



Notice to convene an

## Extraordinary general meeting in Lauritz.com Group A/S

Company registration no. 37627542  
(the "Company")

Tuesday 31 July 2018, 10.00 am CEST at the Company's address at Dynamovej 11 C, 2860 Søborg

### **AGENDA:**

#### **1. Election of chairman of the meeting**

The Board of Directors proposes election of Mads Laursen, attorney-at-law, Kromann Reumert.

#### **2. Proposal to amend Article 16.2 of the Company's Articles of Association on the number of members of the Board of Directors**

The Board of Directors proposes to change the number of members of the Board of director from currently the Chairman and additional 3-7 members, to the Chairman and additional 2-7 members.

Following adoption of this proposal, the amended Article 16.2 will have the following wording:

*"The Board of Directors shall consist of the chairman and additional 2-7 members, who shall all be elected for a term of one year. The members are eligible for re-election."*

#### **3. Election of a member to the Board of Directors**

Due to commitments in a new business venture that requires his full attention Thomas Schnegelsberg is resigning from the Board of Directors as of July 31 2018. Based on the recommendation from the Nomination committee the Board of Directors proposes to



elect Claus Due Pedersen as a new member to the Board of Directors for a term until the next annual general meeting.

Claus Due Pedersen is Commercial director and owner of Domusnord Copenhagen, apart from this Claus Due Pedersen holds no other managerial posts.

Claus Due Pedersen brings international experience from leading global tech companies like Microsoft (Consumer Division) and Electronic Arts (Gaming) as well as start-ups with emphasis on consumer, technology and design. Claus Due Pedersen holds a HD-A (1997) from CBS and an Executive MBA from SIMI (2006). Claus Due Pedersen: "I am very excited to join the Board of Directors of Lauritz.com that has always been the pioneer and leader when it comes to modern and redefined auctions in Europe. With its large customer base, powerful brand and solid team Lauritz.com is very well positioned for the next big level in the core auction business and new market initiatives. I look forward to work with the Executive Board and Leadership Team of Lauritz.com."

### **Approval requirements and share capital**

Approval, adoption and election of items no 1 and 3 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 own 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 Tuesday 24 July 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](mailto:shares@lauritz.com) no later than Friday 27 July 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](mailto:shares@lauritz.com).

Any proxy must be received no later than Friday 27 July 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](http://www.lauritz.com). The postal vote form can be submitted by sending it by e-mail to [shares@lauritz.com](mailto:shares@lauritz.com).

The postal vote must be received no later than Monday 30 July 2018 at 12:00.

Any proxy or postal vote can be submitted for shares owned on the registration date (i.e. Tuesday 24 July 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](http://www.lauritz.com) no later than 13 July 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, 13 July 2018

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