



Exhibit 1: Agenda and the full contents of the proposals

NKT Holding A/S' Annual General Meeting on Tuesday 25 March 2014

Agenda and contents of proposals

1. Report by the Board of Directors on the Company's activities in 2013.
2. Presentation of the audited Annual Report
3. Adoption of the audited Annual Report.
4. Proposal by the Board of Directors for the distribution of profits (or cover of loss).

The Board of Directors proposes that a dividend of 3.50 DKK per share of 20 DKK nominal value, equal to a total dividend of 83,753,876 DKK based on the registered share capital of the Company, be paid to the shareholders for the financial year 2013.

5. Resolution discharging the Management and Board of Directors from their liabilities.
6. Approval of the Board of Directors' remuneration.
- 6.1. It is proposed that the Board of Directors' remuneration for 2014 shall be 900,000 DKK to the Chairman, 600,000 DKK to the Deputy Chairman and 300,000 DKK to each of the other members.

It is proposed that the Chairman of the Audit Committee is remunerated with 200,000 DKK, whereas the committee's second member is remunerated with 100,000 DKK.

It is proposed that the Chairmen of the Remuneration Committee and Nomination Committee each are remunerated with 100,000 DKK and that the second member of each committee is remunerated with 50,000 DKK.

As a consequence of the reorganisation of NKT Holding A/S' governance structure, the Board of Directors has set up working committees in Nilfisk-Advance Group, NKT

Cables Group and NKT Photonics Group. It is proposed that the Chairman of each working committee shall be remunerated with 200,000 DKK, and the second member of each committee shall be remunerated with 100,000 DKK however, the remuneration for NKT Photonics Group shall be 150,000 DKK to the Chairman and 75,000 DKK to the second member.

- 6.2. As a consequence of the increased workload in connection with the changed governance structure of NKT Holding A/S, which became effective 1 July 2013, it is proposed that the Chairman shall extraordinarily be remunerated for 2013 with 500,000 DKK.

7. Election of board members.

The following board members will resign from the Board of Directors: Jens Due Olsen, Kristian Siem, Jens Maaløe, Kurt Bligaard Pedersen, Lone Fønss Schrøder and Lars Sandahl Sørensen.

It is proposed that the following persons be re-elected:

Jens Due Olsen, Kristian Siem, Jens Maaløe, Kurt Bligaard Pedersen, Lone Fønss Schrøder and Lars Sandahl Sørensen.

A description of business profiles and an overview of directorships for all board members proposed for re-election are attached hereto as Exhibit A.

8. Election of one or more public accountant(s).

It is proposed that Deloitte Statsautoriseret Revisionspartnerselskab (CVR-nr.: 33 96 35 56) be re-elected as sole auditor of the Company.

9. Proposals from the Board of Directors and shareholders.

- 9.1 Proposal from the Board of Directors for the authorisation of the Board of Directors to issue warrants to the

employees and management in the Company and companies consolidated with the Company which gives a right of subscription of a total nominal amount of 20,000,000 DKK shares (1,000,000 shares of 20 DKK each). Furthermore, it is proposed that the Board of Directors is authorised to effect the necessary capital increase connected to the exercise of the warrants with up to a nominal amount of 20,000,000 DKK shares.

The Board of Directors proposes that the following authorisation to the Board of Directors be inserted in the Articles of Association as a new article 3.B(5):

"In the period up to 1 April 2019 the Board of Directors is authorised to issue warrants, in one or several transactions and without preferential right of subscription for existing shareholders, up to a nominal amount of 20,000,000 DKK (1,000,000 shares of 20 DKK each) to the employees and management of the Company and companies consolidated with the Company and at an exercise price and with time limits for exercising which are determined by the Board of Directors.

In the period up to 1 April 2019 the Board of Directors is furthermore authorised to effect a capital increase, in one or several transactions, without preferential right of subscription for existing shareholders and against payment in cash, by up to a nominal amount of 20,000,000 DKK in connection with exercise of the warrants.

