

Annex 2: Overview of amendments to Articles of Association

Annex to item 6.1. a) on the agenda.

| EXISTING ARTICLES OF ASSOCIATION | PROPOSED NEW ARTICLES OF ASSOCIATION |
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| <p>Article 4.2. In the period until May 1, 2014, the Board of Directors shall be authorised to increase the share capital, through one or more rounds, by issuing Class B shares with a nominal value of up to DKK 25,000,000 without pre-emptive rights of subscription for existing shareholders and at a price fixed by the Board of Directors. The subscription price shall, however, never be below par. The authorisation shall be exercisable in connection with both the take-over of existing business activities or assets and in connection with a cash increase.</p> <p>To the extent that the Board of Directors should exercise its authorisation to increase the share capital by issuing shares at a price below the market price, the Board of Directors shall be authorised to carry through such capital increase with pre-emptive rights of subscription for existing shareholders in accordance with the provisions of the Articles of Association thereon. The pre-emptive rights of subscription attaching to such new shares shall not in the event of any future increase in the share capital be subject to any limitations. Such new shares shall be issued to the bearer, such bearers being, however, entitled to be recorded in the Company's Register of Shareholders, and be negotiable instruments.</p> | <p>Article 4.2. In the period until May 1, 2014, the Board of Directors shall be authorised to increase the share capital, through one or more rounds, by issuing Class B shares with a nominal value of up to DKK 25,000,000 without pre-emptive rights of subscription for existing shareholders and at a price fixed by the Board of Directors. The subscription price shall, however, never be below par. The authorisation shall be exercisable in connection with both the take-over of existing business activities or assets and in connection with a cash increase.</p> <p>To the extent that the Board of Directors should exercise its authorisation to increase the share capital by issuing shares at a price below the market price, the Board of Directors shall be authorised to carry through such capital increase with pre-emptive rights of subscription for existing shareholders in accordance with the provisions of the Articles of Association thereon. The pre-emptive rights of subscription attaching to such new shares shall not in the event of any future increase in the share capital be subject to any limitations. Such new shares shall be issued to the bearer, such bearers being, however, entitled to be recorded in the Company's Register of Shareholders, and be negotiable instruments.</p> |
| <p>Article 5. Class A shares shall be registered shares and the names of the holders shall always be registered in the Company's Register of Shareholders together with the postal address of each shareholder. Dividend payable in respect of Class A shares shall be sent by post to the holders of such Class A shares at the addresses registered in the Register of Shareholders. Class A shares shall be non-negotiable instruments.</p> | <p>Article 5. Class A shares shall be registered shares and the names of the holders shall always be registered in the Company's Register of Shareholders together with the postal address of each shareholder. Dividend payable in respect of Class A shares shall be sent by post to the holders of such Class A shares at the addresses registered in the Register of Shareholders. Class A shares shall be non-negotiable instruments.</p> |
| <p>Article 6.1 Class B shares shall be negotiable instruments and be issued and registered through VP Securities A/S. Class B shares shall be issued to bearer and shall be freely negotiable. The holders of Class B shares can be recorded in the Company's Register of Shareholders. The transfer of a Class B share to a named holder shall be valid vis-à-vis the Company only when such transfer is registered by VP Securities A/S and recorded in the Company's Register of Shareholders. The Company shall accept no liability for the authenticity or correctness of a registered transfer. Dividend payable in respect of Class B shares shall be paid by transfer via VP Securities A/S.</p> | <p>Article 6.1 Class B shares shall be negotiable instruments and be issued and registered through VP Securities A/S. Class B shares shall be issued to bearer and shall be freely negotiable. The holders of Class B shares can be recorded in the Company's Register of Shareholders. The transfer of a Class B share to a named holder shall be valid vis-à-vis the Company only when such transfer is registered by VP Securities A/S and recorded in the Company's Register of Shareholders. The Company shall accept no liability for the authenticity or correctness of a registered transfer. Dividend payable in respect of Class B shares shall be paid by transfer via VP Securities A/S.</p> |
| <p>Article 6.2. Auriga Industries A/S's Register of Shareholders shall be held externally by VP Investor Services A/S (VP Services A/S), Weidekampsgade 14, 2300 København S., Denmark.</p> | <p>Article 6.2. Auriga Industries A/S's Register of Shareholders shall be held externally by VP Investor Services A/S (VP Services A/S), Weidekampsgade 14, 2300 København S, Denmark.</p> |

