

**Translation of Announcement No. 2 – 2018
to Nasdaq Copenhagen**



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KONTONR. 4440 137040
CVR-NR. 58 21 06 17

NOTICE CONVENING THE ANNUAL GENERAL MEETING OF BRØDRENE A & O JOHANSEN A/S

The Board of Directors hereby gives notice of the annual general meeting of Brødrene A & O Johansen A/S, CVR (Central Business Register) No. 58 21 06 17, to be held on

FRIDAY, 23 MARCH 2018, AT 11.00 A.M.

at

**BRØDRENE A & O JOHANSEN A/S
RØRVANG 3
2620 ALBERTSLUND**

with the following

AGENDA:

- 1. The Board of Directors' report on the company's activities in 2017.**
- 2. Approval of the Annual Report for 2017.**

The Board of Directors recommends approval of the Annual Report for 2017.
- 3. Distribution of profits or covering of losses in accordance with the approved Annual Report.**

The Board of Directors proposes to pay out a dividend for 2017 of DKK 6 per share of nominally DKK 10. Dividend is paid out to both preference shareholders and ordinary shareholders.
- 4. Discharge of liability for members of the Board of Directors and the Executive Board.**

The Board of Directors proposes that the members of the company's Board of Directors and the Executive Board are discharged from liability in relation to the approved Annual Report for 2017.

5. Election of members to the Board of Directors.

The Board of Directors proposes re-election of all members of the Board elected by the general meeting. The Board of Directors therefore proposes the election of Henning Dyremose (Chairman), Michael Kjær (Deputy Chairman), Erik Holm, Preben Damgaard Nielsen (elected by the preference shareholders) and Niels A. Johansen.

Backgrounds and managerial posts of the members of the Board are described in Schedule 1.

6. Election of auditor

The Board of Directors proposes to re-elect Ernst & Young Godkendt Revisionspartnerselskab in accordance with the recommendation of the Audit Committee.

In connection with its recommendation, the Audit Committee states that the committee has not been influenced by third parties and that no agreements exist that can restrict the choice of auditor.

7. Proposals from the Board of Directors or shareholders.

7.1. Dematerialisation of ordinary shares (abolition of physical share certificates)

The Board of Directors proposes to dematerialise the company's ordinary shares, so that henceforward the ordinary shares – like the preference shares – will only exist in electronic form issued by and registered with a central securities depository (VP Securities A/S). In consequence, the following consequential amendments to the Articles of Association are proposed.

Paragraphs 5-9 of Article 3 of the Articles of Association are to be worded as follows:

“The preference shares shall be quoted on Nasdaq Copenhagen. Both preference shares and ordinary shares shall be issued in dematerialised form through VP Securities A/S, CVR number 21 59 93 36. The central securities depository in question shall issue and register these shares in accordance with the statutory provisions regarding the issuing of listed securities.

The company's register of shareholders shall be kept by VP Investor Services, CVR number 30 20 11 83.

The preference shares and the ordinary shares shall be negotiable instruments and shall be issued in the names of the holders and recorded in the names of the holders in the company's register of shareholders.

The following restrictions shall apply to the negotiability of the ordinary shares: Ordinary shares may only be sold to other ordinary shareholders, received as inheritance or advancement, or contributed to funds if invested by the founders themselves. Apart from the above-mentioned cases the ordinary shares cannot be disposed of without the Board of Directors' prior consent, which shall be in writing.

No restrictions shall apply to the negotiability of the preference shares.”

As a result of the above amendments to paragraphs 5-9 of Article 3 of the Articles of Association the numbering of the subsequent paragraphs in Article 3 is updated.

Article 4 of the Articles of Association is to be worded as follows:

“When the annual general meeting has adopted the audited Annual Report, the dividend shall be paid – with effect of discharge for the company – into the account with a depository bank as stated in the register of shareholders or registered with a central securities depository.

The company shall not be held responsible if the holder registered with a central securities depository should turn out not to be the rightful owner.”