In the case of capital increases pursuant to the above, the new shares shall be negotiable instruments and shall be issued to the bearer, but can be registered and shall in all respects rank equally with the Company's existing shares, also with respect to redemption and restrictions in negotiability. The new shares shall carry a right to dividend from the time decided by the Board of Directors, but not later than from the financial year following the capital increase."

In relation hereto and in consequence hereof the numbering of the provisions in article 3.B is amended whereby article 3.B(5) of the present Articles of Association is amended to article 3B(6).

9.2 Proposal from the Board of Directors to delete expired articles.

The Board of Directors proposes that the following articles of the Articles of Associations be deleted, as the

authorisation to the Board of Directors is exhausted and has expired:

9.2.1 *"3.B.2: The article is deleted as the authorisation is exhausted and has expired."*

9.2.2 *"3.B V: The article and exhibit F is deleted as the authorisation is exhausted and has expired."*

9.2.3 *"3.B VI: The article and exhibit G is deleted as the authorisation is exhausted and has expired."*

9.3 Proposal from the Board of Directors for preparation and presentation of the Annual Report and interim reports in English.

The Board of Directors proposes that a new provision is inserted in the Company's Articles of Association as article 15(2) which takes advantage of the new rule in the Danish Companies Act that states that the annual report can be prepared and presented in English. Furthermore, it is proposed that the Board of Directors can decide that the annual report and interim reports are also prepared in Danish or that a summary hereof is prepared in Danish. The wording of article 15(2) shall be:

"The annual report and interim reports are prepared and presented in English. The Board of Directors can decide that the annual report and interim financial reports also are prepared in Danish or that a summary hereof is prepared in Danish"

9.4 Proposals from the Board of Directors of amendments and editorial changes of the existing "Remuneration policy and the general guidelines on incentive pay for the Board of Directors and the Board of Management of NKT Holding A/S".

9.4.1 The Board of Directors proposes that the existing remuneration policy and the general guidelines on incentive pay for the Board of Directors and the Board of Management of NKT Holding A/S, article 2, section 2, is amended as follows:

"Each member of the Board of Directors receives a fixed annual fee. Ordinary Board members receive a fixed amount (basic fee), while the Chairman and Deputy Chairman receive multiples thereof: the Chairman receives 3 x the basic fee and the Deputy Chairman receives 2 [formerly 1.5] x the basic fee. Participation in the Audit Committee entitles Board members to an additional fee: The Chairman of the

Audit Committee receives 2/3 x the basic fee and other members of the Audit Committee receive 1/3 x the basic fee. The Board of Directors can propose remuneration for participation in other Board committees.”

- 9.4.2 Furthermore, the Board of Directors proposes that the existing remuneration policy and general guidelines for incentive remuneration of the Board of Directors and Board of Management in NKT Holding A/S, Section 2 Severance pay, shall be amended as follows:

“The period of notice for the Company’s Executives may not exceed 18 months [previous 24 months for the CEO and 12 months for the company’s Executive Management]. In connection with significant changes in the Company’s ownership structure, these notice periods may be extended for a transitional period by six months [formerly 12 months].

- 9.4.3 The Board of Directors proposes that the existing remuneration policy and the general guidelines on incentive pay for the Board of Directors and the Board of Management of NKT Holding A/S, article 3, section 3, Bonus, is amended as follows:

“On the basis of a bonus agreement an executive may each year receive a bonus payment corresponding to 25% [previous 15%] of the fixed annual salary. Furthermore, the Board of Directors may in special cases decide to award an extraordinary additional bonus of up to 100% of the fixed salary. The value of the total yearly granted bonus will appear in the Company’s Annual Report.”

No other material changes are proposed to the existing guidelines.

- 9.4.4 Furthermore, the Board of Directors proposes a number of editorial changes after which the wording of the remuneration policy and general guidelines for provision of incentive pay for the Board of Directors and the Board of Management in NKT Holding A/S will be as follows:

“Remuneration policy for the Board of Directors and the Board of Management of NKT Holding A/S

1. Introduction

The remuneration policy of NKT Holding A/S for the Board of Directors and the Board of Management comprises principles for provision of remuneration and general guidelines for provision of incentive pay for the Board of Directors and the Board of Management, cf. Section 139 of the Danish Companies Act. The “Board of Management” refers to the executive board notified to the Danish Business Authority.

