



**Shareholders' Secretariat**

*The East Asiatic Company Ltd. A/S  
East Asiatic House  
20 Indiakaj  
DK-2100 Copenhagen Ø  
Denmark*

*Tel.: +45 3525 4300  
Fax. +45 3525 4313  
e-mail: eac@eac.dk  
Internet: [www.eac.dk](http://www.eac.dk)*

*Reg. No.: 26 04 17 16*

5 March 2014

**Notice convening the Annual General Meeting of the East Asiatic Company Ltd. A/S.  
Announcement No. 5/2014.**

Annual General Meeting of The East Asiatic Company Ltd. A/S on

**Thursday, 27 March 2014, at 16:00**

at the Radisson BLU Falconer Hotel & Conference Center, 9 Falkoner Allé, 1st floor, DK-2000 Frederiksberg.

**Agenda:**

- a. Presentation of the Board of Directors' report on the Company's activities in the past year.
- b. Presentation of the audited annual report for adoption, including approval of directors' fees for the 2014 financial year and a resolution to discharge the Board of Directors and the Executive Board from their obligations for the year.
- c. Proposal for distribution of the loss for the year according to the annual report as adopted.
- d. Election of members to the Board of Directors.
- e. Election of auditor(s).
- f. Authorisation for acquisition of treasury shares.
- g. Proposals submitted by the Board of Directors regarding:
  1. Renewal of the authorisation to increase the capital.
  2. Specification of the provision in the Articles of Association regarding audit of the Company's annual report.
  3. The Company's annual report to be prepared and presented in English.
  4. Authorisation for the chairman of the General Meeting.
- h. Proposals from a shareholder regarding:
  1. Accounting information to be stated in the notice convening the Annual General Meeting.
  2. Complimentary servings at the Annual General Meeting.

**Re item a on the agenda**

The Board of Directors proposes that its report on the Company's activities in the past year be adopted.

**Re item b on the agenda**

The Board of Directors proposes that the audited Annual Report for 2013 be adopted, and that the Board of Directors and the Executive Board be discharged from their obligations for the year.

Moreover, it is proposed that the directors' fees for carrying out their duties in 2014 be adopted, as follows:

Henning Kruse Petersen, Chairman	DKK 600,000
Preben Sunke, Deputy Chairman	DKK 450,000
Connie Astrup-Larsen, ordinary member of the Board of Directors	DKK 300,000
Mats Lönnqvist, ordinary member of the Board of Directors	DKK 300,000

The proposed directors' fees for 2014 are unchanged relative to the compensation paid for 2013.

**Re item c on the agenda**

The Board of Directors proposes that no dividend be distributed for the 2013 financial year.

**Re item d on the agenda**

Pursuant to Article 8.2 of the Articles of Association, the members elected by the shareholders at the General Meeting shall retire every year.

The Board of Directors nominates Henning Kruse Petersen, Preben Sunke, Connie Astrup-Larsen and Mats Lönnqvist for re-election.

More information about the nominees is available at the Company's website, [www.eac.dk](http://www.eac.dk).

**Re item e on the agenda**

Pursuant to Article 12.2, the shareholders at the Annual General Meeting shall appoint the auditor(s) for 12 months at a time.

The Board of Directors nominates KPMG, Statsautoriseret Revisionspartnerselskab, for re-election.

**Re item f on the agenda**

It is proposed that the shareholders at the Annual General Meeting authorise the Board of Directors, acting on behalf of the Company and in the period until the next Annual General Meeting, to acquire up to 10% of the Company's share capital in accordance with the provisions of the Danish Companies Act. The purchase price may not deviate by more than 10% from the price listed on NASDAQ OMX Copenhagen A/S at the time of acquisition.

