



TOWER GROUP A/S i likvidation
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CVR-no 64138413

Copenhagen 8 May 2013

Company release no. 2 / 2013 – Call for Ordinary General Meeting

Tower Group A/S i likvidation

To the shareholders in Tower Group A/S i likvidation (CVR no. 64 13 84 13)

Notice is hereby given of an ordinary general meeting of Tower Group A/S i likvidation (the "Company")

**Thursday, May 30, 2013 at 11:30 a.m. at the Company's address
Nørre Voldgade 11, 1st floor, 1358 Copenhagen**

Agenda:

- 1 The board of directors' report on the Company's activities during the past financial year.
- 2 Presentation and adoption of the audited annual report and adoption of the board of directors' remuneration for this year.
- 3 Resolution to discharge the management and the board of directors from liability.
- 4 Resolution on application of profits or covering of losses in accordance with the adopted annual report.
- 5 Appointment of members to the board of directors.
- 6 Appointment of auditor.
- 7 Any motions from the board of directors or shareholders.
- 8 Any other business.

1 **The detailed motions**

1.1 *Re item 1-6 on the agenda*

As the Company has entered into liquidation, the liquidator will report on the Company's activities during the past financial year, cf. item 1 on the agenda. In addition the second part of item 2, item 3 and item 5 on the agenda will not require further attention.

1.2 *Re item 7 on the agenda*

The liquidator of the Company has submitted a proposal to approve the transfer of the Company's subsidiary Tower 2 Holding ApS' (CVR-no. 29824401) shares in the following 100% owned companies to FFIRE Investment GmbH, Ebereschentallee 16, 14050 Berlin and Value Development GmbH, Flach-Fengler-Straße 62-64, 50389 Wesseling, as approved on Tower 2 Holding ApS' extraordinary general meeting of 10 April 2013:

- Tower 1 Immobilien sechste GmbH (registration no. HRB 126420 B),
- Tower 1 Immobilien siebente GmbH (registration no. HRB 126258 B),
- Tower 1 Immobilien achte GmbH (registration no. HRB 126228 B).

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According to the articles of association of the Company it may be stated that the Company's share capital is nominally DKK 17,259,501.10 and is divided into shares of DKK 0.10 each (equalling a total number of 172,595,110 shares). Any nominal share amount of DKK 0.10 carries one (1) vote.

Alm. Brand Bank A/S is the share-issuing bank through which the shareholders may exercise their financial rights.

The agenda and the complete motions are contained in this notice convening the ordinary general meeting.

Moreover, in the period from 8 May 2013 to 30 May 2013, it will be possible to find further information on the ordinary general meeting on the Company's website, www.towergroup.dk, including the total number of shares and voting rights at the date

of the notice convening the meeting, this notice convening the meeting containing the agenda and the complete motions, proxy forms and absentee voting forms, and the other documents to be presented at the ordinary general meeting.

Prior to the ordinary general meeting, the shareholders have the opportunity to ask questions to the agenda and other material to be used for the general meeting, such questions to be received by the Company no later than 22 May 2013. The opportunity to ask questions prior to the holding of the general meeting does not affect the shareholders' right to ask questions at the general meeting itself.

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In order to attend the general meeting and vote the following must be observed:

The shareholders' right to vote at the general meetings of the Company or to vote by post in relation to the shareholders' shares is determined in relation to the shares held by the shareholders at the date of registration.

After the date of registration a calculation is made of the shares which each shareholder owns at the date of registration. The calculation takes place on the basis of registrations of shares made in the register of shareholders and properly documented notices to the Company regarding transfer of shares which is not yet registered in the register of shareholders but which the Company has received prior to the date of registration. Notices of shareholdings shall, in order to be recorded in the register of shareholders and included in the calculation, be documented by presentation of documentation from VP Securities A/S or other corresponding documentation, which shall not be older than one (1) month. The Company must receive such documentation no later than at the date of registration.

The date of registration is 23 May 2013, at 11:59 p.m. Only persons who on the date of registration, 23 May 2013, at 11:59 p.m., are shareholders in the Company have the right to participate in and vote at the general meeting. However, a shareholder has to comply with the requirements for timely application for admission cards, as described below.

Transfers of shares that take place in the period between the date of registration and the ordinary general meeting do not affect the voting right at the ordinary general meeting or the right to vote by post for the purpose of the ordinary general meeting.

In order to attend to the Company's ordinary general meeting the shareholders must no later than 27 May 2013, at 11:59 p.m. make a request to receive an admission card on presentation of due proof of identity. Admission cards are issued to shareholders that hold shares in the Company as at the date of registration. Admission cards can be ordered with VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S, until and including 27 May 2013, at 11:59 p.m.

The shareholders have the right to attend by proxy in case the shareholder is prevented from participating at the general meeting.

The application form for application for the admission card and the proxy form can be found via the Company's website, www.towergroup.dk, under "Investor Relations".

Ordering of admission cards and/or submission of proxies to the general meeting can also take place electronically via www.vp.dk/gf or by submitting the application form for application for the admission card and/or the proxy form to VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S.

The application for the admission card shall have been received no later than 27 May 2013, at 11:59 p.m., and the proxy form shall have been received no later than 27 May 2013, at 11:59 p.m.

The shareholders may - instead of voting at the actual general meeting - choose to vote by post, i.e. voting in writing prior to the holding of the general meeting. An absentee voting form is available at the Company's website www.towergroup.dk. Any shareholder who chooses to vote by post shall send their absentee votes to VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S, so that the absentee vote is received no later than the day before the holding of the general meeting. An absentee vote that has been received cannot be withdrawn.

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Yours sincerely

Dr. Christian Eichberger
Liquidator

Please direct any question regarding this release to Dr. Christian Eichberger, Liquidator, on tel. +49 30 32 67 99 51 or preferably via e-mail to ce@towergroup.dk.