
6. Approval of Board of Directors' remuneration.
7. Election of Board members.
8. Election of public accountant(s).
9. Proposals from the Board of Directors and shareholders.
 - 9.1. Updating article 3 (3) of the Articles of Association regarding the external registrar of the company's shareholders' register to specify that the shares of the company are registered to bearer and to update the identity of the external registrar of the company's register of shareholders due to the fact that VP Investor Services A/S will take the role of the company's external registrar.
 - 9.2. Authorization for the Board of Directors to decide on the distribution of extraordinary dividends.
 - 9.3. Authorization for the Board of Directors to raise loans against bonds which confer upon the lender the right to convert his claim into a maximum of nominally DKK 44,000,000, equal to 2,200,000 new shares. The authorization shall apply for a period of 5 years until 11 April 2012 by a decision of the Board of Directors, and the authorization shall permit the Board of Directors to raise convertible loans by one or more issues. The Board of Directors shall also be authorized to effect the consequential increase of the capital. The Board of Directors may decide to depart from the shareholders' pre-emption right, and in case the shareholders' pre-emption right is departed from, the convertible loans shall be offered at a subscription price and a conversion price which in the aggregate corresponds at least to the market price of the shares at the date of the decision of the Board of Directors. It is proposed that the authorization be inserted in the Articles of Association as a new article 3 J.
 - 9.4. Updating of article 6(2) of the Articles of Association in respect of the geographical place for holding the annual general meeting due to Danish Municipal Reform.
 - 9.5. Amendment of article 6(3) of the Articles of Association regarding the procedure for notices convening general meetings due to new legislation, to the effect that the notices convening general meetings shall be published in the electronic information system of the Danish Commerce and Companies Agency as well as by ordinary letter to all shareholders registered in the company's register of shareholders.
 - 9.6 For the period until the next ordinary general meeting the Board of Directors is authorized to arrange for an acquisition by the company of own shares representing a nominal value up to 10 per cent of the share capital. The purchase price for such shares shall not deviate more than 10 per cent from the price quoted on the Copenhagen Stock Exchange at the time of acquisition.
10. Any other proposals from the Board of Directors or the shareholders.

Adoption of the proposals 9.1-9.5 of the agenda calls for a majority voting of at least two-thirds of the votes cast as well as the voting share capital represented at the general meeting, cf. article 6 (5) of the Articles of Association.

The complete wording of the proposals and annual report will be available for inspection by the shareholders at the company's registered office, Vibeholms Alle 25, DK-2605 Brøndby as from 19 March 2007. They will also be sent to registered shareholders who have so requisitioned.

Admission cards and voting papers

In accordance with article 8 (2) of the Articles of Association all shareholders, who have acquired admission cards for themselves and possibly also for an accompanying advisor, are entitled to attend the annual general meeting. Admission cards are issued to the registered shareholder. For issuance of admission card to shareholders who are not registered in the company's register of shareholders, a statement of holding from Værdipapircentralen A/S issued not more than 14 days prior to the annual general meeting must be presented as documentation of the shareholding. Additionally, the statement of holding from Værdipapircentralen A/S must be accompanied by a written statement from the shareholder, stating that its shares have not and will not be transferred to a third party prior to the annual general meeting.

Admission cards and voting papers can be requisitioned until Tuesday 10 April 2007 at 4 pm. The 5-day deadline (cf. article 8(2) of the Articles of Association) regarding the collection of admission cards does not apply due to the Easter period 5-9 April 2007.

Ordering of admission cards must be made from VP Investor Services A/S, telephone +45 4358 8866 or fax +45 4358 8867 or by application to the company's office. Alternatively, an order can be made via www.vp.dk/gf or www.nkt.dk.

Voting papers will be handed out together with admission cards.

Brøndby, 19 March 2007

Board of Directors and Management of
NKT Holding A/S

COMPLETE WORDING OF THE PROPOSALS

1. Report by the Board of Directors on the company's activities in 2006.
2. Presentation of the annual report.
3. Adoption of the annual report.
4. Proposal by the board of Directors for the distribution of profits.

The Board proposes that a dividend of DKK 10 per share of DKK 20 nominal value, equal to a total dividend of DKK 235 million, based on the registered share capital of the company, be paid to the shareholders for the financial year 2006. The dividend will consist of an ordinary dividend of DKK 8 per share of DKK 20 nominal value and an extraordinary dividend of DKK 2 per share of DKK 20 nominal value.

5. Resolution discharging Management and Board of Directors from their liabilities.
6. Approval of Board of Directors' remuneration.

It is proposed that the Board of Directors' remuneration remain unchanged - i.e. DKK 400,000 to the Chairman, DKK 300,000 to the Deputy Chairman, and DKK 200,000 to each of the other members.

7. Election of Board members.

The entire Board of Directors is up for re-election.

Therefore, it is proposed that the following persons be re-elected:

Christian Kjær, Jan Trøjborg, Krister Ahlström, Jan Wraae Folting, Jens Maaløe and Jens Due Olsen

8. Election of public accountant(s).

It is proposed that KPMG C. Jespersen Statsautoriseret Revisionsinteressentskab be re-elected as sole auditor of the company.