**Re item g on the agenda**

1. It is proposed that the shareholders at the Annual General Meeting authorise the Board of Directors to increase the share capital by nominally DKK 100 million in the period ending on 27 March 2019, with Article 3.3 of the Articles of Association to be amended as follows:

- ”3.3 (a) In the period ending on 27 March 2019, the Company’s Board of Directors is authorised to increase the Company’s share capital by one or more issues of new shares, totalling a maximum amount of DKK 100 million, with a pre-emptive right for the Company’s shareholders.
- (b) In addition, in the period ending on 27 March 2019 the Board of Directors is authorised to increase the Company’s share capital by one or more issues of new shares at market price, totalling a maximum amount of DKK 100 million, without a pre-emptive right for the Company’s existing shareholders.
- (c) The Board of Directors’ authorisations pursuant to items 3.3(a)-(b) above may in the aggregate be utilised to increase the share capital by a maximum nominal amount of DKK 100 million.
- (d) When increasing the share capital pursuant to items 3.3(a)-(c), it is a further condition that the increase can be effected by payment in cash or as consideration for full or partial acquisition of an existing business or specific capital assets, including shares. The new shares shall be negotiable instruments and be issued to bearer, but may be registered in the name of the holder in the Company’s Register of Shareholders.”
2. It is proposed to amend Articles 5.6(d) and 6.1(b) so that it becomes clear that only the financial statements and the consolidated financial statements are audited.

Article 5.6 (d) to be amended to read as follows:

”The agenda and the complete proposals, and with respect to the Annual General Meeting also the annual report, including the audited financial statements and the consolidated financial statements.”

Article 6.1 (b) to be amended to read as follows:

”Presentation of the annual report, including the audited financial statements and the consolidated financial statements, for adoption, and a resolution to discharge the Board of Directors and the Executive Board from their obligations for the year.”

3. It is proposed that the shareholders at the Annual General Meeting authorise the Board of Directors to prepare and present the Company’s annual report in English, and that a new Article 12.3 be inserted in the Articles of Association, to read as follows:

”The Company’s annual report shall be prepared and presented in English.”

At the same time, it is proposed that the heading of Article 12 of the Articles of Association be amended to read as follows: “12. Audit and annual report.”

4. It is proposed that the shareholders at the General Meeting authorise the chairman of the General Meeting to file the adopted resolutions with the Danish Business Authority and to make any such amendments to the documents filed as may be required with a view to registering the resolutions adopted at the General Meeting with the Danish Business Authority.

#### **Re item h on the agenda**

1. A shareholder has submitted a proposal to the effect that in future the notice convening the Annual General Meetings should contain certain accounting information.

The shareholder proposes that: "In addition to the statutory requirements, the notice convening general meetings shall contain a copy of extracts from the financial statements as follows: 5-year accounting figures/key ratios, income statement with note numbers, balance sheet with note numbers and statement of changes in equity. In addition to the statutory requirements, the five-year summary shall contain the following information broken down by each year: Net asset value, share capital, denomination of shares, total number of shares, dividend in per cent, trading price of shares at year-end, exchange rates used in the financial statements for companies reporting in a currency other than DKK, and interest-bearing debt due beyond one year. The five-year summary shall contain information about options and warrants, including a statement of the year of allocation, number, price, and any increase in value relative to the allocation price at the reporting date."

The requirements as to the Company's convening notice should appear from the Articles of Association. Adoption of the proposal will thus mean that the above be inserted as a new Article 5.8 in the Company's Articles of Association.

*Comments by the Board of Directors:* The Board of Directors does not second the proposal, as most of the information referred to already appears from the Company's annual report, which may be viewed at the Company's website. Thus, adding the information in the convening notice will entail unnecessary costs for the Company.

2. A shareholder has submitted a proposal to the effect that the shareholders be offered complimentary servings after the Annual General Meeting that are reasonable given the outlook for the coming year.

*Comments by the Board of Directors:* The Board of Directors does not second the proposal. Every year the Company takes a position on complimentary servings in light of the location and timing of the Annual General Meeting, among other things, and the Board of Directors does not find that the outlook for the coming year is relevant in this connection

#### **Adoption criteria**

Adoption of the proposals regarding items g.1 and g.2, tabled by the Board of Directors, and item h.1 of the agenda is subject to the affirmative votes of a majority of two thirds of the votes cast as well as of the voting stock represented at the General Meeting. Other proposals may be adopted by a simple majority of votes.

