



Notice to convene the

Annual General Meeting in Lauritz.com Group A/S

Company registration no. 37627542
(the "Company")

Wednesday 27 May 2020, 11.00 CEST at Dynamovej 11 C, 2860 Søborg.

AGENDA:

1. **Election of chairman of the meeting**
2. **The Board of Directors report on the activities of the Company**
3. **Presentation of the annual report for approval**
4. **Proposal for distribution of profits or cover of loss pursuant to the approved annual report**

The Board of Directors propose that no dividend is paid.

5. **Election of chairman of the Board of Directors**
The Board of Directors proposes re-election of Bengt Olof Tony Sundström as chairman.

6. **Election of members to the Board of Directors**
Pursuant to Section 16(2) of the Company's Articles of Association, the directors are elected for one year at a time.

The Board of Directors consists of: Bengt Olof Tony Sundström, Claus Due Pedersen, Mette Rode Sundstrøm and Preben Vinkler Lindgaard.



Based on the recommendation from the nomination committee the Board of Directors proposes re-election of Bengt Olof Tony Sundström, Claus Due Pedersen, Mette Rode Sundström and Preben Vinkler Lindgaard.

Information on the additional managerial posts of the candidates nominated for re-election can be found on the Company's investor relations site under "Board of Directors".

7. Election of auditor

Pursuant to Section 20(2) of the Company's Articles of Association, the auditor is elected for one year at a time.

The Board of Directors propose re-election of Deloitte Statsautoriseret Revisionspartnerselskab (Company registration no. 33963556).

8. Proposal to amend Article 8.1 of the Company's Articles of Association on the place for the General meetings

The Board of Directors proposes to add the possibility for general meetings to be held online.

Following adoption of this proposal, the amended Article 8.1 will have the following wording:

"General meetings shall be held in the municipality in which the Company has its registered office, in North Zealand, in Greater Copenhagen or in Stockholm. The Board of Directors may resolve that a specific general meeting will be conducted by electronic means, no physical attendance possible."

9. Proposal to amend Article 8.5 of the Company's Articles of Association on the language at General meetings

As an alternative to English, the Board of Directors proposes that Danish can be applied in respect of general meetings.



Following adoption of this proposal, the amended Article 8.5 will have the following wording:

"The language at general meetings is English or Danish as resolved by the Board of Directors. Documents for internal use by the general meeting are to be prepared in English or Danish as resolved by the Board of Directors."

10. Proposal to amend Article 19.1 of the Company's Articles of Association on power to bind the Company

The Board of Directors proposes to remove the possibility for two members of the Executive Management to bind the Company and to introduce that the chairman together with one other member of the Board of Directors can bind the Company.

Following adoption of this proposal, the amended Article 19.1 will have the following wording:

"The Company shall be bound by the joint signatures of the Chairman of the Board of Directors and any one member of the Executive Management, the joint signatures of the Chairman of the Board of Directors and one other member of the Board of Directors or by the joint signatures of the entire Board of Directors."

Approval requirements and share capital

Approval, adoption and election as proposed in item 1 and 3-7 on the agenda takes place by simple majority. Adoption of proposal pursuant to item 8-10 requires support from at least 2/3 of the votes cast as well as 2/3 of the share capital being represented on the general meeting, cf. Section 106(2) of the Companies Act.

The share capital of the Company is DKK 4,079,254.20 divided into shares of DKK 0.10. At the general meeting each share of nominally DKK 0.10 will carry one vote.



Registration date, participation and right to vote

Shareholders, who on the registration date own shares in the Company, or from whom the Company on the registration date has received a request for entry in the shareholders' register, have the right to participate in and vote at the general meeting.

The registration date is Wednesday 20 May 2020, cf. Section 11(1) of the Company's Articles of Association.

Admission card

Shareholders, proxyholders and any accompanying advisor must have an admission card in order to attend the general meeting. Admission cards can be requested electronically via shares@lauritz.com no later than Friday 22 May 2020 at 23:59.

Proxy

Shareholders may vote at the general meeting by granting proxy to the Board of Directors or to a named third party. The proxy can be downloaded by clicking [here](#). The proxy can be submitted by sending it by email to shares@lauritz.com.

Any proxy must be received no later than Friday 22 May 2020 at 23:59.

Postal vote

Shareholders may vote at the general meeting by postal vote. The postal vote form can be downloaded [here](#). The postal vote form can be submitted by sending it by e-mail to shares@lauritz.com.

The postal vote must be received no later than Tuesday 26 May 2020 at 12:00.

Any proxy or postal vote can be submitted for shares owned on the registration date (i.e. Wednesday 20 May 2020) calculated on the basis of the registration in the Company's shareholders' register and requests for registration of ownership received by the Company but not yet registered in the shareholders' register, cf. Section 11(1) of the Company's Articles of Association.

Further information

The following material will be available on the Company's website www.lauritz.com no later than Tuesday 12 May 2020:



- The notice convening the general meeting including the agenda and the complete text of any proposal(s);
- Information on the total number of shares and voting rights at the date of notice;
- The 2019 annual report;
- The documents to be submitted at the general meeting, and
- Proxy and postal vote form.

Shareholders are welcome to submit questions in written form to the Company regarding the agenda and the documents prepared for the general meeting.

PROCESSING OF PERSONAL DATA

The Company processes personal data about its shareholders such as their name, address, contact details, custody account number and shareholdings for the purpose of maintaining the Company's register of shareholders, giving notice of meetings, holding general meetings and for other communication with shareholders. You can read more about the Company's processing of personal data on our website: [Personal data policy](#)

Søborg, 12 May 2020

The Board of Directors in Lauritz.com Group A/S