

B O C O N C E P T H O L D I N G A / S

CVR No. 34 01 84 13

Notice is hereby given that the annual general meeting of BoConcept Holding A/S will be held on

Thursday, 27 August 2015 – at 4 pm

at the company's office at Mørupvej 16, DK-7400 Herning (Base Camp).

Agenda:

1. Election of chairman of the meeting
2. Management's review
3. Presentation of the annual report
4. Adoption of the annual report, including grant of discharge to the executive and supervisory boards and resolution regarding the appropriation of profit or provision for losses pursuant to the approved annual report.

The supervisory board has recommended to the general meeting of shareholders that no dividend be paid for the 2014/2015 financial year.

5. Election of members to the supervisory board

According to the company's articles of association, supervisory board members elected by the shareholders in general meeting retire after one year's service.

The supervisory board proposes the re-election of Peter Thorsen, Viggo Mølholm, Preben Bager and Henrik Burkal.

6. Appointment of auditors

The supervisory board proposes the reappointment of PricewaterhouseCoopers, statsautoriseret revisionspartnerselskab.

7. Proposals by the supervisory board:

Proposed amendment to the articles of association: Class B-shares to be converted from bearer shares to registered shares

The supervisory board proposes an amendment to the articles of association so that the company's Class B-shares are converted from bearer shares to registered shares. The reason for the proposal is twofold: 1) as of 1 July 2015, no new bearer shares may be issued, and 2) the transitional provision associated with the amended statutes concerning existing powers to make capital increases will cease to apply on 1 July 2016, meaning that the powers conferred on the supervisory board under article 7C cannot be exercised after 1 July 2016 since – in their current form – they apply to bearer shares.

The following amendments to the articles of association are proposed:

- a. Article 3, third paragraph, to read as follows: *'Class B-shares are registered with VP Securities A/S (the Danish Securities Centre) and must be registered in the name of the holder and must be registered shares only'*.
- b. Article 4, third paragraph, to be deleted: *'whether or not they shall be bearer shares or registered shares'*.
- c. Article 7C, sub-article 4, first sentence to read as follows: *'New Class B-shares issued in accordance with 7C(1) and 7C(2) will be registered through VP Securities A/S and will be registered in the name of the holder'*.

Proposed extensions of time: Change from 2019 to 2020

- d. Article 7C(1), authorisation of the supervisory board to increase the share capital by issuing new Class B-shares, conferring pre-emption rights on the company's existing shareholders, for a total nominal value not exceeding DKK 2,622,118, by cash contributions, to be extended to *1 August 2020*.
- e. Article 7C(2), authorisation of the supervisory board to increase the share capital by issuing new Class B-shares for a total nominal value not exceeding DKK 2,622,118 by non-cash contributions and without pre-emption rights being granted to existing shareholders, to be extended to *1 August 2020*.
- f. Article 7D, authorisation of the supervisory board to acquire treasury shares with a nominal value of up to 10% of the share capital, valid until *the annual general meeting in 2020, however latest on 31 August 2020*.

8. Any other business.

The notice convening the general meeting, the agenda, the company's 2014/2015 annual report with consolidated financial statements, the complete proposals, stating the total number of shares and voting rights, including the total number by share class and the forms to be used for voting by post or proxy will be open for inspection by the shareholders at the company's office in Herring from 5 August 2015 and will also be posted at the company's website at www.boconcept.com.

Share capital, voting rights and custodian bank

The company capital amounts to DKK 28,621,190 and is divided into shares in denominations of DKK 10.00 and multiples hereof. The company's share capital is divided into Class A-shares for DKK 2,400,000 and Class B-shares for DKK 26,221,190. The Class A-shares carry ten votes for each Class A-share of DKK 10, and the Class B-shares carry one vote for each Class B-share of DKK 10.

Any shareholder may attend the general meeting provided that he has obtained an admission card three days prior to the date of the general meeting, either from the company's office or from another place stated in the notice and on presentation of proof of his shares or reference to registration in the name of the holder or other evidence of his shareholding.

Shareholders are entitled to vote at the company's general meeting provided that their shareholding has been registered not later than seven days prior to the general meeting. Voting may also be by proxy or post for which a specific form is required. The forms must accompany the notice convening the general meeting. Postal votes must reach BoConcept Holding A/S not later than three days prior to the general meeting.

Shareholders exercise their financial rights through their own custodian bank.

BoConcept Holding A/S

Peter Thorsen
Chairman of the Supervisory Board