

Announcement No. 6-2013

## Notice of the Annual General Meeting of Netop Solutions A/S

Pursuant to article 5 of the articles of association, notice is hereby given that the Annual General Meeting of Netop Solutions A/S will be held on Wednesday, April 24, 2013, at 1.00 pm, at the Company's offices at Bregnerødvej 127, DK-3460 Birkerød, Denmark.

The agenda is as follows:

1. Report of the Board of Directors on the Company's activities during the past year.
2. Presentation of the audited annual report for approval.
3. The Board of Directors' proposal for the application of profit or treatment of loss in accordance with the annual report as approved.
4. Election of members to the Board of Directors

The Board of Directors proposes that current board members Ib Kunøe, Jan Elbæk and Torben Frigaard Rasmussen all be re-elected. As the current board member Henning Hansen is not seeking re-election, the Board of Directors proposes that Peter Skov Hansen be elected to the Board. Information about the proposed candidate's background and his positions is available on [www.netop.com/investors](http://www.netop.com/investors).

5. Appointment of auditors.  
The Board of Directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab (CVR No. 33 96 35 56) be re-appointed as the Company's auditors.
6. Proposals submitted by the Board of Directors or shareholders.

The Company's principal shareholder proposes that the Company be authorized to apply to have its shares delisted from trading on NASDAQ OMX Copenhagen, such final delisting being subject to the approval of NASDAQ OMX Copenhagen A/S.

7. Any other business.

### Majority requirements

Adoption of the resolutions proposed in items 3, 4, 5 and 6 of the agenda requires a simple majority of votes pursuant to article 11(1) of the articles of association and section 105 of the Danish Companies Act.

**Record date:**

The record date is Wednesday, April 17, 2013, at 11.59 pm.

Only shareholders holding shares in the Company at the end of the record date will be entitled to attend and vote at the general meeting. The number of shares held by each shareholder at the record date will be determined on the basis of shareholding entries in the register of shareholders and any notifications of ownership received by the Company for entry into the register of shareholders, but which have not yet been registered in the register of shareholders. Attendance is also subject to the shareholder having obtained an admission card as described below.

**Procedures for attending and voting at the general meeting of the Company:**

Request for admission card:

Shareholders who have registered for the general meeting not later than at 11.59 pm on Friday, April 19, 2013 will be eligible to attend the Annual General Meeting. Registration can be done electronically through the website of VP Investor Services A/S: [www.vp.dk/gf](http://www.vp.dk/gf) or through the Company's website: [www.netop.com/investor](http://www.netop.com/investor). Alternatively, admission cards may be requested by contacting VP Investor Services A/S by telephone +45 43 58 88 91 or fax +45 43 58 88 67.

Nomination of proxy:

Proxy may be submitted electronically until Friday, April 19, 2013 either through the VP Investor Services website, [www.vp.dk/gf](http://www.vp.dk/gf), or through [www.netop.com/investor](http://www.netop.com/investor) using Nem-ID or VP-ID and VP code. Alternatively, a proxy form can be downloaded from [www.netop.com/investor](http://www.netop.com/investor), printed and submitted within the same deadline by fax to +45 43 58 88 67 or by ordinary mail to VP Investor Services, Weidekampsgade 14, DK-2300 Copenhagen S, Denmark or by e-mail to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk). Provided that admission cards have been ordered in due time, proxies may be nominated up until the time when the general meeting begins.

Voting by correspondence:

Votes may be submitted electronically either through the VP Investor Services website, [www.vp.dk/gf](http://www.vp.dk/gf), or through [www.netop.com/investor](http://www.netop.com/investor) using Nem-ID or VP-ID and VP code. Shareholders may also vote by correspondence, which must be received by VP Investor Services not later than Tuesday, April 23, 2013 at 11.59 pm. Voting papers can be downloaded from [www.netop.com/investor](http://www.netop.com/investor), printed and submitted within the same deadline by fax to +45 43 58 88 67 or by ordinary mail to VP Investor Services, Weidekampsgade 14, DK-2300 Copenhagen S or by e-mail to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk). Votes received by correspondence cannot be withdrawn.

