



COMPANY ANNOUNCEMENT

4 September 2015

Annual General Meeting - IC Group A/S on 30 September 2015 at 10.30 a.m.

**IC Group A/S
10 Raffinaderivej
2300 Copenhagen S
Denmark**

Agenda

1. Report of the Board of Directors on the activities of the Company
2. Presentation of the Annual Report for the period 1 July 2014 - 30 June 2015 endorsed by the auditors and adoption of the audited Annual Report
3. Appropriation of the profits, including the declaration of dividends, or provision for losses as recorded in the adopted Annual Report
4. Election of members of the Board of Directors
5. Approval of remuneration of the Board of Directors for the financial year 2015/16
6. Appointment of auditors
7. The Board of Directors has proposed the following resolution;
 - 7.1 Amendment of the Company's Articles of Association as a consequence of change of Company name
 - 7.2 Annulment of articles of the Company's Articles of Association as a consequence of expiry of an authority to issue warrants and the expiry of a warrant programme
 - 7.3 Approval of the Company's revised remuneration policy including the revised general guidelines regarding incentive pay for the Executive Board
 - 7.4 Authority to the Board of Directors to acquire own shares
8. Any other business



Re. Agenda item 2

The Board of Directors proposes that the audited Annual Report should be adopted.

Re. Agenda item 3

The Board of Directors recommends that the profit according to the approved audited Annual Report is distributed as follows:

Proposed dividend (<i>DKK million</i>)	68.0
Retained loss (<i>DKK million</i>)	<u>(94.0)</u>
Loss for the year (<i>DKK million</i>)	<u>(26.0)</u>

The proposed dividend corresponds to a dividend of DKK 4.00 per ordinary share eligible for dividends.

Re. Agenda item 4

The Board of Directors proposes that the following board members elected at the Annual General Meeting should be re-elected:

- Henrik Heideby;
- Anders Colding Friis;
- Niels Martinsen;
- Annette Brøndholt Sørensen;
- Michael Hauge Sørensen; and
- Ole Wengel

A further description of the candidates is available at the corporate website of IC Group A/S, www.icgroup.net under *Investors/Annual General Meeting/AGM Material*.

Re. Agenda item 5

The Board of Directors proposes that the remuneration to the Board of Directors for the current financial year will amount to DKK 4,190,000 of which DKK 395,000 constitutes separate remuneration to the Audit Committee, DKK 200,000 constitutes separate remuneration to the Remuneration Committee and DKK 395,000 constitutes separate remuneration to the Operations Committee.

The proposed remuneration is unchanged compared to the remuneration for the financial year 2014/15.



Re. Agenda item 6

The Board of Directors proposes that PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab should be re-appointed.

Re. Agenda item 7.1

As a consequence of the amendment of the Company name as adopted on the Annual General Meeting in 2014, the Board of Directors proposes to delete all references of the Company's former corporate website www.iccompany.com in its Articles of Association.

This proposal means that the wording "or www.iccompany.com" is deleted in article 7, paragraph 3, article 11, paragraph 2 and article 11, paragraph 4 of the Company's Articles of Association.

Re. Agenda item 7.2

The Board of Directors' authority to issue warrants pursuant to article 5 B of the Company's Articles of Association will expire on 27 September 2015. Furthermore, the warrant programme as specified pursuant to article 5 C of the Company's Articles of Association and Appendix 1 will expire on 16 September 2015.

As a consequence hereof, the Board of Directors proposes to annul the articles 5 B and 5 C of the Company's Articles of Association as well as Appendix 1. Furthermore, the Board of Directors proposes to annul the last paragraph of the articles 5 D, 5 E and 5 F of the Company's Articles of Association.

Provided that the Annual General Meeting adopts the amendment, articles 5 D, 5 E, 5 F and 5 G of the Company's Articles of Association will be amended to articles 5 B, 5 C, 5 D and 5 E, just as the Appendices 2, 3 and 4 will be amended to Appendices 1, 2 and 3. References to the Appendices of the Company's Articles of Association will be updated accordingly.

Re. Agenda item 7.3

The Board of Directors proposes that the Company's revised remuneration policy should be adopted. The Policy is available on the corporate website www.icgroup.net under *Investors/Annual General Meeting/AGM Material*.

