



April 3, 2007

## NOTICE OF GENERAL MEETING IN AURIGA INDUSTRIES A/S ON TUESDAY, APRIL 24, 2007

The ordinary general meeting, cf. Article 8 of the Articles of Association, will be held on **Tuesday, April 24, 2007, at 2 pm** at the offices of Auriga Industries A/S, 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 Industries A/S's activities in the past financial year.
2. Presentation of the annual report for 2006 with auditor's report for adoption, including resolution about the discharge of the obligations of the Board of Executives and the Board of Directors and approval of the remuneration for the Board of Directors.
3. Resolution concerning cover of losses in accordance with the adopted annual report for 2006.
4. Election of members to the Board of Directors.

In pursuance of Article 14 of the Articles of Association, Manager Povl Ulrik Skifter, Executive Vice President and CFO Ole Steen Andersen, Professor Povl Krogsgaard-Larsen and President and CEO Ernst Lunding are stepping down.

Povl Ulrik Skifter is stepping down on account of his age, and the Board of Directors proposes the following members of the Board of Directors elected by the general meeting to be reelected: Ole Steen Andersen, Povl Krogsgaard-Larsen and Ernst Lunding. In addition to this the Board of Directors proposes that Professor Karl Anker Jørgensen is elected as a new member.

5. Appointment of auditor.  
The Board of Directors proposes the reelection of Deloitte Statsautoriseret Revisionsaktieselskab.
6. Any proposals submitted by the Board of Directors or by shareholders:
  - 6.1. 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*).
  - 6.2 The Board of Directors proposes the following amendments of the Articles of Association:

**(a) Article 6:**

That a new Article 6.2 is inserted in the Articles of Association to be worded as follows: "Auriga Industries A/S's Register of Shareholders shall be held by VP, Investor

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7620 Lemvig, Denmark  
Tel.: +45 7010 7030  
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Email: investor@auriga.dk  
Internet: www.auriga.dk

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



Services A/S (VP Services A/S), Helgeshøj Allé 61, 2630 Taastrup, Denmark”.

**(b) Article 8.2:**

That Article 8.2 of the Articles of Association is amended to reflect the municipal merger as follows: “General meetings shall be held in Auriga Industries A/S’s municipality of registration or in Lemvig or in Copenhagen”.

**(c) Article 14:**

That the sentence “Any member of the Board of Directors elected by the general meeting shall resign no later than two years after his or her last election or reelection” shall be changed to “Members shall be elected for a period of one year at a time”.

Pursuant to Section 78 of the Danish Companies Act the proposals to amend the Articles of Association as set out under item 6.2 must be adopted by a qualified majority of votes.

6.3 The Association of Critical Shareholders (*Foreningen af Kritiske Aktionærer*) has requested that the general meeting consider the following:

*“The general meeting urges the subsidiary Cheminova to immediately phase out the production and sale of all Class I toxic products worldwide.”*

The audited annual report for 2006 including the consolidated financial statements and the agenda for the general meeting will be available for review at the offices of Auriga Industries A/S, Thyborønvej 78, 7673 Harbøre, Denmark from Thursday, April 12, 2007. As from the same date, the documents can also be reviewed at the headquarters of Danske Bank, Holmens Kanal 2-12, 1092 Copenhagen K, or at the Auriga website [www.auriga-industries.com](http://www.auriga-industries.com).

Admission cards to the general meeting are issued in accordance with Article 9 of the Articles of Association. Please order admission cards at the Auriga website [www.auriga-industries.com](http://www.auriga-industries.com) or by contacting Auriga's offices in Harbøre up until five days before the general meeting, i.e. by **Thursday, April 19, 2007 at 4 pm.**

The voting right attaching to shares acquired by means 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 3, 2007, 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 be allowed to speak, provide documentation of their shareholding when requesting admission cards.

On behalf of the Board of Directors

Povl U. Skifter  
Chairman

AURIGA INDUSTRIES A/S,  
Thyborønvej 78, 7620 Lemvig, Denmark  
Tel.: +45 7010 7030.

Enclosed: Presentation of candidate members of the Board of Directors  
Order form for admission card



## Presentation of candidates for the Board of Directors

In addition to their professional qualifications the candidates listed below all have considerable managerial experience as well as possessing the knowledge and international experience which are important competences for the work of the Board of Directors of Auriga Industries A/S.

### **Ole Steen Andersen** (born 1946)

Executive Vice President and CFO of Danfoss A/S  
Deputy Chairman of the Board of Directors of Auriga Industries A/S  
Member of the Board of Directors since 2005  
Considered an independent member of the Board of Directors

Chairman of the Board of Directors of Cowi A/S and BB Electronics A/S.  
Member of the Board of Directors of Sauer-Danfoss Inc., HTCC Inc. and SPEAS A/S.

### **Povl Krogsgaard-Larsen** (born 1941)

Professor, dr. pharm  
Member of the Board of Directors since 2002  
Considered an independent member of the Board of Directors

Chairman of the Board of Directors of the Carlsberg Foundation  
Chairman of the Board of Directors of Carlsberg A/S  
Chairman of the research school Drug Research Academy  
Deputy Chairman of the Board of Directors of Alfred Benzon Fonden  
Member of the Board of Directors of the Carlsberg Laboratory, Carlsberg Breweries A/S and the National History Museum at Frederiksborg  
Member of the Royal Danish Academy of Sciences and Letters (*Det Kongelige Danske Videnskabernes Selskab*), the Danish Academy of Natural Sciences (*Danmarks Naturvidenskabelige Akademi*) and the Academy for the Technical Sciences (*Akademiet for de Tekniske Videnskaber*)

### **Ernst Lunding** (born 1947)

President and CEO of LEO Pharma A/S  
Member of the Board of Directors since 2003  
Considered an independent member of the Board of Directors

### **Karl Anker Jørgensen** (born 1955)

Professor, dr. scient.  
Cannot be considered an independent member of the Board of Directors due to his membership of the Board of Directors of the Aarhus University Research Foundation

Professor of chemistry at the Department of Chemistry at the University of Aarhus working with the development and understanding of organic reactions  
Member of the Royal Danish Academy of Sciences and Letters (*Det Kongelige Danske Videnskabernes Selskab*), the Academy for the Technical Sciences (*Akademiet for de Tekniske Videnskaber*) and a Fellow of the Royal Society of Chemistry  
Member of the Board of Directors of the Aarhus University Research Foundation, INCUBA A/S and INCUBA VENTURE K/S