NKT Holding A/S uses provision of remuneration to the Board of Directors and provision of remuneration and incentive pay to the Board of Management with the object of ensuring coincidence of interest between the Company’s Board of Directors, Board of Management and shareholders, and with the object of constantly maintaining the motivation of both Boards for achieving the targets set by the Company.

In accordance with section 139 of the Danish Companies Act the Board of Directors has formulated general guidelines for the Company’s provision of incentive pay to the Board of Directors and the Board of Management and has submitted these guidelines for approval by the Company in general meeting.

2. Principles for remuneration of the Board of Directors and the Board of Management

Board of Directors

The Board of Directors considers the directors’ remuneration at frequent intervals based on recommendations from the Chairman of the Board. During the formulation of these recommendations the Chairman is guided by relevant comparisons with other large Danish companies. Proposals for the directors’ remuneration for the current year will be notified at the general meeting prior to adoption of the remuneration. The directors’ remuneration is approved as a separate item on the agenda at the general meeting.

Each member of the Board of Directors receives a fixed annual fee. Ordinary board members receive a fixed amount (basic fee), while the Chairman and Deputy Chairman receive multiples thereof: the

Chairman receives 3 x the basic fee and the Deputy Chairman receives 2 x the basic fee. Participation in the Audit Committee entitles Board members to an additional fee: The Chairman of the Audit Committee receives 2/3 x the basic fee and other members of the Audit Committee receive 1/3 x the basic fee. The Board of Directors can propose remuneration for participation in other Board committees.

Expenses such as travel and accommodation relating to board meetings and relevant training are reimbursed.

Board of Management

Proposals concerning the remuneration to the Board of Management are submitted by the Remuneration Committee. Proposals for remuneration are dealt with and decided by the Board of Directors.

The remuneration of the Board of Management is considered annually in relation to that of other large Danish companies with international operations.

The remuneration package consists of a fixed basic salary, a short-term cash bonus, a long-term share-based incentive scheme and other benefits in the form of usual non-monetary benefits and reimbursement of expenses relating to the employment.

Pension

The pension contribution for the Board of Management comprises 15% of the fixed basic salary.

Other benefits

The Board of Management receives special non-monetary benefits such as company car, phone, etc. Expenses incurred by the Board of Management relating to travel, conferences, training etc. are reimbursed.

Severance pay

The period of notice for the Company's Executives may not exceed 18 months. In connection with significant changes in the Company's ownership

structure, these notice periods may be extended for a transitional period by six months

3. General guidelines on incentive pay for the Board of Directors and the Board of Management, cf. section 139 of the Danish Companies Act

NKT Holding A/S has utilised incentive pay for the Board of Management for a number of years, whereas the Board of Directors does not receive incentive pay. These guidelines on incentive pay therefore relate solely to the Board of Management.

Incentive programs for the Board of Management may consist of pay by share options, warrants, phantom shares and bonus agreements.

The Company has hitherto utilised warrants and bonus agreements as incentive pay for the Board of Management.

Warrants

At the decision of the Board of Directors the Board of Management may annually be granted warrants with a value comprising up to 50% of the individual Executive's fixed annual salary including pension. The value of the warrants granted is calculated using the Black & Scholes formula.

No consideration is payable for the warrants, and the warrants may be granted on terms entailing favourable taxation for the individual Executive, the related costs not being tax-deductible for the Company.

The warrant conditions may prescribe that the warrants may be exercised for subscription of shares not earlier than three years and not later than six years after the date granted. The exercise price shall at least be equivalent to the average market price for the Company's shares in the month prior to date granted, unless the Board of Directors determines another exercise price which is responsible in market terms. It may be decided to add a hurdle rate to the exercise price for each year until exercise takes place. The subscription price shall be deducted the dividend, if any being paid. The Board of Directors may decide to compensate the warrant holders for disadvantage arising through changes in the Company's capital

structure or resulting from submission of a purchase offer for the Company's shares.

