



Notice to convene an

extraordinary general meeting in Lauritz.com Group A/S

Company registration no. 37627542
(the "Company")

Friday 23 March 2018, 10:00 am CET at the Company's address at Dynamovej 11, 2860 Søborg

AGENDA:

1. Election of chairman of the meeting

The Board of Directors proposes election of Henrik Møgelmoose, attorney-at-law, Kro-mann Reumert.

2. Proposal to amend Article 5.1 of the Company's Articles of Association on au-thorization to issue shares

The Board of Directors proposes to replace the Board of Directors' existing authoriza-tion in Article 5.1 of the Articles of Association to issue new shares, with a new authori-zation to increase the Company's share capital with up to 50,000,000 shares of nominally DKK 0.10 each (i.e. a nominal increase of the share capital of DKK 5,000,000), without preemption right for the existing shareholders, for a period of five (5) years from this general meeting.

Following adoption of this proposal, the amended Article 5.1 will have the following wording:

"Until and including 22 March 2023, the Board of Directors shall be authorised to increase the Company's share capital in one or more transactions by up to 50,000,000 shares of DKK 0.10 at market value without the existing shareholders having any pre-emption rights. Such increase in share capital can be by cash payment, conversion of debt or by contribution of other assets than cash. Partial payment for the new shares is not possible. The new shares shall be non-negotiable instruments and shall be registered in the name of the holder."



3. Proposal to authorize the Board of Directors to enter into a Share Issue Arrangement Agreement

The Board of Directors proposes to authorize the Board of Directors to enter into a Share Issue Arrangement Agreement ("SIAA") with one or more shareholders of the Company (the "Shareholder").

The purpose of the SIAA is to facilitate a simple procedure whereby the Company at any time during a one-year period, in relatively small proportions suitable for smaller investors and on a low-cost basis can issue new shares and thus raise additional capital.

The proceeds received by the Company will be used to reduce the bond debt and for general corporate purposes.

The SIAA must have the below main terms and features. However, the Board of Directors shall be entitled to deviate from these terms and features to a reasonable extent, if considered appropriate.

- The SIAA shall apply for a period of one year. Thereafter, the Board of Directors may enter into an equivalent agreement with the same or another Shareholder for a subsequent one-year period.
- For a period of one year, the Company is entitled - but not obliged - to initiate one or more sales processes during which the Company is authorized on behalf of the Shareholder to sell shares in the Company belonging to the Shareholder.
- At the same time, the Shareholder agrees to be obliged to apply the resulting sale proceeds to subscribe for such number of new shares issued by the Company which equals the number of shares sold. As a result of a sales process, the Shareholder will not increase or decrease its shareholding or make a gain or a loss.
- The sales may take place through the Nasdaq Stockholm First North trading system or in any other manner deemed appropriate by the Company, including by way of establishing safe harbor procedures.
- The Company decides on (i) the number of sales processes it wishes to initiate during the one-year period, (ii) the duration of each sales process, however only up to a maximum of 20 business days, and (iii) the number of shares sold in each sales process, however up to a maximum equivalent to 3% of the share capital.
- If and when the Company decides to initiate a sales process, a company announcement will be made in that regard.



- The total sale of shares during the one-year period under the SIAA will not exceed 50,000,000 shares, provided that the general meeting has adopted the proposal in item 2 of the agenda, or 9,874,125 shares (corresponding to the current remaining authorization) if proposal no 2 is not adopted.
- Each time a sales process is initiated, the Board of Directors will decide an appropriate increase of the Company's share capital.
- The proceeds received by the Shareholder from the sales of shares arranged by the Company shall be deposited on an escrow account and applied to subscribe for new shares in the Company.
- The new shares must be listed on Nasdaq Stockholm First North.
- The Company must ensure that relevant prospectus rules are complied with.
- The Shareholder will not receive any consideration. However, all direct costs related to the sales processes, including trading fees, will be borne by the Company.
- The Shareholder undertakes to retain a holding of shares equivalent to at least 3% of the share capital throughout the one-year period.

Blixtz Holding A/S (owned fully by Bengt Sundström) and Mette Rode Sundstrøm have both offered to enter into an SIAA with the Company. However, both Blixtz Holding A/S and Mette Rode Sundstrøm have stated that they will, wholly or partly, give way for any other shareholder(s) offering to enter into an SIAA with the Company.

4. Election of a member to the Board of Directors

The Board of Directors proposes to elect the Company's CFO, Preben Vinkler Lindgaard as a member to the Board of Directors.

Preben Vinkler Lindgaard does not hold managerial posts in any other businesses except for in the Company's subsidiary.

Approval requirements and share capital

Approval, adoption and election of items no 1, 3 and 4 of the agenda takes place by a simple majority of votes. Approval of item no 2 of the agenda takes place by a qualified majority of two-thirds of both the total number of votes cast and of the share capital represented at the general meeting.



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

The registration date is Friday 16 March 2018, 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 Monday 19 March 2018 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 Monday 19 March 2018 at 23:59.

Postal vote

Shareholders may vote at the general meeting by postal vote. The postal vote form can be downloaded via www.lauritz.com or by clicking [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 Thursday 22 March 2018 at 12:00.

Any proxy or postal vote can be submitted for shares owned on the registration date (i.e. Friday 16 March 2018) 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 8 March 2018:

- 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;
- Proxy and postal vote form.

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

Søborg, 8 March 2018

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