### **Information about capital and voting rights**

At the date of the convening notice, the Company's share capital amounts to nominally DKK 864,364,165, divided into shares in the denomination of DKK 70. Shares in the denomination of DKK 35 have also been issued. Each share amount of DKK 70 confers one vote upon the holder; each share amount of DKK 35 confers half a vote upon the holder.

### **Record date**

A shareholder's right to attend a General Meeting and to vote shall be determined in proportion to the shares held by such shareholder as of the record date. The shares held by each shareholder as of the record date shall be determined based on the entry in the Register of Shareholders regarding the shareholder's ownership and any notifications to the Company from the shareholder regarding his ownership not yet recorded in the Register of Shareholders.

The record date shall be deemed to be Thursday, 20 March 2014.

### **Admission cards, etc.:**

Shareholders, proxy holders and any accompanying adviser must present an admission card to attend the Annual General Meeting.

Admission cards may be ordered via the Company's website, [www.eac.dk](http://www.eac.dk).

Alternatively, requests for physical admission cards may be obtained via the Company's website, [www.eac.dk](http://www.eac.dk), and sent by letter to VP Investor Services A/S, Weidekampsgade 14, 2300 Copenhagen S, or by email to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk).

Requests for admission cards must have reached the addressee by Friday, 21 March 2014, at 11:59 pm. Any shareholder is entitled to attend by proxy and to attend accompanied by an adviser. A proxy may also attend together with an adviser.

The 2013 Annual Report is available to shareholders at the Company's website, [www.eac.dk](http://www.eac.dk). Shareholders who want to receive the 2013 Annual Report by ordinary mail should contact the EAC Shareholders' Secretariat by phone, +45 3525 4300, or by email sent to [eac@eac.dk](mailto:eac@eac.dk).

### **Questions**

Until a week prior to the Annual General Meeting, shareholders may submit questions in writing to the Company's Management regarding matters of importance for assessing the 2013 Annual Report, the Company's position in general, or about other business regarding which decisions are to be made at the Annual General Meeting. Shareholders who wish to exercise their right to ask questions may send such questions by letter to the Company. The reply may be made in writing, and the answer may be made available on the Company's website, [www.eac.dk](http://www.eac.dk). Management may refrain from answering if the person asking the question is not represented at the Annual General Meeting.

In addition, shareholders may put questions orally to the Company's Management at the Annual General Meeting regarding the said matters, and at the Annual General Meeting questions regarding the 2013 Annual Report may be put orally to the Company's auditor elected by the shareholders.

### **Instrument of proxy**

Shareholders may vote at the Annual General Meeting by a proxy holder presenting a duly signed and dated instrument of proxy. Electronic instruments of proxy may be issued via the Company's website, [www.eac.dk](http://www.eac.dk), or via VP Investor Services A/S' website, [www.vp.dk/gf](http://www.vp.dk/gf), using the NemID or VP-ID authentication. Electronic instruments of proxy must be issued and filed no later than by Friday, 21 March 2014, at 11:59 pm.

Alternatively, requests for physical proxy forms may be obtained via the Company's website, [www.eac.dk](http://www.eac.dk), and sent by letter to VP Investor Services A/S, Weidekampsgade 14, 2300 Copenhagen S, or by email to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk). The duly filled-in instrument of proxy must reach VP Investor Services A/S by Friday, 21 March 2014.

Assuming that admission cards have been ordered in due time, a physical instrument of proxy may however be issued through Thursday, 27 March 2014. Instruments of proxy may be revoked by letter sent to VP Investor Services A/S, Weidekampsgade 14, 2300 Copenhagen S, or electronically by email sent to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk).

### **Postal ballot**

Shareholders also have the option of voting by letter. VP's so-called "vote by correspondence" forms to be used for this purpose may be obtained via the Company's website, [www.eac.dk](http://www.eac.dk), and sent by letter to VP Investor Services A/S, Weidekampsgade 14, 2300 Copenhagen S, or by email to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk). A vote sent by ordinary mail must reach VP Investor Services A/S by 26 March 2014 at 10:00 am. A vote sent by letter cannot not be revoked.

### **Practical information**

Light refreshments and beverages will be served in the foyer after the Annual General Meeting.

Sincerely yours,  
The East Asiatic Company Ltd. A/S

THE BOARD OF DIRECTORS