Re. Agenda item 7.4

The Board of Directors proposes that the Board of Directors should be authorised for the period until the next Annual General Meeting to allow the Company to acquire own shares representing up to 10% of the share capital and at a price deviating by no more than 10% from the listed price at the time of the acquisition.



REQUIREMENTS FOR ADOPTION

The adoption of the proposed resolutions under the Agenda items 7.1 and 7.2 are subject to the affirmative vote of not less than two thirds of the votes cast as well as of the voting share capital represented at the General Meeting. Other proposed resolutions on the Agenda may be adopted by simple majority.

ADMISSION CARD AND PROXY

The shareholder must have an admission card in order to be able to participate in the General Meeting.

The Company recommends that admission cards are obtained on the Company's shareholder portal which is available on the corporate website www.icgroup.net. The shareholder portal on the corporate website is available under *Investors/Annual General Meeting/AGM Online Service*.

Apply the NemID or securities account number and the Internet access code to order admission cards online. The log-in details appear in the notice forwarded by e-mail. Securities account number and Internet access code may also be obtained by contacting Computershare A/S.

Furthermore, admission cards may also be obtained by contacting Computershare A/S by e-mail at gf@computershare.dk, by fax +45 45 46 09 98 or by returning the order for admission cards by letter to Computershare A/S. The order for admission cards may be downloaded from the corporate website www.icgroup.net under *Investors/Annual General Meeting/AGM Material*.

The order for admission cards must reach Computershare A/S not later than 25 September 2015.

If a shareholder is unable to participate in the General Meeting, the shareholder may grant a proxy to a third party and give this party voting instructions on how to cast the votes according to the shareholder's voting entitlement or vote by postal vote.

The proxy and the postal vote may be submitted electronically or by filling in and forwarding the proxy or postal vote form, which may be downloaded from the corporate website www.icgroup.net under *Investors/Annual General Meeting/AGM Material*.

The shareholder may also grant a proxy to the Company's Board of Directors. In such an event the Company recommends that the proxy is submitted electronically via the shareholder portal.

The proxy must be submitted electronically or reach Computershare A/S not later than 25 September 2015 whereas the postal vote must be submitted electronically or reach Computershare A/S not later than 29 September 2015 at 10 a.m.



SHARE CAPITAL, VOTES AND ACCOUNT HOLDING BANK

As at 4 September 2015 the Company's share capital amounts to DKK 170,076,570 divided into shares of a nominal value of DKK 10 each.

At the General Meeting, each share of a nominal value of DKK 10 entitles the holder to one vote.

Pursuant to article 10 of the Company's Articles of Association, a shareholder's right to participate and vote at a General Meeting shall be determined in proportion to the number of shares that the shareholder holds at the date of registration. The date of registration is the day one week prior to the General Meeting. The number of shares held by each individual shareholder shall be determined on the basis of recording of shares in the Company's Register of Owners as well as any information received at the date of registration by the Company regarding ownership changes that are to be recorded in the Company's Register of Owners, but have not been entered yet.

The account holding bank of the Company is Danske Bank.

QUESTIONS FROM SHAREHOLDERS

Shareholders may submit questions in writing to the Management of the Company regarding the Agenda or documents relating to the General Meeting. Such questions in writing are sent to the Company's headquarters located at 10 Raffinaderivej, DK-2300 Copenhagen S, Denmark (marked "General Meeting"). Furthermore, shareholders are welcome to ask questions to the Management regarding the above-mentioned issues at the General Meeting.



GENERAL INFORMATION

The following documents; (i) notice of the General Meeting, (ii) the total number of shares and voting rights on the date of the notice of the General Meeting, (iii) the documents to be presented at the General Meeting including the audited Annual Report 2014/15, (iv) the Agenda with the complete proposed resolutions, and (v) the proxy form and postal vote will be available at the corporate website www.icgroup.net not later than three weeks before the General Meeting. The material will be available on the corporate website under *Investors/Annual General Meeting/AGM Material*.

Copenhagen, 4 September 2015

The Board of Directors

IC Group A/S

Company registration no. (CVR) 62 81 64 14

Please direct any queries regarding this announcement to:

Jens Bak-Holder

Investor Relations Manager

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This announcement is a translation from the Danish language.

In the event of any discrepancy between the Danish and English versions, the Danish version shall prevail.