



March 29, 2010

**ANNUAL GENERAL MEETING IN  
AURIGA INDUSTRIES A/S  
THURSDAY, APRIL 22, 2010**

The annual general meeting, cf. Article 8 of the Articles of Association, will be held on:

**Thursday, April 22, 2010 at 2.00 pm**

at the Company's 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 the Company's activities in the past financial year.
2. Presentation of the annual report for 2009 with auditor's report for adoption, including resolution about the discharge of the obligations of the Board of Executives and the Board of Directors and approval of the remuneration for the Board of Directors.
3. Resolution concerning the appropriation of profits or the cover of losses in accordance with the adopted annual report. The Board of Directors proposes that dividend of DKK 2.40 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:

Erik Højsholt, Povl Krogsgaard-Larsen, Karl Anker Jørgensen and Jan Stranges.

Johannes Jacobsen has announced that he wishes to step down from the Board of Directors.

The Board of Directors proposes that Jutta af Rosenborg and Torben Svejgård be elected new members of the Board of Directors.

The candidate members of the Board of Directors are presented in Annex 1.

Information is available on Auriga's website – [www.auriga-industries.com](http://www.auriga-industries.com) – on the background and competencies of the individual board members.

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 The Board of Directors proposes the following amendments of the Articles of Association:

- a) Amendments, including new Danish terminology (changing the Danish term 'aktiebog' (Register of Shareholders) to 'ejerbog' (Register of Shareholders), as a consequence of the adoption of the new Danish Companies Act (*Selskabsloven*). The proposal will be considered as one independent proposal and will entail amendments of Articles 4.2, 5, 6.1, 6.2, 7.3, 8.1, 8.3, 8.4, 8.5, 9, 10.1, 13.2 and 15.3 of the existing Articles of Association as well as the introduction of a number of new provisions as set out in Annex 2 'Overview of amendments to Articles of Association'.

The most important amendments of the Articles of Association concern changed legal requirements in relation to the following:

- The disclosure requirements imposed on the Company in connection with the holding of the annual general meeting.
  - The deadline for the notice convening the general meeting, where the notice period is changed to at most five weeks' notice and at least three weeks' notice prior to the general meeting.
  - The shareholders' voting rights, which are determined eight days prior to the general meeting (registration date).
  - The shareholders' right to request that a particular item be included on the agenda for the annual general meeting if such requests are submitted no later than six weeks before the annual general meeting.
- b) A new Article § 7.5 on electronic communication is inserted to be worded as follows:

Article 7.5.

The Company shall use electronic document exchange and electronic mail (electronic communication) in its communication with shareholders. The Company shall at any time be entitled to communicate by ordinary post.

The Company shall be entitled to use electronic communication for all announcements, notices and documents which, in accordance with the Company's Articles of Association, the Danish Companies Act (*Selskabsloven*) as well as stock exchange legislation and rules, must be exchanged between the Company and its shareholders, including, for example, notices of the annual general meeting and extraordinary general meetings with relevant agenda and complete proposals, proxies, interim financial report, annual report, company announcements, financial calendar and prospectuses as well as any other general information from the Company to shareholders. Such documents, announcements and notices shall be made available on the Company's website, [www.auriga.dk](http://www.auriga.dk), and sent to the shareholders via email to the extent required.

Information on the requirements for the systems used as well as on the procedure in connection with the electronic communication shall be available on the Company's

website [www.auriga.dk](http://www.auriga.dk). The individual shareholder shall be responsible for ensuring that the Company has the correct email address.

Notwithstanding the above, notices of general meetings shall, upon the request of the shareholder, be sent by ordinary post to the address registered in the Company's Register of Shareholders.

- 6.2. The chairman of the general meeting, Steffen Ebdrup, lawyer, is authorised to submit an application for registration of the amendments of the Articles of Association to the Danish Commerce and Companies Agency and to implement changes in the registered documents to the extent requested by the Danish Commerce and Companies Agency with a view to registering the amendments of the Articles of Association.
- 6.3. 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% of the share capital, the price of acquisition of such treasury shares not deviating by more than 10% from the market price applicable at any time.

### **Majority**

The adoption of the proposals to amend the Company's Articles of Association, cf. items 6.1 a) and b) on the agenda, requires that at least two-thirds of the votes cast as well as two-thirds of the voting capital present at the general meeting favour the resolution. The other proposals can be adopted by a simple majority.

### **Share capital and number of votes**

The Company'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.

The voting rights of a shareholder can be exercised if the shareholder has obtained an admission card in due time and has registered his or her shares in the Company's Register of Shareholders or has reported and documented his acquisition.

Shareholders who have acquired shares by way of a transfer can exercise the voting right attaching to the shares in question at the general meeting only if the shares have been registered in the Company's Register of Shareholders prior to the calling of the general meeting or if the shareholder has reported and documented his or her acquisition prior to the calling of the general meeting.

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 or her acquisition.

### **Dividend**

Dividend adopted by the general meeting will, less any tax, be paid out by VP Securities A/S. Further information on the dividend is available in the annual report for 2009 in the section "Shareholders".

### **Admission cards and voting by proxy**

Shareholders who wish to attend the general meeting must request admission cards no later than on **Sunday, April 18, 2010 at 4.00 pm.**

Admission cards can be ordered via the InvestorPortal on Auriga's website: [www.auriga-industries.com](http://www.auriga-industries.com) (link on the front page) or by contacting the Company on business days between 9.00 am and 3.00 pm or contacting VP Investor Services A/S (keeper of the Register of Shareholders) at [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm) and on tel. +45 43 58 88 93.

Shareholders who expect to be unable to attend the general meeting may issue proxies to the Board of Directors or to a person appointed by the shareholder to attend the general meeting. Proxies can be issued via the InvestorPortal on Auriga's website [www.auriga-industries.com](http://www.auriga-industries.com) (link on the front page).

Proxies must be submitted no later than on **Sunday, April 18, 2010 at 4.00 pm.**

### **Questions from shareholders**

Shareholders may submit written questions to the Company's Board of Directors and Board of Executives about the agenda and documents relating to the general meeting. Written questions must be sent to the email address: [investor@auriga.dk](mailto:investor@auriga.dk).

### **Access to information**

The notice convening the annual general meeting with complete proposals for agenda items and all annexes in complete and unabridged form as well as the Company's annual report will be available for inspection by the shareholders at the Company's offices at Thyborønvej 78, 7673 Harboøre, Denmark, on all business days from 9 am to 4 pm from Monday, March 29, 2010 until Thursday, April 22, 2010.

From Monday, March 29, 2010, the documents can also be viewed on the Company's website [www.auriga-industries.com](http://www.auriga-industries.com) > Investor Relations > General meeting 2010 or can be ordered from Auriga on tel. +45 70 10 70 30.

Auriga's annual report for 2009 will be available in a printed version on April 12, 2010 and will subsequently be distributed to shareholders and other stakeholders having ordered the annual report. The annual report can be ordered via the InvestorPortal up until and including April 5, 2010 or otherwise by contacting the Company via email to [investor@auriga.dk](mailto:investor@auriga.dk), or on tel. +45 70 10 70 30 on business days between 9.00 am and 4.00 pm.

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

On behalf of the Board of Directors

Erik Højsholt  
Chairman

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### **Annexes:**

- 1) Presentation of candidate members of the Board of Directors.
- 2) Overview of amendments to Articles of Association.
- 3) Form for ordering admission card and issuing proxy.