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| <p>Article 7.3. Dividend payable in respect of Class A or Class B shares not claimed within five years of the due date shall accrue to the Company. The Company's shares shall be cancellable without judgement in accordance with the provisions of the Danish Companies Act (<i>Aktieselskabsloven</i>) thereon.</p> | <p>Article 7.3. Dividend payable in respect of Class A or Class B shares not claimed within five years of the due date shall accrue to the Company. The Company's shares shall be cancellable without judgement in accordance with the provisions of the Danish Companies Act (<i>Selskabsloven</i>) thereon.</p> |
| <p>No Article 7.4</p> | <p>Article 7.4. Shareholders shall notify the Company of any considerable shareholdings and any changes therein, cf. Section 55 of the Danish Companies Act (<i>Selskabsloven</i>). Such notice shall be given within two weeks of one of the limits set out in Section 55 of the Danish Companies Act being reached or no longer being reached.</p> |
| <p>General meetings</p> <p>Article 8.1. General meetings shall be called by the Board of Directors giving at the most 4 weeks' notice and at least 14 days' notice by insertion of an advertisement in one or more national newspapers. Furthermore, notice shall be sent to all registered shareholders at the addresses entered in the Company's Register of Shareholders. The notice shall be accompanied by the agenda for the general meeting. In the event that proposals are to be considered the adoption of which requires a special majority, this must be stated in the notice.</p> | <p>General meetings</p> <p>Article 8.1. General meetings shall be called by the Board of Directors giving at most five weeks' notice and at least three weeks' notice by publication of a general company announcement, publication in the IT system of the Danish Commerce and Companies Agency (<i>Erhvervs- og Selskabsstyrelsen</i>), on the Company's website and in writing to the shareholders registered in the Register of Shareholders having so requested. The notice shall be accompanied by the agenda for the general meeting and shall specify the material contents of any proposed amendments to the Articles of Association, unless the Danish Companies Act (<i>Selskabsloven</i>) stipulates that the full wording of the proposed amendment to the Articles of Association be stated in the notice.</p> |
| <p>Article 8.3. The annual general meeting shall be held each year so as to allow for the audited and adopted annual report to be submitted to the Danish Commerce and Companies Agency (<i>Erhvervs- og Selskabsstyrelsen</i>) within four months of the end of the financial year at the latest. Proposals from the shareholders shall, in order to be considered by the annual general meeting, be submitted to the Board of Directors within two months of the end of the financial year at the latest. Furthermore, the provisions laid down in Section 71 of the Danish Companies Act (<i>Aktieselskabsloven</i>) shall apply.</p> | <p>Article 8.3. The annual general meeting shall be held each year so as to allow for the audited and adopted annual report to be submitted to the Danish Commerce and Companies Agency (<i>Erhvervs- og Selskabsstyrelsen</i>) within four months of the end of the financial year at the latest. Proposals from the shareholders shall, in order to be considered by the annual general meeting, be submitted to the Board of Directors no later than six weeks before the holding of the annual general meeting. Furthermore, the provisions laid down in the Danish Companies Act (<i>Selskabsloven</i>) shall apply.</p> |
| <p>Article 8.4. Extraordinary general meetings shall be held when deemed expedient by the Board of Directors or one of the Company auditors appointed by the general meeting. Extraordinary general meetings shall moreover be called within two weeks when so requested in writing by shareholders holding one tenth of the share capital for the consideration of a concrete, specified item.</p> | <p>Article 8.4. Extraordinary general meetings shall be held when deemed expedient by the Board of Directors or one of the Company auditors appointed by the general meeting. Extraordinary general meetings shall moreover be called within two weeks when so requested in writing by shareholders jointly holding at least 5% of the share capital for the consideration of a concrete, specified item.</p> |

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| <p>Article 8.5. No later than eight days before the general meeting, the agenda and the complete wording of the proposals to be considered by the general meeting shall be made available for inspection by the shareholders at the Company's offices. Prior to the annual general meeting the annual report with the auditors' report shall also be made available for inspection.</p> | <p>Article 8.5. The notice of the general meeting, information on voting rights and capital on the date of the notice, the documents to be presented at the general meeting as well as information on the forms to be used in connection with voting in writing and voting by proxy shall be made available for inspection by the shareholders on the Company's website no later than three weeks prior to the general meeting. Prior to the annual general meeting, the audited annual report, the agenda and the complete proposals to be considered shall also be made available for inspection.</p> |
| <p><i>No Article 8.6</i></p> | <p>Article 8.6. No later than eight weeks before the planned holding of the annual general meeting, the Company shall announce the date of the annual general meeting as well as the deadline for the shareholders' submission of proposals for the agenda, cf. Article 8.3. Such announcement shall be made in the Company's financial calendar.</p> |
| <p><i>No Article 8.7</i></p> | <p>Article 8.7. Where these Articles of Association stipulate that a specific action must be taken a specific number of days or weeks before or after the general meeting, the deadline for such action shall be calculated from the day before or after the general meeting, cf., however, Article 9 on registration date.</p> |
| <p>Article 9. All shareholders and all members of the board of the Aarhus University Research Foundation shall be admitted to the general meeting, provided that they have, at least five days prior to the date of the general meeting, obtained an admission card for themselves – and as far as shareholders are concerned for any advisors –, at the Company's offices, presenting proper documentation for their shareholdings or with reference to their registration in the Company's Register of Shareholders. The Company's general meetings shall be open to the media.</p> | <p>Article 9. All members of the board of the Aarhus University Research Foundation shall be admitted to the general meeting, and all shareholders or their proxies shall be entitled to attend the general meeting and exercise the voting right attaching to the shares held by the shareholder on the registration date. The registration date shall be one week prior to the general meeting (the same day of the week as the day on which the general meeting is held). The number of shares held by the individual shareholder shall be calculated on the registration date on the basis of the information contained in the Company's Register of Shareholders as well as on the announcements concerning ownership received by the Company with a view to recording in the Register of Shareholders but which have not yet been recorded therein. The Company's general meetings shall be open to the media.</p> |