9. Proposals from the Board of Directors and shareholders.

- 9.1. Updating article 3 (3) of the Articles of Association regarding the external registrar of the company's shareholders' register to specify that the shares of the company are registered to bearer and to update the identity of the external registrar of the company's register of shareholders due to the fact that VP Investor Services A/S will take the role of the company's external registrar:

Accordingly, the Board of Directors proposes that article 3(3) of the Articles of Association be replaced by the following wording:

"The shares of the company are registered to bearer, but may be registered in the name of the holder in the company's register of shareholders. The company's register of shareholders is maintained by an external registrar, VP Investor Services A/S (VP Services A/S), Helgeshøj Allé 61, P.O. Box 20, DK-2630 Taastrup."

- 9.2. Authorization for the Board of Directors to decide on the distribution of extraordinary dividends.

It is proposed that the existing authorization in article 3(4) of the Articles of Association be replaced by the following wording:

"For the period until the next ordinary general meeting the Board of Directors is authorized to decide on the distribution of extraordinary dividends."

- 9.3. Authorization for the Board of Directors to raise loans against bonds which confer upon the lender the right to convert his claim into a maximum of nominally DKK 44,000,000, corresponding to 2,200,000 new shares. The authorization shall apply for a period of 5 years until 11 April 2012 by a decision of the Board of Directors, and the authorization shall permit the Board of Directors to raise convertible loans by one or more issues. The Board of Directors shall also be authorized to effect

the consequential increase of the capital. The Board of Directors may decide to depart from the shareholders' pre-emption right, and in case the shareholders' pre-emption right is departed from, the convertible loans shall be offered at a subscription price and a conversion price which in the aggregate corresponds at least to the market price of the shares at the date of the decision of the Board of Directors.

The Board of Directors proposes that the authorization to the Board of Directors be inserted in the Articles of Association as a new article 3 J:

"For a period of 5 years until 11 April 2012 by the decision of the Board of Directors the Company may by one or more issues raise loans against bonds or other financial instruments with a right for the lender to convert his claim to nominally DKK 44,000,000 as a maximum, corresponding to a number of 2,200,000 new shares (convertible loans). Convertible loans may be raised in DKK or the equivalent in foreign currency computed at the rates of exchange ruling at the day of loan. The Board of Directors is also authorized to effect the consequential increase of the capital. Convertible loans may be raised against payment in cash or in other ways. The Board of Directors may decide to depart from the shareholders' pre-emption right. If the shareholders' pre-emption right is deviated from the convertible loans shall be offered at a subscription price and a conversion price that in the aggregate at least corresponds to the market price of the shares at the time of the decision of the Board of Directors. The time limit for conversion may be fixed for a longer period than 5 years after the raising of the convertible loan. The terms for raising of convertible loans shall be determined by the Board of Directors, including loan terms and the rules for conversion of the loans as well as the holder's legal position in case of capital increase, capital decrease, raising of new convertible loans, dissolution, merger or demerger of the company before the expiry of the right of conversion. Time and terms for the capital increase shall be decided by the Board of Directors observing the rules in sub-article 2 below.

If the Board of Directors exercises the authorization granted in sub-article 1 above, new shares shall be issued to bearer and carry dividend as of a date to be fixed by the Board of Directors. No restrictions shall apply as to the pre-emption right of the new shares, and shall rank pari passu with the existing shares with respect to rights, redeemability and negotiability. The Board of Directors is authorized to amend the Articles of Association

necessary in connection with the capital increases being effected."

- 9.4. Updating of article 6(2) of the Articles of Association in respect of the geographical place for having the annual general meeting due to Danish Municipal Reform (Kommunalreformen).

It is proposed to amend article 6(2) of the Articles of Association to the following wording:

"General meetings shall be held in the Danish Capital Region (Region Hovedstaden) at a place decided by the Board of Directors."

- 9.5. Amendment of article 6(3) of the Articles of Association regarding the procedure for notices convening general meetings due to new legislation, to the effect that the notices convening general meetings shall be published in the electronic information system of the Danish Commerce and Companies Agency as well as by ordinary letter to all shareholders registered in the company's register of shareholders.

It is proposed to amend article 6 (3) of the Articles of Association to have the following wording:

"General meetings shall be called by the Board of Directors not earlier than four weeks and not later than eight days before the general meeting by notification in the electronic information system of the Danish Commerce and Companies Agency and by ordinary letter to all shareholders registered in the register of shareholders."

- 9.6 *For the period until the next ordinary general meeting the Board is authorized to arrange for an acquisition by the company of own shares representing a nominal value up to 10 per cent of the share capital. The purchase price for such shares shall not deviate more than 10 per cent from the price quoted on the Copenhagen Stock Exchange at the time of acquisition.*

10. Any other proposals from the Board of Directors or the shareholders.

Adoption of the proposals 9.1 - 9.5 of the agenda calls for a majority voting of at least two-thirds of the votes cast as well as the voting share capital represented at the general meeting, cf. article 6(5) of the Articles of Association.