



**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*

4 March 2015

**Notice convening the Annual General Meeting of the East Asiatic Company Ltd. A/S.  
Announcement No. 2/2015.**

Annual General Meeting of The East Asiatic Company Ltd. A/S  
on Thursday, 26 March 2015, at 4.00 pm  
at Radisson BLU Falconer Hotel & Conference Centre, Falkoner Allé 9, 1<sup>st</sup> 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 2015 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 net profit for the year according to the Annual Report as adopted.
- d. Election of members of 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. Change of the Company's name, etc.
  2. Amendment of the Company's objects.
  3. Amendment of the Company's rules regarding powers to bind the Company in legal transactions.
  4. Change of references to the Company's website and email.
  5. Adoption of general guidelines for incentive pay for the Executive Board.
  6. Authorisation for the chairman of the 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 2014 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 2015 be adopted, as follows:

The Chairman	DKK 450,000.
The Deputy Chairman	DKK 300,000.
Each ordinary Board Member	DKK 200,000.

The proposed directors' fees for 2015 have been reduced relative to the fees paid for 2014.

**Re item c on the agenda**

It is proposed that no dividend be distributed for the 2014 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.

Mr. Mats Lönnqvist has notified the Board of Directors that he wishes to retire from the Board of Directors at the Annual General Meeting.

It is proposed that Mr. Henning Kruse Petersen, Ms. Connie Astrup-Larsen and Mr. Preben Sunke be re-elected.

In addition, it is proposed that Mr. Michael Hauge Sørensen be elected as a new member of the Board of Directors.

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.

Ernst & Young P/S are proposed 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 Copenhagen at the time of acquisition.

**Re item g on the agenda**

1. It is proposed that the Company's name be changed to Santa Fe Group A/S, and that all the Company's existing ancillary names be deleted. If the proposal is adopted, Article 1 of the Articles of Association will be worded as follows:

öThe name of the Company is Santa Fe Group A/S.ö

2. It is proposed that the Company's objects be adapted so that its current principal activity within relocation services, overseas posting and records management is more explicitly formulated. If the proposal is adopted, Article 2 of the Articles of Association will be worded as follows:

öThe objects of the Company are to supply services, whether directly or indirectly, targeted at moving and relocation services, records management, transport, trade and industry, and the Company may also carry on any other business that the Board of Directors deems to be related to or associated with the said activities.ö

3. It is proposed that the Company's rules regarding the powers to bind the Company in legal transactions be amended so that the power to bind the Company by a sole signature be abolished. If the proposal is adopted, Article 11.1 of the Articles of Association will be worded as follows:

öThe Company shall be bound in legal transactions by the joint signatures of the chairman or the deputy chairman of the Board of Directors and of a member of the Executive Board, or by the joint signatures of the chairman or deputy chairman of the Board of Directors and of another member of the Board of Directors.ö

4. The Company's website and email address have been changed to [www.santaferelo.com](http://www.santaferelo.com) and [sfg@santaferelo.com](mailto:sfg@santaferelo.com) respectively. It is proposed that Articles 5.6 and 14 be updated to reflect this change so that the reference to the Company's website be changed from [www.eac.dk](http://www.eac.dk) to [www.santaferelo.com](http://www.santaferelo.com) and that the reference to the Company's email address be changed from [www.eac.dk](mailto:www.eac.dk) to [sfg@santaferelo.com](mailto:sfg@santaferelo.com).

5. It is proposed that the shareholders in General Meeting adopt the new general guidelines drafted by the Board of Directors regarding incentive pay for the Executive Board and other officers. If the proposal is adopted, Article 10 of the Articles of Association will be worded as follows:

öThe Board of Directors has prepared general guidelines for incentive pay for the Executive Board, which have been adopted at the Company's General Meeting. These guidelines also apply to a number of senior executives and key staff members of the Santa Fe Group. The general guidelines have been published on the Company's website."

The new general guidelines are available at the Company's website, [www.eac.dk](http://www.eac.dk).

6. 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.

### **Adoption criteria**

Adoption of the Board of Directors' proposals regarding items g. 1, g. 2 and g. 3 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 19 March 2015.

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

Shareholders, proxy holders and any accompanying advisers must present an admission card in order to be admitted to 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 ordinary mail 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, 20 March 2015, at 23:59 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 2014 Annual Report is available to shareholders at the Company's website, [www.eac.dk](http://www.eac.dk). Shareholders who wish to receive the 2014 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 2014 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 2014 Annual Report may be put orally to the Company's auditor(s) elected by the shareholders.

### **Instruments 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'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, 20 March 2015, at 23:59 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, 20 March 2015.

Assuming that admission cards have been ordered in due time, a physical instrument of proxy may however be issued through Thursday, 26 March 2015. 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 Wednesday, 25 March 2015, at 10:00 am. A vote sent by letter cannot be revoked.

### **Practical information**

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

Yours sincerely,  
The East Asiatic Company Ltd. A/S

THE BOARD OF DIRECTORS