Article 5 of the Articles of Association regarding the cancellation of lost share certificates is deleted, and all subsequent articles are numbered accordingly.

The Board of Directors’ proposal to update the Articles of Association can be found on the company’s website.

7.2. Authorisation to acquire own shares

The Board of Directors proposes as usual that it be authorised by the general meeting during the period until 1 May 2019 to let the company acquire own preference shares equivalent to a total of 10% of the company’s share capital at the time of being granted authorisation, provided that the company’s total holding of own shares at no point exceeds 10% of the company’s share capital. The consideration must not deviate by more than 10% from the official price quoted at Nasdaq Copenhagen at the time of acquisition.

Adoption requirements

Adoption of the proposal set out in item 7.1 of the agenda requires at least 2/3 of the votes cast and of the voting share capital represented at the general meeting. The other proposals on the agenda may be adopted by a simple majority of votes.

Share capital and voting rights

The company’s share capital amounts to DKK 28,000,000, nominal value, of which DKK 5,640,000, nominal value, constitutes ordinary share capital, and DKK 22,360,000, nominal value, constitutes preference share capital. The ordinary share capital is divided into shares of DKK 100 each or multiples hereof, while the preference share capital is divided into shares of DKK 10 each or multiples hereof. Any ordinary share in the amount of DKK 100 carries 100 votes, while any preference share in the amount of DKK 10 carries 1 vote.

The right of the shareholder to attend a general meeting and to vote in respect of his/her shares is determined on the basis of the shares held by the shareholder at the record date. The shareholding and the voting rights are calculated on the basis of entries in the shareholders’ register and any notice of ownership received by the company for the purpose of registration in the shareholders’ register.

The record date is **Friday, 16 March 2018**.

Furthermore, attendance is subject to the shareholder having requested an admission card as described below.

Admission cards

Shareholders who wish to attend the general meeting must request an admission card.

The deadline for ordering admission cards is **Monday, 19 March 2018, at 11.59 pm**.

A shareholder or his/her proxy holder may attend the general meeting together with an advisor, provided that an admission card for the advisor has been timely requested.

Admission cards may be requested:

- electronically via "Investor Relations" on the company's website, www.ao.dk, or
- by contacting the company by telephone at +45 70 28 01 80.

Admission cards will be sent by email to the email address provided by the shareholder and which has been registered in the register of shareholders. Please bring an electronic or printed copy of the digital admission card. Admission cards can also be collected at the registration counter at the entrance to the general meeting upon providing proper proof of identification. Voting cards will be distributed at the counter at the entrance to the general meeting.

Shareholders may register their e-mail addresses on www.ao.dk, or by sending an email to suh@ao.dk.

Shareholders, who is unable to attend the general meeting, may vote by proxy or by written vote (vote by correspondence).

Proxy

Proxies must be received by Brødrene A & O Johansen A/S no later than **Monday, 19 March 2018, at 11.59 pm**.

Proxy may be granted:

- by completing, signing and returning the proxy form by ordinary post to Brødrene A & O Johansen A/S, Rørvang 3, 2620 Albertslund, Denmark, or by email to suh@ao.dk. The proxy form may be downloaded from the company's website, www.ao.dk.

Proxy may be granted to the Board of Directors or a designated third party.

Written vote (vote by correspondence)

Written votes must be received by Brødrene A & O Johansen A/S no later than **Thursday, 22 March 2018, at 3 pm**. Written votes cannot be revoked once submitted.

Written votes may be submitted:

- by completing, signing and returning the vote by correspondence form by ordinary post to Brødrene A & O Johansen A/S, Rørvang 3, 2620 Albertslund, Denmark, or by email to suh@ao.dk. The vote by correspondence form may be downloaded from the company's website, www.ao.dk.

