



## NOTICE OF GENERAL MEETING IN AURIGA INDUSTRIES A/S THURSDAY, APRIL 2, 2009

The ordinary general meeting, cf. Article 8 of the Articles of Association, will be held on **Thursday, April 2, 2009 at 2 pm** at the Auriga offices, Thyborønvej 78, 7673 Harboøre, Denmark.

Agenda of the annual general meeting pursuant to Article 12 of the Articles of Association:

1. Report by the Board of Directors on Auriga's activities in the past financial year.
2. Presentation of the annual report for 2008 with auditor's report for adoption, including resolution about discharge of obligations of the Board of Executives and the Board of Directors and approval of remuneration for the Board of Directors.
3. Resolution concerning appropriation of profits or coverage of losses in accordance with the adopted annual report. The Board of Directors proposes that dividend of DKK 5.75 be paid per share of DKK 10.
4. Election of members to the Board of Directors.

It is proposed that the following members of the Board of Directors elected by the general meeting be reelected:

Povl Krogsgaard-Larsen, Torben Skriver Frandsen, Johannes Jacobsen, Karl Anker Jørgensen and Jan Stranges.

Ole Steen Andersen has informed the Board of Directors that he wishes no re-election.

The Board of Directors proposes that Erik Højsholt be elected new member of the Board of Directors due to his many years' of management experience and thorough knowledge of process industry and strategic change processes.

*On the Auriga website - [www.auriga.dk](http://www.auriga.dk) and [www.auriga-industries.com](http://www.auriga-industries.com) - information about the background of the current members of the Board of Directors is available.*

5. Appointment of auditor.  
The Board of Directors proposes the reappointment of Deloitte Statsautoriseret Revisionsaktieselskab.

**Further information:**  
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CVR No. 34629218  
Reg. office:  
Gustav Wieds Vej 10  
8000 Aarhus C, Denmark



6. Any proposals submitted by the Board of Directors or by shareholders:
- 6.1 Changes to the Articles of Association proposed by the Board of Directors:
    - 6.1.1 **Article 4.2 of the Articles of Association:** The current authorization of the Board of Directors to increase the share capital by issuing Class B shares with a nominal value of up to DKK 25 million is extended to May 1, 2014.
    - 6.1.2 **Article 6.1 of the Articles of Association:** VP Securities (*Værdipapircentralen*) is changed to VP Securities A/S.
    - 6.1.3 **Article 6.2 of the Articles of Association:** The address of the external registrar is changed to: VP Investor Services A/S (VP Services A/S), Weidekampsgade 14, 2300 København S., Denmark.
    - 6.1.4 **Article 12 of the Articles of Association:** Supplement to Article 12.2 concerning the standard agenda of Auriga's annual general meeting to include approval of remuneration paid to the Board of Directors.
    - 6.1.5 **Article 7.4 of the Articles of Association:** It is proposed to abolish the Article 7.4, so it is no longer a claim for Auriga to hold more than fifty per cent of the votes in Cheminova.
  - 6.2. The Board of Directors requests that, in the period up until the next ordinary general meeting, the company be authorised to acquire treasury shares with a nominal value of up to 10 per cent of the share capital, the price of acquisition of such 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*).

Proposals in the above items 6.1.1-6.1.5 are subject to approval with at least two thirds of the casted votes as well as of the total votes represented at the general meeting. Moreover, the proposal in the above item 6.1.5 is subject to acceptance from all holders of Class A shares. Other proposals can be adopted by a simple majority of votes at the general meeting.

#### **Agenda, proposals and annual report**

The audited annual report for 2008 will be released on Friday, March 20, 2009, and can be downloaded from the Auriga website: [www.auriga.dk](http://www.auriga.dk) and [www.auriga-industries.com](http://www.auriga-industries.com) from this date. The annual report and the agenda for the general meeting with complete proposals will be available for review at Auriga's offices, Thyborønvej 78, 7673 Harboøre, Denmark, from Monday, March 23, 2009. As from the same date, the documents can also be reviewed at the headquarters of Danske Bank, Holmens Kanal 2-12, 1092 Copenhagen K.

The printed version of the annual report will be published for the general meeting on April 2, 2009. On April 6, 2009, the annual report will be sent by ordinary mail to those shareholders and other interested parties who have ordered the publication.



### **Admission cards and proxies**

Shareholders registered in Auriga's register of shareholders automatically receive notice as well as relevant registration and proxy form for the general meeting.

Shareholders not registered in the register of shareholders may obtain an admission card by duly documenting their shareholding.

Admission cards and proxy forms can be ordered through the InvestorPortal on the Auriga website [www.auriga.dk](http://www.auriga.dk) and [www.auriga-industries.com](http://www.auriga-industries.com) or by contacting Auriga's office in Harboøre, Denmark, up to 5 days before the date of the general meeting, i.e. up until and including **Friday, March 27, 2009 at 4 pm**, cf. Article 9 of the Articles of Association.