**Other:**

Shareholders may submit written questions to the Company regarding the agenda.

Shareholders may exercise their financial rights through Danske Bank A/S, which has been appointed custodian bank by the Company.

### Information from the Company

The following information will be available for the shareholders on the Company's website, [www.netop.com](http://www.netop.com), under Investor Relations as from March 25, 2013:

- The notice of the general meeting;
- The total number of shares and voting rights at the date of the notice, including the total number for each class of shares if the Company's share capital is divided into two or more classes of shares;
- The documents to be presented at the general meeting, including the audited annual report for 2012;
- The agenda and the complete proposals;
- Forms to be used for voting by proxy or by correspondence, unless these forms have been sent directly to the shareholders. If they are not made available on the Internet, the Company shall state on its website how these forms may be obtained in hard copy.

The agenda with complete proposals and the audited annual report for 2012 will be available for inspection by the shareholders at the Company's offices at Bregnerødvej 127, DK-3460 Birkerød, from March 25, 2013.

At the date of this notice of the general meeting, the share capital of Netop Solutions A/S amounted to a nominal value of DKK 31,951,020 corresponding to 6,390,204 shares with a nominal value of DKK 5 each. Each share with a nominal amount of DKK 5 carries one vote.

Birkerød, March 22, 2013

The Board of Directors of Netop Solutions A/S

**COMPLETE PROPOSALS SUBMITTED FOR CONSIDERATION AT  
THE ANNUAL GENERAL MEETING OF NETOP SOLUTIONS A/S  
to be held on April 24, 2013 at 1:00 pm**

Re 3: The Board of Directors proposes that no dividend be paid to the shareholders.

Re 4: Election of members to the Board of Directors.

The Board of Directors proposes that current board members Ib Kunøe, Jan Elbæk and Torben Frigaard Rasmussen all be re-elected. As the current board member Henning Hansen is not seeking re-election, the Board of Directors proposes that Peter Skov Hansen be elected to the Board. Information about the proposed candidate's background and his positions is available on [www.netop.com/investors](http://www.netop.com/investors).

Re 5: The Board of Directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab (CVR No. 33 96 35 56) be re-appointed as the Company's auditors.

Re 6: The Board of Directors supports the proposal to authorize the Company to apply to have its shares delisted from NASDAQ OMX Copenhagen A/S.

The current listing imposes a number of disproportionate administrative and cost-related burdens on the Company by way of disclosure obligations, preparation and updating of insider lists, costs payable to advisers, auditors, among others, which in the opinion of the Board of Directors do not match the benefits to the Company or the Company's shareholders of retaining the listing. The Board of Directors also believes that the Company's listing will serve to impair strategic opportunities to develop the Company in the longer term. For example, the Company's considerations in respect of raising fresh capital is restricted by the fact that new shares must be admitted for trading on NASDAQ OMX Copenhagen A/S, which involves compliance with prospectus requirements, all of which, in the opinion of the Board of Directors, renders the costs of raising fresh capital for the Company in a public issue of new shares disproportionately high considering the Company's size.

Accordingly, the Board of Directors believes that the public tender offer of DKK 10 per share of DKK 5 nominal value, equal to a substantial premium to the market price of the Company's shares at the date of the tender offer, submitted by Consolidated Holdings A/S on March 5, 2013 takes sufficient care of the shareholders' interests by giving the shareholders the opportunity to divest their shares prior to a delisting of the Company's shares. This assessment is motivated by the very limited trading in the Company's shares on NASDAQ OMX Copenhagen A/S during the past two years and by the fact that the shares are not widely held, as the controlling shareholder holds almost 80% of the share capital and two other shareholders hold about 9% of the Company's share capital.

At the date of this notice of the Annual General Meeting, the share capital of Netop Solutions A/S amounted to a nominal value of DKK 31,951,020 corresponding to 6,390,204 shares with a nominal value of DKK 5 each. Each share with a nominal amount of DKK 5 carries one vote.

The Company has appointed Danske Bank as the bank through which shareholders may exercise their financial rights.

Birkerød, March 22, 2013

The Board of Directors of Netop Solutions A/S