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| <p><i>No Article 9.1</i></p> | <p>Article 9.1. All shareholders entitled to attend the general meeting, cf. Article 9, and wishing to attend the general meeting shall, at least three days prior to the date of the general meeting, request an admission card to the general meeting. The procedure for ordering admission cards is indicated on the Company's website www.auriga.dk.</p> |
| <p><i>No Article 9.2</i></p> | <p>Article 9.2. Shareholders shall be entitled to attend in person or by proxy, and each shareholder or proxy, respectively, shall be entitled to be accompanied by an advisor. The voting right may be exercised by proxy. Where an instrument of proxy is issued to a party other than the Board of Directors, it shall be a precondition that either the shareholder or the proxy has obtained an admission card. In connection with any ordering of admission cards and at the admission control in connection with the general meeting, the proxy shall present a written and dated instrument of proxy. An instrument of proxy can be revoked at any time. Such revocation shall be made in writing and can take place by contacting the Company on the email address: investor@auriga.dk. Instruments of proxy to the Company's Board of Directors and Board of Executives shall not be issued for a period of more than 12 months and shall be issued only for a specific general meeting with an agenda known in advance.</p> |
| <p><i>No Article 9.3</i></p> | <p>Article 9.3. All shareholders entitled to attend a general meeting, cf. Article 9, can cast their vote in writing. Votes cast in writing shall be submitted to the Company no later than on the day before the general meeting. Written votes cannot be revoked.</p> |
| <p>Article 10.1. The voting rights of a shareholder shall be exercisable only if such shareholder has registered his or her shareholding in the Company's Register of Shareholders or has reported and documented his or her acquisition of shares. A shareholder who has acquired shares by way of a transfer shall not be entitled to exercise the voting right attaching to the shares in question at general meetings which have been called prior to the registration of such shares in the Company's Register of Shareholders or prior to the date on which such shareholder reported and documented their acquisition of shares. Notwithstanding that voting rights cannot be exercised, the shareholding transferred shall, however, be considered to be represented at the general meeting provided that prior to the general meeting the shares have been registered in the Company's Register of Shareholders or provided that such shareholder has reported and documented his or her acquisition of shares.</p> | <p>Article 10.1. The voting rights of a shareholder shall be exercisable only if such shareholder has registered his or her shareholding in the Company's Register of Shareholders or has reported and documented his or her acquisition of shares. A shareholder who has acquired shares by way of a transfer after the registration date shall not be entitled to attend the general meeting and cannot exercise the voting right attaching to the shares in question at general meetings.</p> |

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| <p>Article 13.2. Minutes of the proceedings of the general meeting, including in particular any resolution adopted, shall be entered in a minute book which shall be signed by the chairman of the meeting and by at least one member of the Board of Directors. The minutes shall be considered full proof in every respect.</p> | <p>Article 13.2. Minutes of the proceedings of the general meeting shall be entered in a minute book, which shall be signed by the chairman of the meeting and the chairman of the Board of Directors. No later than two weeks after the holding of the general meeting, the minute book shall be made available for review by the shareholders.</p> |
| <p><i>No Article 13.3</i></p> | <p>Article 13.3. No later than two weeks after the holding of the general meeting, the Company shall publish the voting results on its website: www.auriga.dk.</p> |
| <p>Article 15.3. The Board of Directors shall form a quorum when more than half of all members of the Board of Directors are present. Any proposal considered by the Board of Directors shall be carried by a majority of the members of the Board of Directors present. In the event of an equality of votes, the chairman or, in his absence, the deputy chairman shall have the casting vote.</p> | <p>Article 15.3. The Board of Directors shall form a quorum when more than half of all members of the Board of Directors are present or represented. Any proposal considered by the Board of Directors shall be carried by a majority of the members of the Board of Directors present. In the event of an equality of votes, the chairman or, in his absence, the deputy chairman shall have the casting vote.</p> |

Annex to item 6.1. b) on the agenda
on **electronic documentation.**

| EXISTING ARTICLES OF ASSOCIATION | PROPOSED NEW ARTICLES OF ASSOCIATION |
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| <p>No Article 7.5</p> | <p>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.</p> <p>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 (<i>Selskabsloven</i>) 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, and sent to the shareholders via email to the extent required.</p> <p>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.</p> <p>The individual shareholder shall be responsible for ensuring that the Company has the correct email address.</p> <p>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.</p> |