Additional information

Until and including the date of the general meeting, the following additional information will be available at the company's website, www.ao.dk:

- Notice and agenda of the general meeting, including the complete proposals, information on managerial posts and backgrounds of candidates to the Board of Directors, and proposal to update the Articles of Association.
- The documents to be presented at the general meeting, including the Annual Report for 2017.
- Proxy and vote by correspondence form.
- The total number of shares and voting rights as at the date of the notice.

Questions from the shareholders

Prior to the general meeting shareholders may submit questions concerning the agenda or the documents to be considered at the general meeting in writing to Brødrene A & O Johansen A/S by email to: suh@ao.dk.

Albertslund, February 2018

The Board of Directors

Schedule 1

INFORMATION ABOUT THE BOARD OF DIRECTORS' MANAGERIAL POSTS

Members:

- **Henning Baunbæk Dyremose, Chairman of the Board**

- Manager of Henning Dyremose ApS; HD Invest, Virum ApS; HCE Invest, Virum ApS; CD Invest, Virum ApS and Elly Dyremose ApS.
- Born 1945.
- Nationality: Danish.
- Chairman of the Board since 2007.
- Member of the Board since 1997.
- Chairman of Brødrene A & O Johansen A/S' Audit Committee.
- Elected by the ordinary shareholders.
- As Henning Dyremose has been a member of the Board for more than 12 years, he cannot, according to the 'Danish Recommendations on Corporate Governance', be characterised as being independent of special interests.

Qualifications

- Broad leadership experience in business, finance and politics.
- Experience as managing director of a wholesale company with the same customers as Brødrene A & O Johansen A/S.
- Former Minister of Finance.

Managerial Posts

- Deputy Chairman of board of:
Aveny-T Fonden.

- **Michael Kjær, Deputy Chairman of the Board**

- Managing Director of Invest Group A/S.
- Born 1956.
- Nationality: Danish.
- Deputy Chairman of the Board since 2007.
- Member of the Board since 2002.
- Member of Brødrene A & O Johansen A/S' Audit Committee.

- Elected by the ordinary shareholders.
- As Michael Kjær has been a member of the Board for more than 12 years, he cannot according to the 'Danish Recommendations on Corporate Governance', be characterised as being independent of special interests.

Qualifications

- Expertise in strategy, sales, marketing and finance.
- Management (CEO) of major retail chain.
- Experience with business organisations and employers' associations.

Managerial Posts

- Chairman of the boards of:

Artha Holding A/S
 Investeringselskabet Artha Max A/S
 Investeringselskabet Artha Optimum A/S
 Investeringselskabet Artha Safe A/S
 Kraks Fond
 Realfiction Holding AB
 MenuCard AB
 Telecenteret A/S
 North TQ ApS.

- Member of the boards of:

Jacobsgaard Investment Advisory ApS.
 MMP Invest af 1988 A/S
 Invest Group A/S
 Kjær 11-11-11 ApS
 Paul Kjær Invest A/S
 Paul Kjær af 1991 ApS.

- Ad hoc expert judge at the Danish Maritime and Commercial Court.

- **René Alberg**

- Product Manager.
- Born 1971.
- Nationality: Danish.
- Staff-elected member of the Board.
- Member of the Board since 2006.
- Re-elected in 2014, term expires in 2018.

- **Erik Holm**

- Managing Partner, Managing Director of Maj Invest Equity A/S, Manager of Maj Invest Holding A/S, Manager of Fondsmæglerselskabet Maj Invest A/S, Manager of Erik Holm Holding ApS, Manager of MIE5 Holding 4 ApS.
- Born 1960.
- Nationality: Danish.
- Member of the Board since 2009.

- Member of Brødrene A & O Johansen A/S' Audit Committee.
- Elected by the ordinary shareholders.
- Considered to be independent of special interests.

Qualifications

- Experience as managing director of a wholesale company with the same customers as Brødrene A & O Johansen A/S.
- Broad leadership experience in sales, finance and logistics, both in Denmark and internationally.
- Experience of Board work in other listed companies.