Shares necessary for compliance with a warrant programme may be obtained by issue of new shares. The Board of Directors may decide that the warrants can be exercised through differential settlement.

Bonus payments

An annual bonus may be paid to the individual Executive subject to fulfillment of conditions, targets and terms stated in the bonus agreement.

The criteria for granting of bonus may be the achievement of specified sales or earnings targets or completion of special one-off tasks such as significant acquisitions or divestments etc.

On the basis of a bonus agreement an Executive may each year receive a bonus payment corresponding to 25 % of the fixed annual salary. Furthermore, the Board of Directors may in special cases decide to award an extraordinary additional bonus of up to 100% of the fixed salary. The value of the total yearly granted bonus will appear in the Company's Annual Report.

Specific agreements

Specific agreements on remuneration with the Board of Management or changes to existing agreements may only be entered into within the framework of the present guidelines. Agreements or changes thereto not falling within the framework of these guidelines must be approved by the Annual General Meeting before becoming effective."

9.5 Proposals from shareholder Kjeld Beyer

9.5.1 Requirements of accounting details in the notice convening the Annual General Meeting

Invitations to attend Annual general meetings must be accompanied by a summary of the following accounting details in the audited financial statements: Five-year overview, including income statement and balance sheet with notes, and a statement of capital. The five-year overview must be supplemented by the following particulars for each year: the book value per share, the share

capital, the share denomination, the total number of shares, dividend per share and interest-bearing debt with a term exceeding one year and the number of own shares. For share options and warrants, the following details must be stated: The number granted for the year and any price increase at the end of the financial year compared with the price when the options and warrants were granted.

The requirements for the notice convening the meeting must be included in the Articles of Association, and adoption of the proposal will thus mean that the above is inserted as a new article 5.5, and the current article 5.5 will become article 5.6, etc.

Comment from the Board of Directors: The proposal does not have the support of the Board of Directors, as the information is already available in the annual report, in either the key numbers in the five-year overview or in the notes.

9.5.2 Availability and language of certain documents

The shareholder proposes that annual reports, the management's report and company announcements, including interim financial reports, must always be available in Danish for at least five years.

Comment from the Board of Directors: The proposal does not have the support of the Board of Directors, as NKT Holding A/S already publishes annual reports, management's reviews and company announcements in Danish on www.nkt.dk, dating five years back. As proposed by the Board of Directors in the agenda's item 9.3, annual reports and interim financial reports shall only be prepared and presented in English in the future.

9.5.3 Access to documents on the website

The shareholder proposes that no more than two or three menus must be required on the website to view the interim and annual reports, and that the menus must be easily accessible and in Danish. Furthermore, there must be links to www.nkt.dk where the official, audited annual report can be found.

Comment from the Board of Directors: The proposal does not have the support of the Board of Directors as NKT Holding A/S already strives to make sure that the Company's website www.nkt.dk is easy accessible and user friendly for both Danish and foreign shareholders.

9.5.4 Refreshments in connection with the Annual General meeting.

The shareholder proposes that refreshments provided in connection with the Annual General Meeting reasonably match the outlook for the coming year.

Comment from the Board of Directors: The proposal does not have the support of the Board of Directors. NKT Holding A/S offers a light meal after the Annual General Meeting and strives to serve this at a reasonable while economically responsible level.

- 9.6** The Board of Directors proposes that the chairman shall be authorised to carry out registration with the Danish Business Authority of the amendments to the Articles of Association which are carried at the Annual General Meeting, and that the chairman shall be authorised

to make the changes and additions to the approved amendments to the Articles of Association and other matters that the Danish Business Authority may require in order to register the decisions carried at the Annual General Meeting.

Adoption of the proposals listed under items 9.1, 9.2, and 9.5.1 of the agenda calls for a majority voting of at least two-thirds of the votes cast as well as of the voting share capital represented at the Annual General Meeting, cf. article 8 of the Articles of Association. Adoption of the proposals listed under items 9.3 to 9.6 (excluding item 9.5.1) of the agenda calls for simple majority.

- 10.** Any other proposals.

NKT/28 February 2014