



April 5, 2005

NOTICE OF GENERAL MEETING IN AURIGA INDUSTRIES A/S TUESDAY, APRIL 26, 2005

Notice is hereby given that the ordinary general meeting, cf. Article 8 of the Articles of Association, will be held on **Tuesday, April 26, 2005, at 2 pm** at the company's offices, Thyborønvej 78, 7673 Harboøre, Denmark.

The agenda of the general meeting, cf. 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 with the auditors' report for adoption, including resolution about the discharge of the obligations of the Board of Executives and the Board of Directors.
3. Decision concerning the appropriation of profit in accordance with the adopted annual report.
4. The Board of Directors proposes that the following amendments be made to the Articles of Association of the company:
 - (a) **Article 4.2 of the Articles of Association:**
In the period until May 1, 2009, the Board of Directors shall be authorized 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 ...
 - (b) **Article 12 of the Articles of Association:**
Amendment to the wording of item 5 on the agenda of the general meeting to "Appointment of auditor".
 - (c) **Article 19 of the Articles of Association:**
The company's financial statements shall be audited by a state-authorized public accountant to be appointed by the general meeting for one year at a time.

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5. Election of members to the Board of Directors.

The following members of the Board of Directors elected by the general meeting are up for election:

- | | |
|--------------------------|---|
| - Povl Ulrik Skifter | The Board of Directors recommends re-election |
| - Povl Krogsgaard-Larsen | The Board of Directors recommends re-election |
| - Ernst Lunding | The Board of Directors recommends re-election |

In addition, Søren Iversen, Managing Director, resigns, and the Board of Directors recommends election of Ole Steen Andersen, Executive Vice President, Danfoss, as new member of the Board of Directors.

6. Appointment of auditors.

The amendment of Article 19 of the Articles of Association entails that, in future, the company's financial statements shall be audited by one firm of state-authorized public accountants only. The Board of Directors recommends election of Deloitte, Statsautoriseret Revisionsaktieselskab as new auditor.

7. Any proposals from the Board of Directors or shareholders:

- 7.1. The Board of Directors requests that, up until the next ordinary general meeting, the company be authorized to acquire treasury shares with a nominal value of up to 10 per cent of the share capital, the price of acquisition of treasury shares not deviating by more than 10 per cent from the market price applicable at any time, cf. Section 48 of the Danish Companies Act (*Aktieselskabsloven*).

Authorization of the chairman of the Board of Directors to make such changes as may be requested by the Danish Commerce and Companies Agency (*Erhvervs- og Selskabsstyrelsen*) for registration to be effected.

Adoption of item 4 on the agenda requires a qualified majority in accordance with Section 78 of the Danish Companies Act (*Aktieselskabsloven*).

The audited annual report including the consolidated financial statements and the agenda for the general meeting and the full wording of the amendments to the Articles of Association will be available for review at the offices of Auriga Industries A/S, Thyborønvej 78, 7673 Harbøre, Denmark from Tuesday, April 12, 2005. As from the same day, the documents can also be reviewed at the headquarters of Danske Bank, Holmens Kanal 2-12, 1092 Copenhagen K or on the company's website: www.auriga-industries.com.

Admission cards to the general meeting are issued in accordance with Article 9 of the Articles of Association. Admission cards are available on request from the company's offices in Harbøre until five days before the general meeting, i.e. up to and including **Wednesday, April 20, 2005, at 4 pm**.

The voting right attaching to shares acquired by way of transfer can only be exercised where the shares in question and the names of the holders have been registered in the company's Register of Shareholders by April 5, 2005, or the acquisition has been reported and documented to the company.

Shareholders who have no voting right according to the registration rules must, in order to obtain right of speech, present documentation for their shareholding when requesting admission cards for the general meeting.

On behalf of the Board of Directors

Povl U. Skifter
Chairman

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Encl.: - admission card order form
- amendments to the Articles of Association