



March 13, 2009

## NOTICE OF GENERAL MEETING IN AURIGA INDUSTRIES A/S THURSDAY, APRIL 2, 2009

The ordinary general meeting, cf. Article 8 of the Articles of Association, will be held on **Thursday, April 2, 2009 at 2 pm** at the Auriga offices, Thyborønvej 78, 7673 Harboøre, Denmark.

Agenda of the annual general meeting pursuant to Article 12 of the Articles of Association:

1. Report by the Board of Directors on Auriga's activities in the past financial year.
2. Presentation of the annual report for 2008 with auditor's report for adoption, including resolution about discharge of obligations of the Board of Executives and the Board of Directors and approval of remuneration for the Board of Directors.
3. Resolution concerning appropriation of profits or coverage of losses in accordance with the adopted annual report. The Board of Directors proposes that dividend of DKK 5.75 be paid per share of DKK 10.
4. Election of members to the Board of Directors.

It is proposed that the following members of the Board of Directors elected by the general meeting be reelected:

Povl Krogsgaard-Larsen, Torben Skriver Frandsen, Johannes Jacobsen, Karl Anker Jørgensen and Jan Stranges.

Ole Steen Andersen has informed the Board of Directors that he wishes no re-election.

The Board of Directors proposes that Erik Højsholt be elected new member of the Board of Directors due to his many years' of management experience and thorough knowledge of process industry and strategic change processes.

*On the Auriga website - [www.auriga.dk](http://www.auriga.dk) and [www.auriga-industries.com](http://www.auriga-industries.com) - information about the background of the current members of the Board of Directors is available.*

5. Appointment of auditor.  
The Board of Directors proposes the reappointment of Deloitte Statsautoriseret Revisionsaktieselskab.

**Further information:**  
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6. Any proposals submitted by the Board of Directors or by shareholders:
- 6.1 Changes to the Articles of Association proposed by the Board of Directors:
    - 6.1.1 **Article 4.2 of the Articles of Association:** The current authorization of the Board of Directors to increase the share capital by issuing Class B shares with a nominal value of up to DKK 25 million is extended to May 1, 2014.
    - 6.1.2 **Article 6.1 of the Articles of Association:** VP Securities (*Værdipapircentralen*) is changed to VP Securities A/S.
    - 6.1.3 **Article 6.2 of the Articles of Association:** The address of the external registrar is changed to: VP Investor Services A/S (VP Services A/S), Weidekampsgade 14, 2300 København S., Denmark.
    - 6.1.4 **Article 12 of the Articles of Association:** Supplement to Article 12.2 concerning the standard agenda of Auriga's annual general meeting to include approval of remuneration paid to the Board of Directors.
    - 6.1.5 **Article 7.4 of the Articles of Association:** It is proposed to abolish the Article 7.4, so it is no longer a claim for Auriga to hold more than fifty per cent of the votes in Cheminova.
  - 6.2. The Board of Directors requests that, in the period up until the next ordinary general meeting, the company be authorised to acquire treasury shares with a nominal value of up to 10 per cent of the share capital, the price of acquisition of such treasury shares not deviating by more than 10 per cent from the market price applicable at any time, cf. Section 48 of the Danish Companies Act (*Aktieselskabsloven*).

Proposals in the above items 6.1.1-6.1.5 are subject to approval with at least two thirds of the casted votes as well as of the total votes represented at the general meeting. Moreover, the proposal in the above item 6.1.5 is subject to acceptance from all holders of Class A shares. Other proposals can be adopted by a simple majority of votes at the general meeting.

#### **Agenda, proposals and annual report**

The audited annual report for 2008 will be released on Friday, March 20, 2009, and can be downloaded from the Auriga website: [www.auriga.dk](http://www.auriga.dk) and [www.auriga-industries.com](http://www.auriga-industries.com) from this date. The annual report and the agenda for the general meeting with complete proposals will be available for review at Auriga's offices, Thyborønvej 78, 7673 Harboøre, Denmark, from Monday, March 23, 2009. As from the same date, the documents can also be reviewed at the headquarters of Danske Bank, Holmens Kanal 2-12, 1092 Copenhagen K.

The printed version of the annual report will be published for the general meeting on April 2, 2009. On April 6, 2009, the annual report will be sent by ordinary mail to those shareholders and other interested parties who have ordered the publication.



### **Admission cards and proxies**

Shareholders registered in Auriga's register of shareholders automatically receive notice as well as relevant registration and proxy form for the general meeting.

Shareholders not registered in the register of shareholders may obtain an admission card by duly documenting their shareholding.

Admission cards and proxy forms can be ordered through the InvestorPortal on the Auriga website [www.auriga.dk](http://www.auriga.dk) and [www.auriga-industries.com](http://www.auriga-industries.com) or by contacting Auriga's office in Harboøre, Denmark, up to 5 days before the date of the general meeting, i.e. up until and including **Friday, March 27, 2009 at 4 pm**, cf. Article 9 of the Articles of Association.

According to Article 10.1 of the Articles of Association, the voting right attaching to the shares can only be exercised where the shares and the names of the holders have been registered in Auriga's register of shareholders, or the acquisition has been reported and documented. The voting right attaching to shares acquired by means of transfer cannot be exercised at general meetings which are called before the shares and the name of the holder have been registered in the Auriga register of shareholders, or before the acquisition has been reported and documented to the company. The acquired shareholding is, however, regarded as being represented at the general meeting even though the voting right cannot be exercised if the shares have, prior to the general meeting, been registered in the register of shareholders, or if the shareholder has reported and documented his acquisition.

### **Share capital, votes and dividend**

Auriga's share capital of DKK 255 million is divided into Class A shares with a nominal value of DKK 75 million and Class B shares with a nominal value of DKK 180 million. Each Class A share with a nominal value of DKK 10 carries 10 votes, while each Class B share with a nominal value of DKK 10 carries 1 vote.

Dividend adopted by the general meeting will, less any tax, be paid out by VP Securities A/S.

On behalf of the Board of Directors

Ole Steen Andersen  
Chairman

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Enclosed: Presentation of candidate member of the Board of Directors.  
Overview of the changes to the Articles of Association.  
Form for ordering admission card and issuing proxy.