Managerial Posts

- Chairman of the boards of:

Sticks'n'Sushi Holding A/S
 Sticks'n'Sushi A/S
 Sticks'n'Sushi UK Limited
 Sticks'n'Sushi Germany GmbH
 Victor Gruppen Restauranter Holding A/S
 Cenex ApS
 VGRH II ApS.

- Deputy Chairman of the boards of:

SP Group A/S
 SP Moulding A/S
 Arvid Nilssons Fond.

- Member of the boards of:

Fonden Maj Invest Equity General Partner
 Maj Invest Equity A/S
 Svendsen Sport A/S
 MIE4 7 Datter ApS
 Maj Invest South America S.A.
 Maj Invest Singapore Private Ltd.

- Member of investment committees for:

LD Equity 1 K/S
 LD Equity 2 K/S
 LD Equity 3 K/S
 Maj Invest Equity 4 K/S
 Maj Invest Equity 5 K/S
 Maj Invest Equity Vietnam I K/S
 Maj Invest Equity Southeast Asia II K/S

- **Leif Hummel**

- Distribution Manager.
- Born 1963.
- Nationality: Danish.
- Staff-elected member of the Board.

- Member of the Board since 2014.
- Elected in 2014, term expires in 2018.

Qualifications

- Leadership experience in staff management, logistics and warehouse management.
- Experience with national and international distribution and transport planning.
- Experience with environmental management, energy management and working environment assessment.
- Experience in finance and accounting.
- Experience of board work in private institutions.

- **Carsten Jensen**

- Logistics Coordinator.
- Born 1955.
- Nationality: Danish.
- Staff-elected member of the Board.
- Member of the Board since 1990.
- Re-elected in 2014, term expires in 2018.

- **Niels Axel Johansen**

- Chief Executive Officer of Brødrene A & O Johansen A/S.
- Born 1939.
- Nationality: Danish.
- Member of the Board since 1979.
- Elected by the ordinary shareholders.
- As Niels A. Johansen has been a member of the Board for more than 12 years and is a member of the Executive Board, he cannot, according to the 'Danish Recommendations of Corporate Governance', be characterised as being independent of special interests.

Qualifications

- Long-time managerial experience as CEO.
- In-depth knowledge of the wholesale industry of installation materials in Denmark and the rest of Europe.

Managerial Posts

- Chairman of the board of:
Avenir Invest ApS.

- **Preben Damgaard Nielsen**

- Managing Director of Damgaard Company A/S, Damgaard Group A/S, Damgaard Group Holding A/S, Ejendomsselskabet Oktanten ApS, The Closet ApS, Katrine Damgaard Invest ApS, Olivia Damgaard Invest ApS, Markus Damgaard Invest ApS, Damgaard Family Invest ApS, Damgaard Family Invest II ApS, Damgaard Family Invest III ApS, Galleri Bo Bjerggaard International ApS, PD International Invest ApS, Ejendomsselskabet Tesch Alle ApS, DGH I ApS and DGH II ApS.
- Born 1963.
- Nationality: Danish.
- Member of the Board since 2007.
- Member of Brødrene A & O Johansen A/S's Audit Committee.
- Elected by the preference shareholders.
- Considered to be independent of special interests.

Qualifications

- Broad leadership experience.
- Long-time experience as CEO.
- Long-time experience as board member.
- Worked as CEO of a listed company from 1999 to 2003.
- In-depth knowledge of accounting and IT systems.
- In-depth knowledge and experience of business acquisitions and disposals.

Managerial Posts

- Chairman of the boards of:

Proactive A/S
Proactive Holding 2008 A/S
7N A/S
Too Good To Go ApS
Too Good To Go Holding ApS
Templafy ApS.

- Member of the boards of:

Skolebordet.dk A/S
Damgaard Company A/S
Damgaard Group A/S
Damgaard Group Holding A/S
Dixa ApS
Scalepoint Technologies Holding A/S
Scalepoint Technologies Denmark A/S
Configit A/S
Configit Holding A/S
OrderYOYO ApS.

- Member of the Investment Committee for Seed Denmark.