According to Article 10.1 of the Articles of Association, the voting right attaching to the shares can only be exercised where the shares and the names of the holders have been registered in Auriga's register of shareholders, or the acquisition has been reported and documented. The voting right attaching to shares acquired by means of transfer cannot be exercised at general meetings which are called before the shares and the name of the holder have been registered in the Auriga register of shareholders, or before the acquisition has been reported and documented to the company. The acquired shareholding is, however, regarded as being represented at the general meeting even though the voting right cannot be exercised if the shares have, prior to the general meeting, been registered in the register of shareholders, or if the shareholder has reported and documented his acquisition.

### **Share capital, votes and dividend**

Auriga's share capital of DKK 255 million is divided into Class A shares with a nominal value of DKK 75 million and Class B shares with a nominal value of DKK 180 million. Each Class A share with a nominal value of DKK 10 carries 10 votes, while each Class B share with a nominal value of DKK 10 carries 1 vote.

Dividend adopted by the general meeting will, less any tax, be paid out by VP Securities A/S.

On behalf of the Board of Directors

Ole Steen Andersen  
Chairman

AURIGA INDUSTRIES A/S  
Thyborønvej 78,  
7673 Harboøre, Denmark  
Tel.: +45 7010 7030

Enclosed: Presentation of candidate member of the Board of Directors.  
Overview of the changes to the Articles of Association.  
Form for ordering admission card and issuing proxy.



## **PRESENTATION OF NEW CANDIDATE FOR THE BOARD OF DIRECTORS**

### **Re Item 4 - Election of members to the Board of Directors**

Pursuant to Article 14 of the Articles of Association, members of the Board of Directors are elected for a period of one year at a time, and resigning members may be reelected.

The Board of Directors proposes that the following members of the Board of Directors elected by the general meeting be reelected: Povl Krogsgaard-Larsen, Torben Skriver Frandsen, Johannes Jacobsen, Karl Anker Jørgensen and Jan Stranges.

Ole Steen Andersen has informed the Board of Directors that he wishes no re-election. The Board of Directors proposes that Erik Højsholt be elected new member of the Board of Directors due to his many years' of management experience and thorough knowledge of process industry and strategic change processes.

### **ERIK HØJSHOLT**



Erik Højsholt is 60 years old, Graduate Diploma in Business Administration (International Business), Aarhus School of Business, 1975.

Erik Højsholt has had managerial positions in Grindstedværket (now Danisco), Danmark Protein, New Zealand Milk Products (now Fonterra), MD Foods (now Arla Foods) and Aarhus Oliefabrik, where he was Export Manager in the period 1983-1987 and President and CEO in the period 1999-2005, which was finalized with the position as working Chairman of the Board of Directors for the merged company AarhusKarlshavn AB until May 2006.

Today, Erik Højsholt is exclusively occupied with Directors' work and is Chairman of the Board of Directors of Brødrene Hartmann A/S, R2 Group A/S, Novopan Træindustri A/S, Brødrene Kier A/S and Fluxome Sciences A/S. Furthermore, he is member of the Board of Directors in Royal Unibrew A/S, Good Food Group A/S and Aarhus Universitet.

Erik Højsholt is considered an independent member of the Board of Directors.



## Changes to Articles of Association 2009 for Auriga Industries A/S

### Current wording

#### Article 4.2.

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 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 authorization shall be exercisable in connection with both the take-over of existing business activities or assets and in connection with a cash increase.

To the extent that the Board of Directors should exercise its authorization to increase the share capital by issuing shares at a price below the market price, the Board of Directors shall be authorized 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.

### Current wording

#### Article 6.1.

Class B shares shall be negotiable instruments and be issued and registered through VP Securities (*Værdipapircentralen*). 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 and recorded in the Company's Register of Shareholders. The Company shall accept no liability for the authenticity or correctness of a registered transfer. Divided payable in respect of Class B shares shall be paid by transfer via VP Securities.

### New wording

#### Article 4.2.

In the period until May 1, 2014, 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 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 authorization shall be exercisable in connection with both the take-over of existing business activities or assets and in connection with a cash increase.

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### New wording

#### 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. Divided payable in respect of Class B shares shall be paid by transfer via VP Securities A/S.



#### Current wording

##### Article 6.2.

Auriga Industries A/S's Register of Shareholders shall be held by VP, Investor Services A/S (VP Services A/S), Helgeshøj Allé 61, 2630 Taastrup, Denmark.

#### New wording

##### 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.

#### Current wording

##### Article 7.4.

Auriga Industries A/S shall at all times hold more than fifty per cent of the votes in Cheminova A/S, unless otherwise resolved by a simple majority of votes at a general meeting of Auriga Industries A/S and subject to the acceptance of such resolution by all holders of Class A shares.

#### New wording

##### Article 7.4.

**Abolished**

#### Current wording

##### Article 12.

The agenda of the annual general meeting shall include the following items:

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. Resolution concerning the appropriation of profits or the cover of losses in accordance with the adopted annual report.
4. Election of members to the Board of Directors.
5. Appointment of auditor.
6. Any proposals submitted for consideration by the Board of Directors or by shareholders.

#### New wording

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6. Any proposals submitted for consideration by the Board of Directors or by shareholders.